

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 1, 2012

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 60th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 60th 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 25, 2012, Japan time.

Notice

1. Date & Time: 10:00 a.m., Tuesday, June 26, 2012

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 60th fiscal year (from April 1, 2011 to March 31, 2012), 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 60th fiscal year (from April 1, 2011 to March 31, 2012)

Matters to be resolved:

Proposal 1. Appropriation of Surplus

Proposal 2. Election of Twelve (12) 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, 2011 to March 31, 2012)

I. Items Regarding Status of Group Operations

1. Overview of Operations

During the fiscal year under review, there was an improvement in production activities in Japan with the easing of supply-side constraints caused by the Great East Japan Earthquake. Nevertheless, the economic situation remains difficult due to such factors as the slowdown of overseas economies and the impact from the strong Japanese yen.

Demand for electricity has dropped compared to the previous fiscal year mainly due to the impact of sluggish corporate activities and the power-saving mode that became prevalent across Japan after the Great East Japan Earthquake.

Under these circumstances, the sales volume of hydroelectric power in our wholesale electric power business for the fiscal year remained roughly the same as the previous year at 10.3 billion kWh, due to the temporary suspension of some of our power stations caused by heavy rains and typhoons, despite the abundance of water compared to the previous year (the water supply rate increased to 115% from 106%). Meanwhile, the sales volume of thermal power also remained flat compared with the previous year at 53.7 billion kWh, mainly due to the operational suspension of the Isogo Thermal Power Station (located in Yokohama-shi, Kanagawa Prefecture) for about two months following a fire at the station that occurred in November 2011, despite overall smooth operations at the other power stations. As a result, the total sales volume of the wholesale electric power business, combining hydroelectric and thermal power, was 64.0 billion kWh.

The sales volume of other electric power businesses increased by 37.5% year on year to 2.0 billion kWh, mainly due to an increase in load factors at power stations for PPSs (power producer and supplier). As a result, the sales volume of the overall electric power business was 66.0 billion kWh.

Revenues from hydroelectric power in our wholesale electric power business for the fiscal year remained flat compared to the previous year, while there was a rise in sales unit prices due to higher fuel prices in thermal power and an improvement in load factors in other electric power businesses, resulting in the increase in revenues in the overall electric power business. Sales (operating revenue) including other business operating revenue for the fiscal year increased by 2.9% year on year to 654.6 billion yen, and total ordinary revenues including non-operating revenues increased by 2.9% year on year to 669.9 billion yen.

Meanwhile, operating expenses increased by 7.0% year on year to 604.8 billion yen, mainly due to an increase in fuel costs caused by higher coal prices. Total ordinary expenses including non-operating expenses for the fiscal year thus increased by 6.5% year on year to 633.3 billion yen.

As a result of the above, ordinary income for the fiscal year decreased by 35.0% year on year to 36.6 billion yen. After recording restoration costs arising from the fire incident at the Isogo Thermal Power Station as an extraordinary loss, as well as an increase in income taxes-deferred due to a reversal of deferred tax assets following the implementation of the act to reduce the corporate tax rate, net income for the fiscal year decreased by 17.7% year on year to 16.1 billion yen.

2. Current Challenges

(1) The J-POWER Group Efforts Considering Business Environment

After the Great East Japan Earthquake, the business environment surrounding the electric power businesses has been becoming increasingly uncertain, on the back of tight conditions of demand and supply of electricity and energy resources, reforms of the existing electricity supply system, and global environmental issues. Under such circumstances, the J-POWER Group is committed to creating sustainable growth of corporate value through its contribution to the stable supply of electricity; initiatives to address environmental issues; and business expansion on a global scale by investing its management resources in growing business sectors.

Our efforts are described in the details below:

(a) Maintaining High Capacity Utilization of Facilities and Increasing Efficiency

In response to tight conditions of demand and supply of electricity in Japan, the J-POWER Group strives to contribute to the stable supply of electric power by operating our hydropower, thermal power, transmission and transformation facilities, etc., to the extent of their maximum capacity.

To ensure the high level of capacity utilization of these facilities without interruption, we will make effective investments in the maintenance of them, and increase their efficiency by collective upgrading. In this way, we aim to enhance both reliability and economic efficiency of the facilities over the medium- to long-term.

(b) Contributing to Stable Electricity Supply through Facility Formation: Ohma Nuclear Power Station

The Ohma Nuclear Power Station, which is currently under construction in Ohma-machi, Shimokita-gun, Aomori Prefecture (output 1,383 MW; commencement of operation is to be determined), will use uranium plutonium mixed oxide (MOX) fuel. Construction of the station began in May 2008, but was suspended immediately after the Great East Japan Earthquake that occurred in March 2011.

Taking seriously the impact of the accident at the Fukushima Daiichi Nuclear Power Station, the J-POWER Group has implemented group-wide measures to strengthen the safety of power stations by constantly and appropriately capturing new knowledge and technologies on safety, thereby creating a safe electric power station that can be trusted by people in the community.

(c) Contributing to Stable Electricity Supply through Facility Formation: Coal Thermal Power Stations

The J-POWER Group will strive to contribute to a stable electricity supply through the development of coal thermal power stations that have superiority in both economic efficiency and stable supply capability. To this end, we have been undertaking the upgrading construction of the No. 1 and No. 2 Units of Takehara Thermal Power Station*. In the future, we will seek the possibility of new construction and upgrades of our coal thermal power facilities.

We will also address the global warming issues associated with the development of coal thermal power stations, by increasing the efficiency of facilities and employing biomass co-combustion that can help reduce CO² emissions from these facilities.

* 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). Planning to start its operation in FY2020, we have submitted the scoping document concerning an environmental impact assessment to the local authority and are now conducting a survey of existing conditions.

(d) Contributing to Stable Electricity Supply through Facility Formation: Wide-area Interconnection Facilities

The J-POWER Group has a sound track record in constructing, maintaining and operating wide-area interconnection facilities from the Hokkaido-Honshu HVDC Link, the Honshu-Shikoku Line, the Anan-Kihoku HVDC Link and the Kanmon Line, as well as the Sakuma Frequency Converter Station, thus contributing to the wide-area operation of Japan's electric power system as a whole.

New policies to enhance wide-area interconnection facilities are currently being discussed, in order to increase the reliability and availability of electricity supply by enabling the accommodation of electricity between regions in case of accidents; enhance the coordination capacity of wide-area interconnection facilities when introducing massive renewable energies; and activate electricity trading on a nationwide scale. We will continue to work on the enhancement and operation of wide-area interconnection facilities by leveraging our extensive experience and technologies accumulated over the years, thus contributing to a stable supply of electricity.

(e) Promoting Renewable Energy

The J-POWER Group believes that renewable energy plays an important role in lowering carbon footprint. Therefore, with regard to our wind power generation facilities in Japan, we continuously advance the development of new projects by exploring potential sites favorable to setting up wind power stations. In addition, we continue to grow and refine our expertise and capability for faster response by integrating wind power companies and setting up a new operation and maintenance company, thus achieving higher capacity utilization of wind power stations. We are also working on to put it into a practice to utilize offshore wind power.

Furthermore, we are steadily advancing the adoption of biomass fuel at our coal thermal power stations, by promoting the business of converting sewage sludge and other biomass resources into fuel.

We are also promoting the development of new sites for geothermal power stations such as the Yuzawa Geothermal project in Wasabizawa and Akinomiya areas (Yuzawa-shi, Akita Prefecture) in addition to the existing Onikobe Geothermal Power Station (Osaki-shi, Miyagi Prefecture), as well as the expansion of hydroelectric power generation, including the construction of Isawa No. 1 Power Station (Oshu-shi, Iwate Prefecture) and the comprehensive upgrading of major equipment at Tagokura Power Station (Tadami-machi, Minamiaizu-gun, Fukushima Prefecture).

(f) Promoting High-Efficiency Coal Thermal Power and its Global Deployment

To cope with the tight demand and supply of energy resources and global environmental issues, the J-POWER Group is promoting initiatives to increase the efficiency of coal thermal power stations. These include the upgrading of the No. 1 and No. 2 Units of Takehara Thermal Power Station mentioned above by employing the state-of-the-art technologies, which will be launched in FY2020.

Another initiative is developing innovative technologies for coal thermal power generation with high-efficiency and a lower carbon footprint. We have established the Osaki CoolGen Corporation in Hiroshima Prefecture through collaboration with the Chugoku Electric Power Company. The new company is aimed at conducting demonstration tests of an oxygen-blown integrated coal gasification combined cycle (oxygen-blown IGCC) technology: the construction of testing facilities will begin in March 2013 and the testing is scheduled to start in FY2016.

Furthermore, we strive to contribute to promoting a lower carbon footprint and to reducing energy usage on a global scale by transferring our high-efficiency coal thermal power

generation technologies already practiced in Japan to developing countries, particularly in Asia. In this way, we aim to achieve both the growth and environmental improvements in Japan as well as in developing countries, particularly in Asia.

(g) Initiatives in the Coal Value Chain

Global coal demand and supply are expected to become tighter over the medium- to long-term, mainly due to the surge in demand in China, India, and other countries. Bearing in mind this situation, the J-POWER Group plans to strengthen strategic initiatives in all aspects of a coal value chain from fuel procurement to consumption, from the standpoint not only as one of the largest coal users but also as an energy supplier who owns mining interests, clean coal technologies, and capabilities of the development and operation of coal thermal power stations. We also aim to enhance the profit generated from multifaceted dimensions of the coal value chain, by expanding our business beyond coal procurement for self-consumption to coal distribution to third parties and seeking profit opportunities in wider business areas.

(h) Initiatives in Overseas Business

With respect to overseas business, the J-POWER Group has currently 29 power stations operating in seven countries and regions with a combined owned capacity of approximately 3,600 MW (as of March 31, 2012). This capacity will increase to around 8,000 MW by 2017 after the commencement of operation of two IPP projects and seven SPP projects in Thailand and one IPP project in Indonesia. We will steadily carry out the large-scale overseas projects currently underway, in order to make them a mainstay of our businesses along with those in Japan.

On that basis, we will explore new opportunities for projects abroad in addition to the ongoing projects, thus further developing our overseas businesses, in particular in the Asian region where remarkable economic growth is taking place.

*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 that it will purchase 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 three Outside Corporate Auditors. In addition, in compliance with 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 consistently promoting improvement in corporate governance in response to changes in the business environment, we strive to earn and maintain the trust of society, by making every effort to ensure that an awareness of compliance is firmly established in the corporate culture throughout the J-POWER Group and in the mind of every employee.

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

Furthermore, we will make ongoing efforts to strengthen our corporate base as well as to reinforce our crisis management functions including disaster readiness measures to systematically prepare for future natural disasters such as earthquakes, typhoons and floods.

3. Capital Investment

Total Capital Investment: 137,725 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

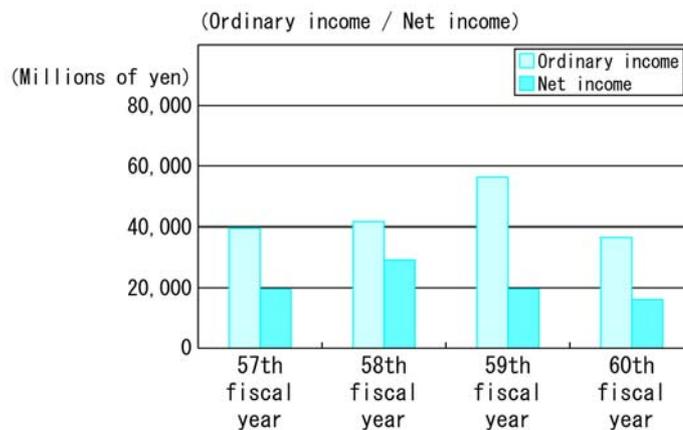
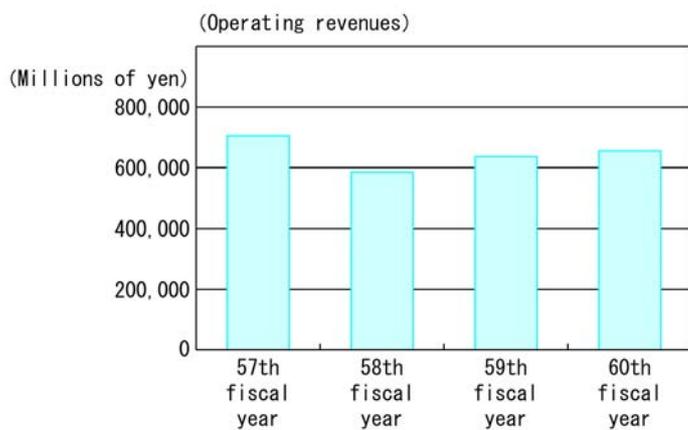
The following long-term loan has been made in order to fund capital investment and pay down interest-bearing debt.

Category	Amount	Remarks
Long-term Loans	176,745 million yen	

5. Trend in Assets and Profit/Loss

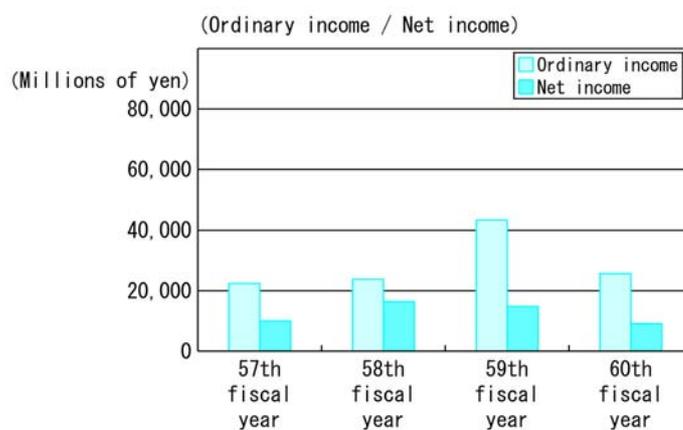
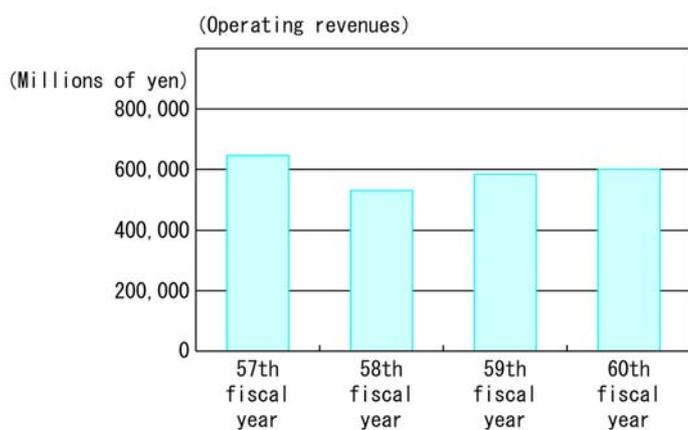
(1) Trend in Assets and Profit/Loss (Consolidated)

Category	57th fiscal year (FY2008)	58th fiscal year (FY2009)	59th fiscal year (FY2010)	60th fiscal year (FY2011)
Operating revenues (millions of yen)	704,936	584,484	635,975	654,600
Ordinary income (millions of yen)	39,599	41,694	56,322	36,619
Net income (millions of yen)	19,457	29,149	19,583	16,113
Earnings per share (yen)	121.65	194.26	130.51	107.39
Total assets (millions of yen)	2,005,469	2,024,080	2,012,386	2,016,394
Net assets (millions of yen)	382,112	414,981	414,898	406,192



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

Category	57th fiscal year (FY2008)	58th fiscal year (FY2009)	59th fiscal year (FY2010)	60th fiscal year (FY2011)
Operating revenues (millions of yen)	645,850	530,436	583,213	599,973
Ordinary income (millions of yen)	22,395	23,791	43,191	25,677
Net income (millions of yen)	10,026	16,372	14,785	9,169
Earnings per share (yen)	62.68	109.11	98.53	61.11
Total assets (millions of yen)	1,910,592	1,902,504	1,884,830	1,844,261
Net assets (millions of yen)	336,594	346,099	349,079	346,039



6. Major Areas of Operation (as of March 31, 2012)

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 as a core, as well as other electric power businesses operated by our subsidiaries and affiliates, 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 our management resources and expertise, 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 4.3% year on year to 612.9 billion yen, resulting mainly from a rise in sales unit prices due to higher fuel prices in thermal power in the wholesale electric power business and the improved load factors of other electric power businesses, while revenues from hydroelectric power in the wholesale electric power business remained flat compared to the previous year.

Segment income decreased by 46.7% year on year to 22.2 billion yen, mainly due to an increase in fuel costs despite an increase in sales.

(Electric Power-Related Businesses)

Sales (Other Business Operating Revenue) for the fiscal year increased by 2.0% year on year to 341.3 billion yen, mainly due to an increase in income from coal sales by our consolidated subsidiaries.

Segment income decreased by 19.7% year on year to 8.3 billion yen, mainly due to an increase in cost of sales despite an increase in sales.

(Overseas Business)

Sales (Other Business Operating Revenue) for the fiscal year increased by 6.6% year on year to

2.0 billion yen.

Segment income decreased by 30.7% year on year to 3.4 billion yen, mainly due to the impact of foreign exchange rates.

(Other Businesses)

Sales (Other Business Operating Revenue) for the fiscal year decreased by 14.5% year on year to 22.3 billion yen, mainly due to a decline in telecommunication construction sales by our consolidated subsidiaries.

Segment income increased by 1.5 billion yen year on year to 0.0 billion yen (a loss of 3 million yen), mainly due to a decline in cost of sales.

7. Major Subsidiaries (as of March 31, 2012)

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 TOKIWA Co., Ltd.	450	100	Wind power facilities construction and operation
Green Power Awara Co., Ltd.	310	100	Wind power facilities construction and operation
J-Wind IROUZAKI Co., Ltd.	200	100	Wind power facilities construction and operation
J-Wind Co., Ltd.	100	100	Wind power facilities construction and operation
Green Power Aso Co., Ltd.	490	88	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.	148 (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	Construction, 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
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
J-Wind Service Co., Ltd.	50	100	Wind power facilities maintenance and operation
JP Design Co., Ltd.	20	100	Design, supervision, research and consultant 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
JM Activated Coke, Inc.	490	90	Production and sales of activated coke
EPDC CoalTech and Marine Co., Ltd.	20	100 (100)	Marine transport of coal ash, fly ash

Company Name	Capital (millions of yen)	Equity Share (%)	Primary Areas of Business
Overseas Business			
J-Power Investment Netherlands B.V.	64 (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
J-POWER North America Holdings Co., Ltd.	1 (USD)	100	Management of overseas investments
J-POWER Holdings (Thailand) Co., Ltd.	12,259 (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
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
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
Biocoal Osaka-Hirano CO., LTD.	50	60	Construction and operation of sewage sludge to fuel conversion facilities

- Notes: 1. Equity share in parentheses indicates the level of indirect holdings.
2. The Company has 69 consolidated subsidiaries, including the major subsidiaries as listed above, and 83 affiliates accounted for by the equity method.
3. As of April 1, 2012, J-Wind IROUZAKI Co., Ltd., Green Power TOKIWA Co., Ltd. and Green Power Awara Co., Ltd. merged into J-Wind Co., Ltd. in an absorption-type merger.

8. Major Business Locations (as of March 31, 2012)

(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 TOKIWA Co., Ltd.	Chuo-ku, Tokyo
Green Power Awara Co., Ltd.	Awara-shi, Fukui Pref.
J-Wind IROUZAKI Co., Ltd.	Minamiizu-cho, Kamo-gun, Shizuoka Pref.
J-Wind 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
J-Wind Service Co., Ltd.	Chuo-ku, Tokyo
JP Design Co., Ltd.	Chiyoda-ku, Tokyo
Miyazaki Wood Pellet CO., LTD.	Kobayashi-shi, Miyazaki Pref.
JM Activated Coke, Inc.	Kitakyushu-shi, Fukuoka 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.
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.
Kaihatsu Hiryou Co., Ltd.	Takehara-shi, Hiroshima Pref.

Company Name	Head Office Location
Japan Network Engineering Co., Ltd.	Chuo-ku, Tokyo
Omuta Plant Service Co., Ltd.	Omuta-shi, Fukuoka Pref.
Biocoal Osaka-Hirano CO., LTD.	Osaka-shi, Osaka

Note: As of April 1, 2012, J-Wind IROUZAKI Co., Ltd., Green Power TOKIWA Co., Ltd. and Green Power Awara Co., Ltd. merged into J-Wind Co., Ltd. in an absorption-type merger.

9. Employees (as of March 31, 2012)

(1) Employees of the J-POWER Group

Segment	Number of Employees
Electric Power Business	2,224
Electric Power-Related Businesses	3,990
Overseas Business	518
Other Businesses	251
Total	6,983

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
2,321	+22	40.4	19.5

Notes: 1. The number of employees represents a number of employees at work, and does not include 722 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.	85,447 million yen
Sumitomo Mitsui Banking Corporation	78,000 million yen
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	52,940 million yen
The Norinchukin Bank	51,900 million yen
Nippon Life Insurance Company	40,329 million yen

II. Items Regarding Shares of the Company

1. Shares (as of March 31, 2012)

- (1) Number of shares authorized for issue 660,000,000 shares
- (2) Number of shares issued 166,569,600 shares
(including 16,516,790 shares of treasury stock)
- (3) Number of shareholders 38,193
- (4) Major shareholders (top 10 shareholders)

Shareholder Name	Number of share held (thousands)	Shareholding ratio (%)
Nippon Life Insurance Company	9,120	6.08
Japan Trustee Services Bank, Ltd. (Account in Trust)	8,778	5.85
The Master Trust Bank of Japan, Ltd. (Account in Trust)	8,047	5.36
Mizuho Corporate Bank, Ltd.	7,465	4.98
Japan Trustee Services Bank, Ltd. (Account in Trust 9)	4,747	3.16
Sumitomo Mitsui Banking Corporation	4,295	2.86
J-POWER Employees Shareholding Association	4,036	2.69
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	3,331	2.22
Fukoku Mutual Life Insurance Company	2,750	1.83
The Sumitomo Trust and Banking Co., Ltd.	2,247	1.50

Notes: 1. The above shareholding ratios are calculated excluding treasury stock.

2. As of April 1, 2012, The Sumitomo Trust and Banking Co., Ltd. merged with The Chuo Mitsui Trust and Banking Company, Limited and Chuo Mitsui Asset Trust and Banking Company, Limited to become Sumitomo Mitsui Trust Bank, Limited.

III. Items Regarding Directors/Corporate Auditors of the Company

1. Directors and Corporate Auditors (as of March 31, 2012)

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: Siting & Environment Dept.; Procurement Office; Civil & Architectural Engineering Dept.; Hydropower Dept.; Transmission System & Telecommunications 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 Dept.; Thermal Power Engineering Dept.; Nuclear Power Management Dept.; Nuclear Power Construction Dept.; Ohma General Management Dept.; and Research & Development Dept. • 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	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 Dept. • Thermal Power Engineering Dept. • Environment & Energy Business Dept. • Research & Development Dept. • Regional operations (west region)
Executive Director	Kuniharu Takemata	<ul style="list-style-type: none"> • Siting & Environment Dept. • Business Planning Dept. • Procurement Office
Executive Director	Hirotda Tanou	<ul style="list-style-type: none"> • Hydropower Dept. • Transmission System & Telecommunications 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 (KAJITANI LAW OFFICES) • President of Japan Legal Support Center • Outside Corporate Auditor of The Yokohama Rubber Company, Limited
Senior Corporate Auditor	Kanji Shimada	(Full-time)
Senior Corporate Auditor	Takashi Fujiwara	(Full-time)
Corporate Auditor	Motohito Sunamichi	(Full-time)
Corporate Auditor	Mutsutake Otsuka	<ul style="list-style-type: none"> • Chairman and Director of East Japan Railway Company • Vice Chairman of Nippon Keidanren
Corporate Auditor	Kiyoshi Nakanishi	<ul style="list-style-type: none"> • Adviser of GENESIS RESEARCH INSTITUTE, INC. • Adviser of Toyota Central R&D Labs., Inc. • Corporate Auditor of TOYOTA TECHCRAFT Co., LTD.

- Notes: 1. Go Kajitani, who serves as an Outside Director of the Company, was appointed by the Company as an independent director/auditor specified in the regulations of the Tokyo Stock Exchange.
2. KAJITANI LAW OFFICES, Japan Legal Support Center, and The Yokohama Rubber Company, Limited have no special relationship with the Company.
3. Go Kajitani, who serves as an Outside Director of the Company, resigned from his position at the expiration of his term as an Outside Corporate Auditor of NICHIAS Corporation as of June 29, 2011. NICHIAS Corporation has no special relationship with the Company.
4. Go Kajitani, who serves as an Outside Director of the Company, resigned from his position as Chairman of the Central Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications as of June 24, 2011. The Central Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications has no special relationship with the Company.
5. 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.
6. 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.
 7. 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.
 8. Although the Company's Directors/Corporate Auditors and employees use East Japan Railway Company as a means of public transportation while conducting the business of the Company, description of this business relationship is omitted in light of its nature.
 9. Mutsutake Otsuka, who serves as an Outside Corporate Auditor of the Company, resigned from his position as Chairman and Director of East Japan Railway Company as of March 31, 2012, and assumed the office of the adviser of East Japan Railway Company as of April 1, 2012.
 10. Kiyoshi Nakanishi, 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.
 11. GENESIS RESEARCH INSTITUTE, INC., Toyota Central R&D Labs., Inc., and TOYOTA TECHCRAFT Co., LTD. have no special relationship with the Company.

2. Directors' and Corporate Auditors' Remuneration

Category	Number of Persons	Total Amount
Directors (Outside Directors)	14 (1)	447 million yen (9 million yen)
Corporate Auditors (Outside Corporate Auditors)	5 (3)	107 million yen (43 million yen)
Total	19	555 million yen

Notes: 1. The Directors' remuneration includes a performance-linked bonus of 52 million yen for this fiscal year.
2. The number of Directors includes one Director who has resigned at the end of 59th Ordinary General Meeting of Shareholders held on June 28, 2011.

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:

By resolution 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).

By resolution 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 pages 20 to 21.

(2) Key Activities in this Fiscal Year

Name (Title)	Key Activities
Go Kajitani (Non-Executive Director)	Has attended 10 of the 12 Board of Directors meetings since he assumed the role of a Director, and made comments primarily based on his distinguished knowledge and a wide range of experience as an attorney.
Takashi Fujiwara (Senior Corporate Auditor)	Has attended 12 of the 12 Board of Directors meetings and 12 of the 12 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 12 of the 12 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.
Kiyoshi Nakanishi (Corporate Auditor)	Has attended 10 of the 10 Board of Directors meetings and 10 of the 10 Board of Corporate Auditors meetings since he assumed the role of a Corporate Auditor as of June 28, 2011, 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 applicable laws and regulations.

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	77 million yen
Total amount owed to Accounting Auditor by the Company and its subsidiaries in the form of cash or other financial benefit	146 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 in Compliance with Laws and 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 promotion 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 and regulations.

CONSOLIDATED BALANCE SHEETS (as of March 31, 2012)

(millions of yen)

Assets	
Property, plant and equipment	1,849,786
Power plants	1,111,251
Hydroelectric power generation facilities	374,510
Thermal power generation facilities	423,049
Internal combustion power generation facilities	4,296
Power generation facilities for new energies	34,479
Transmission facilities	186,274
Transformation facilities	31,774
Communication facilities	9,065
General facilities	47,801
Other property, plant & equipment	65,657
Construction in progress	380,425
Construction and retirement in progress	380,425
Nuclear fuel	54,157
Nuclear fuel in processing	54,157
Investments and other assets	238,295
Long-term investments	181,132
Deferred tax assets	52,571
Other investments	5,653
Allowance for doubtful accounts	(1,062)
Current assets	166,607
Cash and bank deposits	35,112
Notes and accounts receivable	59,283
Short-term investments	1,331
Inventories	34,972
Deferred tax assets	6,688
Other current assets	29,284
Allowance for doubtful accounts	(63)
Total assets	2,016,394

CONSOLIDATED BALANCE SHEETS (as of March 31, 2012) *(Continued)*

(millions of yen)

Liabilities	
Long-term liabilities	1,324,663
Bond	714,914
Long-term loans	522,407
Lease obligations	983
Accrued employee retirement benefits	58,015
Other allowances	25
Asset retirement obligations	4,585
Deferred tax liabilities	6,390
Other long-term liabilities	17,339
Current liabilities	284,761
Current portion of long-term debt	166,342
Short-term loans	18,443
Commercial paper	12,999
Notes and accounts payable	20,011
Income and other taxes payable	11,408
Other allowances	325
Asset retirement obligations	626
Deferred tax liabilities	4
Other current liabilities	54,599
Reserves under special laws	777
Reserve for fluctuation in water levels	777
Total liabilities	1,610,202
Net Assets	
Shareholders' equity	441,369
Common stock	152,449
Capital surplus	81,849
Retained earnings	270,334
Treasury stock	(63,264)
Accumulated other comprehensive income	(33,985)
Unrealized gain or loss on other securities	(772)
Deferred hedging gain or loss	(4,209)
Foreign currency translation adjustments	(29,003)
Minority interests	(1,191)
Total net assets	406,192
Total liabilities and net assets	2,016,394

CONSOLIDATED STATEMENTS OF INCOME (from April 1, 2011 to March 31, 2012)

(millions of yen)

Ordinary revenues	
Operating revenues	654,600
Electric power	609,775
Other	44,825
Non-operating revenues	15,356
Dividend income	1,315
Interest income	968
Equity income of affiliates	9,565
Other	3,506
Total ordinary revenues	669,957
Ordinary expenses	
Operating expenses	604,800
Electric power	553,873
Other	50,927
[Operating income	49,800]
Non-operating expenses	28,536
Interest expenses	22,005
Other	6,530
Total ordinary expenses	633,337
Ordinary income	36,619
Extraordinary loss	3,382
Disaster recovery expenses	3,382
Income before income taxes and minority interests	33,237
Income taxes - current	12,953
Income taxes - deferred	4,370
Income before minority interests	15,913
Minority interests in income	(200)
Net income	16,113

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2011 to March 31, 2012)

(millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current fiscal year	152,449	81,849	264,724	(63,263)	435,760
Changes during the fiscal year					
Dividends on retained earnings	—	—	(10,503)	—	(10,503)
Net income	—	—	16,113	—	16,113
Acquisition of treasury stock	—	—	—	(0)	(0)
Changes in items other than shareholders' equity (net)	—	—	—	—	—
Total	—	—	5,610	(0)	5,609
Balance at the end of current fiscal year	152,449	81,849	270,334	(63,264)	441,369

(millions of yen)

	Accumulated other comprehensive income				Minority interests	Total net assets
	Unrealized gain or loss on other securities	Deferred hedging gain or loss	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at the beginning of current fiscal year	(137)	611	(20,471)	(19,997)	(863)	414,898
Changes during the fiscal year						
Dividends on retained earnings	—	—	—	—	—	(10,503)
Net income	—	—	—	—	—	16,113
Acquisition of treasury stock	—	—	—	—	—	(0)
Changes in items other than shareholders' equity (net)	(634)	(4,821)	(8,532)	(13,987)	(327)	(14,315)
Total	(634)	(4,821)	(8,532)	(13,987)	(327)	(8,705)
Balance at the end of current fiscal year	(772)	(4,209)	(29,003)	(33,985)	(1,191)	406,192

(Reference)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(from April 1, 2011 to March 31, 2012)

(millions of yen)

Income before minority interests	15,913
Other comprehensive income	
Unrealized gain or loss on other securities	(640)
Deferred gains or losses on hedges	(4,786)
Foreign currency translation adjustment	(4,192)
Share of other comprehensive income of associates accounted for using equity method	(4,897)
Total other comprehensive income	(14,516)
Comprehensive income	1,396

(Comprehensive income attributable to)

Comprehensive income attributable to owners of the parent	2,126
Comprehensive income attributable to minority interests	(729)

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2012)

(millions of yen)

Assets	
Property, plant and equipment	1,728,454
Power plants	1,095,654
Hydroelectric power generation facilities	384,125
Thermal power generation facilities	429,797
Power generation facilities for new energies	1,526
Transmission facilities	189,304
Transformation facilities	32,944
Communication facilities	9,767
General facilities	48,187
Incidental business-related property, plant & equipment	2,186
Non-operating property, plant & equipment	260
Construction in progress	315,318
Construction in progress	314,737
Retirement in progress	580
Nuclear fuel	54,157
Nuclear fuel in processing	54,157
Investments and other assets	260,877
Long-term investments	60,522
Long-term investments in affiliated companies	169,582
Long-term prepaid expenses	1,548
Deferred tax assets	35,411
Allowance for doubtful accounts	(6,188)
Current assets	115,806
Cash and bank deposits	4,295
Accounts receivable	50,745
Accrued income	507
Inventories	31,565
Prepaid expenses	2,388
Short-term loans to affiliated companies	6,876
Deferred tax assets	4,599
Other current assets	14,895
Allowance for doubtful accounts	(65)
Total assets	1,844,261

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2012) *(Continued)*

(millions of yen)

Liabilities	
Long-term liabilities	1,211,719
Bond	714,914
Long-term loans	429,373
Lease obligations	392
Long-term accrued liabilities in affiliated companies	5,192
Accrued employee retirement benefits	46,053
Asset retirement obligations	175
Other long-term liabilities	15,617
Current liabilities	285,725
Current portion of long-term debt	163,166
Short-term loans	18,350
Commercial paper	12,999
Accounts payable	2,194
Accrued accounts	3,094
Accrued expenses	10,191
Income and other taxes payable	8,877
Deposits received	454
Short-term debt to affiliated companies	60,697
Advances received	666
Other current liabilities	5,032
Reserves	777
Reserve for fluctuation in water levels	777
Total liabilities	1,498,222

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2012) *(Continued)*

(millions of yen)

Net Assets	
Shareholders' equity	346,824
Common stock	152,449
Capital surplus	81,852
Additional paid-in capital	81,852
Retained earnings	175,787
Legal reserve	6,029
Other retained earnings	169,758
Reserve for special disaster	70
Exchange-fluctuation preparation reserve	1,960
General reserve	147,861
Retained earnings carried forward	19,866
Treasury stock	(63,264)
Valuation and translation adjustments	(785)
Unrealized gain or loss on other securities	(1,158)
Deferred hedging gain or loss	373
Total net assets	346,039
Total liabilities and net assets	1,844,261

NON-CONSOLIDATED STATEMENTS OF INCOME (from April 1, 2011 to March 31, 2012)

(millions of yen)

Ordinary revenues	
Operating revenues	599,973
Electric power	590,553
Electric power sales to other companies	532,915
Transmission revenues	53,059
Other electricity revenues	4,579
Incidental business revenues	9,419
Consulting business	2,430
Coal sales business	5,890
Other incidental business	1,098
Non-operating revenues	9,089
Financial revenues	6,726
Dividend income	5,401
Interest income	1,325
Non-business revenues	2,362
Gain on sale of fixed assets	76
Other	2,286
Total ordinary revenues	609,062
Ordinary expenses	
Operating expenses	557,628
Electric power	549,010
Hydroelectric power generation expenses	66,325
Thermal power generation expenses	381,201
Power production facilities for new energies	2,274
Power purchased from other companies	3,428
Transmission expenses	29,031
Transformation expenses	5,968
Selling expenses	1,482
Communication expenses	6,360
General and administrative expenses	45,429
Enterprise tax	7,508

NON-CONSOLIDATED STATEMENTS OF INCOME(from April 1, 2011 to March 31, 2012) (Continued)

	(millions of yen)
Incidental business expenses	8,617
Consulting business	1,847
Coal sales business	5,967
Other incidental business	802
 [Operating income	 42,344]
Non-operating expenses	25,756
Financial expenses	20,525
Interest expenses	20,525
 Non-business expenses	 5,230
Loss on sales of noncurrent assets	643
Other	4,587
Total ordinary expenses	583,384
 Ordinary income	 25,677
 Extraordinary loss	 3,434
Disaster recovery expenses	3,434
Income before income taxes	22,243
 Income taxes	 13,073
Income taxes - current	10,148
Income taxes - deferred	2,924
 Net income	 9,169

NON-CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2011 to March 31, 2012)

(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 the beginning of current fiscal year	152,449	81,852	81,852	6,029	57	1,960	142,861	26,213	177,121
Changes during the fiscal year									
Dividends on retained earnings	—	—	—	—	—	—	—	(10,503)	(10,503)
Net income	—	—	—	—	—	—	—	9,169	9,169
Acquisition of treasury stock	—	—	—	—	—	—	—	—	—
Provision of reserve	—	—	—	—	13	—	5,000	(5,013)	—
Changes in items other than shareholders' equity (net)	—	—	—	—	—	—	—	—	—
Total	—	—	—	—	13	—	5,000	(6,347)	(1,334)
Balance at the end of current fiscal year	152,449	81,852	81,852	6,029	70	1,960	147,861	19,866	175,787

(millions of yen)

	Shareholders' equity		Valuation and translation adjustments			Total net assets
	Treasury stock	Total shareholders' equity	Unrealized gain or loss on other securities	Deferred hedging gain or loss	Total valuation and translation adjustments	
Balance at the beginning of current fiscal year	(63,263)	348,159	(479)	1,399	919	349,079
Changes during the fiscal year						
Dividends on retained earnings	—	(10,503)	—	—	—	(10,503)
Net income	—	9,169	—	—	—	9,169
Acquisition of treasury stock	(0)	(0)	—	—	—	(0)
Provision of reserve	—	—	—	—	—	—
Changes in items other than shareholders' equity (net)	—	—	(679)	(1,026)	(1,705)	(1,705)
Total	(0)	(1,334)	(679)	(1,026)	(1,705)	(3,040)
Balance at the end of current fiscal year	(63,264)	346,824	(1,158)	373	(785)	346,039

THE AUDIT REPORT OF INDEPENDENT AUDITORS
CONCERNING THE CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Auditors

May 11, 2012

The Board of Directors
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC
Akira Chiba
Certified Public Accountant
Designated and Engagement Partner
Kenji Deguchi
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 444, Section 4 of the Corporation Law, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Electric Power Development Co., Ltd. (the "Company") applicable to the 60th fiscal year from April 1, 2011 through March 31, 2012.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the J-POWER Group, which consisted of the Company and consolidated subsidiaries, applicable to the 60th fiscal year ended March 31, 2012 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

THE AUDIT REPORT OF INDEPENDENT AUDITORS
CONCERNING THE NON-CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Auditors

May 11, 2012

The Board of Directors
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC
Akira Chiba
Certified Public Accountant
Designated and Engagement Partner
Kenji Deguchi
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 436, Section 2, Paragraph 1 of the Corporation Law, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the related supplementary schedules of Electric Power Development Co., Ltd. (the "Company") applicable to the 60th fiscal year from April 1, 2011 through March 31, 2012.

Management's Responsibility for the Financial Statements and the Related Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the related supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the related supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements and the related supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the related supplementary schedules. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements and the related supplementary schedules, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements and the related supplementary schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of Electric Power Development Co., Ltd. applicable to the 60th fiscal year ended March 31, 2012 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

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 60th fiscal year, from April 1, 2011 to March 31, 2012, 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 laws and regulations, and the Articles of Incorporation, and those needed for ensuring the fair performance of the Company’s operations as a stock 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 and supplemental statements 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 and supplemental statements conformed to the applicable laws and regulations, 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 found no improper acts or important violation of applicable laws and regulations or the Articles of Incorporation.
- (iii) The Board of Corporate Auditors confirms 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 found 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 18, 2012

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

Kiyoshi Nakanishi (seal)
Corporate Auditor

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

REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

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

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

The business environment surrounding the Company during this fiscal year has been still uncertain since the Great East Japan Earthquake occurred in March 2011. Nonetheless, we continue to enhance the competitiveness of the wholesale electric power business, our core operation, as well as to enhance businesses, 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 60th 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 surplus for the fiscal year as follows:

Items relating to the year-end dividend for the 60th fiscal year:

- (1) Distribution of dividends
 - 35 yen per share of common stock of the Company
 - Total amount: 5,251,848,350 yen
- (2) Effective date of the distribution
 - June 27, 2012

Proposal 2: Election of Twelve (12) Directors

The term of office for all thirteen (13) Directors expires as of the end of this meeting.

Accordingly, we propose the election of twelve (12) Directors.

The candidates for 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>	14,520 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>	20,040 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>	17,600 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>	11,180 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	10,240 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	13,500 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	9,900 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	7,800 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	Kuniharu Takemata (September 29, 1954)	<p>April 1978 Joined the Company</p> <p>June 2004 Department Director of Business Planning Dept.</p> <p>June 2006 Executive Officer, Department Director of Business Planning Dept.</p> <p>July 2006 Executive Officer, Department Director of Corporate Planning & Administration Dept.</p> <p>June 2007 Executive Managing Officer, Department Director of Corporate Planning & Administration Dept.</p> <p>June 2009 Executive Director (current position)</p>	10,600 shares
10	Junji Nagashima (September 5, 1952)	<p>April 1978 Joined the Company</p> <p>April 2006 Department Director of Nuclear Power Dept.</p> <p>June 2007 Executive Officer, Department Director of Nuclear Power Dept.</p> <p>May 2008 Executive Officer, Department Director of Nuclear Power Construction Dept.</p> <p>June 2009 Executive Managing Officer, Department Director of Nuclear Power Construction Dept.</p> <p>June 2010 Executive Director (current position)</p>	8,100 shares
11 *	Hitoshi Murayama (February 2, 1954)	<p>April 1980 Joined the Company</p> <p>June 2008 Department Director of Thermal Power Dept.</p> <p>June 2009 Executive Officer, Department Director of Thermal Power Dept.</p> <p>June 2010 Executive Officer, Department Director of Thermal Power Engineering Dept.</p> <p>December 2011 Executive Officer, Department Director of Thermal Power Engineering Dept. (current position)</p>	6,700 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
12	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</p> <p>June 2003 Outside Corporate Auditor, NICHIAS Corporation</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</p> <p>June 2009 Non-Executive Director (Outside Director) of the Company (current position)</p> <p>April 2011 President of Japan Legal Support Center (current position)</p> <p>June 2011 Outside Corporate Auditor of The Yokohama Rubber Company, Limited (current position)</p>	0 shares

Notes:

1. There is no conflict of interest between any of the Director candidates and the Company.
2. An asterisk (*) indicates that the person is a new candidate.
3. Of the Director candidates in positions of responsibilities at the Company as its Directors, the duties and responsibilities of Messrs. Kiyoshi Sawabe, Masayoshi Kitamura, Shinichiro Ota, Yasuo Maeda, Yoshihiko Sakanashi, Minoru Hino, Toshifumi Watanabe, Seigo Mizunuma, Kuniharu Takemata, Junji Nagashima, and Go Kajitani are as described on pages 19 to 21.
4. 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 has no 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 he served as an 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) He currently serves as an Outside Director of the Company, and his term of office will be three 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 applicable laws and regulations. If the candidate is elected, it is planned to continue the limited liability agreement.

Proposal 3: Election of Two (2) Corporate Auditors

The term of office for Corporate Auditors Takashi Fujiwara and Motohito Sunamichi expires as of the end of this meeting.

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

The Board of Corporate Auditors has approved this proposal.

The candidates for 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	Takashi Fujiwara (November 8, 1948)	April 1972 Joined the Ministry of Finance July 2002 Director-General of Planning and Coordination Bureau of the Financial Services Agency September 2003 Vice-Director, Non-Life Insurance Rating Organization of Japan July 2006 Director, Representative Executive Officer (Chairman and Chief Regulatory Officer) of Jasdq Securities Exchange, Inc June 2008 Corporate Auditor (Outside Corporate Auditor) of the Company June 2009 Senior Corporate Auditor (Outside Corporate Auditor) of the Company (current position)	0 shares
2 *	Hirotsada Tanou (August 10, 1954)	April 1978 Joined the Company July 2006 Department Director of Hydropower & Transmission System Dept. June 2007 Executive Officer, Department Director of Hydropower & Transmission System Dept. June 2009 Executive Director (current position)	13,000 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. Takashi Fujiwara 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 abundant experience he acquired through working in the financial administration for a long time and serving as Director, Representative Executive Officer (Chairman and Chief Regulatory Officer) at the stock exchange, we expect him to contribute to observe the Company's management intensively and endorse his election as an Outside Corporate Auditor.
 - (2) He 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.
 - (3) 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 applicable laws and regulations. If the candidate is elected, it is planned to continue the above limited liability agreement.

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