

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

Stock Code: 3003  
March 24, 2009

## TO OUR SHAREHOLDERS

**Shoei Co., Ltd.**  
2-1, Kanda-Nishikicho 1-chome,  
Chiyoda-ku, Tokyo  
Kenji Watanabe  
Director, Representative Executive Officer and President

### NOTICE OF RESOLUTIONS PASSED AT THE 79th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Shoei Co., Ltd. hereby serves notice that the following reports were presented and resolutions were passed at the 79th Ordinary General Meeting of Shareholders held today, as detailed below.

#### **Matters Reported:**

1. The Business Report and the Consolidated Financial Statements for the 79th Business Term (From January 1, 2008, to December 31, 2008), as well as the Audit Reports of the Independent Auditors and the Examining Committee on the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the 79th Business Term (From January 1, 2008, to December 31, 2008)

#### **Matters Resolved:**

**Proposal 1:** Partial Amendments to the Articles of Incorporation  
It was approved and adopted in its original form.

**Proposal 2:** Election of Nine (9) Directors  
It was approved and adopted in its original form. As a result, Masaaki Sato, Kenji Watanabe, Kazuo Kojima, Masao Fujioka, Ryuji Yasuda, Satoru Anzaki, Kenichiro Otake, Kimikazu Noumi and Sadahiko Yoshimura were elected as directors, and assumed their positions.  
Ryuji Yasuda, Satoru Anzaki, Kenichiro Otake, Kimikazu Noumi and Sadahiko Yoshimura are the outside directors stipulated in Article 2, Item 15 of the Corporation Law.

---

Chairman of the Board and members of Nomination, Examining and Remuneration Committees were elected as follows, and assumed their positions at the meeting of the Board of Directors held directly following the conclusion of the Ordinary General Meeting of Shareholders.

Chairman of the Board: Masaaki Sato

Nomination Committee

Chairman:	Masaaki Sato	Member:	Kenichiro Otake
Member:	Kenji Watanabe	Member:	Kimikazu Noumi
Member:	Ryuji Yasuda	Member:	Sadahiko Yoshimura
Member:	Satoru Anzaki		

Examining Committee

Chairman:	Sadahiko Yoshimura	Member:	Kimikazu Noumi
Member:	Masaaki Sato		

Remuneration Committee

Chairman:	Masaaki Sato	Member:	Kenichiro Otake
Member:	Ryuji Yasuda	Member:	Kimikazu Noumi
Member:	Satoru Anzaki	Member:	Sadahiko Yoshimura

Each committee elected its Chairman from among its members.

Executive Officers and Representative Executive Officer were elected as follows, and assumed their positions at the meeting of the Board of Directors held directly following the conclusion of the Ordinary General Meeting of Shareholders.

Representative Executive Officer and President\*: Kenji Watanabe

Senior Executive Officer\*: Kazuo Kojima

Senior Executive Officer: Takeshi Nakagawa

Senior Executive Officer\*: Masao Fujioka

Managing Executive Officer: Yutaka Yamauchi

(\*These Executive Officers also serve as Directors.)

---