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(Securities Code 7012)  
June 13, 2013

Dear Shareholders

Shigeru Murayama  
President  
Kawasaki Heavy Industries, Ltd.  
1-1 Higashikawasaki-cho 3chome,  
Chuo-ku, Kobe  
(Registered Office)  
1-3 Higashikawasaki-cho 1chome,  
Chuo-ku, Kobe

## NOTICE OF PARTIAL AMENDMENTS TO THE “NOTICE OF THE 190<sup>TH</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS”

Kawasaki Heavy Industries, Ltd. (the “Company”), hereby announces that there are partial amendments to the information stated in the Company’s Notice of the 190<sup>th</sup> Ordinary General Meeting of Shareholders and inform of the details of the partial amendments through the Company’s website as follows.

A written notice with the same effect will be sent to shareholders.

1. Amended Items
  - (1) “Notice of the 190<sup>th</sup> Ordinary General Meeting of Shareholders” page 2  
“Proposal No. 3: Election of Thirteen Directors”
  - (2) “Notice of the 190<sup>th</sup> Ordinary General Meeting of Shareholders” pages 3 to 6  
“Proposal No. 3: Election of Thirteen Directors” in “Reference Documents for the General Meeting of Shareholders”
2. Details of the Amendments (Underlined parts are amended.)
  - (1) “Notice of the 190<sup>th</sup> Ordinary General Meeting of Shareholders” page 2  
<Before the Amendment>  
“Proposal No. 3: Election of Thirteen Directors”  
<After the Amendment>  
“Proposal No. 3: Election of Ten Directors”
  - (2) “Notice of the 190<sup>th</sup> Ordinary General Meeting of Shareholders” pages 3 to 6  
<Before the Amendment>  
**Proposal No. 3: Election of Thirteen Directors**  
The term of office of all thirteen Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose to elect thirteen Directors to promote various efforts toward the enhancement of our corporate value. Such efforts include the new appointment of one Outside Director in the aim of further strengthening the internal control system and increasing transparency and objectivity of the management.  
The new election of the Outside Director will become effective with a proviso that Proposal No. 2 is approved in its original form.  
The candidates for Director are as follows:

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
1	<u>Satoshi Hasegawa</u> (Aug. 16, 1947)	<u>Apr. 1972</u> Joined Kawasaki Heavy Industries, Ltd. <u>Jun. 2007</u> Senior Vice President President, Gas Turbine & Machinery Company <u>Apr. 2009</u> Senior Executive Vice President, Assistant to the President <u>Jun. 2009</u> President (current position)	<u>126,000</u> shares
2	<u>Mitsutoshi Takao</u> (Apr. 1, 1950)	<u>Apr. 1972</u> Joined Kawasaki Heavy Industries, Ltd. <u>Jun. 2008</u> Senior Vice President General Manager, Finance & Accounting Department <u>Apr. 2012</u> Senior Executive Vice President Assistant to the President, In charge of Corporate Planning Division, Finance & Accounting Division, CSR Division, Personnel & Labor Administration Division and General Administration Division <u>Apr. 2013</u> Senior Executive Vice President Assistant to the President, In charge of Corporate Planning Division, Finance & Accounting Division, CSR Division, Personnel & Labor Administration Division, General Administration Division and Procurement Division (current position)	<u>111,000</u> shares
3	Kyohei Matsuoka (Sep. 16, 1949)	<u>Apr. 1973</u> Joined Kawasaki Heavy Industries, Ltd. <u>Apr. 2008</u> Managing Executive Officer Vice President, Rolling Stock Company <u>Apr. 2009</u> Managing Executive Officer President, Rolling Stock Company <u>Jun. 2009</u> Senior Vice President President, Rolling Stock Company (current position)	83,000 shares
4	Hiroshi Takata (Jan. 5, 1950)	<u>Apr. 1972</u> Joined Kawasaki Heavy Industries, Ltd. <u>Apr. 2007</u> General Manager, Research & Development Division, Consumer Products & Machinery Company <u>Apr. 2009</u> Managing Executive Officer President, Consumer Products & Machinery Company <u>Jun. 2009</u> Senior Vice President President, Consumer Products & Machinery Company <u>Apr. 2010</u> Senior Vice President President, Motorcycle & Engine Company (current position)	58,000 shares
5	Makoto Sonoda (Dec. 7, 1948)	<u>Apr. 1971</u> Joined Kawasaki Heavy Industries, Ltd. <u>Jun. 2007</u> President, Kawasaki Precision Machinery, Limited. <u>Jun. 2010</u> Director, Kawasaki Heavy Industries, Ltd. President, Kawasaki Precision Machinery, Limited. <u>Oct. 2010</u> Senior Vice President President, Precision Machinery Company (current position)	56,000 shares
6	Shigeru Murayama (Feb. 27, 1950)	<u>Apr. 1974</u> Joined Kawasaki Heavy Industries, Ltd. <u>Apr. 2008</u> Managing Executive Officer Vice President, Aerospace Company <u>Apr. 2010</u> Managing Executive Officer President, Aerospace Company <u>Jun. 2010</u> Senior Vice President President, Aerospace Company (current position)	107,000 shares

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
7	Joji Iki (Sep. 5, 1951)	Apr. 1977 Joined Kawasaki Heavy Industries, Ltd. July. 2006 Deputy General Manager, Machinery Division, Gas Turbine & Machinery Company Apr. 2009 Executive Officer General Manager, Machinery Division, Gas Turbine & Machinery Company Apr. 2012 Managing Executive Officer President, Gas Turbine & Machinery Company Jun. 2012 Senior Vice President President, Gas Turbine & Machinery Company (current position)	21,000 shares
8	Masahiko Hirohata (Sep. 20, 1951)	<u>Apr. 1975</u> <u>Joined Kawasaki Heavy Industries, Ltd.</u> <u>Apr. 2008</u> <u>Executive Officer</u> <u>General Manager, Planning &amp; Control Division, Gas Turbine &amp; Machinery Company</u> <u>Apr. 2011</u> <u>Managing Executive Officer</u> <u>General Manager, Corporate Planning Division</u> <u>Senior Manager, Infrastructure Strategy Office</u> <u>Apr. 2012</u> <u>Managing Executive Officer</u> <u>General Manager, Corporate Planning Division</u> <u>Jun. 2012</u> <u>Senior Vice President</u> <u>General Manager, Corporate Planning Division</u> (current position)	<u>66,000</u> <u>shares</u>
9	Eiji Inoue (Feb. 22, 1952)	Apr. 1974 Joined Kawasaki Heavy Industries, Ltd. Jun. 2008 Director, Kawasaki Plant Systems, Ltd. Jun. 2010 Senior Vice President General Manager, Project Engineering Center, Kawasaki Plant Systems, Ltd. Oct. 2010 Executive Officer General Manager, Project Engineering Center, In charge of Kobe Engineering Department, Plant & Infrastructure Company, Kawasaki Heavy Industries, Ltd. Apr. 2011 Executive Officer Vice President, Plant & Infrastructure Company Apr. 2012 Managing Executive Officer President, Plant & Infrastructure Company Jun. 2012 Senior Vice President President, Plant & Infrastructure Company (current position)	36,000 shares
10	Yoshinori Kanehana (Feb. 19, 1954)	Apr. 1976 Joined Kawasaki Heavy Industries, Ltd. Dec. 2008 General Manager, Rolling Stock Division, General Manager, Project Management Center, Rolling Stock Division, Rolling Stock Company Jan. 2009 General Manager, Rolling Stock Division, Rolling Stock Company Apr. 2009 Executive Officer Vice President, Rolling Stock Company Apr. 2011 Managing Executive Officer Vice President, Rolling Stock Company Apr. 2012 Managing Executive Officer General Manager, Marketing Division Jun. 2012 Senior Vice President General Manager, Marketing Division (current position)	37,000 Shares

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
11	Minoru Makimura (Nov. 18, 1950)	Apr. 1975 Apr. 2008 Apr. 2011 Apr. 2012 Joined Kawasaki Heavy Industries, Ltd. Executive Officer Deputy General Manager, Corporate Technology Division and Senior Manager, Technical Institute Managing Executive Officer General Manager, Corporate Technology Division and Senior Manager, Technical Institute Managing Executive Officer General Manager, Corporate Technology Division (current position)	43,000 Shares
12	Akio Murakami (Nov. 18, 1950)	Apr. 1975 Jun. 2008 Jun. 2010 Oct. 2010 Apr. 2013 Joined Kawasaki Heavy Industries, Ltd. Director, General Manager, Technology Division, Kawasaki Shipbuilding Corporation Senior Vice President General Manager, Technology Division, Kawasaki Shipbuilding Corporation Executive Officer General Manager, Planning & Control Division, Ship & Offshore Structure Company Managing Executive Officer President, Ship & Offshore Structure Company (current position)	19,000 Shares
13	Yoshihiko Morita (Mar. 7, 1947)	Apr. 1969 Oct. 2004 Oct. 2008 Jun. 2011 Dec. 2011 Jun. 2012 Joined Export-Import Bank of Japan (At present: Japan Bank for International Cooperation) Vice Governor of Japan Bank for International Cooperation Representative Director and Senior Managing Executive Officer Deputy CEO of Japan Bank for International Cooperation, Japan Finance Corporation Resigned Deputy CEO of Japan Bank for International Cooperation, Japan Finance Corporation Advisor, Sumitomo Mitsui Banking Corporation President, Japan Institute for Overseas Investment Corporate Auditor, TOKYO GAS Co., Ltd. (current position) [Significant concurrent position] President, Japan Institute for Overseas Investment Corporate Auditor, TOKYO GAS Co., Ltd.	2,000 Shares

(Notes) 1. There is no special interest relationship between the candidates and the Company.

2. Contents of the matter stipulated regarding candidates for Outside Director pursuant to Article 74, Paragraph 4 of the Ordinance for Enforcement of the Companies Act
  - (1) Mr. Yoshihiko Morita is a candidate for Outside Director.
  - (2) Mr. Yoshihiko Morita has been chosen as a candidate for Outside Director as the Company has judged that he is able to express useful opinions and advice in determining important matters of the Company's management. The Company believes he can do so from a position independent from the Company's execution of duties in light of his substantial overseas experiences and knowledge as a specialist, acquired in the Japan Bank for International Cooperation and other institutions. The Company believes he will be able to fully perform his roles as an Outside Director in the supervision of the execution of duties of the Company. Mr. Yoshihiko Morita will resign as advisor of Sumitomo Mitsui Banking Corporation on June 30, 2013.
  - (3) After the proposed election, Mr. Yoshihiko Morita will enter into a limited liability agreement pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act with the Company on condition that Proposal No. 2 is approved in its original form. The liability for damages under said agreement shall be limited to either an amount of ¥10 million, or an amount specified by law and regulation, whichever is higher.
3. Mr. Yoshihiko Morita satisfies the requirements of independent directors/corporate auditors stipulated by the Tokyo Stock Exchange, Osaka Securities Exchange and Nagoya Stock Exchange.

<After the Amendment>

**Proposal No. 3: Election of Ten Directors**

The term of office of all thirteen Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose to elect ten Directors to promote various efforts toward the enhancement of our corporate value. Such efforts include the new appointment of one Outside Director in the aim of further strengthening the internal control system and increasing transparency and objectivity of the management.

The new election of the Outside Director will become effective with a proviso that Proposal No. 2 is approved in its original form.

The candidates for Director are as follows:

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
3	Kyohei Matsuoka (Sep. 16, 1949)	Apr. 1973 Apr. 2008 Apr. 2009 Jun. 2009 Joined Kawasaki Heavy Industries, Ltd. Managing Executive Officer Vice President, Rolling Stock Company Managing Executive Officer President, Rolling Stock Company Senior Vice President President, Rolling Stock Company (current position)	83,000 shares
4	Hiroshi Takata (Jan. 5, 1950)	Apr. 1972 Apr. 2007 Apr. 2009 Jun. 2009 Apr. 2010 Joined Kawasaki Heavy Industries, Ltd. General Manager, Research & Development Division, Consumer Products & Machinery Company Managing Executive Officer President, Consumer Products & Machinery Company Senior Vice President President, Consumer Products & Machinery Company Senior Vice President President, Motorcycle & Engine Company (current position)	58,000 shares
5	Makoto Sonoda (Dec. 7, 1948)	Apr. 1971 Jun. 2007 Jun. 2010 Oct. 2010 Joined Kawasaki Heavy Industries, Ltd. President, Kawasaki Precision Machinery, Limited. Director, Kawasaki Heavy Industries, Ltd. President, Kawasaki Precision Machinery, Limited. Senior Vice President President, Precision Machinery Company (current position)	56,000 shares
6	Shigeru Murayama (Feb. 27, 1950)	Apr. 1974 Apr. 2008 Apr. 2010 Jun. 2010 Joined Kawasaki Heavy Industries, Ltd. Managing Executive Officer Vice President, Aerospace Company Managing Executive Officer President, Aerospace Company Senior Vice President President, Aerospace Company (current position)	107,000 shares
7	Joji Iki (Sep. 5, 1951)	Apr. 1977 July. 2006 Apr. 2009 Apr. 2012 Jun. 2012 Joined Kawasaki Heavy Industries, Ltd. Deputy General Manager, Machinery Division, Gas Turbine & Machinery Company Executive Officer General Manager, Machinery Division, Gas Turbine & Machinery Company Managing Executive Officer President, Gas Turbine & Machinery Company Senior Vice President President, Gas Turbine & Machinery Company (current position)	21,000 shares

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
9	Eiji Inoue (Feb. 22, 1952)	<p>Apr. 1974    Joined Kawasaki Heavy Industries, Ltd.</p> <p>Jun. 2008    Director, Kawasaki Plant Systems, Ltd.</p> <p>Jun. 2010    Senior Vice President General Manager, Project Engineering Center, Kawasaki Plant Systems, Ltd.</p> <p>Oct. 2010    Executive Officer General Manager, Project Engineering Center, In charge of Kobe Engineering Department, Plant &amp; Infrastructure Company, Kawasaki Heavy Industries, Ltd.</p> <p>Apr. 2011    Executive Officer Vice President, Plant &amp; Infrastructure Company</p> <p>Apr. 2012    Managing Executive Officer President, Plant &amp; Infrastructure Company</p> <p>Jun. 2012    Senior Vice President President, Plant &amp; Infrastructure Company (current position)</p>	36,000 shares
10	Yoshinori Kanehana (Feb. 19, 1954)	<p>Apr. 1976    Joined Kawasaki Heavy Industries, Ltd.</p> <p>Dec. 2008    General Manager, Rolling Stock Division, General Manager, Project Management Center, Rolling Stock Division, Rolling Stock Company</p> <p>Jan. 2009    General Manager, Rolling Stock Division, Rolling Stock Company</p> <p>Apr. 2009    Executive Officer Vice President, Rolling Stock Company</p> <p>Apr. 2011    Managing Executive Officer Vice President, Rolling Stock Company</p> <p>Apr. 2012    Managing Executive Officer General Manager, Marketing Division</p> <p>Jun. 2012    Senior Vice President General Manager, Marketing Division (current position)</p>	37,000 Shares
11	Minoru Makimura (Nov. 18, 1950)	<p>Apr. 1975    Joined Kawasaki Heavy Industries, Ltd.</p> <p>Apr. 2008    Executive Officer Deputy General Manager, Corporate Technology Division and Senior Manager, Technical Institute</p> <p>Apr. 2011    Managing Executive Officer General Manager, Corporate Technology Division and Senior Manager, Technical Institute</p> <p>Apr. 2012    Managing Executive Officer General Manager, Corporate Technology Division (current position)</p>	43,000 Shares
12	Akio Murakami (Nov. 18, 1950)	<p>Apr. 1975    Joined Kawasaki Heavy Industries, Ltd.</p> <p>Jun. 2008    Director, General Manager, Technology Division, Kawasaki Shipbuilding Corporation</p> <p>Jun. 2010    Senior Vice President General Manager, Technology Division, Kawasaki Shipbuilding Corporation</p> <p>Oct. 2010    Executive Officer General Manager, Planning &amp; Control Division, Ship &amp; Offshore Structure Company</p> <p>Apr. 2013    Managing Executive Officer President, Ship &amp; Offshore Structure Company (current position)</p>	19,000 Shares

No.	Name (Date of Birth)	Abridged Personal Records, Positions and Duties [Significant concurrent positions]	Shares of the Company
13	Yoshihiko Morita (Mar, 7, 1947)	<p>Apr. 1969    Joined Export-Import Bank of Japan (At present: Japan Bank for International Cooperation)</p> <p>Oct. 2004    Vice Governor of Japan Bank for International Cooperation</p> <p>Oct. 2008    Representative Director and Senior Managing Executive Officer Deputy CEO of Japan Bank for International Cooperation, Japan Finance Corporation</p> <p>Jun. 2011    Resigned Deputy CEO of Japan Bank for International Cooperation, Japan Finance Corporation</p> <p>Dec. 2011    Advisor, Sumitomo Mitsui Banking Corporation</p> <p>Jun. 2012    President, Japan Institute for Overseas Investment Corporate Auditor, TOKYO GAS Co., Ltd. (current position) [Significant concurrent position] President, Japan Institute for Overseas Investment Corporate Auditor, TOKYO GAS Co., Ltd.</p>	2,000 Shares

(Notes) 1. There is no special interest relationship between the candidates and the Company.

2. Contents of the matter stipulated regarding candidates for Outside Director pursuant to Article 74, Paragraph 4 of the Ordinance for Enforcement of the Companies Act

(1) Mr. Yoshihiko Morita is a candidate for Outside Director.

(2) Mr. Yoshihiko Morita has been chosen as a candidate for Outside Director as the Company has judged that he is able to express useful opinions and advice in determining important matters of the Company's management. The Company believes he can do so from a position independent from the Company's execution of duties in light of his substantial overseas experiences and knowledge as a specialist, acquired in the Japan Bank for International Cooperation and other institutions. The Company believes he will be able to fully perform his roles as an Outside Director in the supervision of the execution of duties of the Company. Mr. Yoshihiko Morita will resign as advisor of Sumitomo Mitsui Banking Corporation on June 30, 2013.

(3) After the proposed election, Mr. Yoshihiko Morita will enter into a limited liability agreement pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act with the Company on condition that Proposal No. 2 is approved in its original form. The liability for damages under said agreement shall be limited to either an amount of ¥10 million, or an amount specified by law and regulation, whichever is higher.

3. Mr. Yoshihiko Morita satisfies the requirements of independent directors/corporate auditors stipulated by the Tokyo Stock Exchange, Osaka Securities Exchange and Nagoya Stock Exchange.

### 3. Reason for the Amendments

At an extraordinary meeting of the Board of Directors on June 13, 2013, a resolution was passed to dismiss Mr. Satoshi Hasegawa, Mr. Mitsutoshi Takao and Mr. Masahiko Hirohata from the positions they had held up to this date as Representative Director and executive Director or executive director (see detailed allocation of positions below) and assigned them to positions as non-executive Directors under the supervision of the President. This resolution was passed unanimously by all members of the Board of Directors except those named above. This measure was deemed necessary because the arbitrary management actions of the above directors in disregard of the majority view of the Board of Directors fostered the opinion that they were unqualified to continue in their positions.

The Board of Directors also resolved that Proposal No. 3 presented to shareholders at the 190th Ordinary General Meeting of Shareholders would be amended to "Election of Ten Directors." This resolution reflects the situation outlined above and the determination that the above-named directors are seen as unqualified as Directors of the Company.

(Notes) Mr. Hasegawa held the positions of representative director and executive director; Mr. Takao was also a representative director and an executive director; and Mr. Hirohata was an executive director.

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