

June 27, 2006

Dear Shareholders

Tadaharu Ohashi
President
Kawasaki Heavy Industries, Ltd.
1-1 Higashikawasaki-cho 3chome,
Chuo-ku, Kobe

RESOLUTIONS OF GENERAL MEETING OF SHAREHOLDERS

We inform you of the resolutions of the 183rd Ordinary General Meeting of Shareholders of Kawasaki Heavy Industries, Ltd. held in Kobe on June 27, 2006 as follows:

Reported:

1. The Business Report, the Non-Consolidated Balance Sheet and the Non-Consolidated Income Statement for the 183rd Business Term (from April 1, 2005 to March 31, 2006)
2. The Consolidated Balance Sheet and the Consolidated Income Statement for the 183rd Business Term (from April 1, 2005 to March 31, 2006), as well as the Audit Reports

The details of the above documents were reported.

Resolutions:

No.1: Approval of Proposed Appropriation of Retained Earnings for the 183rd Business Term

This proposal was approved as originally proposed. The dividend per ordinary share was determined to be ¥3.

No.2: Partial Amendments to the Articles of Incorporation

This proposal was approved as originally proposed. Revisions are described below.

- (1) With the enforcement of the Corporate Code, etc, we amended the Articles of Incorporation as follows.
 - 1) We newly established a provision to limit the content of rights for Odd-Lot Shares to a reasonable range.

- 2) We made the necessary amendments to stipulate procedures to be taken by shareholders in exercising their voting rights in the regulations regarding the handling of shares.
 - 3) We made the necessary amendments to entrust the Custodian of the Record of Shareholders with handling the original register of the stock acquisition rights.
 - 4) We newly established a provision to allow distribution over the Internet of part or all Reference Documents for the Ordinary General Meeting of Shareholders for shareholders in the event of convocation of the Ordinary General Meeting of Shareholders.
 - 5) We made the necessary amendments to limit the number of proxy votes to one (1) for each shareholder and limit attendance to one designee per shareholders.
 - 6) We newly established a provision to allow such resolutions to be approved without holding a Board of Directors meeting, regarding matters that satisfy requirements of laws and regulations.
 - 7) We made the necessary amendments to create a separate article relating to Substitute Auditors and to prolong the term of office of Substitute Auditors from one (1) year to four (4) years as for the Auditor's term of office.
 - 8) We newly established a provision to enable the Corporation to enter into an agreement with an Outside Auditor to limit liabilities.
 - 9) We newly established an Accounting Auditors chapter to stipulate the number of Accounting Auditors, the method of election, the term of office, etc.
 - 10) We made the necessary amendments throughout the Articles of Incorporation, such as changes in wording, expressions and terms of the current Articles as well as the addition, elimination and relocation of some articles and provisions.
- (2) In addition to revisions made in light of the enactment of the Corporate Code, We made the revisions to reflect changes in the use of Japanese characters therein.

No.3: Election of nine (9) Directors

Directors Masamoto Tazaki, Tadaharu Ohashi, Masatoshi Terasaki, Takashi Yoshino, Akira Matsuzaki, Chikashi Motoyama, Jiroh Noguchi, Masashi Segawa and Shinichi Tamba were elected and have taken office.

No.4: Election of one (1) Substitute Corporate Auditor

Substitute Corporate Auditor Tomoko Sasaki was elected.

This translation has been prepared solely for the convenience of shareholders.

-END-