

(Summarized English Translation)

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(Securities Code: 6113)

June 5, 2009

To our shareholders:

Mitsuo Okamoto
President and CEO (Representative Director)
Amada Co., Ltd.
200, Ishida, Isehara-shi, Kanagawa, Japan

Notice of Convocation of the 71st Ordinary General Meeting of Shareholders

This is to inform you that the 71st Ordinary General Meeting of Shareholders of Amada Co., Ltd. will be held as follows.

As a shareholder who is unable to attend the meeting may exercise his or her voting rights in either of the following manners, please exercise your voting rights, upon examination of the enclosed referential statements, not later than 5:15 p.m. on June 25, 2009 (Thursday).

[Exercise of voting rights by mail]

Please send back the enclosed voting ballot to Amada Co., Ltd., with due entries thereon of indications of assent or dissent with respect to each item of business, so that such voting ballot reaches Amada Co., Ltd. by the above deadline.

[Exercise of voting rights via the Internet]

Please exercise your voting rights via the Internet by the above deadline.

<URL of the site for exercising voting rights> <http://www.evotep.jp/>

1. Date:

June 26, 2009 (Friday) at 10:00 a.m.

2. Place:

At the head office of Amada Co., Ltd. located at 200, Ishida, Isehara-shi, Kanagawa (246 Hall at Forum 246)

3. Items of Business:

Matters to be Reported:

- (1) Report on the Business Report, the Consolidated Financial Statements and Reports by the Independent Auditors and the Board of Corporate Auditors regarding the Results of the Audit of the Consolidated Financial Statements for the 71st Fiscal Term (from April 1, 2008 through March 31, 2009)
- (2) Report on the Non-consolidated Financial Statements for the 71st Fiscal Term (from April 1, 2008 through March 31, 2009)

Matters to be Resolved:

First Item of Business:

Distribution of retained earnings

Second Item of Business:

Partial amendment to the Articles of Incorporation

Third Item of Business:

Election of six (6) Directors due to expiration of term of office for all of the Directors

Fourth Item of Business:

Election of one (1) Alternate Corporate Auditor

Fifth Item of Business:

Payment of bonuses to Directors and Corporate Auditors

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* Shareholders attending the meeting are requested to submit the enclosed voting ballot to the receptionist at the place of the meeting.

* Any amendments to the referential statements for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the “Investors Relations” page (<http://www.amada.co.jp/ir/index.html>) of the website of Amada Co., Ltd.

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<To Institutional Investors>

Please be advised that you may use the “Electronic Voting Platform for Institutional Investors” which is operated by ICJ, Inc. to exercise your voting rights at the General Meeting of Shareholders of Amada Co., Ltd.

Referential Statements for General Meeting of Shareholders

First Item of Business:

Distribution of retained earnings

With respect to the appropriation of profits, the management has the policy of stable and continuing dividends as a main element, combined with the distribution of achievements being closely linked to business results. Specifically, carefully considering such factors as the cashflow, financial conditions, future business development and return to shareholders, the management has a target to pay out a dividend equivalent to approximately 30% of the consolidated net income.

Amid the sharp downturn of business environment during the fiscal term, the Company suffered significant decreases in revenue and profit, with the revenue of 225,789 million yen (down 20.6% from the previous term), operating income of 18,701 million yen (down 58.4% from the previous term) and net income of 8,488 million yen (down 70.0%). Therefore, it is to the management's great regret to propose a reduction in the year-end dividend.

With respect to the amount, rather than calculating the amount only linked to business results, by carefully considering the cashflows and financial conditions while taking into account stability and continuity, the management proposes a year end dividend of five (5) yen per share for the fiscal term.

Accordingly the annual dividend will amount to 16 yen per share, a decrease of 6 yen compared with the previous term, together with 11 yen which has already been paid as an interim dividend.

Matters concerning payment of the year-end dividend:

(1) Kind of property:

Monetary distribution

(2) Matters concerning the properties to be distributed to shareholders and the total amount thereof:

JPY5 per common share

JPY1,910,055,275 in total

(3) Effective date of distribution of retained earnings:

June 29, 2009

Second Item of Business:

Partial amendment to the Articles of Incorporation

As the result of the enforcement of the “Act for Partial Revisions of the Act on Book-Entry Transfer of Company Bonds, etc. for Streamlining Settlement concerning Stock Trading, etc.” (Act No. 88 of 2004; “Act for Streamlining Settlement”), the Company proposes to delete those provisions contained in the Articles of Incorporation of the Company which relate to share certificates, beneficial shareholders and registry of beneficial shareholders, as well as making such modifications or additions, etc. to other provisions as appropriate.

Further, in the course of management reforms, the number of the Directors under the Articles of Incorporation will be reduced. At the same time, the term of office of the Directors will be shortened from two (2) years under the current provision to one (1) year, in order to evaluate the management responsibility for the fiscal term and to confirm the shareholders’ credence more frequently.

Set out below are the contents of the amendments:

(Underlined parts are amendments.)

Existing provisions	Proposed amendment
<p><u>Article 8</u> (<u>Issuance of Share Certificates</u>)</p> <p>①<u>The Company shall issue share certificates representing shares.</u></p> <p>② <u>Notwithstanding the provision of the preceding paragraph, the Company shall not issue share certificates representing fractional unit shares unless otherwise provided by the Share Handling Regulations.</u></p>	<p><Deleted></p>
<p><u>Article 9</u> (<u>Kinds of Share Certificates</u>)</p> <p><u>The kinds of the share certificates of the Company shall be provided by the Share Handling Regulation as determined by the Board of Directors.</u></p>	<p><Deleted></p>
<p>Article <u>10</u> (Request for Sale and Delivery by Holders of Fractional Unit Shares)</p> <p>① The shareholders (<u>including beneficial shareholders; hereinafter the same</u>) who hold fractional unit shares may request that the Company sell and deliver (“Additional Purchase”; hereinafter the same) such number of shares as may, together with the number of such fractional unit shares, constitute the number of shares constituting one unit.</p>	<p>Article <u>8</u> (Request for Sale and Delivery by Holders of Fractional Unit Shares)</p> <p>①The shareholders who hold fractional unit shares may request that the Company sell and deliver (“Additional Purchase”; hereinafter the same) such number of shares as may, together with the number of such fractional unit shares, constitute the number of shares constituting one unit.</p>

Existing provisions	Proposed amendment
<p>②If in case of the foregoing paragraph the Company does not hold the number of shares that it may sell and deliver, the Company may decline the request prescribed in the foregoing paragraph.</p> <p>Article <u>11</u></p> <p><Text omitted></p> <p>Article <u>12</u> (Administrator of Register of Shareholders)</p> <p>①The Company shall have an administrator of register of shareholders.</p> <p>② The administrator of register of shareholders and the place of its business shall be designated by a resolution of the Board of Directors and publicly notified.</p> <p>③ <u>The Company's register of shareholders (including register of beneficial shareholders, and hereinafter the same), register of lost share certificates and registry of stock acquisition rights shall be maintained at the place of business of the administrator of register of shareholders, and</u> all affairs related to shares and stock acquisition rights, such as <u>making entries or records into register of shareholders, register of lost share certificates and registry of stock acquisition rights, registration of pledges, description of trust properties and deletion thereof, delivery and replacement of share certificates, repurchase /additional purchase of the fractional unit shares, payment of dividends and acceptance of notifications,</u> shall be handled by the administrator of register of shareholders, and the Company shall not handle any of such affairs.</p>	<p>②If in case of the foregoing paragraph the Company does not hold the number of shares that it may sell and deliver, the Company may decline the request prescribed in the foregoing paragraph.</p> <p>Article <u>9</u></p> <p><No amendment></p> <p>Article <u>10</u> (Administrator of Register of Shareholders)</p> <p>①The Company shall have an administrator of register of shareholders.</p> <p>② The administrator of register of shareholders and the place of its business shall be designated by a resolution of the Board of Directors and publicly notified.</p> <p>③ All affairs related to <u>the Company's register of shareholders and</u> registry of stock acquisition rights, <u>such as preparation and maintenance thereof,</u> shall be handled by the administrator of register of shareholders, and the Company shall not handle any of such affairs.</p>

Existing provisions	Proposed amendment
<p>Article <u>13</u> (Procedures, Etc. and Charges for Affairs Related to Shares and Stock Acquisition Rights)</p> <p>The procedures, etc. and charges for all affairs related to shares and stock acquisition rights, and exercise of the rights of the shareholders, such as making entries or records into the register of shareholders, <u>register of lost share certificates</u> and registry of stock acquisition rights of the Company and repurchase of fractional unit shares, shall be as specified in the Share Handling Regulations determined by the Board of Directors.</p> <p>Article <u>14</u> through Article <u>19</u></p> <p><Text omitted></p> <p>Article <u>20</u> (Number and Election of Directors)</p> <p>①The Company shall have not more than <u>twelve (12)</u> Directors.</p> <p>②Directors shall be elected by a resolution of a general meeting of shareholders.</p> <p>③A resolution to elect Directors shall be adopted where shareholders holding at least one third (1/3) of the voting rights of the shareholders who are entitled to exercise voting rights are present, and by a majority of the voting rights held by such shareholders; provided, however, that no cumulative voting shall be used for the election of Directors.</p> <p>Article <u>21</u></p> <p><Text omitted></p> <p>Article <u>22</u> (Term of Office of Directors)</p> <p>①The term of office of Directors shall expire at the closing of the ordinary general meeting of shareholders held for the last of the business years which end within <u>two (2) years</u> from their election.</p>	<p>Article <u>11</u> (Procedures, Etc. and Charges for Affairs Related to Shares and Stock Acquisition Rights)</p> <p>The procedures, etc. and charges for all affairs related to shares and stock acquisition rights, and exercise of the rights of the shareholders, such as making entries or records into the register of shareholders and registry of stock acquisition rights of the Company and repurchase of fractional unit shares, shall be as specified in the Share Handling Regulations determined by the Board of Directors.</p> <p>Article <u>12</u> through Article <u>17</u></p> <p><No amendment ></p> <p>Article <u>18</u> (Number and Election of Directors)</p> <p>①The Company shall have not more than <u>ten (10)</u> Directors.</p> <p>②Directors shall be elected by a resolution of a general meeting of shareholders.</p> <p>③A resolution to elect Directors shall be adopted where shareholders holding at least one third (1/3) of the voting rights of the shareholders who are entitled to exercise voting rights are present, and by a majority of the voting rights held by such shareholders; provided, however, that no cumulative voting shall be used for the election of Directors.</p> <p>Article <u>19</u></p> <p><No amendment ></p> <p>Article <u>20</u> (Term of Office of Directors)</p> <p>①The term of office of Directors shall expire at the closing of the ordinary general meeting of shareholders held for the last of the business years which end within <u>one (1) year</u> from their election.</p>

Third Item of Business:

Election of six (6) Directors due to expiration of term of office for all of the Directors

As the term of office for all of the eight (8) Directors will expire at the close of this general meeting of shareholders, the election of six (6) Directors is proposed.

The candidates for the Directors are as follows:

Name (Date of Birth)	Current Position	No. of Shares of Amada Co., Ltd. Held (shares)
Mitsuo Okamoto (June 13, 1943)	President & CEO of Amada Co., Ltd. (Representative Director)	44,338
Toshio Takagi (March 3, 1953)	Managing Director of Amada Co., Ltd.	17,325
Yoshihiro Yamashita (July 22, 1947)	Director of Amada Co., Ltd.	8,000
Tsutomu Isobe (May 19, 1961)	Director of Amada Co., Ltd.	10,000
Chikahiro Sueoka (August 19, 1953)	Senior General Manager of Amada Co., Ltd.	7,570
Atsushige Abe (February 17, 1962)	Senior General Manager of Amada Co., Ltd.	8,000

Fourth Item of Business:

Election of one (1) Alternate Corporate Auditor

To prepare for the case of the number of Corporate Auditors of the Company falling short of such number as is required by law and regulation, the election of one (1) Alternate Corporate Auditor is proposed.

Mr. Tomonao Noda's assumption of office as Alternate Corporate Auditor is subject to the condition that there will be a lack of the number of Corporate Auditors required by law and regulation. His term of office shall expire when the term of office of the retiring Corporate Auditor would have otherwise expired. This resolution shall be effective until the opening of the ordinary general meeting of shareholders following this ordinary general meeting of shareholders.

As to this item of business, the assent of the Board of Corporate Auditors has been obtained.

The candidate for Alternate Corporate Auditor is as follows:

Name (Date of Birth)	Current Position	No. of Shares of Amada Co., Ltd. Held (share)
Tomonao Noda (February 1, 1963)	Attorney-at-Law	0

- (Note)
1. Mr. Tomonao Noda is a candidate for Outside Corporate Auditor.
 2. Mr. Tomonao Noda is an attorney-at-law belonging to the Tokyo Bar Association. Whenever necessary in the course of business relating to legal matters, the Company has retained Mr. Noda's law firm.
- The management proposes the election of Mr. Tomonao Noda as Alternate Corporate Auditor upon the overall review of the fact that he is qualified for the position of Outside Corporate Auditor of the Company because of his wisdom and experience, which have been accumulated in his career of many years as a lawyer. The management believes that in the carrying out of his duties as Outside Corporate Auditor, Mr. Noda would, as such, properly take advantage of his knowledge of the Company, and his professional point of view concerning corporate legal affairs, if he assumed the position of Corporate Auditor.

Fifth Item of Business:

Payment of bonuses to Directors and Corporate Auditors

In consideration of the business results for the fiscal term, the amount of dividends, and other various factors, the management proposes the payment of bonuses to Directors and Corporate Auditors totaling 63.58 million yen for eight (8) Directors and four (4) Corporate Auditors (55 million yen to the Directors and 8.58 million yen to the Corporate Auditors) as of the end of the term.

- End -