

(Summarized English Translation)

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(Securities Code: 6113)

June 8, 2010

To our shareholders:

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

Notice of Convocation of the 72nd Ordinary General Meeting of Shareholders

This is to inform you that the 72nd 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 28, 2010 (Monday).

[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, etc. by the above deadline.

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

1. Date:

June 29, 2010 (Tuesday) 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 72nd Fiscal Term (from April 1, 2009 through March 31, 2010)
- (2) Report on the Non-consolidated Financial Statements for the 72nd Fiscal Term (from April 1, 2009 through March 31, 2010)

Matters to be Resolved:

First Item of Business:

Distribution of retained earnings

Second Item of Business:

Election of eight (8) Directors due to expiration of term of office for all of the Directors

Third Item of Business:

Election of three (3) Corporate Auditors

Fourth Item of Business:

Election of one (1) Alternate Corporate Auditor

Fifth Item of Business:

Issue of Share Options as stock options

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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 “IR Information” page (<http://www.amada.co.jp/english/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 our dividend policy, the management has the basic policy of distribution of achievements being closely linked to business results, in addition to the stability and continuity of dividends. Under this basic policy, with respect to the dividend payout ratio, the management has a target of around 30% of the consolidated net income.

Further, in times of recession or stagnant business results, the management intends to determine the amount by considering the then prevailing cashflow and financial conditions, and prospective business investment plans, etc. in a comprehensive manner while placing a priority on the stability and continuity of dividends.

Amid a harsh business environment during the Fiscal Term, the Company suffered decreases in revenue, with a revenue of 135,979 million yen (down 39.8% from the previous term), and incurred an operating loss of 9,654 million yen and a net loss of 3,739 million yen, thereby, to the management's great regret, recording a deficit.

Despite the above, the management, after a careful review of the amounts of reserves and liquidity, etc., proposes, under the aforesaid dividend policy, a year-end dividend of five (5) yen per share for the Fiscal Term, as announced at the beginning of the Fiscal Term,.

Accordingly the annual dividend will amount to 10 yen per share, a decrease of 6 yen compared to the previous term, together with 5 yen which has already been paid as an interim dividend.

Matters concerning the year-end cash dividend:

(1) Kind of property:

Monetary distribution

(2) Matters concerning the allocation of properties to be distributed to shareholders and the total amounts thereof:

JPY5 per common share

JPY1,909,648,120 in total

(3) Effective date of distribution of retained earnings:

June 30, 2010

Second Item of Business:

Election of eight (8) Directors due to expiration of term of office for all of the Directors

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

The details of the agenda are to request that the incumbent six (6) Directors reassume office, and to newly appoint two (2) additional Directors. It is proposed that the two (2) new Directors, who are in charge of the domestic sales and financing department, respectively, be added to the Board for the following reasons, to clarify management responsibilities and to strengthen management capability:

(1) to appoint the officer in charge of overseas operations separately from the officer in charge of domestic sales so as to clarify management responsibilities, in line with the market shift abroad, as the Company proceeds with business restructuring with the aim of strengthening its overseas business and to achieve efficiency in domestic sales; and

(2) to enhance the capacity of human resources in the financing department in order to accommodate the globalization of accounting, like that of the expected adoption of International Financial Reporting Standards.

Under the Articles of Incorporation of the Company, the number of Directors of the Company shall not exceed ten (10).

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)	Senior Managing Director (Overseas HQ.) of Amada Co., Ltd.	17,325
Yoshihiro Yamashita (July 22, 1947)	Managing Director (Financial HQ.) of Amada Co., Ltd.	10,000
Tsutomu Isobe (May 19, 1961)	Director (Corporate Managing HQ.) of Amada Co., Ltd.	10,000
Chikahiro Sueoka (August 19, 1953)	Director (Solution Development & Production HQ.) of Amada Co., Ltd.	13,570
Atsushige Abe (February 17, 1962)	Director (General Affairs & Human Resources Div.) of Amada Co., Ltd.	9,000
Koutaro Shibata (January 7, 1953)	Officer (Sales Promotion HQ.) of Amada Co., Ltd.	0
Takaya Shigeta (September 26, 1951)	General Manger (Financing Dept.) of Amada Co., Ltd.	18,650

Third Item of Business:

Election of Three (3) Corporate Auditors

Three (3) Corporate Auditors, Messrs. Takeshi Takahashi (standing Corporate Auditor), Chikara Shinozuka (outside Corporate Auditor) and Hiroaki Sato (outside

Corporate Auditor), will resign at the close of this general meeting of shareholders. In this respect, the election of three (3) Corporate Auditors to alternate with the resigning Corporate Auditors is proposed.

Pursuant to Paragraph 2 of Article 25 of the Articles of Incorporation of the Company, the term of office of the Corporate Auditors who shall be appointed by this item of business shall expire when the term of office of the resigning Corporate Auditors would have otherwise expired (i.e., at the close of the general meeting of shareholders for the Fiscal Term ending on March 31, 2011).

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

The candidates for the Corporate Auditors are as follows:

Name (Date of Birth)	Current Position	No. of Shares of Amada Co., Ltd. Held (share)
Shoichi Nozaki (December 13, 1949)	Former President and Representative Director of Amada Butsuryu Co.,Ltd.	10,570
Makoto Matsuzaki (November 10, 1942)	Certified Public Accountant Professor at Chiba University of Commerce Graduate School Outside Corporate Auditor of Ebara Jitsugyo Co.,Ltd.	0
Masanori Saito (August 12, 1944)	Certified Public Tax Accountant	0

- (Note) 1. Both Mr. Makoto Matsuzaki and Mr. Masanori Saito are candidates for outside Corporate Auditors.
2. Although both Mr. Chikara Shinozuka and Mr. Hiroaki Sato, incumbent Corporate Auditors, are notified as independent auditors as provided for in the regulations established by the Tokyo Stock Exchange and Osaka Stock Exchange, it is expected that Mr. Makoto Matsuzaki and Mr. Masanori Saito will, if elected as proposed, be new independent auditors.
 3. Mr. Makoto Matsuzaki has never been involved in audit services or non-audit services for the Company or its subsidiaries while he was with Deloitte Touche Tohmatsu LLC from April, 1969 through December, 2007. In addition, there is no business relationship between Mr. Matsuzaki and the Company or its subsidiaries. Further, there is no business relationship between Ebara Jitsugyo Co., Ltd., where Mr. Matsuzaki serves as an outside Corporate Auditor, and the Company or its subsidiaries.
The reason why Mr. Matsuzaki was chosen to be a candidate for outside Corporate Auditor is that, as a Certified Public Accountant and Professor, he not only has the adequate expertise and insight to be an outside Corporate Auditor of the Company, but he is also considered to be highly independent from the management.
 4. There is no business relationship between Mr. Masanori Saito or his office and the Company or its subsidiaries.

The reason why Mr. Saito was chosen to be a candidate for outside Corporate Auditor is that the management believes that Mr. Saito would be able to take advantage of his long career as a public official dealing with tax matters where he maintained a fair and neutral attitude, thereby contributing to the Company's establishment of a stronger audit system through the Corporate Auditors, and he is also considered to be highly independent from the management.

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 or regulation, the election of one (1) Alternate Corporate Auditor is proposed.

The assumption of office as Alternate Corporate Auditor by Mr. Nobuhiko Nishiwaki, the candidate, is subject to the condition that there will be a lack of the number of Corporate Auditors required by law or 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)
Nobuhiko Nishiwaki (April 1, 1944)	Honorary professor at Tokyo University of Agriculture and Technology	0

- (Note) 1. Mr. Nobuhiro Nishiwaki is a candidate for Outside Corporate Auditor.
2. There is no business relationship between Mr. Nobuhiko Nishiwaki and the Company.

Not only does Mr. Nishiwaki have an in-depth and particular knowledge of mechanical engineering and sophisticated insight as an educator, but, Mr. Nishiwaki is also in a highly independent position from the management. The management believes that in the carrying out of his duties, Mr. Nishiwaki would, as an outside Corporate Auditor of a machine manufacturer which promotes manufacturing technology, be able to properly take advantage of his knowledge, insight and independence, if he assumed the position of Corporate Auditor.

Fifth Item of Business:

Issue of Share Options as Stock Options

Pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act, shareholders' approval is requested with regard to the issue of share options to the Directors, Officers and employees of the Company and its subsidiaries on particularly favorable conditions, and to the delegation of the determination of the subscription conditions of such share options to the Board of Directors of the Company.

Further, the issue of share options (the "Share Options") to the Directors will fall under the remuneration, etc. to the Directors. Although the shareholders' approval on the upper limit of remuneration to the Directors was obtained at the 54th Ordinary General Meeting of Shareholders held on June 26, 1992, where it was resolved that the remuneration to Directors would not exceed 39 million yen per month (excluding salary as an employee), the additional approval is requested for the issue of Share Options as remuneration, etc. of the Directors, aside from aforesaid amount.

1. Reasons for the Issue of Share Options on Particularly Favorable Conditions

The Share Options shall be issued as part of the incentive plan to Directors, Officers and employees of the Company and its subsidiaries. Since the Directors, Officers and employees who will be granted the Share Options will be able to enjoy the economic benefit as the Company's stock price rises, it is expected that the Share Options will motivate and encourage the Directors, Officers and employees, to make further contributions for the improvement of the consolidated results, and thus the Share Options will serve to align the interests of the Directors, Officers and employees with those of the shareholders.

As the Company will strive to move back into growth under the corporate strategy of placing the priority on a consolidated basis amid the gradual improvement of the world economy in line with the paradigm shift in the market and industry, the management has determined that it would have significant meaning to introduce a plan that will align the interests of the Directors, Officers and employees with those of the shareholders at this time. Based on such determination, it is proposed that the share options be issued free of charge to the Directors, Officers and employees of the group as stock options.

2. Parties entitled to Allotment of Share Options

Directors (excluding Outside Directors), Officers and employees of the Company and its subsidiaries, the allotment to whom has been approved by the Board of Directors of the Company.

3. Summary of the Issue of the Share Options

(1) Class and Number of Shares Underlying the Share Options

Up to 2,500,000 shares of common stock of the Company.

(2) Number of Share Options

Up to 2,500.

The number of shares underlying one (1) share option shall be one thousand (1,000) shares.

(3) Payment of Money in Exchange for the Share Options

No payment of money shall be required.

(4) Value of Property to be Contributed upon Exercise of the Share Options

The amount to be paid in for one (1) share option shall be the amount obtained by multiplying the amount to be paid in for one (1) share as determined below (the "Exercise Price") and the number of shares underlying one (1) share option as provided for in (2) above.

The Exercise Price shall be equal to the average of the closing prices of the shares of common stock of the Company in the regular transactions on each day (excluding the days on which trading was not performed) at the Tokyo Stock Exchange in a month immediately preceding the month to which the date of the allotment of the share options belongs (the "Allotment Date"), multiplied by 1.05 (any amount less than one (1) yen shall be rounded up); provided, however, that if such amount is smaller than the closing price on the Allotment Date (or the day before such day if no trading was made on the Allotment Date), such closing price shall be the Exercise Price.

(5) Period during which the Share Options Can be Exercised

From the day on which two (2) years have passed since the following day of the Allotment Date, to the day on which ten (10) years have passed since the following day of the Allotment Date; provided, however, if the last day of the exercise period is a holiday of the Company or financial institutions, the business day immediately preceding such day shall be the last day of the exercise period.

(6) Conditions for Exercise of Share Options

Pursuant to the resolutions of this General Meeting of Shareholders and the resolutions of the Board of Directors, the conditions shall be those as set forth in the agreement on allotment of share options to be executed by and between the Company and the person who is to receive the allotment of the share options.

(7) Restrictions on Transfer of the Share Options

Transfer of the share options shall require the approval of the Board of Directors of the Company.

(8) Reason and Conditions to Acquire the Share Options

The Company may acquire the share options for no consideration if the approval of

the General Meeting of Shareholders of the Company is obtained with regard to the item of business approving a merger agreement which makes the Company the company to be absorbed, or a share exchange agreement or share transfer plan which makes the Company the company to become a wholly-owned subsidiary.

(9) Matters regarding the Capital and Capital Reserves that will be Increased in the Case where Shares will be Issued upon Exercise of Share Options

(i) The amount of capital that will be increased in the case where shares will be issued upon exercise of Share Options shall be one-half (1/2) of the amount of the capital increase limit calculated in accordance with the Company Accounting Rules (*Kaisha keisan kisoku*), and fractions of less than one (1) yen resulting from the calculation shall be rounded up.

(ii) The amount of capital reserves that will be increased where shares will be issued upon exercise of the Share Options shall be the amount calculated by subtracting the amount of increased capital set forth in the preceding item (i) above from the Capital increase limit set forth in the preceding item (i).

(10) Other conditions relating to the share options shall be determined by the Board of Directors meeting where the subscription conditions of the share options shall be determined.

4. Applicable Calculation Method of Remuneration, etc. for Directors

The number of share options issued as part of the stock options mentioned above that are to be granted to the Directors of the Company shall be up to 500.

The allotment of the share options to the Directors of the Company shall fall under remuneration, etc. in an undetermined amount. The calculation method of such remuneration, etc. shall be to multiply the fair value for each share option as evaluated on the Allotment Date and the total number of the share options that are allotted to the Directors of the Company.

The fair value for each share option shall be calculated on the basis of the fairly valuated price per unit using the equity option pricing models such as the Black-Scholes model, taking into consideration the conditions such as the stock price on the Allotment Date of the share option and the Exercise Price.