

(Summarized English Translation)

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(Securities Code: 6113)

June 8, 2011

To our shareholders:

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

Notice of Convocation of the 73rd Ordinary General Meeting of Shareholders

This is to inform you that the 73rd 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, 2011 (Tuesday).

[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, by accessing the site for exercising voting rights designated by Amada Co., Ltd. (<http://www.evotep.jp/>).

1. Date:

June 29, 2011 (Wednesday) 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 73rd Fiscal Term (from April 1, 2010 through March 31, 2011)
- (2) Report on the Non-consolidated Financial Statements for the 73rd Fiscal Term (from April 1, 2010 through March 31, 2011)

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 four (4) Corporate Auditors due to expiration of term of office for all of the Corporate Auditors

Fourth Item of Business:

Election of one (1) Alternate Corporate Auditor

Fifth Item of Business:

Payment of bonuses to Directors

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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 Japanese “IR Information” 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 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 of dividends by considering the then prevailing cashflow and financial conditions, and prospective business investment plans, etc. in a comprehensive manner.

Amid a harsh operational environment during the Fiscal Term, the Company finally managed to move from deficit to surplus, with a consolidated revenue of 163,153 million yen (up 20.0% from the previous term), and recorded a net income of 2,716 million yen.

Despite the above, given the small amount of profit, the management, after a careful review of the amounts of reserves and liquidity, etc., proposes 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, the same amount as 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

JPY1,909,261,945 in total

(3) Effective date of distribution of retained earnings:

June 30, 2011

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 eight (8) Directors will expire at the close of this general meeting of shareholders, the election of eight (8) Directors is proposed.

The content of the agenda is to request that all of the incumbent eight (8) Directors reassume office.

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 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)	Managing Director (Corporate Management HQ.) of Amada Co., Ltd.	10,000
Chikahiro Sueoka (August 19, 1953)	Managing Director (Sheetmetal Machinery Development HQ.) of Amada Co., Ltd.	13,570
Atsushige Abe (February 17, 1962)	Director (General Affairs & Human Resources HQ.) of Amada Co., Ltd.	9,000
Koutaro Shibata (January 7, 1953)	Director (Solution Business HQ.) of Amada Co., Ltd.	3,000
Takaya Shigeta (September 26, 1951)	Director (Accounting Dept.) of Amada Co., Ltd.	18,650

(Note) None of the above candidates has a special interest in the Company.

Third Item of Business:

Election of four (4) Corporate Auditors due to expiration of term of office for all of the Corporate Auditors

As the term of office for all of the four (4) Corporate Auditors will expire at the close of this general meeting of shareholders, the election of four (4) Corporate Auditors is proposed.

The content of the agenda is to elect three (3) incumbent Corporate Auditors, (Messrs. Hashimoto, Nozaki, and Saito) and a new candidate (Mr. Yasuda).

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 (shares)
Ryoichi Hashimoto (October 23, 1947)	Corporate Auditor (Full-Time) of Amada Co., Ltd.	2,000
Shoichi Nozaki (December 13, 1949)	Corporate Auditor (Full-Time) of Amada Co., Ltd.	10,570
Masanori Saito (August 12, 1944)	Corporate Auditor of Amada Co., Ltd. Certified Public Tax Accountant	0
Katsuhiko Yasuda (July 30, 1944)	Doctor of Engineering Previously, a professor of Polytechnic University	0

- (Note) 1. Both Mr. Masanori Saito and Mr. Katsuhiko Yasuda are candidates for outside Corporate Auditors.
2. Although both Mr. Makoto Matsuzaki and Mr. Masanori Saito, incumbent Corporate Auditors, are notified as independent auditors as provided for in the regulations established by the Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd., it is expected that Mr. Katsuhiko Yasuda will, if elected as proposed, be a new independent auditor.
3. 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.
Mr. Saito's term of service as an outside Corporate Auditor will be one (1) year as at the end of this Ordinary General Meeting of Shareholders.
4. There is no business relationship between Mr. Katsuhiko Yasuda or his office and the Company or its subsidiaries.
The reason why Mr. Yasuda was chosen to be a candidate for outside Corporate Auditor is that the management believes that Mr. Yasuda would be able to take advantage of his in-depth and particular knowledge of, and experience of providing vocational training for, metal processing (which is included in the Company's scope of business), 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 (shares)
Nobuhiko Nishiwaki (April 1, 1944)	Honorary professor at Tokyo University of Agriculture and Technology	0

- (Note) 1. Mr. Nobuhiko 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:

Payment of bonuses to Directors

In consideration of the business results for the fiscal term, status of distribution of dividends and other various factors, the management proposes the payment of bonuses to eight (8) Directors, incumbent as at the end of the fiscal term, totaling eighty (80) million yen.