(Note) This is a translation of the Japanese original for reference purpose only. In the event of any discrepancy between this translation and the Japanese original, the Japanese original shall prevail.

[Security Code: 7011] May 30, 2012

To the Shareholders:

Hideaki Omiya, President Mitsubishi Heavy Industries, Ltd. 16-5, Konan 2-chome, Minato-ku, Tokyo

NOTICE OF THE 87TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 87th Ordinary General Meeting of Shareholders of Mitsubishi Heavy Industries, Ltd. ("MHI") to be held as described below.

In the event that you are unable to attend, MHI kindly asks that you exercise your voting rights in writing or via the Internet (as explained in the "Procedures for Exercising Voting Rights," on page 3).

Please examine the Reference Materials Relating to the General Meeting of Shareholders (pages 4–15), and exercise your voting rights by 5:30 p.m. on Wednesday, June 20, 2012.

1. Date and Time:	Thursday, June 21, 2012 at 10:00 a.m.
2. Place:	Grand Prince Hotel New Takanawa, "Hiten"
	13-1, Takanawa 3-chome, Minato-ku, Tokyo

3. Purposes:

To report on the following items:

- Item No.1: Business Report, Consolidated Financial Statements for the 2011 fiscal year (from April 1, 2011 to March 31, 2012), and Accounting Auditors' Audit Report on Consolidated Financial Statements and the Board of Statutory Auditors' Audit Report.
- Item No.2: Non-consolidated Financial Statements for the 2011 fiscal year (from April 1, 2011 to March 31, 2012).

To consider and resolve the following proposals:

Proposal No. 1: Appropriation of SurplusProposal No. 2: Election of 19 DirectorsProposal No. 3: Election of 1 Statutory Auditor

<Voting Card>

 \odot If you attend the meeting, please present the enclosed voting card to the reception desk.

<Notes>

The Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, the Report of Independent Auditors and the Audit Report are presented in the Attachment to the Notice of Ordinary General Meeting of Shareholders (pages 3-38 of enclosed "Business Report for the 2011 Fiscal Year").

Information concerning the following items is not included in the Attachment to the Notice of Ordinary General Meeting of Shareholders, but is posted on MHI's website at http://www.mhi.co.jp/finance/stock/meeting/index.html, pursuant to the laws of Japan and the Article 16 of MHI's Articles of Incorporation.

①Notes to the Consolidated Financial Statements②Notes to the Financial Statements

(2)Notes to the Financial Statements

Should there be a need to amend the Business Report, the Consolidated and the Non-consolidated Financial Statements, or the Reference Materials Relating to the Ordinary General Meeting of Shareholders, the relevant material will be posted on MHI's website at: http://www.mhi.co.jp/finance/stock/meeting/index.html. (available in Japanese only)

PROCEDURES FOR EXERCISING VOTING RIGHTS

1. Exercise of Voting Rights in Writing

Please mark your vote for or against each proposal and then submit the enclosed voting card. If neither the "agree" nor "against" box on the voting card is checked, it will be deemed to be a vote to "agree" to the proposal.

- 2. Exercise of Voting Rights via the Internet, etc.
 - (1) Please access the site "Procedures for Shareholders' Meetings" (http://www.evote.jp/) (available in Japanese only) using a personal computer, a smartphone or a mobile phone (models compatible with i-mode, EZweb, or Yahoo! Keitai services) that can connect to the Internet, and follow the instructions on the screen. (please note that the website will be unavailable every day from 2:00 a.m. to 5:00 a.m. Japan time)
 - * i-mode, EZweb, and Yahoo! are the trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI Corporation, and Yahoo! Inc.(U.S.A.), respectively.

(2) Please exercise your voting rights via the Internet after confirming the following items.

- A. When voting by a personal computer or a smartphone, please read the site's Terms of Use and Usage Guide. When voting by a mobile phone, please read the Usage Guide.
- B. When voting by a mobile phone, please use a handset capable of encrypted communication (SSL communication) and mobile phone data transmission.
- C. The login ID and temporary password stated on the voting card (or the password registered by the shareholder) are required to log into the "Procedures for Shareholders' Meetings" site.
- D. Shareholders will be responsible for the dialup charges of commercial internet service providers, the communication charges (telephone charges) and packet communication charges of telecommunications companies.
- E. Please contact the following if you have questions:

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division Telephone: 0120-173-027 (toll free) (available in Japanese only) Service Hours: 9:00 – 21:00 (Japan time)

- (3) Shareholders participating in the electronic proxy voting platform managed by ICJ Inc. may place their votes through this platform.
- The Deadline for the Exercise of Voting Rights in Writing or via the Internet, etc.
 5:30 p.m. on Wednesday, June 20, 2012 (Japan time).
- 4. How We Handle Multiple Votes for the Same Proposal
 - (1) If the voting right is exercised multiple times both in writing and via the Internet: The exercise of the voting right via the Internet will be deemed effective.
 - (2) If the voting right is exercised multiple times other than as described in (1) above: The last exercise of the voting right will be deemed effective.

REFERENCE MATERIALS RELATING TO THE GENERAL MEETING OF SHAREHOLDERS

PROPOSALS AND REFERENTIAL INFORMATION:

PROPOSAL NO.1: APPROPRIATION OF SURPLUS

MHI would like to propose the year-end dividend prescribed in Article 48 of the Articles of Incorporation as described below, with the aim of meeting shareholder expectations in the allocation of profits while taking profit levels into consideration.

- Dividend Allocation and Total Dividends
 Dividend allocation: ¥3 per share of MHI 's common stock
 Total dividends: ¥10,065,595,365
- 2. Dividend Allocation Effective Date June 22, 2012

Combined with the interim dividend of \$3 per share paid in December 2011, the total annual dividend will be \$6 per share, a increase of \$2 per share from FY2010.

PROPOSAL NO.2: ELECTION OF 19 DIRECTORS

The term of office of all the current Directors will expire at the close of the Ordinary General Meeting of Shareholders. Accordingly, it is proposed to elect 19 Directors, and the candidates for these positions are as described below.

No.	Name (Date of Birth)		Employment History, Major Current Positions and osition and Responsibility in MHI	Number of MHIShares Owned
1	Kazuo Tsukuda (September 1, 1943)	Director of M Director of M Director of K <position and<="" td=""><td>Joined Mitsubishi Heavy Industries, Ltd. Director, Head of Nagoya Machinery Works Director, Senior General Manager, Industrial Machinery Division Managing Director, Head of Global Strategic Planning & Operations Headquarters, Senior General Manager, Industrial Machinery Division Managing Director, Head of Global Strategic Planning & Operations Headquarters President Chairman (Present position) rrent positions> Itsubishi Corporation Itsubishi Research Institute, Inc. eihan Electric Railway Co., Ltd. Responsibility in MHI> epresentative Director)</td><td>173,000</td></position>	Joined Mitsubishi Heavy Industries, Ltd. Director, Head of Nagoya Machinery Works Director, Senior General Manager, Industrial Machinery Division Managing Director, Head of Global Strategic Planning & Operations Headquarters, Senior General Manager, Industrial Machinery Division Managing Director, Head of Global Strategic Planning & Operations Headquarters President Chairman (Present position) rrent positions> Itsubishi Corporation Itsubishi Research Institute, Inc. eihan Electric Railway Co., Ltd. Responsibility in MHI> epresentative Director)	173,000
2	Hideaki Omiya (July 25, 1946)		Joined Mitsubishi Heavy Industries, Ltd. Director, Deputy Head of Air-Conditioning & Refrigeration Systems Headquarters Director, Head of Air-Conditioning & Refrigeration Systems Headquarters Director, Executive Vice President, Head of Air-Conditioning & Refrigeration Systems Headquarters Director, Senior Executive Vice President President (Present position) Responsibility in MHI> presentative Director)	127,000

No.	Name (Date of Birth)		Employment History, Major Current Positions and Position and Responsibility in MHI	Number of MHIShares Owned
3	Shunichi Miyanaga (April 27, 1948)	Director (Re Vice Preside Presidential	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Deputy Head of Machinery Headquarters Senior Vice President, Deputy Head of Machinery & Steel Structures Headquarters Executive Vice President, Head of Machinery & Steel Structures Headquarters Director, Executive Vice President, Head of Machinery & Steel Structures Headquarters Director, Senior Executive Vice President, Head of the Presidential Administration Office (Present position)	81,000
4	Yoshiaki Tsukuda (April 21, 1948)	Director (Re Vice Preside Technology	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Deputy Head of Power Systems Headquarters Executive Vice President, Head of Power Systems Headquarters Director, Executive Vice President, Head of Power Systems Headquarters Director, Senior Executive Vice President, Head of Technology & Innovation Headquarters (Present position) Responsibility in MHI> epresentative Director), Senior Executive ent: Assistant President, Head of & Innovation Headquarters, In charge of s specially assigned by the President	84,000

No.	Name (Date of Birth)]	Employment History, Major Current Positions and Position and Responsibility in MHI	Number of MHIShares Owned
		April 1973 April 2006	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Head of Shimonoseki Shipyard & Machinery Works	
		April 2009	Senior Vice President, Deputy Head of Shipbuilding & Ocean Development Headquarters	
5	Hisashi Hara	April 2010	Executive Vice President, Head of Shipbuilding & Ocean Development Headquarters	42 000
	(May 8, 1950)	June 2010	Director, Executive Vice President, Head of Shipbuilding & Ocean Development Headquarters (Present position)	42,000
		Director (Re President:	l Responsibility in MHI> epresentative Director), Executive Vice pbuilding & Ocean Development	
		April 1973 April 2008	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Senior General Manager, Corporate Planning Department of The Presidential Administration Office	
		April 2009	Senior Vice President, Deputy Head of The Presidential Administration Office	
	Takashi Abe	June 2009	Director, Senior Vice President, Deputy General Manager, Presidential Administration Office	22.000
6	(April 17, 1949)	April 2010	Director, Senior Vice President, Deputy Head of Machinery & Steel Structures Headquarters	33,000
		April 2011	Director, Executive Vice President (Present position)	
		Director(Re	l Responsibility in MHI> presentative Director), Executive Vice a charge of General Affairs, Legal and	

No.	Name (Date of Birth)	Po	Employment History, Major Current Positions and osition and Responsibility in MHI	Number of MHIShares Owned
		April 1976 April 2009	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Head of General Machinery & Special Vehicle Headquarters	
	Akira Hishikawa	June 2009	Director, Senior Vice President, Head of General Machinery & Special Vehicle Headquarters	
7	(September 10, 1951)	April 2011	Director, Executive Vice President, Head of Global Strategic Planning & Operations Headquarters (Present position)	30,000
		<pre>position) <position and="" in="" mhi="" responsibility=""> Director(Representative Director), Executive Vice President: Head of Global Strategic Planning & Operations Headquarters</position></pre>		
8	Takato Nishizawa (October 5, 1947)	April 1973 April 2007 October 2009 April 2010 April 2011 June 2011 January 2012	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Head of Plant and Transportation Systems Engineering & Construction Center, Machinery & Steel Structures Headquarters Senior Vice President, Senior General Manager, Environment & Chemical Plant Division , Machinery & Steel Structures Headquarters Senior Vice President, Deputy Head of Machinery & Steel Structures Headquarters Executive Vice President Director, Executive Vice President, Head of Engineering Headquarters (Present position)	28,000
		Director(Repr	Responsibility in MHI> resentative Director), Executive Vice ad of Engineering Headquarters	

No.	Name (Date of Birth)	Employment History, Major Current Positions and Position and Responsibility in MHI	Number of MHIShares Owned
9	Masafumi Wani (July 9, 1949)	April 1975Joined Mitsubishi Heavy Industries, Ltd.April 2007Senior Vice President, Head of Nagasaki Shipyard & Machinery WorksDecemberSenior Vice President, Deputy Head of 20082008Power Systems HeadquartersApril 2011Executive Vice President, Head of Power SystemsJune 2011Director, Executive Vice President, Head of Power Systems (Present position) <position and="" in="" mhi="" responsibility=""> Director(Representative Director), Executive Vice President: Head of Power Systems</position>	20,000
10	Atsushi Maekawa (January 14 1951)	April 1976Joined Mitsubishi Heavy Industries, Ltd.April 2007Senior Vice President, Head of Takasago Machinery WorksDecemberSenior Vice President, Deputy Head of 20082008Power Systems Headquarters, Head of Takasago Machinery Works,April 2010Senior Vice President, Deputy Head of 	37,000

No.	Name (Date of Birth)	Employment History, Major Current Positions and Position and Responsibility in MHI	Number of MHIShares Owned
11	Shigero Masamori (October 17, 1950)	April 1974Joined Mitsubishi Heavy Industries, Ltd.April 2008Senior Vice President, Head of Kobe Shipyard & Machinery WorksApril 2011Executive Vice President, Head of Nuclear Energy SystemsJune 2011Director, Executive Vice President, Head of Nuclear Energy Systems (Present position) <position and="" in="" mhi="" responsibility=""> Director(Representative Director), Executive Vice President: Head of Nuclear Energy Systems</position>	32,000
12	Takashi Kobayashi (July 10, 1951)	April 1976Joined Mitsubishi Heavy Industries, Ltd.April 2008Senior Vice President, Head of Nagoya Guidance & Propulsion Systems WorksApril 2010Senior Vice President, Deputy Head of Aerospace HeadquartersApril 2011Executive Vice President, Head of Aerospace SystemsJune 2011Director, Executive Vice President, 	33,000

No.	Name (Date of Birth)		Employment History, Major Current Positions and Position and Responsibility in MHI	Number of MHIShares Owned
13	Yoichi Kujirai (August 6,1951)	Director of M <position and<br="">Director(Rep</position>	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Senior General Manager, Industrial & Machinery Business, Technology & Solutions Division of Machinery & Steel Structures Headquarters Senior Vice President, Head of Machinery & Steel Infrastructure Systems Director, Senior Vice President, Head of Machinery & Steel Infrastructure Systems Director, Executive Vice President, Head of Machinery & Steel Infrastructure Systems (Present position) urrent position> Mitsubishi Kakoki Kaisha, Ltd.	19,000

No.	Name (Date of Birth)	Pe	Employment History, Major Current Positions and osition and Responsibility in MHI	Number of MHIShares Owned
14	Masahiko Arihara (December 1, 1952)	<position and="" director,="" sen<br="">Air-Condition</position>	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Head of Air-Conditioning & Refrigeration Systems Headquarters Senior Vice President, Head of Air-Conditioning & Refrigeration Systems, Head of Nagoya Air-Conditioning & Refrigeration Machinery Works Director, Senior Vice President, Head of Air-Conditioning & Refrigeration Systems, Head of Nagoya Air-Conditioning & Refrigeration Machinery Works (Present position) rent position> oyo Engineering Works, Ltd. Responsibility in MHI> ior Vice President: Head of ning & Refrigeration Systems, Head of Conditioning & Refrigeration Machinery	25,000
15	Hisakazu Mizutani (August 12, 1951)	Director, Senio	Joined Mitsubishi Heavy Industries, Ltd. Senior Vice President, Deputy Head of Aerospace Headquarters Senior Vice President, Senior General Manager, Management Audit Department Director, Senior Vice President, Senior General Manager, Management Audit Department (Present position) Responsibility in MHI> or Vice President: Senior General agement Audit Department	21,000
16	Tatsuhiko Nojima (November 22, 1952)	April 1976 May 2007 April 2011 April 2012	Joined Mitsubishi Heavy Industries, Ltd. Deputy Head of Shimonoseki Shipyard & Machinery Works Senior Vice President, Senior General Manager, Accounting Department Executive Vice President (Present position)	8,000

No.	Name (Date of Birth)	Po	Employment History, Major Current Positions and osition and Responsibility in MHI	Number of MHIShares Owned
17	(Date of Birth) Yoshihiro Sakamoto (October 4, 1938)	April 1962 June 1991 June 1992 June 1993 December 1994 August 1996 October 1998 June 2003 June 2004 April 2007 June 2007		
		Outside Director		

No.	Name (Date of Birth)	Po	Employment History, Major Current Positions and osition and Responsibility in MHI	Number of MHIShares Owned
18	Yorihiko Kojima (October 15, 1941)	Director of So Director of Ta	the Board of Mitsubishi Corporation ony Corporation akeda Pharmaceutical Company Limited Responsibility in MHI>	15,000
19	Christina Ahmadjian (March 5, 1959)	Professor, Gra	Associate Professor, Columbia Business School (Graduate School of Business, Columbia University) Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Dean of Graduate School, Graduate School of International Corporate Strategy, Hitotsubashi University Professor, Graduate School of Commerce and Management, Hitotsubashi University (Present positions) aduate School of Commerce and Hitotsubashi University isai Co., Ltd	2,000

(Notes)

1. Messrs. Yoshihiro Sakamoto and Yorihiko Kojima, and Ms. Christina Ahmadjian are the candidates for Outside Directors as defined in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act.

- 2. MHI has submitted notifications, specifying Messrs. Yoshihiro Sakamoto and Yorihiko Kojima as an independent Director, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges. MHI will submit notification, specifying Ms. Christina Ahmadjian as an independent Director, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges.
- 3. Reasons for nomination as Outside Directors are as follows:
- (1) Mr. Yoshihiro Sakamoto was nominated for the position of Outside Director since he has provided beneficial views and candid assessments on the management of MHI as an Outside Director based on his extensive views regarding industrial policies and corporate management gained through his experience as a government administrator or a business manager, and it is desired that he continues his contribution to improve the sound and transparent decision-making process of MHI.
- (2) Mr. Yorihiko Kojima was nominated for the position of Outside Director since he has provided beneficial views and candid assessments on the management of MHI as an Outside Director based on his extensive experience as a business manager, and it is desired that he continues his contribution to improve the sound and transparent decision-making process of MHI.
- (3) Ms. Christina Ahmadjian was nominated for the position of Outside Director since she has extensive knowledge as a researcher in the field of corporate governance and management, even though she has not been directly involved in corporate management except for acting as an Outside Director. Based on this, it is desired that she makes a contribution to improve the sound and transparent decision-making process of MHI by providing beneficial views and candid assessments from a global perspective on the management of MHI as an Outside Director.
- 4. Mr. Yoshihiro Sakamoto will have served for five years and Mr. Yorihiko Kojima for two years in the position of Outside Director upon the expiration of their current term (at the close of the Ordinary General Meeting of Shareholders).
- 5. MHI has entered into a Liability Limitation Agreement with each of Messrs. Yoshihiro Sakamoto and Yorihiko Kojima, which provides a limitation on their liability to compensate for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The amount is the higher of ¥10 million or the minimum amount of liability prescribed in Article 425, Paragraph 1 of the Companies Act. Should Mr. Sakamoto and Mr. Kojima be elected, MHI is bound to continue the abovementioned Agreement with them.
- 6. Should Ms. Christina Ahmadjian be elected, MHI is bound to enter into a Liability Limitation Agreement with her, which provides a limitation on her liability to compensate for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The amount will be the higher of ¥10 million or the minimum amount of liability prescribed in Article 425, Paragraph 1 of the Companies Act.

PROPOSAL NO.3: ELECTION OF 1 STATUTORY AUDITOR

The term of office of Statutory Auditor Naoki Yasaka will expire at the close of the Ordinary General Meeting of Shareholders. Accordingly, it is proposed to elect 1 Statutory Auditor, and the candidate for this position is as described below.

Name (Date of Birth)		Employment History,	Number of MHI Shares Owned
Eiji Isu (April 5, 1952)	April 1975 April 2003 April 2009 April 2011	Joined Mitsubishi Heavy Industries, Ltd. Senior General Manager, Legal Department Senior Chief Coordinator, Legal Department Senior Vice President, Senior Chief Coordinator, Legal Department (Present position)	13,000

This proposal obtains the Board of Statutory Auditor's consent.

(Reference)

Toshiro Yagami, Kichisaburo Nomura, Nobuo Kuroyanagi and Haruya Uehara will continue serving as Statutory Auditors.