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[Security Code: 7011]

June 6, 2014

To the Shareholders:

**Shunichi Miyanaga, President and CEO
Mitsubishi Heavy Industries, Ltd.
16-5, Konan 2-chome, Minato-ku, Tokyo**

NOTICE OF THE 89TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 89th 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 Ordinary General Meeting of Shareholders (pages 4–11), and exercise your voting rights by 5:30 p.m. on Wednesday, June 25, 2014 (Japan time).

1. Date and Time: Thursday, June 26, 2014 at 10:00 a.m. (Japan time)

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 2013 fiscal year (from April 1, 2013 to March 31, 2014), and Report of Accounting Auditors and the Board of Statutory Auditors' Audit Report on the Consolidated Financial Statements.

Item No.2: Non-consolidated Financial Statements for the 2013 fiscal year (from April 1, 2013 to March 31, 2014).

To consider and resolve the following proposals:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of 12 Directors

(End)

<Request>

◎ 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 Accounting Auditors and the Board of Statutory Auditors' Audit Report are presented in the Attachment to this Notice of Ordinary General Meeting of Shareholders (pages 3-42 of enclosed "Business Report for the 2013 Fiscal Year").

Information concerning the following items is not included in the Attachment to this 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.

① Notes to the Consolidated 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 amended material will be posted on MHI's website at: <http://www.mhi.co.jp/finance/stock/meeting/index.html>

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) You can exercise your voting rights via the Internet by accessing the site “Procedures for Shareholders’ Meetings” (<http://www.evotep.jp/>) using a computer, a smartphone or a mobile phone. (Please note that the website will be unavailable every day from 2:00 a.m. to 5:00 a.m. Japan time)

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

- A. When voting by a 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 exercise your voting rights.
- D. Shareholders will be responsible for the Internet connection charges and the communication charges, etc. arising from accessing the site “Procedures for Shareholders’ Meetings”.
- E. Please contact the following if you have questions about the site “Procedures for Shareholders’ Meetings”:

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division (Help Desk) Telephone: 0120-173-027 (toll free) Service Hours: 9:00 – 21:00 (Japan time)
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(3) Shareholders participating in the “Electronic Proxy Voting Platform” managed by ICJ, Inc. may place their votes through this platform.

3. The Deadline for the Exercise of Voting Rights in Writing or via the Internet, etc.

5:30 p.m. on Wednesday, June 25, 2014 (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.

(End)

REFERENCE MATERIALS
RELATING TO THE GENERAL MEETING OF SHAREHOLDERS

PROPOSALS AND REFERENTIAL INFORMATION:

PROPOSAL NO.1: APPROPRIATION OF SURPLUS

MHI is pressing ahead with various measures with the aim of becoming a “highly profitable company with a business scale of ¥5 trillion”, which is one of the targets in the “2012 Medium-Term Business Plan”. Although MHI increased its consolidated equity owned to approximately ¥1.5 trillion by the end of FY 2013, MHI believes that further enhancement of its equity owned is necessary for such purposes as investing in future growth areas and strengthening measures to counter risks.

Furthermore, MHI regards the stable and continuous payment of dividends as an important way of providing shareholder returns. Consequently, in light of a comprehensive consideration of MHI’s operating performance, its financial position and other matters, MHI would like to propose the year-end dividend defined in Article 48 of its Articles of Incorporation as described below.

1 Kind of Dividend Property

Cash

2. Dividend Allocation and Total Amount of Dividends

Dividend allocation: ¥4 per share of MHI’s common stock

Total amount of dividends: ¥13,421,580,280

3. Effective Date of Dividend Allocation

June 27, 2014

Combined with the interim dividend of ¥4 per share paid in December 2013, the total annual dividend will be ¥8 per share, the same as in the previous fiscal year (FY2012).

PROPOSAL NO.2: ELECTION OF 19 DIRECTORS

Mr. Masafumi Wani resigned from his position as Director as of December 31, 2013, Mr. Takato Nishizawa resigned from his position as Director as of January 31, 2014, and Mr. Masahiko Arihara resigned from his position as Director as of March 31, 2014. The term of office of the current 16 Directors will expire at the close of this Ordinary General Meeting of Shareholders. MHI has switched to a new business structure in order to increase management flexibility. Accordingly, it is proposed to reduce the number of Directors by 4, and therefore elect 12.

The candidates for these positions are as described below.

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
1	Hideaki Omiya (July 25, 1946)	June 1969 Joined Mitsubishi Heavy Industries, Ltd. June 2002 Director (Member of the Board), Deputy Head of Air-Conditioning & Refrigeration Systems Headquarters April 2003 Director (Member of the Board), Head of Air-Conditioning & Refrigeration Systems Headquarters June 2005 Director (Member of the Board), Representative Director, Executive Vice President, Head of Air-Conditioning & Refrigeration Systems Headquarters April 2007 Director (Member of the Board), Representative Director, Senior Executive Vice President April 2008 President and CEO (Member of the Board), Representative Director April 2013 Chairman of the Board, Representative Director (Present position) <Position and Responsibility in MHI> Chairman of the Board, Representative Director	159,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
2	Shunichi Miyanaga (April 27, 1948)	<p>April 1972 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>April 2006 Senior Vice President, Deputy Head of Machinery Headquarters</p> <p>May 2006 Senior Vice President, Deputy Head of Machinery & Steel Structures Headquarters</p> <p>April 2008 Executive Vice President, Head of Machinery & Steel Structures Headquarters</p> <p>June 2008 Director (Member of the Board), Representative Director, Executive Vice President, Head of Machinery & Steel Structures Headquarters</p> <p>April 2011 Director (Member of the Board), Representative Director, Senior Executive Vice President, Head of the Presidential Administration Office</p> <p>April 2013 President and CEO (Member of the Board), Representative Director</p> <p>April 2014 President and CEO (Member of the Board), Representative Director, CEO (Present position)</p> <p><Position and Responsibility in MHI> President and CEO (Member of the Board), Representative Director: CEO</p>	118,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
3	Atsushi Maekawa (January 14, 1951)	<p>April 1976 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>April 2007 Senior Vice President, Head of Takasago Machinery Works</p> <p>December 2008 Senior Vice President, Deputy Head of Power Systems Headquarters, Head of Takasago Machinery Works</p> <p>April 2010 Senior Vice President, Deputy Head of Power Systems Headquarters</p> <p>April 2011 Executive Vice President, Head of General Machinery & Special Vehicles, Head of Sagamihara Machinery Works</p> <p>June 2011 Director (Member of the Board), Representative Director, Executive Vice President, Head of General Machinery & Special Vehicles, Head of Sagamihara Machinery Works</p> <p>April 2013 Director (Member of the Board), Representative Director, Senior Executive Vice President, Head of General Machinery & Special Vehicles</p> <p>October 2013 Director (Member of the Board), Representative Director, Senior Executive Vice President, President and CEO, Energy & Environment</p> <p>April 2014 Director (Member of the Board), Representative Director, Senior Executive Vice President, Domain CEO, President and CEO, Energy & Environment (Present position)</p> <p><Position and Responsibility in MHI> Director (Member of the Board), Representative Director, Senior Executive Vice President: Domain CEO, President and CEO, Energy & Environment (First Alternate President and CEO)</p>	61,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
4	Yoichi Kujirai (August 6, 1951)	<p>April 1978 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>April 2010 Senior Vice President, Senior General Manager, Industrial Machinery Business, Technology & Solutions Division of Machinery & Steel Structures Headquarters</p> <p>April 2011 Senior Vice President, Head of Machinery & Steel Infrastructure Systems</p> <p>June 2011 Director (Member of the Board), Senior Vice President, Head of Machinery & Steel Infrastructure Systems</p> <p>April 2012 Director (Member of the Board), Representative Director, Executive Vice President, Head of Machinery & Steel Infrastructure Systems</p> <p>July 2012 Director (Member of the Board), Representative Director, Executive Vice President</p> <p>January 2013 Director (Member of the Board), Representative Director, Executive Vice President, Head of Aerospace Systems</p> <p>October 2013 Director (Member of the Board), Representative Director, Executive Vice President, President and CEO, Commercial Aviation & Transportation Systems</p> <p>April 2014 Director (Member of the Board), Representative Director, Senior Executive Vice President, Domain CEO, President and CEO, Commercial Aviation & Transportation Systems (Present position)</p> <p><Position and Responsibility in MHI> Director (Member of the Board), Representative Director, Senior Executive Vice President: Domain CEO, President and CEO, Commercial Aviation & Transportation Systems (Second Alternate President and CEO)</p>	47,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI		Number of MHI Shares Owned
5	Hisakazu Mizutani (August 12, 1951)	<p>April 1975</p> <p>April 2010</p> <p>April 2011</p> <p>June 2011</p> <p>April 2013</p> <p>April 2014</p> <p><Position and Responsibility in MHI></p>	<p>Joined Mitsubishi Heavy Industries, Ltd.</p> <p>Senior Vice President, Deputy Head of Aerospace Headquarters</p> <p>Senior Vice President, Senior General Manager, Management Audit Department</p> <p>Director (Member of the Board), Senior Vice President, Senior General Manager, Management Audit Department</p> <p>Director (Member of the Board), Representative Director, Executive Vice President</p> <p>Director (Member of the Board), Representative Director, Executive Vice President, Domain CEO, President & CEO, Integrated Defense & Space Systems (Present position)</p> <p>Director (Member of the Board), Representative Director, Executive Vice President:</p> <p>Domain CEO, President & CEO, Integrated Defense & Space Systems</p>	37,000
6	Tatsuhiko Nojima (November 22, 1952)	<p>April 1976</p> <p>April 2011</p> <p>April 2012</p> <p>June 2012</p> <p>April 2014</p> <p><Important concurrent positions></p> <p><Position and Responsibility in MHI></p>	<p>Joined Mitsubishi Heavy Industries, Ltd.</p> <p>Senior Vice President, Senior General Manager, Accounting Department</p> <p>Executive Vice President</p> <p>Director (Member of the Board), Representative Director, Executive Vice President</p> <p>Director (Member of the Board), Representative Director, Executive Vice President, CFO (Present position)</p> <p>Statutory Auditor, Mitsubishi Motors Corporation</p> <p>Director (Member of the Board), Representative Director, Executive Vice President:</p> <p>CFO</p>	24,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
7	Takashi Funato (May 1, 1952)	<p>April 1976 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>April 2011 Senior Vice President, Senior General Manager, Corporate Planning Department of the Presidential Administration Office</p> <p>April 2012 Senior Vice President, Senior General Manager, Corporate Planning Department of the Presidential Administration Office, Senior General Manager, Corporate Social Responsibility Department</p> <p>July 2012 Senior Vice President, Head of Global Strategic Planning & Operations Headquarters</p> <p>April 2013 Executive Vice President, Head of Global Strategic Planning & Operations Headquarters</p> <p>June 2013 Director (Member of the Board), Representative Director, Executive Vice President, Head of Global Strategic Planning & Operations Headquarters</p> <p>April 2014 Director (Member of the Board), Representative Director, Executive Vice President, CAO/CRO (Present position)</p> <p><Position and Responsibility in MHI> Director (Member of the Board), Representative Director, Executive Vice President: CAO/CRO</p>	14,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
8	Toshio Kodama (September 24, 1951)	<p>April 1976 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>April 2009 Senior Vice President, Deputy Head of Technical Headquarters</p> <p>April 2011 Senior Vice President, Deputy Head of Technology & Innovation Headquarters</p> <p>April 2013 Executive Vice President, Head of Technology & Innovation Headquarters</p> <p>June 2013 Director (Member of the Board), Representative Director, Executive Vice President, Head of Technology & Innovation Headquarters</p> <p>January 2014 Director (Member of the Board), Representative Director, Executive Vice President, Head of Technology & Innovation Headquarters, Head of ICT Solution Headquarters</p> <p>April 2014 Director (Member of the Board), Representative Director, Executive Vice President, CTO, Head of Technology & Innovation Headquarters, Head of ICT Solution Headquarters (Present position)</p> <p><Position and Responsibility in MHI> Director (Member of the Board), Representative Director, Executive Vice President: CTO, Head of Technology & Innovation Headquarters, Head of ICT Solution Headquarters (Present position)</p>	32,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI		Number of MHI Shares Owned
9	<New nomination> Kazuaki Kimura (June 8, 1949)	April 1973 April 2004 April 2007 June 2008 October 2009 August 2013 October 2013 April 2014	Joined Mitsubishi Heavy Industries, Ltd. Deputy Head of Plant and Transportation Systems Engineering & Construction Center Director, Mitsubishi Heavy Industries Environmental Engineering Co., Ltd. President of Mitsubishi Heavy Industries Environmental Engineering Co., Ltd. President of Mitsubishi Heavy Industries Environmental and Chemical Engineering Co., Ltd. Senior Corporate Adviser of Machinery & Steel Infrastructure Systems, President of Mitsubishi Heavy Industries Environmental and Chemical Engineering Co., Ltd. Senior Corporate Adviser of Machinery & Steel Infrastructure Systems Executive Vice President, Domain CEO, President and CEO, Machinery, Equipment and Infrastructure (Present position)	2,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
10	Yorihiko Kojima (October 15, 1941)	<p>May 1965 Joined Mitsubishi Corporation</p> <p>June 1995 Director, Mitsubishi Corporation</p> <p>April 1997 Managing Director, Mitsubishi Corporation</p> <p>April 2001 Executive Vice President, Director, Mitsubishi Corporation</p> <p>June 2001 Member of the Board, Senior Executive Vice President, Mitsubishi Corporation</p> <p>April 2004 Member of the Board, President and CEO, Mitsubishi Corporation</p> <p>June 2010 Chairman of the Board, Mitsubishi Corporation (Present position) Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. (Present position)</p> <p><Important concurrent positions> Chairman of the Board, Mitsubishi Corporation Director, Takeda Pharmaceutical Company Limited</p> <p><Position and Responsibility in MHI> Outside Director</p>	21,000
11	Christina Ahmadjian (March 5, 1959)	<p>January 1995 Assistant Professor, Columbia Business School (Graduate School of Business, Columbia University)</p> <p>October 2001 Associate Professor, Hitotsubashi University, Graduate School of International Corporate Strategy</p> <p>January 2004 Professor, Hitotsubashi University, Graduate School of International Corporate Strategy</p> <p>April 2010 Dean, Hitotsubashi University, Graduate School of International Corporate Strategy</p> <p>April 2012 Professor, Hitotsubashi University, Graduate School of Commerce and Management (Present position)</p> <p>June 2012 Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. (Present position)</p> <p><Important concurrent positions> Professor, Hitotsubashi University, Graduate School of Commerce and Management</p> <p><Position and Responsibility in MHI> Outside Director</p>	6,000

No.	Name (Date of Birth)	Employment History, Important Concurrent Positions and Position and Responsibility in MHI	Number of MHI Shares Owned
12	Hiroki Tsuda (August 11, 1948)	<p>April 1972 Joined Ministry of Finance</p> <p>July 2004 Deputy Vice Minister, Ministry of Finance</p> <p>July 2006 Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 2007 Administrative Vice Minister, Ministry of Finance</p> <p>July 2008 Special Advisor to the Minister of Finance</p> <p>September 2008 Professor, The Graduate School of Public Management, Waseda University</p> <p>June 2013 Director (Member of the Board), Mitsubishi Heavy Industries, Ltd. (Present position)</p> <p><Important concurrent positions> Director, Daiwa Securities Group Inc.</p> <p><Position and Responsibility in MHI> Outside Director</p>	2,000

(Notes)

1. Each responsibility of CFO, CAO/CRO and CTO is as described below.
 - CFO: Chief Financial Officer
Finance, Accounting and Procurement & Sourcing including Management Planning
 - CAO/CRO: Chief Administrative Officer/Chief Risk Officer
Administration including Management Audit, General Affairs, Legal and Personnel, etc., and Risk Management
 - CTO: Chief Technology Officer
Technology & Innovation and ICT (Information and Communication Technologies)
2. Mr. Yorihiro Kojima, Ms. Christina Ahmadjian and Mr. Hiroki Tsuda are the candidates for Outside Directors as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
3. MHI has submitted notifications, specifying Mr. Yorihiro Kojima, Ms. Christina Ahmadjian and Mr. Hiroki Tsuda as independent Directors, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges.
4. Reasons for nomination as Outside Directors are as follows:
 - (1) Mr. Yorihiro Kojima was nominated for the position of an Outside Director since he has provided beneficial views and candid assessments on the management of MHI as an Outside Director based on his considerable experience as a business manager, and it is desired that he continues his contribution to improve the sound and transparent decision-making process.
 - (2) Ms. Christina Ahmadjian was nominated for the position of an Outside Director since she has provided beneficial views and candid assessments on the management of MHI as an Outside Director from her global perspective based on her extensive knowledge regarding the field of corporate governance, management, etc. acquired through her experience as a researcher, 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 continues her contribution to improve the sound and transparent decision-making process.
 - (3) Mr. Hiroki Tsuda was nominated for the position of an Outside Director since he has provided beneficial views and candid assessment on the management of MHI as

- an Outside Director based on his extensive views regarding fiscal and monetary policies acquired through his experience as a government administrative officer and a researcher, even though he has not been directly involved in corporate management except for acting as an Outside Director. It is desired that he continues his contribution to improve the sound and transparent decision-making process.
5. Part of MHI's automobile parts business was found to have engaged in inappropriate cartel activities, including inappropriate information exchange, with competitors. Such activities occurred before Mr. Yorihiro Kojima, Ms. Christina Ahmadjian and Mr. Hiroki Tsuda took their offices of Outside Directors. These Outside Directors have regularly made proposals from the perspective of compliance with laws and regulations at meetings including Board of Directors meeting, and they have also expressed their opinions from the perspective of their respective specialist insights regarding measures to be taken, including measures for compliance with antitrust laws with respect to this occurrence.
 6. Mr. Yorihiro Kojima will have served for 4 years, Ms. Christina Ahmadjian for 2 years and Mr. Hiroki Tsuda for 1 year in the position of Outside Directors upon the expiration of their current term (at the close of this Ordinary General Meeting of Shareholders).
 7. MHI has entered into a Liability Limitation Agreement with each of Mr. Yorihiro Kojima, Ms. Christina Ahmadjian and Mr. Hiroki Tsuda, which provides a limitation on their liabilities to compensate for damages under Article 423, Paragraph 1 of the Companies Act, the amount of which is the higher of ¥10 million or the minimum liability amount defined in Article 425, Paragraph 1 of the Companies Act. Should Mr. Yorihiro Kojima, Ms. Christina Ahmadjian and Mr. Hiroki Tsuda be elected, MHI is bound to continue the abovementioned Agreement with each of them.

(End)