

[This is an English translation prepared for the convenience of non-resident shareholders. Should there be any inconsistency between the translation and the official Japanese text, the latter shall prevail.]



June 14, 2013

To whom it may concern

| | |
|-----------------------|--|
| Company name | Mitsubishi Heavy Industries, Ltd. |
| Representative | Shunichi Miyanaga, President and CEO (Code Number 7011) |
| Listed stock exchange | Tokyo, Osaka, Nagoya, Fukuoka and Sapporo |
| Contact | Akihiko Nakayama, Head of Corporate Communication Department, Presidential Administration Office (TEL 03-6716-3111) |

(Amendment) Notice Concerning Amendments to the “Announcement Concerning Commencement of Tender Offer for Toyo Engineering Works, Ltd. Shares” and the “Public Notice for Commencing Tender Offer” following submission of Amendment Statement of Tender Offer Notification

Mitsubishi Heavy Industries, Ltd. (hereinafter the “Company” or the “Tender Offeror”) submitted Amendment Statement of Tender Offer Notification concerning the tender offer for common shares of Toyo Engineering Works, Ltd. (the “Subject Company” listed on the Second Section of Tokyo Stock Exchange, Inc. under the code number 6443) (hereinafter the “Tender Offer”) to the Kanto Local Finance Bureau in Japan pursuant to Article 27-8, paragraph (1) of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter the “Act”) on June 14, 2013.

Accordingly, the Company hereby announces that amendments were made to the “Announcement Concerning Commencement of Tender Offer for Toyo Engineering Works, Ltd. Shares” and the “Public Notice for Commencing Tender Offer” released by the Company on May 30, 2013 and May 31, 2013, respectively, as stated below.

This Amendment is not to change the conditions and others of Tender Offer under the provisions of Article 27-3, paragraph (2), item 1 of the Act.

Underlined portions indicate amendments.

I. Contents of the amendment to the “Announcement Concerning Commencement of Tender Offer for Toyo Engineering Works, Ltd. Shares” released on May 30, 2013

1. Purpose of Tender Offer

(1) Overview of Tender Offer
(Before amendment)

<The preceding part omitted>

In the Tender Offer, the minimum number of securities to be acquired is set at 6,929,000 shares, or 31.07%. This is calculated by adding (a) the majority of the Subject Company’s Common Shares held by shareholders excluding the

Company, the Affiliates, and the Affiliate's Officer, (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the filing date hereof, (iii) the number of the Subject Company's Common Shares (721,000 shares) (720,000 shares or 3.22%) held by Shinryo Corporation, an affiliate accounted for by the equity method as of the filing date hereof, and 1,000 shares or 0.00% held by Daiya Reidan Kogyo Co., Ltd. an affiliate, as of the filing date hereof (hereinafter collectively called the "Affiliates"), and (iv) the number of the Subject Company's Common Shares (15,000 shares), 15,000 shares or 0.06% held by Mr. Hiroji Matsui, Director of Ryoyu Systems Co., Ltd., an affiliate accounted for by the equity method (hereinafter the "Affiliate's Officer") as of the filing date hereof from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013, (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the Affiliates and the Affiliate's Officer, rounded up for shares less than a trading unit (1,000 shares) (Hypothetically, if the Company acquires securities equivalent to the minimum number of securities to be acquired, the number of Subject Company's Common Shares held by the Company will be 15,224,000 shares, or 68.28%). Therefore, if the total number of shares offered to sell in response to the Tender Offer (the "Tendered Shares") is less than 6,929,000 shares (or 31.07%), none of the Tendered Shares will be purchased. The Affiliates and the Affiliate's Officer holding the Subject Company's Common Shares are to the extent known as of the filing date hereof and based on the investigations by the Tender Offeror. In addition, as we have not set an upper limit on the number of securities to be acquired, if the total number of Tendered Shares exceeds the minimum number to be purchased, all of the Tendered Shares will be purchased.

<The rest omitted>

(After amendment)

<The preceding part omitted>

In the Tender Offer, the minimum number of securities to be acquired is set at 6,929,000 shares, or 31.07%. This is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Affiliate's Officer, (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the filing date hereof, (iii) the number of the Subject Company's Common Shares (721,000 shares) (720,000 shares or 3.22%) held by Shinryo Corporation, an affiliate accounted for by the equity method as of the filing date hereof, and 1,000 shares or 0.00% held by Daiya Reidan Kogyo Co., Ltd. an affiliate, as of the filing date hereof (hereinafter collectively called the "Affiliates"), and (iv) the number of the Subject Company's Common Shares (15,000 shares), 15,000 shares or 0.06% held by Mr. Hiroji Matsui, Director of Ryoyu Systems Co., Ltd., an affiliate accounted for by the equity method (hereinafter the "Affiliate's Officer") as of the filing date hereof from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013, (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the Affiliates and the Affiliate's Officer, rounded up for shares less than a trading unit (1,000 shares) (Hypothetically, if the Company acquires securities equivalent to the minimum number of securities to be acquired, the number of Subject Company's Common Shares held by the Company will be 15,224,000 shares, or 68.28%). Therefore, if the total number of shares offered to sell in response to the Tender Offer (the "Tendered Shares") is less than 6,929,000 shares (or 31.07%), none of the Tendered Shares will be purchased. The Affiliates and the Affiliate's Officer holding the Subject Company's Common Shares are to the extent known as of the filing date hereof and based on the investigations by the Tender Offeror (Investigations by the Tender Offeror revealed after May 31, 2013 that the number of the Subject Company's Common Shares held by the Affiliate's Officer as of May 30, 2013 was not 15,000 shares, or 0.06%, but 1,000 shares, or 0.00%. This amendment is not, however, to change the aforesaid minimum number of shares to be

acquired (6,929,000 shares)). In addition, as we have not set an upper limit on the number of securities to be acquired, if the total number of Tendered Shares exceeds the minimum number to be purchased, all of the Tendered Shares will be purchased.

<The rest omitted>

2. Outline of Tender Offer

(5) Number of Shares to Be Acquired

(Before amendment)

<The preceding part omitted>

(Note 2) The minimum number of shares to be acquired is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Officers of the Affiliates (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the filing date hereof, (iii) the number of the Subject Company's Common Shares (721,000 shares) held by the Company's Affiliates, and (iv) the number of the Subject Company's Common Shares (15,000 shares) held by a Director of an affiliate of the Company from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013 (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the affiliates and officers of the affiliates, rounded up for shares less than a trading unit (1,000 shares).

<The rest omitted>

(After amendment)

<The preceding part omitted>

(Note 2) The minimum number of shares to be acquired is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Officers of the Affiliates (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the filing date hereof, (iii) the number of the Subject Company's Common Shares (721,000 shares) held by the Company's Affiliates, and (iv) the number of the Subject Company's Common Shares (15,000 shares) held by a Director of an affiliate of the Company from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013 (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the affiliates and officers of the affiliates, rounded up for shares less than a trading unit (1,000 shares). It was revealed after May 31, 2013 that the number of the Subject Company's Common Shares held by the Affiliate's Officer as of May 30, 2013, was not 15,000 shares but 1,000 shares. This amendment is not, however, to change the aforesaid minimum number of shares to be acquired.

<The rest omitted>

II. Content of the amendment to the "Public Notice for Commencing Tender Offer" released on May 31, 2013

1. Purpose of Tender Offer
(1) Overview of Tender Offer
(Before amendment)

<The preceding part omitted>

In the Tender Offer, the minimum number of securities to be acquired is set at 6,929,000 shares, or 31.07%. This is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Affiliate's Officer, (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the date of the Public Notice, (iii) the number of the Subject Company's Common Shares (721,000 shares) (720,000 shares or 3.22%) held by Shinryo Corporation, an affiliate accounted for by the equity method as of the date of the Public Notice, and 1,000 shares or 0.00% held by Daiya Reidan Kogyo Co., Ltd. an affiliate, as of the date of the Public Notice (hereinafter collectively called the "Affiliates"), and (iv) the number of the Subject Company's Common Shares (15,000 shares), 15,000 shares or 0.06%) held by Mr. Hiroji Matsui, Director of Ryoyu Systems Co., Ltd., an affiliate accounted for by the equity method (hereinafter the "Affiliate's Officer") as of the date of the Public Notice from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013, (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the Affiliates and the Affiliate's Officer, rounded up for shares less than a trading unit (1,000 shares) (Hypothetically, if the Company acquires securities equivalent to the minimum number of securities to be acquired, the number of Subject Company's Common Shares held by the Company will be 15,224,000 shares, or 68.28%). Therefore, if the total number of shares offered to sell in response to the Tender Offer (the "Tendered Shares") is less than 6,929,000 shares (or 31.07%), none of the Tendered Shares will be purchased. The Affiliates and the Affiliate's Officer holding the Subject Company's Common Shares are to the extent known as of the date of the Public Notice and based on the investigations by the Tender Offeror. In addition, as we have not set an upper limit on the number of securities to be acquired, if the total number of Tendered Shares exceeds the minimum number to be purchased, all of the Tendered Shares will be purchased.

<The rest omitted>

(After amendment)

<The preceding part omitted>

In the Tender Offer, the minimum number of securities to be acquired is set at 6,929,000 shares, or 31.07%. This is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Affiliate's Officer, (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the date of the Public Notice, (iii) the number of the Subject Company's Common Shares (721,000 shares) (720,000 shares or 3.22%) held by Shinryo Corporation, an affiliate accounted for by the equity method as of the date of the Public Notice, and 1,000 shares or 0.00% held by Daiya Reidan Kogyo Co., Ltd. an affiliate, as of the date of the Public Notice (hereinafter collectively called the "Affiliates"), and (iv) the number of the Subject Company's Common Shares (15,000 shares), 15,000 shares or 0.06%) held by Mr. Hiroji Matsui, Director of Ryoyu Systems Co., Ltd., an affiliate accounted for by the equity method (hereinafter the "Affiliate's Officer") as of the date of the Public Notice from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013, (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the Affiliates and the Affiliate's Officer, rounded up for shares less than a trading unit (1,000 shares) (Hypothetically, if the Company acquires securities equivalent to the minimum number of securities to be

acquired, the number of Subject Company's Common Shares held by the Company will be 15,224,000 shares, or 68.28%). Therefore, if the total number of shares offered to sell in response to the Tender Offer (the "Tendered Shares") is less than 6,929,000 shares (or 31.07%), none of the Tendered Shares will be purchased. The Affiliates and the Affiliate's Officer holding the Subject Company's Common Shares are to the extent known as of the date of the Public Notice and based on the investigations by the Tender Offeror (Investigations by the Tender Offeror revealed after May 31, 2013 that the number of the Subject Company's Common Shares held by the Affiliate's Officer as of May 30, 2013 was not 15,000 shares, or 0.06%, but 1,000 shares, or 0.00%. This amendment is not, however, to change the aforesaid minimum number of shares to be acquired (6,929,000 shares)). In addition, as we have not set an upper limit on the number of securities to be acquired, if the total number of Tendered Shares exceeds the minimum number to be purchased, all of the Tendered Shares will be purchased.

<The rest omitted>

2. Content of Tender Offer

(5) Number of Shares to Be Acquired

(Before amendment)

<The preceding part omitted>

(Note 2) The minimum number of shares to be acquired is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Officers of the Affiliates (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the date of the Public Notice, (iii) the number of the Subject Company's Common Shares (721,000 shares) held by the Company's Affiliates, and (iv) the number of the Subject Company's Common Shares (15,000 shares) held by a Director of an affiliate of the Company from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013 (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the affiliates and officers of the affiliates, rounded up for shares less than a trading unit (1,000 shares).

<The rest omitted>

(After amendment)

<The preceding part omitted>

(Note 2) The minimum number of shares to be acquired is calculated by adding (a) the majority of the Subject Company's Common Shares held by shareholders excluding the Company, the Affiliates, and the Officers of the Affiliates (6,192,389 shares), which is calculated by subtracting (i) the number of treasury shares (880,427 shares) held by the Subject Company as of December 31, 2012 as reported on the said quarterly securities report, (ii) the number of the Subject Company's Common Shares (8,295,000 shares) held by the Tender Offeror as of the date of the Public Notice, (iii) the number of the Subject Company's Common Shares (721,000 shares) held by the Company's Affiliates, and (iv) the number of the Subject Company's Common Shares (15,000 shares) held by a Director of an affiliate of the Company from the aggregate number of the Subject Company's issued shares (22,296,204 shares) as of December 31, 2012 as reported on the quarterly securities report for the first nine months of the 74th fiscal year filed by the Subject Company on February 13, 2013 (12,384,777 shares), and (b) the number of the Subject Company's Common Shares (736,000 shares) held by the affiliates and officers of the affiliates, rounded up for shares less than a trading unit (1,000 shares). Investigations by the Tender Offeror revealed after the date of the Public Notice that the number of the Subject Company's Common Shares held by the Affiliate's Officer as of the date of the Public Notice was not 15,000 shares but 1,000 shares. This amendment is not, however,

to change the aforesaid minimum number of shares to be acquired (6,929,000 shares)).

<The rest omitted>

End

[Soliciting Regulations]

This press release is intended for the announcement of the Tender Offer to the general public and is not intended for soliciting an offer to sell the shares in connection with the Tender Offer. If anyone desires to sell his or her shares, a shareholder should, at his or her own responsibility, review the tender offer explanatory statement for the Tender Offer and accept the Tender Offer in his or her own discretion. This press release is not considered as an offer or solicitation of sales of securities or solicitation of this Tender Offer and does not constitute any such part. This press release (or any part of it) or the fact of its distribution does not provide a basis for any kind of agreement pertaining to the Tender Offer, and it may not be relied upon when executing any such agreement.

[Forward-Looking Statements]

This press release contains “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933, and Section 21E of the U.S. Securities Exchange Act of 1934. Due to any known or unknown risks, uncertainty, or other factors, it is possible that actual results may differ greatly from the projections as expressly or implicitly indicated as “forward-looking statements”. The Tender Offeror or its respective affiliates cannot promise that the projections expressly or implicitly indicated as “forward-looking statements” will result in being correct. The “forward-looking statements” in this press release were prepared based on the information held by the Company as of the date of this press release, and unless required by laws to do so, the Tender Offeror or its affiliates are not obliged to update or modify such statements in order to reflect any event or condition in the future.

[About the U.S. Laws]

The Tender Offer is to be conducted in accordance with the procedures and information disclosure standards prescribed in Japan’s Financial Instruments and Exchange Act. However, these procedures and standards are not necessarily the same as the corresponding procedures and standards in the U.S. In particular, Section 13(e) or Section 14(d) of the U.S. Securities Exchange Act of 1934, as amended, and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. Moreover, as the Tender Offeror is a company incorporated outside of the U.S., it may not be possible to execute rights and make requests under the securities-related laws of the U.S. In addition, it may be difficult to file a lawsuit against a company based outside of the U.S. at a court outside of the U.S. on the grounds of a violation of the laws related to securities in the U.S. Also, there is no guarantee that companies and their subsidiaries and affiliates based outside of the U.S. could be forced to comply with the jurisdiction of U.S. courts.

[Other Countries]

In certain countries or regions, the announcement, issue or distribution of this press release may be restricted by laws or regulations. In such cases, you are required to be aware of such restrictions and comply with the laws and regulations of such countries or regions. This press release does not constitute any solicitation of an offer to sell or offer to purchase shares in relation to the Tender Offer, and shall be considered as a mere distribution of informative materials.

Unless otherwise provided, all procedures for the Tender Offer shall be conducted in the Japanese language. All or some portion of the documents relating to the Tender Offer may be prepared in the English language. However, should there be an inconsistency between a document in English and that in Japanese, the Japanese document shall prevail. All financial statements included in this press release are created based on the Japanese accounting standards and are not based on those in the U.S. Therefore, the contents of the statements are not necessarily equivalent to those created based on the U.S. accounting standards.