

IMPORTANT NOTICE

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Securities Code: 1893
June 5, 2015

To Shareholders with Voting Rights

Takuzo Shimizu
President, Chief Executive Officer &
Representative Director
PENTA-OCEAN CONSTRUCTION CO., LTD.
2-8 Koraku 2-chome, Bunkyo-ku, Tokyo, Japan

NOTICE OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 65th Ordinary General Meeting of Shareholders of the PENTA-OCEAN CONSTRUCTION CO., LTD. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders to complete the exercise of your voting rights in accordance with the guidance hereinafter no later than 6:00 p.m., Japan Standard Time (JST) on Thursday, June 25, 2015.

[Exercise of Voting Rights by Paper Ballot (Vote by post)]

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and send the form to reach us by no later than the above deadline.

[Exercise of Voting Rights by Electromagnetic Method (Vote via the Internet)]

Please review the “Guidance for Exercise of Voting Rights by Electromagnetic Method (via the Internet)” on page 2, and input your vote for or against each of the proposals by no later than the above deadline.

- 1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m., JST
(The reception will begin at 9:00 a.m.)

- 2. Place:** Conference Room
11th Floor at the Head Office of the Company
2-8 Koraku 2-chome, Bunkyo-ku, Tokyo, Japan
(Please see the attached map at the end of this document)

3. Agenda of the Meeting:

- Matters to be reported:**
1. The Business Report, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Committee of Auditors for the 65th Fiscal Year (from April 1, 2014 to March 31, 2015).
 2. The Non-consolidated Financial Statements for the 65th Fiscal Year (from April 1, 2014 to March 31, 2015).

Proposals to be resolved:

- Proposal No. 1:** Appropriation of retained earnings
Proposal No. 2: Partial amendments to the Articles of Incorporation
Proposal No. 3: Election of ten (10) Directors

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- ⊙ If you are attending the meeting, please hand in the enclosed Voting Rights Exercise Form at the reception desk when you arrive at the venue.
 - ⊙ Subsequent amendments to the Reference Documents, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the General Meeting of Shareholders (if any) will be listed on the Company's website (<http://www.penta-ocean.co.jp/english/index.html>).

Guidance for Exercise of Voting Rights by Electromagnetic Method (via the Internet)

1. Handling of Exercise of Voting Rights via the Internet

- (1) You can exercise your voting rights via the Internet through the Company's designated "Voting Rights Exercise Website" (the URL below) instead of the paper ballot. Please log in to the system using the "Voting Rights Exercise Code" and "Password" printed on the right of the enclosed Voting Rights Exercise Form and follow the instructions on the screen to input. In order to maintain security, users will be prompted to change the Password when logging in to the system for the first time.

Voting Rights Exercise Website	http://www.it-soukai.com/
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- (2) You will need to exercise your voting rights via the Internet by completing the process by 6:00 p.m., JST on Thursday, June 25, 2015. Your exercise at the earliest opportunity is advised.

- (3) If you exercise your voting rights both by paper ballot and via the Internet, the exercise through the Internet shall be deemed to be effective. If you exercise your voting rights more than once through the Internet, the last vote shall be deemed to be effective.
- (4) The Password (including the Password you changed) is valid only for this Ordinary General Meeting of Shareholders. A new Password will be issued at the time of the next meeting.
- (5) Fees for connecting to the Internet would be at your own expense.

(Important Notice)

- The Password is the method to verify whether the person voting is a legitimate shareholder. The Company will never ask shareholders to provide their Passwords.
- The Password will be locked and suspended when entered incorrectly for a certain number of times. Please follow the instruction on the screen when the Password is locked.
- Although the Voting Rights Exercise Website has been tested of operation with general internet connecting devices, the system may not be available depending on the device you use.

2. Contact Information

**If you have any inquiries, please contact the Company's Administrator of Shareholder Registry,
"Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd."
(please see below).**

(1) Issues related exclusively to operation of the Voting Rights Exercise Website:

Toll-free 0120-768-524
(Operating hours: 9:00 a.m. to 9.00 p.m., JST, weekdays)

(2) For other inquiries relating to share administration:

Toll-free 0120-288-324
(Operating hours: 9:00 a.m. to 5.00 p.m., JST, weekdays)

[For institutional investors]

In addition to the method to exercise your voting rights via the Internet as described above, the Online Proxy Voting Platform operated by ICJ Incorporated will be available if applied in advance.