

(TRANSLATION)

NOTICE OF RESOLUTIONS
OF
THE 80TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

June 28, 2005

To: The Shareholders

From: Kazuo Tsukuda
President
Mitsubishi Heavy Industries, Ltd.
16-5, Konan 2-chome, Minato-ku, Tokyo

This is to notify you that the following items were reported or resolved at the 80th Ordinary General Meeting of Shareholders held today.

Matters to be Reported:

Item No.1: Business Report, Consolidated Balance Sheet and Consolidated Statement of Income for the 2004 business year (from April 1, 2004 to March 31, 2005), and the results of audits on the consolidated financial statements conducted by the Account Auditors and the Board of Statutory Auditors.

Item No.2: Non-Consolidated Balance Sheet and Non-Consolidated Statement of Income and Retained Earnings for the 2004 business year (from April 1, 2004 to March 31, 2005), and purchase of treasury stock by resolution of the Board of Directors based on the authorization of the Articles of Incorporation.

The above-mentioned contents were reported.

Matters for Resolution:

Proposal No. 1: Approval of appropriation of retained earnings for the 2004 Business Year.

The appropriation of retained earnings for the 2004 business year was approved and resolved as originally proposed. As a result, cash dividends were decided to be ¥4 per share.

Proposal No. 2: Partial Amendments to the Articles of Incorporation.

The partial amendments of the Articles of Incorporation were approved and resolved as originally proposed.

The main amendment of the Articles of Incorporation was to shorten the term of office of Directors and to amend the provisions related to this matter.

Proposal No. 3: Election of 13 Directors.

Messrs. Takashi Nishioka, Kazuo Tsukuda, Junichi Maezawa, Kazunori Ohta, Shigeharu Matsuura, Ikuro Nagata, Tsutomu Takaoka, Nobuo Toda, Hiroshi Kan, Mikio Sasaki, Sunao Aoki and Katsuhiko Yoshida were re-elected and Mr. Akihiro Wada was newly elected to the position of Director and all assumed office.

Proposal No. 4: Election of two Statutory Auditors.

Mr. Satoru Kishi was re-elected and Mr. Kichisaburo Nomura was newly elected as Statutory Auditor and assumed office.

Proposal No. 5: Grant of retirement pay to retired and retiring Directors

It was approved and resolved that appropriate retirement pay, calculated in accordance with the corporate rules, be granted to the retired and retiring Directors, Messrs. Ayao Tsuge, Heki Kasugai, Motoo Makita, Osamu Wakazono, Nobuo Kiyama, Fumio Tomikawa, Susumu Uchida, Yutaka Nakahara, Kototsugu Taniguchi, Toshiyuki Matsuoka, Akihiko Miyakubi and Yoji Yamada, respectively. It was further resolved that the Board of Directors should be entrusted with the determination of the specific amount, the timing and the method of such payments, etc.

Proposal No. 6: Grant of stock acquisition rights as stock options.

The grant of stock acquisition rights to Directors and executive officers as stock options was approved and resolved as originally proposed. As a result, the Company will issue up to 510 stock acquisition rights (the number of the Company's common stock subject to the stock acquisition rights is 510,000).

The current list of Directors and Statutory Auditors as of June 28, 2005 is as follows:

Chairman	Representative Director	Takashi Nishioka
President	Representative Director	Kazuo Tsukuda
	Representative Director	Junichi Maezawa
	Representative Director	Kazunori Ohta
	Representative Director	Shigeharu Matsuura
	Representative Director	Ikuro Nagata
	Representative Director	Yoshimi Uratani
	Representative Director	Tsutomu Takaoka
	Representative Director	Hideo Egawa
	Representative Director	Ichiro Fukue
	Representative Director	Nobuo Toda
	Representative Director	Hiroshi Kan
	Representative Director	Hideaki Omiya
	Director	Mikio Sasaki
	Director	Akihiro Wada
Director	Sunao Aoki	
Director	Katsuhiko Yoshida	
Statutory Auditor		Satoru Kishi
Statutory Auditor		Toyoshi Nakano
Statutory Auditor		Kichisaburo Nomura
Statutory Auditor	(full- time)	Toshinori Tomita
Statutory Auditor	(full- time)	Toyohiko Inaguma

(Note) 1. Messrs. Mikio Sasaki and Akihiro Wada are Outside Directors as provided for in Article 188, paragraph 2, item 7-2 of the Commercial Code.

2. Messrs. Satoru Kishi, Toyoshi Nakano and Kichisaburo Nomura have qualified for the position of so-called Outside Statutory Auditor as provided for in Article 18, paragraph 1 of the “Law for Special Exceptions to the Commercial Code concerning Audit, etc. of Kabushiki-Kaisha”.

* Pursuant to Article 16, paragraph 5 of the “Law for Special Exceptions to the Commercial Code concerning Audit, etc. of Kabushiki-Kaisha”, the Balance Sheet and Statement of Income and Retained Earnings are publicly shown on the Company’s website below:

http://www.mhi.co.jp/index_kabu/bspl.html