

(Translation Only)

June 27 2006

Dear Shareholders,

We are pleased to inform that Agenda of the 83rd Ordinary Shareholders' General Meeting of DENSO CORPORATION was approved today.

Very truly yours,

Koichi Fukaya
President and C.E.O.
DENSO CORPORATION

The 83rd Ordinary Shareholders' General Meeting

1. Date: 10 a.m., Tuesday, June 27, 2006

2. Place: Head Office, DENSO CORPORATION
1-1, Showa-cho, Kariya, Aichi 448-8661, Japan

3. Objectives of the Meeting:

Reports:

- (1) Business Report, Consolidated Balance Sheet and Consolidated Statement of Income; Non-Consolidated Balance Sheet and Non-Consolidated Statement of Income (for the 83rd Fiscal Term (from April 1, 2005, to March 31, 2006))
- (2) Results of the Audits by the Independent Auditors and the Board of Corporate Auditors of the Consolidated Financial Statements

Agenda:

Proposal No. 1: Approval of the Proposal for Appropriation of Retained Earnings for the 83rd Fiscal Term

Proposal No. 2: Acquisition of Treasury Stock

Proposal No. 3: Partial Amendments to the Articles of Incorporation

Proposal No. 4: Election of Thirteen (13) Directors due to Expiration of the Term of Office of All the Current Directors

Proposal No. 5: Issuance of Stock acquisition rights without Charge to Directors, Managing Officers and Certain Employees of the Company, as well as to Directors, etc., of its Subsidiaries

Proposal No. 6: Presentation of Retirement Benefits to Retiring Directors

(Detail of the Bills)

Bill No. 1: Approval of the Proposal for Appropriation of Retained Earnings for the 83rd Fiscal Term

Year-end cash dividend was declared at ¥20 per share. As a result, the annual dividend for the year, including the interim dividend paid in November 2005, is ¥38 per share.

Also, the payment of bonuses to 13 directors as of March 31, 2006, for a total of ¥276,000,000 and to 5 corporate auditors as of the same day for a total of ¥29,600,000 was declared.

Bill No. 2: Acquisition of Treasury Stock

In compliance with Article 210 of the Commercial Code, it was approved that we acquire the Company's treasury stock of shares within the upper limit of 7.5 million common shares and of total acquisition value of ¥37.5 billion in the period from the conclusion of this 83rd Ordinary General Meeting of Shareholders to the conclusion of the next 84th Ordinary General Meeting of Shareholders, which will allow management to pursue higher flexibility and liquidity in its capital policy and cope with vehement changes in the business environment.

Bill No. 3: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

Pursuant to the implementation of the "Corporate Code" (Law No. 86, 2005) as of May 1, 2006, the company modified several relevant provisions of the current Articles of Incorporation due to the following reasons.

- (1) To determine relevant organizations, Article 4 (Governing Bodies of the Company) shall be newly established in compliance with Article 326, Paragraph 2, of the Corporate Code.
- (2) To clarify the issuance of share certificates, Article 6 (Total Number of Issuable Shares and Issuance of Share Certificates), Paragraph 2, shall be newly established in compliance with Article 214 of the Corporate Code.
- (3) To restrict shareholders' rights for shares less than one base unit for handling within a reasonable range, Article 9 (Rights to shares less than one base unit for handling) shall be newly established in compliance with Article 189, Paragraph 2, of the Corporate Code.
- (4) To allow the Company to supply shareholders with the necessary information with respect to general meetings of shareholders, Article 16 (Internet Disclosure of Reference Documents, etc., and Deemed Provision Thereof) shall be newly established in compliance with Articles 94 and 133 of the Enforcement Regulations of the Corporate Code and Articles 161 and 162 of the Regulations for Corporate Calculations.
- (5) To clarify the number of proxies available for the exercise of voting rights who may attend the general meeting of shareholders, Article 17 (Exercise of Voting Rights by Proxy) shall be amended in compliance with Article 310, Paragraph 5, of the Corporate Code.
- (6) To allow the Board of Directors to flexibly adopt its resolutions as required in writing or via an electromagnetic method, Article 24 (Omission of Resolution by the Board of Directors) shall be newly established in compliance with Article 370 of the Corporate Code.
- (7) To allow outside directors and outside corporate auditors to fully perform their expected roles, Article 27 (Exemption from Directors' Liabilities), Paragraph 2, and Article 34 (Exemption from Corporate Auditors' Liabilities), Paragraph 2, shall be newly established in compliance with Article 427, Paragraph 1, of the Corporate Code.
All the corporate auditors have given their accord to the proposal on the new establishment of Article 27, Paragraph 2, above.
- (8) To determine that the Board of Directors can distribute retained earnings by a resolution thereof to flexibly conduct its capital and dividend policies, Article 36 (Distribution of Retained Earnings) shall be newly established in compliance with Article 459, Paragraph 1, of the Corporate Code.
- (9) Pursuant to the abolition of the deduction of the retired shares from the total number of shares authorized to be issued by the Company in the Corporate Code, the deduction-related provision shall be deleted in the proposed Article 6 (Total Number of Issuable Shares and Issuance of Share Certificates) and the number of shares retired in the prior year shall be again included in the total number of issuable shares.
- (10) The articles and paragraphs referenced in these Articles of Incorporation shall be changed to

those used for the corresponding ones in the Corporate Code.

- (11)The terms used in the Commercial Code shall be appropriately changed to those used in the Corporate Code, and relevant expressions, terms and wording shall be revised, at the same time.
 (12)The number of relevant articles and paragraphs shall be changed in line with the amendments of the respective items above.

2. Summary draft of this proposal

The approved amendments are as follows:

(Amendments indicated by underlines)

Previous Articles	Approved Amendments
CHAPTER 1. GENERAL PROVISIONS	CHAPTER 1. GENERAL PROVISIONS
Article 1. (Name of the Company) (The related provision omitted)	Article 1. (Name of the Company) (The same as the existing one)
Article 2. (<u>Objects and</u> Purposes of Incorporation) (The related provisions omitted)	Article 2. (<u>Purposes</u> of Incorporation) (The same as the existing ones)
Article 3. (Location of the Head Office) (The related provision omitted)	Article 3. (Location of the Head Office) (The same as the existing one)
(New establishment)	<u>Article 4. (Governing Bodies of the Company)</u> <u>The Company shall have the following governing bodies in addition to the general meeting of shareholders and directors:</u> <u>(1) Board of Directors</u> <u>(2) Corporate Auditors</u> <u>(3) Board of Corporate Auditors</u> <u>(4) Independent Auditors</u>
Article 4. (Method of Public <u>Announcement</u>) Public <u>notice or announcement</u> of the Company shall be <u>announced by using an electronic public notice system.</u> <u>However, in the case of accidents or any other situation occurring that prohibits such electronic public notice, the Company will publish its official announcements in the Nihon Keizai Shimbun and Chunichi Shimbun.</u>	Article 5. (Method of Public <u>Notices</u>) Public <u>notices</u> of the Company shall be <u>electronic public notices.</u> <u>Provided, however, that if the Company is unable to provide electronic public notice because of an accident or any other unavoidable reason, public notices of the Company shall be given in the Nihon Keizai Shimbun and the Chunichi Shimbun.</u>
CHAPTER 2. <u>CAPITAL STOCK</u>	CHAPTER 2. <u>SHARES</u>
Article 5. (<u>Total number of shares to be issued, number of shares contained in one base unit and non-issuance of shares less than one base unit for handling</u>)	Article 6. (<u>Total Number of Issuable Shares and Issuance of Share Certificates</u>)
1) The total number of shares <u>to be issued</u> by the Company shall be <u>1.5 billion</u> (1,500,000,000). <u>However, in the event that the Company eliminates outstanding shares, the total number of shares to be issued by the company will be reduced accordingly.</u> (New establishment)	The total number of shares <u>issuable</u> by the Company shall be <u>one billion five hundred million</u> (1,500,000,000).
2) <u>One base unit for handling shares in the Company shall be one hundred (100) shares.</u>	2) <u>The Company shall issue share certificates in respect of shares.</u> (To be shifted to Article 7)

Previous Articles	Approved Amendments
<p data-bbox="150 197 785 383"><u>3) Share certificates for the shares less than one base unit for handling (hereinafter called “Shares less than one base unit for handling”) shall not be issued. However, this shall not be the case where such provision is laid down in the regulations relative to handling of shares.</u></p> <p data-bbox="150 423 612 454">(To be shifted from the current Article 5)</p> <p data-bbox="150 790 762 952">Article <u>6.</u> (Acquisition of Treasury Stock) The Company may, under <u>Article 211-3, Paragraph 1, Item 2,</u> of the Commercial Code, purchase treasury stock with a resolution adopted by the Board of Directors.</p> <p data-bbox="150 1001 384 1032">(New establishment)</p> <p data-bbox="150 1682 785 2033">Article <u>7.</u> (Further Buying by Shareholders of Shares that would Constitute One Base Unit for Handling) <u>Shareholders (including beneficiary shareholders, hereinafter the same as above)</u> who own the Company’s Shares of less than one base unit for handling may request the Company to sell them the exact number of shares that would constitute one base unit for handling together with the shares they respectively hold, in compliance with the relevant provisions in the regulations relative to the handling of shares.</p>	<p data-bbox="810 423 1445 517"><u>Article 7. (Number of Shares as One Base Unit and Non-issuance of Share Certificates for Less Than One Base Unit for Handling)</u></p> <p data-bbox="810 521 1445 584">1) <u>One base unit for handling shares of the Company shall be one hundred (100) shares.</u></p> <p data-bbox="810 589 1445 750">2) <u>Regardless of the preceding paragraph, the Company shall not issue share certificates with respect to shares less than one base unit for handling. However, this rule shall not apply if any provision is laid down in the regulations relative to the handling of shares.</u></p> <p data-bbox="810 790 1445 920">Article <u>8.</u> (Acquisition of Treasury Stock) The Company may, under <u>Article 165, Paragraph 2,</u> of the Corporate Code, acquire treasury stock by a resolution adopted by the Board of Directors.</p> <p data-bbox="810 1001 1445 1220"><u>Article 9. (Rights to shares less than one base unit for handling)</u> <u>The shareholders of the Company (including beneficiary shareholders; hereinafter the same shall apply) cannot exercise any rights other than those stipulated below with regard to the shares less than one base unit for handling held by them.</u></p> <ol data-bbox="919 1225 1445 1641" style="list-style-type: none"> <li data-bbox="919 1225 1445 1319">1. <u>Rights set forth as respective items in Article 189, Paragraph 2, of the Corporate Code;</u> <li data-bbox="919 1323 1445 1449">2. <u>Right to receiving the issued shares and stock acquisition rights offered for subscription, in proportion to the number of shares held by each shareholder;</u> <li data-bbox="919 1453 1445 1641">3. <u>Right to requesting the Company to sell the exact number of shares that would constitute one base unit regarding the shares less than one base unit for handling held by them, which is stipulated in the following article.</u> <p data-bbox="810 1682 1445 1973">Article <u>10.</u> (Further Buying by Shareholders of Shares that would Constitute One Base Unit for Handling) Shareholders who own the Company’s Shares of less than one base unit for handling may request the Company to sell them the exact number of shares that would constitute one base unit for handling together with the shares they respectively hold, in compliance with the relevant provisions in the regulations relative to the handling of shares.</p>

Previous Articles	Approved Amendments
<p><u>Article 8. (Share-Transfer Agent)</u> 1) The Company shall <u>appoint a share-transfer agent in charge of business of transfer of shares.</u> 2) The <u>share-transfer agent</u> and its place of business shall be <u>selected</u> and <u>publicly</u> announced by the board of directors <u>of the Company.</u> 3) The register of shareholders (including the register of <u>beneficial</u> shareholders, hereinafter the same <u>as above</u>) and the register of lost share certificates of the Company shall be <u>kept at the office of the share-transfer agent.</u> <u>The business relative to shares such as the transfer of shares, the purchase of Shares less than one base unit for handling and further buying by shareholders of shares that would constitute one base unit for handling together with the shares they respectively hold shall be handled by the share-transfer agent, not by the Company.</u></p> <p><u>Article 9. (Regulations relative to Handling of Shares)</u> <u>Matters relative to the handling of shares such as the determination of classes of shares, the transfer of shares, the purchase of Shares less than one base unit for handling and further buying by shareholders of shares that would constitute one base unit for handling together with the shares they respectively hold shall be in accordance with the regulations relative to handling of shares laid down by the board of directors.</u></p> <p><u>Article 10. (Date of Record)</u> 1) <u>Shareholders to be entitled to exercise their rights at the ordinary shareholders' general meeting for each business year shall be those having voting rights who are enrolled or registered on the final register of shareholders as of March 31 of each business year.</u> 2) <u>In addition to the preceding paragraph and other provisions in this Articles of Incorporation, the Company may set a date of record subject to prior public notice, when the Company deems it necessary.</u></p>	<p><u>Article 11. (Custodian of the Shareholders' Register)</u> 1) The Company <u>shall have a custodian of the shareholders' register.</u> 2) The <u>custodian of the shareholders' register</u> and its place of business shall be <u>determined by a resolution of the Board of Directors</u> and announced <u>by public notice.</u> 3) The register of shareholders (including the register of <u>beneficiary</u> shareholders, hereinafter the same <u>shall apply</u>) <u>the register of stock acquisition rights</u> and the register of lost share certificates of the Company shall be <u>made and kept by the custodian of the shareholders' register.</u> <u>Other administrative services relating to the register of shareholders, the register of stock acquisition rights and the register of lost share certificates shall be delegated to the custodian of the shareholders' register, and such services shall not be handled by the Company.</u></p> <p><u>Article 12. (Regulations relative to Handling of Shares)</u> <u>The handling of the Company's shares and the handling fees therefor shall be governed by the regulations relative to handling of shares laid down by the Board of Directors, except as otherwise stipulated by statutory laws or these Articles of Incorporation.</u></p> <p>(To be shifted to Article 14)</p>
<p>CHAPTER 3. <u>SHAREHOLDERS' GENERAL MEETING</u></p>	<p>CHAPTER 3. <u>GENERAL MEETING OF SHAREHOLDERS</u></p>
<p><u>Article 11. (Convening of Shareholders' General Meeting)</u></p> <p>The ordinary <u>shareholders' general meeting</u> of the Company shall be convened in June for each business year and the extraordinary general meeting <u>maybe</u> convened at any time whenever it is deemed necessary.</p> <p>(To be shifted from the current Article 10)</p>	<p><u>Article 13. (Convocation of General Meeting of Shareholders)</u></p> <p>1) The ordinary <u>general meeting of shareholders</u> of the Company shall be convened in June for each business year and the extraordinary general meeting of shareholders <u>may be</u> convened at any time whenever it is deemed necessary.</p> <p><u>Article 14. (Record Date)</u> <u>The record date for voting rights at an ordinary general meeting of shareholders of the Company shall be March 31 of each year.</u></p>

Previous Articles	Approved Amendments
<p>Article <u>12</u>. (Chairman of <u>Shareholders' General Meeting</u>) At the <u>shareholders' general meeting</u>, the president of the Company shall act as the chairman for the meeting. In case of the president being unable to act as the chairman because of some circumstances preventing him from attending the meeting, another director designated by the board of directors shall act as the chairman thereat.</p> <p>(New establishment)</p> <p>Article <u>13</u>. (Exercising of Voting Rights by Proxy) 1) <u>A proxy to be appointed by a shareholder in his or her place to exercise voting rights shall be limited to such a shareholder as is entitled to vote.</u> 2) The shareholder or the proxy shall submit a document certifying the power of representation for each general meeting to this Company.</p> <p>Article <u>14</u>. (<u>The Way of Resolution</u>) 1) At the <u>shareholders' general meeting</u>, a resolution shall be adopted by the majority votes of shareholders in presence, unless otherwise stipulated by statutory laws or <u>this</u> Articles of Incorporation. 2) Adoption of a <u>special resolution set forth in Article 343 of the Commercial Code at a shareholders' general meeting shall be made by the affirmative vote of not less than two-thirds (2/3) of the voting rights held by shareholders who present not less than one-third (1/3) of voting rights of all shareholders.</u></p> <p style="text-align: center;">CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>15</u>. (Number of Directors) (The related provision omitted)</p> <p>Article <u>16</u>. (Election) 1) Directors of the Company shall be elected at the <u>shareholders' general meeting</u>. 2) The election of directors shall be <u>adopted</u> by the</p>	<p>Article <u>15</u>. (Chairman of <u>General Meeting of Shareholders</u>) At the <u>general meeting of shareholders</u>, the President of the Company shall act as the chairman for the meeting. In case of the President being unable to act as the chairman because of some circumstances preventing him from attending the meeting, another director designated by the Board of Directors shall act as the chairman thereat.</p> <p><u>Article 16. (Internet Disclosure of Reference Documents, etc., and Deemed Provision Thereof) In convening a general meeting of shareholders, the Company shall be deemed to have provided the shareholders with the information that must be mentioned or displayed in the reference document of a general meeting of shareholders, business report, financial statements and consolidated financial documents by disclosing such information using the Internet pursuant to the regulations issued by the Ministry of Justice.</u></p> <p>Article <u>17</u>. (Exercising of Voting Rights by Proxy) 1) A shareholder <u>may exercise his or her voting rights by appointing one (1) proxy who is also a shareholder of the Company having voting rights.</u> 2) (The same as the existing one)</p> <p>Article <u>18</u>. (<u>Method of Adopting Resolution</u>) 1) At the <u>general meeting of shareholders</u>, a resolution shall be adopted by the majority <u>vote of voting rights of those shareholders with exercisable voting rights attending the meeting</u>, unless otherwise stipulated by statutory laws or <u>these</u> Articles of Incorporation. 2) Adoption of a resolution set forth in <u>Article 309, Paragraph 2, of the Corporate Code at a general meeting of shareholders shall be made by the affirmative vote of not less than two-thirds (2/3) of the voting rights held by shareholders present, where such shareholders present shall hold shares representing not less than one-third (1/3) of the exercisable voting rights of the shareholders.</u></p> <p style="text-align: center;">CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>19</u>. (Number of Directors) (The same as the existing one)</p> <p>Article <u>20</u>. (Election) 1) Directors of the Company shall be elected <u>by a resolution at the general meeting of shareholders</u>. 2) The election of directors shall be <u>made at a general</u></p>

Previous Articles	Approved Amendments
<p><u>majority votes of shareholders in presence who own shares representing not less than one-third of the entire shareholders.</u></p>	<p><u>meeting of shareholders by the affirmative vote of a majority of the voting rights held by shareholders present, where such shareholders present shall hold shares representing not less than one-third (1/3) of the exercisable voting rights.</u></p>
<p>3) The election of directors shall not be adopted by cumulative voting.</p>	<p>3) (The same as the existing one)</p>
<p>Article <u>17</u>. (Term of Office)</p>	<p>Article <u>21</u>. (Term of Office)</p>
<p>The term of office of directors shall expire at the end of the <u>session of the last ordinary shareholders' general meeting within one (1) year after their appointment as director.</u></p>	<p>The term of office of directors shall expire at the end of the ordinary <u>general meeting of shareholders pertaining to the latest of the fiscal years ending within one (1) year following their election.</u></p>
<p><u>2) The term of office of those directors who have been elected and appointed either to fill vacancies or to increase the number of directors shall expire at the same time when the term of office of the other existing directors expires.</u></p>	<p>(To be deleted)</p>
<p>Article <u>18</u>. (Remunerations)</p>	<p>Article <u>22</u>. (Remunerations, etc.)</p>
<p>Remunerations for directors shall be determined <u>at the shareholders' general meeting.</u></p>	<p>The remunerations, <u>bonus and other financial interests for directors received from the Company in compensation for their performance of duties (hereinafter "remunerations, etc.") shall be determined by a resolution of a general meeting of shareholders.</u></p>
<p>Article <u>19</u>. (Convening of Meetings of the Board of Directors and Regulations of the Board of Directors)</p>	<p>Article <u>23</u>. (Convening of Meetings of the Board of Directors and Regulations of the Board of Directors)</p>
<p>(The related provisions omitted)</p>	<p>(The same as the existing ones)</p>
<p>(New establishment)</p>	<p><u>Article 24. (Omission of Resolution by the Board of Directors)</u></p>
<p>Article <u>20</u>. (Representative Directors)</p>	<p>Article <u>25</u>. (Representative Directors)</p>
<p>(The related provisions omitted)</p>	<p>(The same as the existing ones)</p>
<p>Article <u>21</u>. (Advisors)</p>	<p>Article <u>26</u>. (Advisors)</p>
<p>(The related provision omitted)</p>	<p>(The same as the existing one)</p>
<p>Article <u>22</u>. (<u>Directors' Exemption from Liabilities</u>)</p>	<p>Article <u>27</u>. (<u>Exemption from Directors' Liabilities</u>)</p>
<p><u>According to Article 266-12 of the Commercial Code of Japan and by the resolution of the board of directors, liabilities of the directors (including former directors) arising from or related to the actions stated in Article 266-1-5 of the Code may be exempted within the limits permitted under the statutory laws.</u></p>	<p>1) <u>Pursuant to the provision of Article 426, Paragraph 1, of the Corporate Code, the Company may, by resolution of the Board of Directors, exempt liabilities for damage due to the failure of the performance of duties of the directors (including former directors) to within the limits permitted under the statutory laws.</u></p>
<p>(New establishment)</p>	<p>2) <u>Pursuant to the provision of Article 427, Paragraph 1, of the Corporate Code, the Company may enter into an agreement with each outside director to limit his or her liability for damage due to failure of the performance of duties. Provided, however, that such limited amount under the agreement shall be as set forth in the relevant statutory law.</u></p>

Previous Articles	Approved Amendments
<p data-bbox="151 197 785 228">Chapter 5. AUDITORS AND BOARD OF AUDITORS</p> <p data-bbox="151 291 785 385">Article <u>23</u>. (Number of Auditors) The number of auditors of the Company shall not exceed five (5).</p> <p data-bbox="151 430 785 645">Article <u>24</u>. (Election) 1) Auditors of the Company shall be elected at the <u>shareholders' general meeting</u>. 2) The election of auditors shall be <u>adopted by the majority votes of shareholders in presence who own shares representing not less than one-third of the entire shareholders</u>.</p> <p data-bbox="151 761 785 1048">Article <u>25</u>. (Term of Office) 1) The term of office of auditors shall expire at the end of the <u>session of the last ordinary shareholders' general meeting within four (4) years after their appointment to the auditor</u>. 2) The term of office of <u>those auditors who have been elected and appointed to fill vacancies shall expire at the same time when the term of office of the predecessor expires</u>.</p> <p data-bbox="151 1131 785 1225">Article <u>26</u>. (Remunerations) Remunerations for auditors shall be determined at the <u>shareholders' general meeting</u>.</p> <p data-bbox="151 1310 785 1373">Article <u>27</u>. (Convening of Meetings of the Board of Auditors and Regulations of the Board of Auditors)</p> <p data-bbox="151 1406 785 1438">(The related provisions omitted)</p> <p data-bbox="151 1482 785 1576">Article <u>28</u>. (Full-time Auditors) A few <u>full-time</u> auditors shall be elected by <u>mutual election from among auditors</u>.</p> <p data-bbox="151 1621 785 1809">Article <u>29</u>. (<u>Auditors' Exemption from Liabilities</u>) <u>According to Article 280-1 of the Commercial Code of Japan and</u> by the resolution of the board of directors, liabilities of the <u>auditors (including former auditors)</u> <u>may be exempted</u> within the limits permitted under the statutory laws.</p> <p data-bbox="151 1915 785 1946">(New establishment)</p>	<p data-bbox="812 197 1444 259">Chapter 5. <u>CORPORATE</u> AUDITORS AND BOARD OF <u>CORPORATE</u> AUDITORS</p> <p data-bbox="812 291 1444 385">Article <u>28</u>. (Number of <u>Corporate</u> Auditors) The number of <u>corporate</u> auditors of the Company shall not exceed five (5).</p> <p data-bbox="812 430 1444 712">Article <u>29</u>. (Election) 1) <u>Corporate</u> auditors of the Company shall be elected <u>by a resolution at the general meeting of shareholders</u>. 2) The election of <u>corporate</u> auditors shall be <u>made at a general meeting of shareholders by the affirmative vote of a majority of the voting rights held by shareholders present, where such shareholders present shall hold shares representing not less than one-third (1/3) of the exercisable voting rights</u>.</p> <p data-bbox="812 761 1444 1084">Article <u>30</u>. (Term of Office) 1) The term of office of <u>corporate</u> auditors shall expire at the end of the ordinary <u>general meeting of shareholders pertaining to the latest of the fiscal years ending within four (4) years following their election</u>. 2) The term of office of <u>corporate</u> auditors who <u>are elected to fill vacancies of corporate auditors who retired before the expiry of their term of office shall expire at the end of the remaining term of their retired predecessors</u>.</p> <p data-bbox="812 1131 1444 1261">Article <u>31</u>. (Remunerations, etc.) The remunerations, <u>etc.</u>, for <u>corporate</u> auditors shall be determined <u>by a resolution of a general meeting of shareholders</u>.</p> <p data-bbox="812 1310 1444 1440">Article <u>32</u>. (Convening of Meetings of the Board of <u>Corporate</u> Auditors and Regulations of the Board of <u>Corporate</u> Auditors) (The same as the existing ones)</p> <p data-bbox="812 1482 1444 1576">Article <u>33</u>. (<u>Standing Corporate Auditors</u>) A few <u>standing corporate</u> auditors shall be elected <u>by a resolution of the Board of Corporate Auditors</u>.</p> <p data-bbox="812 1621 1444 2065">Article <u>34</u>. (Exemption from <u>Corporate Auditors' Liabilities</u>) 1) <u>Pursuant to the provision of Article 426, Paragraph 1, of the Corporate Code, the Company may, by resolution of the Board of Directors, exempt liabilities for damage due to the failure of the performance of duties of the corporate auditors (including former corporate auditors) to within the limits permitted under the statutory laws</u>. 2) <u>Pursuant to the provision of Article 427, Paragraph 1, of the Corporate Code, the Company may enter into an agreement with each outside corporate auditor to limit his or her liability for damage due to failure of the performance of duties. Provided, however, that such</u></p>

Previous Articles	Approved Amendments
<p style="text-align: center;">CHAPTER 6. ACCOUNTS</p> <p>Article <u>30</u>. (Business Year) (The related provision omitted)</p> <p>Article <u>31</u>. (Dividends to Shareholders) <u>Dividends of the Company shall be paid to the shareholders or registered pledgees who are enrolled or registered on the final register of shareholders of the Company closed as of March 31 of each business year.</u></p> <p>(To be shifted from the current Article 32)</p> <p>(New establishment)</p> <p><u>Article 32. (Interim Dividends)</u> <u>The Company may distribute money (hereinafter called “interim dividends”), according to Article 293-5 of the Commercial Code of Japan, to the shareholders or registered pledgees who are enrolled or registered on the final register of shareholders as of September 30 of each business year.</u></p> <p>Article <u>33</u>. (Release from Responsibility for Payment of Dividends on Shares and Interest thereupon) 1) <u>If and when dividends or interim dividends have not been received by appropriate receivers within full three (3) years from the date when the payment of such dividends was substantiated, the Company shall be released from the responsibility for paying such dividends.</u> 2) <u>No interest shall accrue to unpaid dividends or interim dividends to be paid to shareholders as well as to registered pledgees.</u></p>	<p style="text-align: center;">CHAPTER 6. ACCOUNTS</p> <p>Article <u>35</u>. (Business Year) (The same as the existing one)</p> <p>Article <u>36</u>. (Distribution of Retained Earnings) 1) <u>The Company shall distribute retained earnings to the shareholders or the pledgees of registered shares who are recorded or registered on the last register of shareholders as of March 31 of each year.</u> 2) <u>The Company may distribute retained earnings set forth in Article 454, Paragraph 5, of the Corporate Code, to the shareholders or pledgees of registered shares who are recorded or registered on the last register of shareholders as of September 30 of each year.</u> 3) <u>Except as set forth by the preceding two paragraphs, the Company may determine the matters listed in each item of Article 459, Paragraph 1, of the Corporate Code by resolution of the Board of Directors unless otherwise stipulated by law.</u></p> <p>(To be shifted to Article 36)</p> <p>Article <u>37</u>. (Statute of Limitation for Dividends and Interest thereupon) <u>If the dividends in money remain unclaimed after three (3) years have elapsed from the date of commencement of payment thereof, the Company shall be relieved of the obligation for such payment.</u></p> <p><u>Undistributed retained earnings shall bear no interest.</u></p>

Bill No. 4: Election of Thirteen (13) Directors due to Expiration of the Term of Office of All the Current Directors

The terms of office of all the current directors expired at the conclusion of this 83rd Ordinary General Meeting of Shareholders. Accordingly, the following thirteen people have been elected as the Directors.

The new directors are as follows:

<u>Name</u>	<u>Present Managerial Position</u>
Hiromu Okabe	Chairman
Akihiko Saito	Vice Chairman
Koichi Fukaya	President
Takao Inukai	Executive Vice President
Kazuo Matsumoto	Executive Vice President
Shinro Iwatsuki	Executive Vice President
Oyuki Ogawa	Executive Vice President
Michio Fukuzaki	Senior Managing Director
Masatoshi Ano	Senior Managing Director
Mitsuharu Kato*	Senior Managing Director
Mineo Hanai*	Senior Managing Director
Hiromi Tokuda*	Senior Managing Director
Shoichiro Toyoda	Director

Note: 1.* indicates a new director.

Bill No. 5: Issuance of Stock acquisition rights without Charge to Directors, Managing Officers, and Certain Employees of the Company, as well as to Directors, etc., of its Subsidiaries

Pursuant to the provisions of Articles 236, 238 and 239 of the Corporation Law, it was approved to entrust the board of directors of the company to determine on the issuance of stock acquisition rights to the company's directors, managing officers, employees etc., and the directors, etc., of its subsidiaries without receipt of consideration (so called grant of stock option) and the terms and conditions of the offer in the following manner. As the issuance of stock acquisition rights to the directors of the company without receipt of consideration falls under non-monetary remuneration, etc., to directors, and such amount is not determined, it was also approved the calculation method for the issuance of stock acquisition rights to be allotted as remuneration. The number of directors of the company who are allocated with the stock acquisition rights is 1,850, and the number of stock acquisition rights to be allocated to the directors of the company is 13.

1. Reason for issuing stock Acquisition Rights without Charge

The company intends to issue the stock acquisition rights in the following manner for the purpose of increasing the eagerness and morale of the directors, managing officers, employees, etc., of the company and the directors, etc., of its subsidiaries against improvement of business growth and to share the interests with the shareholders of the company to further enhance the consolidated corporate value.

2. Persons Subject to Allocation of Stock Acquisition Rights

Directors, managing officers, employees, etc., of the company and directors, etc., of its subsidiaries.

3. Terms and Conditions for Issuance of Stock Acquisition Rights

(1) Type/Number of Shares under Stock Acquisition Rights Offered

Up to 1,500,000 shares of common stock of the company.

In case the company splits (including allocation of shares without receipt of consideration; hereinafter the same) or consolidates its shares, the number of shares under stock acquisition rights shall be adjusted according to the following formula; provided, however, that such adjustment shall be made with respect to the number of shares under stock acquisition rights which have not been exercised as of such point, and the number of shares less than one unit arising as a result of adjustment shall be disregarded

Number of shares after adjustment = Number of shares before adjustment × Ratio of split or consolidation

In addition, in case the company merges or consolidates with other corporation and the stock acquisition rights are succeeded, or the company separates by new incorporation (shinsetsu bunkatsu) or by absorption (kyushu bunkatsu), the company will adjust the number of shares it deems necessary.

(2) Aggregate Number of Stock Acquisition Rights Offered

Up to 15,000. (Number of shares under each stock acquisition right (hereinafter the “Number of Granted Shares”) shall be 100 shares; provided, however, that in case of adjustment of number of shares in the preceding Paragraph (1), same adjustment shall be made.)

(3) Amount to be Paid in Exchange for Stock Acquisition Rights

No payment of money shall be required with respect to the stock acquisition rights for which the terms and conditions of the offer can be determined based on the entrustment to the general meeting of shareholders.

(4) Amount of Asset to be Invested upon Exercise of Stock Acquisition Rights

The amount of asset to be invested upon exercise of each stock acquisition right shall be the amount which is equal to the product of (i) the paid-in value per share to be issued or transferred through the exercise of each stock acquisition right (hereinafter the “Exercise Price”) and (ii) the Number of Granted Shares.

The Exercise Price shall be the price which is equal to the product of (i) the average of the daily (excluding days on which transactions are not established) closing prices of common stock of the company in the regular transactions at the Tokyo Stock Exchange, Inc., during the calendar month immediately prior to the month in which the allocation date of the stock acquisition rights (the “Allocation Date”) belongs and (ii) 1.05, and any fraction less than one (1) yen resulting therefrom shall be rounded up to the nearest yen; provided, however, that in the event that such amount is less than the closing price of common stock of the company in the regular transactions at the Tokyo Stock Exchange, Inc., as of the Allocation Date, the relevant closing price shall be the Exercise Price.

With respect to common stock of the company, in case of issuance of new shares or disposition of treasury stock at a price to be paid below the market price, the Exercise Price shall be adjusted in accordance with the following formula and any fraction less than one (1) yen resulting from such adjustment shall be rounded up to the nearest yen.

However, adjustment to the Exercise Price shall not be made in case of sales of treasury stock in accordance with the provision of Article 194 (Request from shareholders who own shares less than one unit against the company to sell shares so that such shareholder’s shares become one unit of shares) of the Corporation Law, exercise of warrants in accordance with the provision of Article 280-19 of the Commercial Code before the enforcement of the Law to Amend a Part of the Commercial Code, Etc. (Law No. 128, 2001), transfer of treasury stock in accordance with the provision of Paragraph 2, Article 5 of the Supplemental Provisions of the Law to Amend a Part of the Commercial Code, Etc. (Law No. 79, 2001) , and conversion or exercise of securities to be converted or securities convertible into the shares of common stock of the company or stock acquisition rights through which the delivery of shares of common stock of the company can be requested (including those attached to bonds with stock acquisition rights).

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of newly issued shares} \times \text{Amount to be paid per share}}{\text{Number of shares outstanding} + \text{Market price}}$$

In the formula above, the “Number of Previously Issued Shares” shall mean the number of issued shares of the company’s common stock less the number of shares of treasury stock, and in case of disposition of the shares of treasury stock, the “Number of Newly Issued Shares” shall be read as the “Number of the Shares to be Disposed”.

Furthermore, in case of split or consolidation of the company’s common stock, the Exercise Price shall be adjusted in proportion to the ratio of split or consolidation of the relevant shares, and any fraction less than one (1)

yen resulting from such adjustment shall be rounded up to the nearest yen.

(5) Exercise Period of Stock Acquisition Rights

From August 1, 2008 to July 31, 2012 (hereinafter the “Exercise Period”).

(6) Conditions of Exercise of Stock Acquisition Rights

- (i) Those to whom the stock acquisition rights are allocated (hereinafter the “Grantee”) shall be required to have positions as directors, managing officers, employees, etc., of the company or directors, etc., of its subsidiaries at the time of exercise of the right; provided, however, that a Grantee may exercise his/her right for a period of six (6) months (but only during the Exercise Period) following the date of resignation or retirement if a Grantee forfeits any of these positions due to resignation or retirement.
- (ii) In case a Grantee forfeits the exercise conditions of the right, he/she shall immediately lose the stock acquisition right and shall return it to the company without receipt of consideration.
- (iii) Other conditions of exercise (including details regarding item (i) above) shall be as prescribed by the “Stock Acquisition Right Allocation Agreement” which shall be entered into by and between the company and the Grantee and the “Detailed Regulations concerning the Stock Acquisition Rights Allocation Agreement” prescribed by the board of directors based on the said agreement, pursuant to the resolution of the general meeting of shareholders and the board of directors.

(7) Events and Conditions for Acquisition of Stock Acquisition Rights

In case that a merger agreement in which the company ceases to exist is resolved by the general meeting of shareholders or a proposal on stock exchange agreement or stock transfer in which the company becomes a wholly owned subsidiary is resolved by the general meeting of shareholders, the company may acquire the stock acquisition rights without any consideration on the date separately determined by the board of directors.

(8) Restriction on Assignment of Stock Acquisition Rights

Approval of the board of directors shall be required for acquisition of the stock acquisition rights by assignment.

(9) Matters regarding Increase of Capital and Capital Reserve in case of Issuance of Shares through Exercise of Stock Acquisition Rights

- (i) The amount of capital to be increased in case of issuance of shares through exercise of the stock acquisition rights shall be one-half (1/2) of the maximum increasable amount of capital, etc., calculated in accordance with Paragraph 1, Article 40 of the Company Calculation Rules, and any fraction less than one (1) yen arising from the calculation shall be rounded up to the nearest yen.
- (ii) The amount of capital reserve to be increased in case of issuance of shares through exercise of the stock acquisition rights shall be the maximum increasable amount of capital, etc., in subparagraph (i) above less the amount of capital to be increased provided in (i) above.

(10) Handling of Fractions

Any fraction less than one (1) share to be delivered to the Grantee upon exercise of the stock acquisition rights shall be disregarded.

(11) Computation method of the fair value of the stock acquisition rights

The fair value of the stock acquisition rights shall be computed using the Black-Scholes model based on various conditions on the Allocation Date.

(Reference) The fair value of the stock acquisition rights calculated using the Black-Scholes model is ¥633 per share as of the date of reporting for this document.

Bill No. 6: Presentation of Retirement Benefits to Retiring Directors

It was approved that retirement benefits be presented to Executive Vice President Norio Omori, Senior Managing Director Nobuhiro Miyake and Senior Managing Director Susumu Harada, whose terms of office expired at the conclusion of this meeting, in consideration of their services to the Company in amounts within a reasonable range based on the Company's internal regulations. It was also approved that the decisions as to the specific amounts of remuneration and the timing and method of payment be entrusted to the Board of Directors for the retiring directors.

The brief history of the retiring directors of the Company is as follows:

Name	Summary of Career	
Norio Omori	March 1994 June 1996 June 2000 June 2002	Director, DENSO CORPORATION Managing Director, DENSO CORPORATION Senior Managing Director, DENSO CORPORATION Executive Vice President, DENSO CORPORATION (current position)
Nobuhiro Miyake	June 1997 June 2001 June 2004	Director, DENSO CORPORATION Managing Director, DENSO CORPORATION Senior Managing Director, DENSO CORPORATION (current position)
Susumu Harada	June 1998 June 2002 June 2004	Director, DENSO CORPORATION Managing Director, DENSO CORPORATION Senior Managing Director, DENSO CORPORATION (current position)