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Securities Code No. 9062  
June 26, 2009

## To Our Shareholders

9-3, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo  
**NIPPON EXPRESS CO., LTD.**  
Masanori Kawai  
President and Representative Director

### **NOTICE OF RESOLUTION OF THE 103RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to notify you that the matters below were reported and resolved at the 103rd Ordinary General Meeting of Shareholders of NIPPON EXPRESS CO., LTD. (the "Company") held today.

#### **Particulars**

##### **Matters to be reported:**

Report on Business, the Consolidated Accounting Documents, the Non-Consolidated Accounting Documents for the 103rd Business Term (from April 1, 2008 to March 31, 2009), and the Report on the Results of Audit of Consolidated Accounting Documents by Accounting Auditor and the Board of Corporate Auditors.

The contents of Accounting Documents and the Results of Audit above were reported.

##### **Matters to be resolved:**

##### **Proposal 1: Proposed Disposal of Surplus**

This item was approved and resolved as originally proposed. The year-end dividend for the business year under review was decided to be Yen 5 per share.

##### **Proposal 2: Partial Amendments to the Articles of Incorporation**

This item was approved and resolved as originally proposed.  
The details of amendments are as follows.

(The underlined parts are changed parts)

Existing Articles of Incorporation	Proposed changes
<p style="text-align: center;">CHAPTER II SHARES</p> <p><u>(Issuance of Share Certificates)</u> Article 6. The Company shall issue certificates for shares.</p> <p>(Purchase of Own Shares) Article 7. (Provisions omitted)</p> <p><u>(Number of Shares per Unit and Non-Issuance of Share Certificates for Shares Constituting Less Than One Unit)</u> Article 8. The number of shares of the Company per one unit shall be 1,000 shares 2. <u>Notwithstanding the provisions of Article 6, the Company shall not issue share certificates for Shares Constituting Less Than One Unit, unless otherwise provided for in the “Shares Handling Rules”.</u></p> <p>(Rights Attached to Shares Constituting Less Than One Unit) Article 9. Shareholders <u>(including substantial shareholders; the same shall apply hereinafter)</u> of the Company shall not be allowed to exercise any rights attached to the Shares Constituting Less Than One Unit held by them, except for the following rights: (1) - (4) (Provisions omitted)</p> <p>(Additional Purchase of Shares Constituting Less Than One Unit) Article 10. (Provisions omitted)</p>	<p style="text-align: center;">CHAPTER II SHARES</p> <p>(Deleted)</p> <p>(Purchase of Own Shares) Article 6. (Same as the current provisions)</p> <p><u>(Number of Shares per Unit)</u> Article 7. The number of shares of the Company per one unit shall be 1,000 shares (Deleted)</p> <p>(Rights Attached to Shares Constituting Less Than One Unit) Article 8. Shareholders of the Company shall not be allowed to exercise any rights attached to the Shares Constituting Less Than One Unit held by them, except for the following rights:  (1) - (4) (Same as the current provisions)</p> <p>(Additional Purchase of Shares Constituting Less Than One Unit) Article 9. (Same as the current provisions)</p>

Existing Articles of Incorporation	Proposed changes
<p>(Administrator of Shareholder's Register)  Article <u>11</u>. The Company shall have an administrator of the shareholders' register.  2. The administrator of the shareholders' register and the place of business shall be determined by resolution of the Board of Directors and a public notice therefor shall be given.  3. The shareholders' register (<u>including the substantial shareholders' register; the same shall apply hereinafter.</u>), the register of lost share certificates and the register of stock acquisition rights of the Company shall be kept at the place of business for handling shares of the administrator of shareholders' register, and entry or electronically record in the shareholders' register, the register of lost share certificates and the register of stock acquisition rights of the Company, a purchase and additional purchase of Shares Constituting Less Than One Unit, and the business relating to shares and stock acquisition rights shall be entrusted to the administrator of shareholders' register, but not handled by the Company.</p> <p>Article <u>12</u> – Article <u>45</u> (Provisions omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Administrator of Shareholder's Register)  Article <u>10</u>. (Same as the current provisions)</p> <p>2. (Same as the current provisions)</p> <p>3. <u>Preparation and retention of the shareholders' register and the register of stock acquisition rights of the Company, and other business relating to shareholders' register and the register of stock acquisition rights shall be entrusted to the administrator of shareholders' register, but not handled by the Company.</u></p> <p>Article <u>11</u> – Article <u>44</u> (Same as the current provisions)</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1. Preparation and retention of the register of lost share certificates of the Company, and other business relating to the register of lost share certificates shall be entrusted to the administrator of shareholders' register, but not handled by the Company.</u></p> <p><u>Article 2. The preceding Article and this Article shall be effective until January 5, 2010 and deleted on January 6, 2010.</u></p>

**Proposal 3: Election of Fourteen (14) Directors**

This item was approved and resolved as originally proposed. Messrs. Masahiko Okabe, Masanori Kawai, Masaki Izumikawa, Kenji Watanabe, Yasuo Ito, Jiro Nakamura, Keiji Hagio, Masao Hosokoshi, Keiichiro Yokoyama and Minoru Miida were re-elected and Yoichiro Tsuru, Sakae Uematsu, Shotaro Moriya and Akira Ohinata were newly elected as Directors and assumed their offices.

**Proposal 4: Election of One (1) Corporate Auditor**

This item was approved and resolved as originally proposed. Mr. Masami Yamashita was newly elected as a Corporate Auditor and assumed his office.

**Proposal 5: Presentation of Bonuses to Directors**

This item was approved and resolved as originally proposed. Taking into account the amounts provided as bonuses in the past and the results of operation for the business year under review, it was approved and resolved that a total amount of Yen 97,000,000 for bonuses be paid to a total of fifteen (15) Directors who were in office at the end of the business term under review as a group.

- End -

(Announcement)

At the meeting of the Board of Directors held today after the closing of this Ordinary General Meeting of Shareholders, Representative Directors were selected and assumed their offices.

As a result, Directors, Corporate Auditors and Officers as of June 26, 2009 are as follows.

Position	Duties in charge, and Representatives of Other Companies (if any)	Name
Chairman and Director		Masahiko Okabe
President and Representative Director, Chief Executive Officer		Masanori Kawai
Executive Vice President and Representative Director, Executive Officer	Chief Managing Officer, Administrative Headquarters and Small Package Business Promotion Headquarters, and in charge of Real Estate Development Division	Masaki Izumikawa
Executive Vice President and Representative Director, Executive Officer	Chief Managing Officer, Domestic Business Headquarters	Kenji Watanabe
Executive Vice President and Representative Director, Executive Officer	Chief Managing Officer, Sales Promotion Headquarters and International Business Headquarters	Yasuo Ito
Director and Managing Officer	In charge of Marine Transport Business Division, Fine Arts Business Division	Jiro Nakamura
Director and Managing Officer	In charge of Information Technology Promotion Division, Public Relations & Advertising Division, General Affairs & Labor Division, Business Division, Compliance Division, Personal Data Protection Division, Environment & Social Contributions Division	Keiji Hagio
Director and Managing Officer	In charge of Sales Planning Division, Customer Service Center, e-Logistics Division, Third Party Logistics Division, Removals Sales Division, Eco-Business Division	Masao Hosokoshi
Director and Managing Officer	Regional General Manager, Kansai Region, and General Manager, Osaka Branch	Keiichiro Yokoyama
Director and Managing Officer	Regional General Manager, Tokyo Metropolitan Region, and General Manager, Tokyo Branch	Yoichiro Tsuru
Managing Officer	Regional General Manager, Hokkaido Region, and General Manager, Sapporo Branch	Satoshi Miyahara
Managing Officer	Regional General Manager, North & South America, Director and President, Nippon Express U.S.A., Inc.	Kenryo Senda
Director and Managing Officer	In charge of Finance & Accounting Division	Minoru Miida
Director and Managing Officer	In charge of Air Cargo Business Division, Travel Business Division, Overseas Planning Division	Sakae Uematsu
Director and Managing Officer	In charge of Sales Promotion Division III, Small Package Sales Division, Government Business Division	Shotaro Moriya
Officer	Regional General Manager, Kyushu Region, and General Manager, Fukuoka Branch	Yukio Nagata
Officer	Regional General Manager, Europe, Director, and President, Nippon Express (Deutschland) GmbH, Director and President, Nippon Express (Schweiz) AG	Yoshiaki Ishii
Officer	In charge of Heavy Haulage & Construction Business Division, and General Manager, Heavy Haulage & Construction Business Division	Masatoshi Nakano

Position	Duties in charge, and Representatives of Other Companies (if any)	Name
Officer	In charge of Security Transport Business Division, and General Manager, Security Transport Business Division	Kenichiro Nanri
Officer	Regional General Manager, Asia & Oceania, Director and President, Nippon Express (HK) Co.,Ltd.	Shuji Kojima
Officer	In charge of Railway Forwarding Division	Kagehiro Kajihara
Director and Officer	In charge of Small Package Business Promotion Headquarters and Corporate Planning Division	Akira Ohinata
Officer	Regional General Manager, Yokohama & Shizuoka Region, and General Manager, Yokohama Branch	Shigeru Uchida
Officer	Regional General Manager, Shikoku Region, and General Manager, Shikoku Branch	Masahito Watanabe
Officer	In charge of Sales Promotion Division I , Sales Promotion Division II , and General Manager, Sales Promotion Division II	Noboru Shibusawa
Officer	Regional General Manager, North Kanto & Shin-Etsu Region, and General Manager, Gunma Branch	Kiyofumi Miyachika
Officer	Regional General Manager, Chubu Region, and General Manager, Nagoya Branch	Takahiro Ideno
Officer	Regional General Manager, Tohoku Region, and General Manager, Sendai Branch	Mitsuru Saitou
Officer	Regional General Manager, Chugoku Region, and General Manager, Hiroshima Branch	Takumi Shimauchi
Full-time Corporate Auditor		Ryoichi Hashimoto
Full-time Corporate Auditor		Zenjiro Watanabe
Full-time Corporate Auditor		Masami Yamashita
Corporate Auditor	Chairman and Representative Director, Asahi Mutual Life Insurance Co.	Yuzuru Fujita

Messrs. Zenjiro Watanabe, Masami Yamashita and Yuzuru Fujita are the outside Corporate Auditors.

End

### Payment of Dividend to the Shareholders

In accordance with the resolution of this Ordinary General Meeting of Shareholders, the Company decided to pay Yen 5 (including taxes) per share as year-end dividend for the business year under review. The dividend is payable to the shareholders with the enclosed notice of payment\* at any branch of Japan Post Bank Co., Ltd. or post office in Japan from June 29, 2009 to July 31, 2009.

"Statement of Dividend"\* and "Confirmation of Account for Dividend Remittance"\* are enclosed for those who wish their dividends to be remitted to their designated bank accounts.

From this year, we also enclose "Statement of Dividend" to the shareholders who receive the dividend by the notice of payment, which may be used to check the amount and/or as an evidence in filing tax return documents.

Note: The Original "Notice of Payment", "Statement of Dividend" and "Confirmation of Account for Dividend Remittance" are sent to the registered Shareholders or local custodians in Japan.