

[Translation for Reference and Convenience Purposes Only]

Please note that the following is an unofficial English translation of Japanese original text of the Notice of the 101st Ordinary General Shareholders' Meeting of Mitsui Fudosan Co., Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 8801

June 5, 2013

To the Shareholders of Mitsui Fudosan Co., Ltd.

Masanobu Komoda
President and Chief Executive Officer
Mitsui Fudosan Co., Ltd.
1-1, Nihonbashi Muromachi 2-chome
Chuo-ku, Tokyo, 103-0022, Japan

Notice of the 101st Ordinary General Shareholders' Meeting

You are cordially invited to attend the 101st Ordinary General Shareholders' Meeting of Mitsui Fudosan Co., Ltd. (hereinafter referred to as the "Meeting"). Details of the Meeting are given below.

Even if you are unable to attend the Meeting, you can exercise your voting rights in writing or via the Internet as provided below. Please take the time to review the attached Reference Materials for the Meeting and exercise your voting rights no later than 5:30 p.m. on Wednesday, June 26, 2013 (Tokyo Time).

[Exercising rights in written form]

When you desire to exercise the voting right in written form, please indicate your approval or disapproval of each proposed item on the attached Exercise of Voting Rights form, and return the form to the Company. The form must arrive at the Company no later than the deadline mentioned above.

[Exercise of voting rights via the Internet, etc.]

Please visit the website for exercising voting rights (<http://www.web54.net>) designated by the Company, enter the "code for exercise of voting rights" and the "password" both shown on the attached Exercise of Voting Rights form and indicate your approval or disapproval for each of the items proposed by following the instructions on the screen.

<PARTICULARS>

1. DATE AND TIME

Thursday, June 27, 2013, at 10:00 a.m.

2. PLACE

Nihonbashi Mitsui Hall on the 4th floor of COREDO Muromachi Nihonbashi
2-1, Nihonbashi Muromachi 2-chome, Chuo-ku, Tokyo

3. AGENDA

Matters for Reporting:

1. The Business Report and report on the Consolidated Financial Statements for the 101st Fiscal Year (from April 1, 2012 to March 31, 2013), as well as the results of audits of the Consolidated Financial Statements conducted by the independent auditors and the Board of Corporate Auditors.
2. Report on the Non-Consolidated Financial Statements for the 101st Fiscal Year (from April 1, 2012 to March 31, 2013).

Matters for Resolution:

Item 1: Distribution of Retained Earnings

Item 2: Election of Twelve (12) Directors

Item 3: Payment of Bonuses to Directors

Item 4: Presentation of Condolence Money to a Retired Director

(The Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements and copy of the audit reports are as provided for in the "Reports on the 101st Fiscal Year" attached hereto.)

- For those planning to attend the Meeting in person, please submit the attached Exercise of Voting Rights form at the reception desk upon your arrival.**
- Please note that in accordance with regulations of laws and ordinances and Article 18 of the Company's Articles of Incorporation, the following items are not listed in the "Reports on the 101st Fiscal Year" attached hereto but are disclosed on the Company's Internet website instead.**
 - (1) "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - (2) "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements
- Any changes to the attached Reference Materials for the Meeting, the Business Report, the Consolidated and Non-Consolidated Financial Statements will be posted on the Company's website.**

⟨Company's website⟩

<http://www.mitsui-fudosan.co.jp/corporate/ir/shareholder/meeting/index.html>

REFERENCE MATERIALS FOR THE MEETING

MATTERS TO BE RESOLVED AND MATTERS FOR REFERENCE

Item 1: Distribution of Retained Earnings

Seeking to further boost corporate value, the Company works to enhance internal reserves to fund investments in highly profitable businesses, while striving to maintain and increase dividends to shareholders, taking into account business environment, the Company's financial results and trends of its financial conditions.

After comprehensive consideration of its business results for this fiscal year and the aforementioned dividend policy, the Company plans to declare a year-end cash dividend of ¥11.00 per share as below, the same amount as the previous year-end dividend and the most recent interim dividend. This payment will bring total annual cash dividends to ¥22.00 per share (including the interim dividend already paid).

Matters Related to Year-End Dividend

- (1) Asset type of dividend: Cash
- (2) Matters concerning the year-end allotment of assets to shareholders and the aggregate amount thereof:
¥11.00 per share of common stock, for total payment of ¥9,661,060,002.
- (3) Effective date for distribution of retained earnings: June 28, 2013

Item 2: Election of Twelve (12) Directors

As the terms of office for all twelve directors will expire at the time of conclusion of this Meeting, you are hereby asked to elect twelve directors.

(The following shows the summarized career histories of the proposed candidates.)

(1) Hiromichi Iwasa

Date of birth: May 27, 1942

Joined Company: April 1967

Managing Director, Director of Project Planning Division, Project 1st Planning Dept., Director of Project Planning Division, Construction Dept.: June 1995

Executive Managing Director, Chief Director of Project Planning: April 1996

Senior Executive Managing Director (Representative), Chief Director of Project Planning: June 1997

Senior Executive Managing Director (Representative), Chief Director of Asset Management: April 1998

President and Chief Executive Officer (Representative): June 1998

President and Chief Executive Officer (Representative): April 2001

Chairman of the Board and Chief Executive Officer: June 2011–present

Shares in Company: 52,142

(2) Masanobu Komoda

Date of birth: June 8, 1954

Joined Company: April 1978

Executive Managing Director; Executive Managing Officer, Director of Asset Management Dept.: June 2009

Senior Executive Managing Director, Senior Executive Managing Officer, Director of Asset Management Dept.: July 2010

Senior Executive Managing Director, Senior Executive Managing Officer: April 2011

President and Chief Executive Officer (Representative): June 2011–present

Shares in Company: 18,000

(3) Yoshiaki Inuma

Date of birth: August 12, 1952

Joined Company: April 1975

Executive Managing Director, Executive Managing Officer, Chief Operating Officer, Retail Properties Division: June 2009

Senior Executive Managing Director, Senior Executive Managing Officer, Chief Operating Officer, Retail Properties Division: April 2011

Managing Director, Executive Vice President: April 2013–present

(Currently in charge of following)

Smart City Promotion Dept., Retail Properties Division, Accommodations Business Division, Affiliated Business Dept., Tokyo Midtown Development Dept, Toyosu Project Development Planning Dept., Kashiwanoha Campus City Project Development Planning Dept., Development Planning Dept., Gotanda Project Dept.

Shares in Company: 10,000

(4) Hitoshi Saito

Date of birth: November 10, 1952

Joined Company: April 1976

Executive Managing Director, Executive Managing Officer : June 2011

Managing Director, Senior Executive Managing Officer : April 2013–present

(Currently in charge of following)

China and Asia Business Dept., International Dept.

Shares in Company: 7,000

(5) Yoshikazu Kitahara

Date of birth: June 25, 1957

Joined Company: April 1980

Executive Managing Director, Executive Managing Officer, Chief Director of Office Building Division : June 2011

Managing Director, Senior Executive Managing Officer, Chief Director of Office Building Division: April 2013–present

(Currently in charge of following)

Architectural and Construction Services Dept., Real Estate Solution Services Division, Office Building Division, Hibiya Urban Planning and Development Dept., Nihonbashi Urban Planning and Development Dept.

Shares in Company: 4,000

(6) Hiroshi Asai

Date of birth: November 23, 1952

Joined Company: April 1976

Executive Managing Director, Executive Managing Officer : June 2011

Managing Director, Executive Managing Officer: April 2013–present

(Currently in charge of following)

General Administration Dept., Accounting and Finance Dept., Information Systems Dept., Space & Environment Institute

Shares in Company: 9,000

(7) Kenji Iino

Date of birth: January 3, 1955

Joined Company: April 1978

Executive Managing Director, Executive Managing Officer : June 2011

Managing Director, Executive Managing Officer: April 2013–present

(Currently in charge of following)

Audit Dept., Executive Secretarial Dept., Corporate Communication Dept., Personnel Dept., Real Estate Investment Research Institute, Kansai Head Office / Overall Branch Managing

Shares in Company: 11,000

(8*) Kiyotaka Fujibayashi

Date of birth: September 3, 1957

Joined Company: April 1981

Manager of Operation Promotion Office in Residential Business Division: April 2006

Group Officer: April 2009

Group Senior Officer: April 2011

Executive Managing Officer: April 2013–present

(Major Concurrent Positions)

President and Representative Director, Mitsui Fudosan Residential Co., Ltd.

Shares in Company: 3,000

(9) Mitsudo Urano

Date of birth: March 20, 1948

Joined Nippon Reizo Co., Ltd. (now Nichirei Corporation): April 1971

Director, Nichirei Corporation: June 1999

President (Representative Director), Nichirei Corporation: June 2001

Chairman (Representative Director), Nichirei Corporation: June 2007–present

Managing Director, Mitsui Fudosan: June 2009–present

Shares in Company: 2,000

(10) Masayuki Matsushima

Date of birth: June 15, 1945

Joined Bank of Japan: April 1968

Governor (responsible for International Relations), Bank of Japan: June 1998

Senior Advisor, Boston Consulting Group: June 2002

Senior Executive Advisor, Credit Suisse Securities (Japan) Limited: February 2005

Chairman, Credit Suisse Securities (Japan) Limited: June 2008

Senior Advisor, Boston Consulting Group: May 2011–present

Managing Director, Mitsui Fudosan: June 2011–present

Shares in Company: 0

(11*) Toru Yamashita

Date of birth: October 9, 1947

Joined Nippon Telegraph and Telephone Public Corporation (now Nippon Telegraph and Telephone Corporation): April 1971

Director, NTT DATA Corporation: June 1999

Executive Vice President and Senior Executive Manager, NTT DATA Corporation: June 2003

Representative Director and Senior Executive Vice President, NTT DATA Corporation: June 2005

President and Chief Executive Officer, NTT DATA Corporation: June 2007

Counselor & Director, NTT DATA Corporation: June 2012–present

Shares in Company: 0

(12*) Toshiaki Egashira

Date of birth: November 30, 1948

Joined Taisho Marine and Fire Insurance Co., Ltd. : April 1972

President, Chief Executive Officer, Mitsui Sumitomo Insurance Company, Limited: June 2006

President & Director, Mitsui Sumitomo Insurance Group Holdings, Inc.: April 2008

President, Director & CEO, MS&AD Insurance Group Holdings, Inc.

Chairman of the Board, Mitsui Sumitomo Insurance Co., Ltd.: April 2010–present

Shares in Company: 0

Notes:

1. Asterisk (*) denotes new directors candidate.
2. None of the above candidates have special interest relationships with the Company.
3. Mitsudo Urano, Masayuki Matsushima, Toru Yamashita, and Toshiaki Egashira are all candidates proposed for the vacancies of outside directors.
4. The Company has reported to each stock exchange on which it is listed both Mitsudo Urano and Masayuki Matsushima as independent executives who have no risk of having conflicts of interest with ordinary shareholders as set forth by Japanese stock exchanges. Similarly, the Company plans to report to each stock exchange on which it is listed both Toru Yamashita and Toshiaki Egashira as independent executives who have no risk of having conflicts of interest with ordinary shareholders as set forth by Japanese stock exchanges.
5. The Company selected Mitsudo Urano, Masayuki Matsushima, Toru Yamashita, and Toshiaki Egashira as candidates for the vacancies of outside directors expecting them to be highly efficient in management of the Company based on the abundant experiences and expert knowledge they have amassed in the course of their careers at executive posts.
6. Below is the number of years for which the candidates have served as outside directors of the Company.
(1) Mitsudo Urano is currently serving as an outside director of the Company, and will have served for four years by the close of this Meeting.
(2) Masayuki Matsushima is currently serving as an outside director of the Company, and will have served for two years by the close of this Meeting.
7. Below is the outline of the content of the agreements for limitation of liability concluded with outside directors.

(1) Both Mitsudo Urano and Masayuki Matsushima are currently serving as outside directors of the Company. The Company concluded agreements with them limiting their liability under the Article 423-1 of the Corporate Law to the aggregate of the amounts provided under each item of the Article 425-1 of the Corporate Law. If the reappointment of these two candidates is approved, the Company plans to continue such agreements with both of them.

(2) If the appointment of Toru Yamashita and Toshiaki Egashira is approved, the Company plans to conclude the same agreements as the above with both of them.

Item 3: Payment of Bonuses to Directors

In light of its performance in the fiscal year ended March 31, 2013 etc., the Company proposes paying bonuses to its nine (9) directors (at fiscal year-end; except for outside directors), for ¥259 million in total.

Item 4: Presentation of Condolence Money to a Retired Director

To show our appreciation for the lifetime contributions to the Company of deceased director Eiji Hosoya, who passed away on November 4, 2012, as well as to offer our condolences to his family, the Company intends to offer condolence money to his family in the amount of 5,000,000 yen in accordance with the Company's "Regulations for Condolence Money for Directors and Auditors".

The following shows the summarized career history of the late director Eiji Hosoya.

Name	Career Summary
Eiji Hosoya	Managing Director : June 2011 Deceased: November 2012

CONSOLIDATED BALANCE SHEETS
(At March 31, 2013)

(¥ millions)

ASSETS:		LIABILITIES:	
Current Assets:	¥1,202,853	Current Liabilities:	¥652,122
Cash and Bank Deposits	102,234	Notes and Accounts Payable-Trade	100,705
Notes and Accounts Receivable-Trade	29,266	Short-Term Debt	197,652
Securities	24	Non-Recourse Short-Term Debt	1,646
Real Property for Sale	450,504	Commercial Paper	27,000
Real Property for Sale in Progress	239,300	Bond Redeemable Within One Year	40,000
Land Held for Development	214,206	Non-Recourse Bond Redeemable Within One Year	133
Expenditure on Contracts in Progress	11,601	Income Taxes Payable	26,699
Other Inventories	9,096	Advances from Contracts in Progress	15,755
Advances Paid for Purchases	11,211	Deferred Income Taxes	354
Short-Term Loans	11,278	Allowance for Completed Project Indemnities	1,196
Equity Investments in Properties for Sale	10,966	Allowance for Possible Guarantee Losses	110
Deferred Income Taxes	23,917	Provision for Loss on Disaster	254
Other Current Assets	90,046	Other Current Liabilities	240,614
Allowance for Doubtful Accounts	(800)	Long-Term Liabilities:	2,504,871
Fixed Assets:	3,187,220	Corporate Bonds	290,000
Tangible Fixed Assets:	2,464,041	Non-Recourse Corporate Bonds	50,095
Buildings and Structures	633,845	Long-Term Debt	1,329,435
Machinery, Equipment and Materials Handling Equipment	10,069	Non-Recourse Long-Term Debt	184,262
Land	1,753,208	Deposits from Tenants	344,923
Construction in Progress	34,682	Deferred Income Taxes	67,683
Other Tangible Fixed Assets	32,236	Deferred Tax Liabilities on Land Revaluation	166,957
Intangible Fixed Assets:	39,936	Allowance for Employees' Retirement Benefits	34,323
Leasehold Rights	24,084	Allowance for Directors' and Corporate Auditors' Retirement Benefits	999
Other Intangible Fixed Assets	15,852	Other Long-Term Liabilities	36,190
Investments and Other Assets:	683,243	TOTAL LIABILITIES	3,156,993
Investment Securities	465,879	NET ASSETS:	
Long-Term Loans	10,278	Total Shareholders' Equity	819,286
Lease Deposits	148,736	Common Stock	174,296
Deferred Income Taxes	11,936	Additional Paid-in Capital	248,299
Deferred Tax Assets on Land Revaluation	1,233	Retained Earnings	402,224
Other Investments and Other Assets	51,390	Treasury Stock	(5,533)
Allowance for Doubtful Accounts	(6,211)	Accrued Other Comprehensive Income	361,888
		Net Unrealized Holding Gains on Securities	102,693
		Deferred Gains or Losses on Hedges	(1,094)
		Reserve on Land Revaluation	292,384
		Foreign Currency Translation Adjustment	(32,096)
		New Share Subscription Rights	728
		Minority Interests in Consolidated Subsidiaries	51,177
		Total Net Assets	1,233,081
TOTAL ASSETS	¥4,390,074	TOTAL LIABILITIES AND NET ASSETS	¥4,390,074

CONSOLIDATED STATEMENTS OF INCOME
(For the Year Ended March 31, 2013)

(¥ millions)

Revenue from Operations	¥1,445,644
Cost of Revenue from Operations	1,147,138
Gross Operating Profit	298,505
Selling, General and Administrative Expenses	150,320
Operating Income	148,184
Non-Operating Income:	9,853
Interest Income	381
Dividend Income	3,331
Equity in Net Income of Affiliated Companies	2,850
Other Non-Operating Income	3,289
Non-Operating Expenses:	34,971
Interest Expenses	29,443
Other Non-Operating Expenses	5,528
Ordinary Income	123,066
Extraordinary Gains:	8,670
Gain on Sales of Investment Securities	3,442
Gain on Sales of Fixed Assets	2,859
Gain on Sales of Affiliated Companies' Stocks	2,368
Extraordinary Losses:	20,791
Loss on Sales of Fixed Assets	8,806
Impairment Loss	7,769
Loss on Disposal of Fixed Assets	4,215
Income before Income Taxes	110,945
Corporate Income Taxes and Business Taxes	40,770
Adjustment for Corporate Income Taxes	9,612
Total of Income Taxes etc.	50,382
Income before Minority Interests	60,563
Minority Interests	1,112
Net Income	59,451

NONCONSOLIDATED BALANCE SHEETS
(At March 31, 2013)

(¥ millions)

ASSETS:		LIABILITIES:	
Current Assets:	¥593,795	Current Liabilities:	¥513,355
Cash and Bank Deposits	25,755	Accounts Payable	22,455
Accounts Receivable	5,875	Short-Term Debt	6
Real Property for Sale	173,474	Long-Term Debt Due Within One Year	144,863
Real Property for Sale in Progress	25,668	Commercial Paper	27,000
Land Held for Development	66,562	Bond Redeemable Within One Year	40,000
Advances Paid for Purchases	3,409	Lease Obligations	311
Prepaid Expenses	3,875	Other Payables	51,036
Short-Term Loans	234,172	Income Taxes Payables	13,211
Other Receivables	24,324	Accrued Expenses	10,677
Equity Investments in Properties for Sale	10,966	Advances Received	23,028
Deferred Income Taxes	8,351	Deposits	174,352
Other Current Assets	11,387	Other Current Liabilities	6,414
Allowance for Doubtful Accounts	(47)	Long-Term Liabilities:	2,159,461
Fixed Assets:	3,087,370	Corporate Bonds	290,000
Tangible Fixed Assets:	1,970,520	Long-Term Debt	1,295,061
Buildings	426,707	Deposits from Tenants	328,989
Structures	11,731	Lease Obligations	1,405
Machinery and Equipment	3,666	Deferred Income Taxes	53,109
Transportation Equipment	26	Deferred Income Taxes - Revaluation	165,670
Tools, Furniture and Fixtures	8,777	Allowance for Employees' Retirement	13,186
Land	1,491,109	Allowance for Directors' and Corporate Auditors' Retirement Benefits	341
Construction in Progress	31,566	Other Long-Term Liabilities	11,696
Other Tangible Fixed Assets	2,936	TOTAL LIABILITIES	2,672,817
Intangible Fixed Assets:	17,629	NET ASSETS:	
Leasehold Rights	15,120	Shareholders' Equity:	605,153
Software	1,793	Common Stock	174,296
Other Intangible Fixed Assets	714	Additional Paid-in Capital	248,291
Investments and Other Assets:	1,093,221	Capital Reserve	248,272
Investment Securities	322,883	Other Surplus	19
Equities in Affiliated Companies	233,945	Retained Earnings	188,056
Bonds of Affiliated Companies	127,700	Legal Retained Earnings	13,688
Equity Investments in Affiliated Companies	122,810	Other Retained Earnings	174,368
Long-Term Loans	1,179	Asset Replacement Reserve	30,726
Long-Term Loans to Affiliated Companies	170,202	Special Depreciation Reserve	2,541
Claims in Bankruptcy and Reorganization	28	General Reserve	16,790
Long-term Prepaid Expenses	18,771	Retained Earnings Carried Forward	124,309
Lease Deposits	134,282	Treasury Stock	(5,490)
Other Investments and Other Assets	5,529	Total Valuation, Translation Adjustments and Others:	402,467
Allowance for Doubtful Accounts	(44,113)	Net Unrealized Holding Gains on Securities	102,169
		Deferred Gains or Losses on Hedges	2
		Reserve on Land Revaluation	300,295
		New Share Subscription Rights:	728
TOTAL ASSETS	¥3,681,166	TOTAL NET ASSETS	1,008,349
		TOTAL LIABILITIES AND NET ASSETS	¥3,681,166

NONCONSOLIDATED STATEMENTS OF INCOME
(For the Year Ended March 31, 2013)

(¥ millions)

Revenue from Operations	¥536,573
Cost of Revenue from Operations	437,353
Gross Operating Profit	99,219
Selling, General and Administrative Expenses	20,569
Operating Income	78,650
Non-Operating Income:	23,599
Interest Income	5,283
Dividend Income	17,143
Other Non-Operating Income	1,172
Non-Operating Expenses:	25,963
Interest Expenses	24,198
Other Non-Operating Expenses	1,765
Ordinary Income	76,286
Extraordinary Gains:	9,133
Gain on Sales of Investment Securities	3,427
Gain on Sales of Affiliated Companies' Stocks	2,856
Gain on Sales of Fixed Assets	2,849
Extraordinary Losses:	20,765
Provision of Allowance for Doubtful Accounts	9,282
Impairment Loss	4,632
Loss on Disposal of Fixed Assets	2,953
Loss on Valuation of Equity Investments in Subsidiaries	2,486
Loss on Sales of Fixed Assets	1,409
Income before Income Taxes	64,654
Corporate Income Taxes and Business Taxes	17,720
Adjustment for Corporate Income Taxes	10,050
Total of Income Taxes etc.	27,770
Net Income	¥36,884