

May 20, 2014

To: All concerned parties

Company Name: Taiheiyo Cement Corporation
Name of Representative: Shuji Fukuda
President and Representative Director
(Code: 5233, First Section of Tokyo Stock Exchange,
Fukuoka Stock Exchange)
Contact: Seiichi Araki, General Manager of General
Affairs Department
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Notice of Partial Amendments to the Articles of Incorporation

Taiheiyo Cement Corporation (“the Company”) resolved at the meeting of its Board of Directors held on May 20, 2014, to submit a proposal to partially amend the Articles of Incorporation as follows to the 16th Ordinary General Meeting of Stockholders to be held on June 27, 2014.

1. Reason for the amendments

In conjunction with the appointment of an Outside Director, a new provision will be added to the Articles of Incorporation, which will allow the Company to enter into agreements with Outside Directors to limit their liability, pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. The Board of Corporate Auditors has given its unanimous approval regarding the addition of this provision.

2. Details of the proposed amendments

The details of the proposed amendments are stated below.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
(New)	<u>(Limitation of Liabilities of Directors)</u>
	<u>Article 26. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Outside Directors to the effect that any liability for damages of such Outside Directors arising from negligence in the performance of his/her duties shall be limited; provided, however, the limit of the liability shall be the amount set by laws and regulations.</u>
Article <u>26.</u> to <u>36.</u> (Omitted)	Article <u>27.</u> to <u>37.</u> (Unchanged)

3. Schedule

Date of General Meeting of Stockholders to amend the Articles of Incorporation: June 27, 2014
Effective date of the amendments to the Articles of Incorporation: June 27, 2014

End