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Securities Code: 6395

June 3, 2013

To Shareholders:

Koichi Tadano
Representative Director, President and CEO
TADANO LTD.
Ko-34 Shinden-cho, Takamatsu, Kagawa

Notice of Convocation of 65th Ordinary General Meeting of Shareholders

Please be advised that the 65th Ordinary General Meeting of Shareholders of TADANO LTD. (hereinafter “the Company”) will be held as follows. Your attendance at the meeting is cordially requested.

If you are unable to attend the meeting, you may exercise your voting rights in writing by indicating your approval or disapproval of the proposals using the enclosed voting right exercise form and by sending it back to us by 5:25 p.m., Monday, June 24, 2013. Please also review the attached Reference Documents for Shareholders Meeting before making your decisions.

1. Date and Time: Tuesday, June 25, 2013, 10:00 a.m.

2. Place: Seto Hall, New Building 2F, Takamatsu International Hotel
2191-1 Kita-cho, Takamatsu City, Kagawa, Japan

3. Purpose of Meeting

Items to Be Reported:

- (1) Business report, consolidated financial statements, independent auditor’s audit report, and Audit and Supervisory Board’s audit report on consolidated financial statements for the 65th term (from April 1, 2012 to March 31, 2013)
- (2) Financial statements for the 65th term (from April 1, 2012 to March 31, 2013)

Items to Be Resolved:

- 1) Appropriation of retained earnings
- 2) Election of six Directors

4. Other Important Matters Related to the Convocation

- (1) If you do not indicate your approval or disapproval of the proposal(s) using the voting right exercise form, you are regarded as having approved the proposal(s).
- (2) If you cannot attend the meeting, another shareholder with voting rights can act as a proxy for you at the meeting. In this situation, however, the said proxy must submit to the Company a written document proving the proxy right.

◎ When you attend the meeting, please present the enclosed voting right exercise form to the receptionist.

◎ Of documents that are required to be attached to the notice of this convocation, the following items are available online via our website (<http://www.tadano.co.jp/>), and are excluded from this notice in accordance with legal provisions and Article 14 of the company's articles of incorporation.

- (1) Business report: System for ensuring appropriate business operations (i.e., basic policy on internal control system construction)
- (2) Business report: Basic policy on corporate governance
- (3) Notes to consolidated financial statements
- (4) Notes to financial statements

Accordingly, the documents attached to this notice are part of the consolidated financial statements or financial statements audited by independent auditors when preparing their audit report, and are also part of the business report, consolidated financial statements or financial statements audited by the Audit and Supervisory Board and its members when preparing their audit report.

◎ Please note that if any revisions are made to the contents of the business report, consolidated financial statements and financial statements, and reference documents for the Shareholders Meeting, the revised contents will be made available online via our website (<http://www.tadano.co.jp/>).

Reference Documents for Shareholders Meeting

Proposals and Reference Matters

Proposal 1: Appropriation of retained earnings

To continuously offer stable returns to shareholders, the company determines the amount of appropriated retained earnings by thoroughly considering factors such as consolidated performance and dividend payout ratios, and also ensures sufficient internal reserves to maintain financial strength.

Outlined below is the company's proposed year-end dividend for the current fiscal year, set in consideration of the current year's performance and future management environment.

(1) Dividend type

Cash dividends

(2) Per-share dividend amount and total amount of dividends

7 yen per common share of the company

887,595,163 yen in total

The annual dividend amount including the interim dividend of 5 yen is 12 yen per share, 5 yen higher than the prior year's amount.

(3) Effective date of dividend payment

Wednesday, June 26, 2013

Proposal 2: Election of six Directors

The office term of all current Directors (six Directors) shall expire at the close of this Shareholders Meeting.

Accordingly, it is proposed that the following six Directors be elected.

Candidates for Director

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
1	Koichi Tadano (July 3, 1954)	April 1977: Joined Marubeni Corporation June 1988: Joined TADANO LTD. June 1991: Head of President's Office January 1997: Director and President of FAUN GmbH (currently TADANO FAUN GmbH) June 1997: Director April 1999: Director and Executive Officer April 2001: Director and Senior Executive Officer April 2002: Representative Director and Senior Executive Officer June 2003: Representative Director and President and CEO April 2012: Representative Director, President and CEO, and Head of Planning & Administration Division/ICT Division (current position)	274,000
2	Tadashi Suzuki (January 5, 1953)	April 1976: Joined Sumitomo Corporation April 1997: Joined TADANO LTD. July 1997: Head of International Operation Division April 1999: Officer June 2001: Director and Officer April 2002: Director and Executive Officer June 2003: Director and Senior Executive Officer April 2013: Director, Senior Executive Officer and Head of Sales Administration Division/Customer Support Division/Domestic Sales Division/International Sales Division/European Operation /American Operation /Indian Operation (current position)	106,000

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
3	Tamaki Okuyama (May10, 1954)	<p>April 1980: Joined TADANO LTD. October 2000: General Manager of Design I Division January 2004: Director of FAUN GmbH (currently TADANO FAUN GmbH) April 2008: Officer April 2011: Executive Officer June 2011: Director and Executive Officer April 2013: Director, Executive Officer and Head of Production Division/Procurement Division/Quality & Safety Assurance Division/Thailand Operation (current position)</p>	44,000
4	Yoichiro Nishi (February 24, 1956)	<p>April 1976: Joined Yanmar Diesel Co., Ltd. (currently Yanmar Co., Ltd.) April 2005: General Manager of Tractor Development Division I, Development Headquarters (Yanmar) January 2007: General Manager of Development Group III, Development Division, Tractor Business Headquarters (Yanmar Agricultural Equipment Co., Ltd.; currently Yanmar Co., Ltd.) June 2008: General Manager of Product Technology Department, Development Division, Tractor Business Headquarters (Yanmar) September 2008: Joined TADANO LTD. January 2009: General Manager of R&D Planning Department April 2009: Officer April 2011: Executive Officer June 2011: Director and Executive Officer April 2012: Director, Executive Officer and Head of R&D Division/SVE Division/China Operation (current position)</p>	10,000
5	Nobuhiko Ito (February 5, 1947)	<p>July 1971: Joined Exxon Chemical Japan Ltd. July 1989: Joined General Electric Japan Ltd. (currently GE Japan Ltd.) January 1999: Representative Director and President of GE Yokogawa Medical Systems Ltd. (currently GE Healthcare Japan Ltd.) September 2002: Representative Director, President and CEO of GE Edison Life Insurance Co. Ltd. (currently Gibraltar Life Insurance Co., Ltd.) January 2004: Representative Director, President and CEO of GE Capital Leasing Co., Ltd. (currently GE Japan Ltd.) February 2005: Representative Director, President and CEO of General Electric Japan Ltd. (currently GE Japan Ltd.) January 2008: Senior Adviser of TPG Capital Co., Ltd. (current position) February 2008: Director of NIS Group Co., Ltd. June 2008: Director of TADANO Ltd. (current position) June 2010: Board Director (outside) of Konica Minolta Holdings Co., Ltd. (currently Konica Minolta, Inc.) (current position) March 2012: Representative Director and Chairman of AVON Products Co., Ltd. June 2012: Outside Director of TOMY Co. Ltd. (current position) (Important concurrent responsibilities) Senior Adviser of TPG Capital Co., Ltd., Board Director (outside) of Konica Minolta Holdings Co., Ltd., and Outside Director of TOMY Co. Ltd.</p>	0
6	Yasuyuki Yoshida (August 23, 1947)	<p>April 1971: Joined Mitsubishi Research Institute, Inc. ("MRI") October 2002: Councilor of MRI October 2007: Joined NIKKEN SEKKEI Research Institute ("NSRI") (as Senior Researcher) January 2008: Managing Executive and Senior Researcher of NSRI June 2008: Director of TADANO Ltd. (current position) March 2009: Director, Managing Executive and Vice President of NSRI March 2011: Retired from NSRI.</p>	17,000

Notes:

1. There is no special interest between each candidate and the company.
2. Messrs. Nobuhiko Ito and Yasuyuki Yoshida are candidates for Outside Directors.
Their fifth year as outside directors of the company shall end at the close of this shareholders' meeting.
3. Reasons for nominating the candidates for Outside Directors
Mr. Nobuhiko Ito is nominated because he satisfies the requirements for becoming an independent director stipulated by Tokyo Stock Exchange, Inc., and his abundant knowledge of, and experience in, corporate management can be utilized for the company's management activities.

Mr. Yasuyuki Yoshida is nominated because he also satisfies the requirements for becoming an independent director stipulated by Tokyo Stock Exchange, Inc., and the abundant knowledge and experience that he had acquired while he was a think tank employee can be utilized for the company's management activities.

4. Agreements with Outside Directors regarding the limitation of liability

The company has made agreements with Messrs. Nobuhiko Ito and Yasuyuki Yoshida, outside director candidates, regarding the limitation of liability in accordance with Article 423, Paragraph 1 of the Companies Act. If the proposal for their election is approved, these agreements will remain valid. In addition, the amount of their individual liability under such agreements is the minimum amount stipulated by law or ordinance.