

Panasonic Electric Works Information Systems Co., Ltd.
19-19 Chayamachi, Kita-ku, Osaka

May 28, 2009

To our shareholders:

Notice for Convocation of the 11th Regular Meeting of Shareholders

Thank you for your continued support. Panasonic Electric Works Information Systems Co., Ltd. will hold its 11th regular meeting of shareholders as described below. All shareholders are cordially requested to attend the meeting.

If you are unable to attend the meeting in person, you can exercise voting rights either by mail or electronically. If doing so, you are kindly requested to examine the enclosed reference materials for the regular meeting of shareholders and exercise your voting rights by 5 p.m. on Tuesday, June 16, 2009. To vote by mail, indicate your vote for or against the proposed resolutions on the enclosed voting form and return it by mail. To vote electronically (e.g., via the Internet), access the shareholder voting website specified on the voting form.

Very truly yours,

Takeyoshi Kawamura
President and Representative Director

1. Date and time: 10 a.m. on Wednesday, June 17, 2009

2. Venue: Zuicho Room, 6 fl., Hotel Hankyu International
19-19 Chayamachi, Kita-ku, Osaka
(Please see the map below)

3. Meeting Agenda: Matters to be Reported

1. Reports on the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements for our 11th fiscal year (April 1, 2008 – March 31, 2009)
2. Reports by the accounting auditor and the board of corporate auditors on their audit of the Consolidated Financial Statements for our 11th fiscal year

Proposals to be Voted On

Item 1: Amendments to the Articles of Incorporation

Item 2: Election of seven (7) Directors

Item 3: Election of one (1) Corporate Auditor

4. Exercising Voting Rights

(1) Exercising voting rights by mail

Please indicate your approval or disapproval of each of the proposals on the enclosed voting form and return it by mail so that it arrives by 5 p.m. on Tuesday, June 16, 2009.

(2) Exercising voting rights via the Internet

Please access the website at <http://www.webdk.net/> and exercise your voting rights by 5 p.m. on Tuesday, June 16, 2009.

Notes:

1. If you attend the meeting in person, please submit the enclosed voting form at the reception desk on the day of the meeting.
2. If any revisions are made to the Reference Materials for the Regular Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements through the day prior to the date of the shareholders' meeting, notice will be posted on our website (<http://panasonic-denkois.co.jp/>).

Reference Materials for the Regular Meeting of Shareholders

Agenda and supplementary information

Agenda Item 1: Amendments to the Articles of Incorporation

1. Reasons for Amendments

The trading of all publicly listed shares moved to the book-entry system (the electronization of share certificates) when the *Law for Partial Amendment to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities*. (Law No.88 of 2004; the “*Settlement Streamlining Law*”) came into effect on January 5, 2009. The Company therefore proposes the following amendments.

(1) The provisions of the *Settlement Streamlining Law* deem the Company to have passed resolutions as of the date the Law went into effect that delete provisions from its Articles of Incorporation pertaining to the issuance of share certificates. Further, the *Law on Custody and Transfer of Share Certificates etc.* (Law No. 30 of 1984) was abolished on the date the *Settlement Streamlining Law* went into effect, thereby abolishing the beneficial shareholder system. In view of these changes, the Company proposes to delete Article 7 (Issue of share certificates) and paragraph 2 of Article 9 (Unit share number and the non-issuance of shares constituting less than one full unit) and proposes to amend Article 10 (Request for the purchase of additional shares constituting less than one full unit) of the current Articles of Incorporation.

(2) The Company proposes to amend Article 11 (Regulations for share handling) of the current Articles of Incorporation to clearly indicate that the procedures by which shareholders can exercise their rights are covered in its Regulations for Share Handling.

(3) Because the *Settlement Streamlining Law* is now in force, the administrator of the Company’s register of shareholders will cease to provide direct services to the shareholders. To reflect this, the Company proposes to delete paragraph 3 of Article 12 (Shareholder register administrator) of the current Articles of Incorporation.

(4) Apart from the above, the Company proposes to make some changes to the wording and numbering of Articles and paragraphs.

2. Details of Amendments

Details of the proposed amendments are as follows.

(Proposed amendments are underlined)

Current Articles of Incorporation	Proposed amendments
<p>Chapter 2 Shares</p> <p><i>Issue of share certificates</i> <u>Article 7</u> <u>The company shall issue certificates for shares.</u></p>	<p>Chapter 2 Shares</p> <p>(Deleted)</p>
<p>Article <u>8</u> (Omitted)</p>	<p>Article <u>7</u> (Unchanged)</p>
<p><i>Unit share number and the non-issuance of shares constituting less than one full unit</i> Article <u>9</u> (Omitted) <u>(2) Despite the provision of Article 7, the company shall not issue certificates for shares if the number does not amount to the unit share number (hereinafter referred to as “shares constituting less than one full unit”).</u></p>	<p><i>Unit share number</i></p> <p>Article <u>8</u> (Unchanged) (Deleted)</p>
<p><i>Request for the purchase of additional shares constituting less than one full unit</i> Article <u>10</u> Any shareholders <u>(including a beneficial shareholder; hereinafter the same definition shall apply)</u> shall be able to request the company to sell shares in such number as will, together with the number of their possessed shares that constitute less than one full unit, equal the unit share number (hereinafter referred to as an “additional share purchase”), except when the company does not own a sufficient number of own shares to meet the number of shares necessary to fulfill the above request.</p>	<p><i>Request for the purchase of additional shares constituting less than one full unit</i> Article <u>9</u> Any shareholders shall be able to request the company to sell shares in such number as will, together with the number of shares that constitute less than one full unit (hereinafter referred to as “odd-lot shares”) that they own , equal the unit share number (hereinafter referred to as an “additional share purchase”), except when the company does not own a sufficient number of own shares to meet the number of shares necessary to fulfill the above request.</p>
<p><i>Regulations for share handling</i> Article <u>11</u> Handling procedures and charges pertaining to the shares of the company shall be governed by the provisions of applicable laws and these Articles of Incorporation, as well as by the Regulations for Share Handling determined by the Board of Directors.</p>	<p><i>Regulations for share handling</i> Article <u>10</u> Handling procedures and charges pertaining to the shares of the company <u>and procedures etc. for the exercise of shareholders’ rights</u> shall be governed by the provisions of applicable laws and these Articles of Incorporation, as well as by the Regulations for Share Handling determined by the Board of Directors.</p>

<p><i>Shareholder register administrator</i> Article <u>12</u> (Omitted) (2) (Omitted) (3) <u>The register of shareholders (including the register of beneficial shareholders; hereinafter the same definition shall apply), the register of lost share certificates, and the register of share warrant of the company shall be kept at the place of administration of the shareholder register administrator, and the administration pertaining to the entry and recording of the register of shareholders, the register of lost share certificates, and the register of share warrant, the purchase of shares and additional share purchase constituting less than one full unit, and other administrative procedures pertaining to shares and share warrant shall be handled solely by the shareholder register administrator, and the company itself shall not be involved in any of the above matters.</u></p>	<p><i>Shareholder register administrator</i> Article <u>11</u> (Unchanged) (2) (Unchanged) (Deleted)</p>
<p>Chapter 3 Meetings of Shareholders</p> <p>Article <u>13</u> (Omitted)</p>	<p>Chapter 3 Meetings of Shareholders</p> <p>Article <u>12</u> (Unchanged)</p>
<p><i>Record date of regular meetings of shareholders</i> Article <u>14</u> The company shall deem any shareholder that can exercise a voting right as <u>entered or recorded</u> on the final register of shareholders on the last day of each business year to be a shareholder who can exercise voting rights at the regular meeting of shareholders for the relevant business year.</p>	<p><i>Record date of regular meetings of shareholders</i> Article <u>13</u> The company shall deem any shareholder that can exercise a voting right as recorded on the final register of shareholders on the last day of each business year to be a shareholder who can exercise voting rights at the regular meeting of shareholders for the relevant business year.</p>
<p>Article <u>15 – 18</u> (Omitted)</p>	<p>Article <u>14 – 17</u> (Unchanged)</p>
<p>Chapter 4 Directors and Board of Directors</p> <p>Article <u>19 – 27</u> (Omitted)</p>	<p>Chapter 4 Directors and Board of Directors</p> <p>Article <u>18 – 26</u> (Unchanged)</p>
<p>Chapter 5 Corporate Auditors and Board of Corporate Auditors</p> <p>Article <u>28 – 35</u> (Omitted)</p>	<p>Chapter 5 Corporate Auditors and Board of Corporate Auditors</p> <p>Article <u>27 – 34</u> (Unchanged)</p>

<p>Chapter 6 Accounts</p> <p>Article <u>36</u> – <u>37</u> (Omitted)</p> <p><i>Record date of surplus dividends</i> Article <u>38</u> The company shall pay surplus dividends by cash to those shareholders or registered pledgees whose names <u>appear or</u> are recorded on the final register of shareholders on March 31 or September 30 of each year. (2) (Omitted)</p>	<p>Chapter 6 Accounts</p> <p>Article <u>35</u> – <u>36</u> (Unchanged)</p> <p><i>Record date of surplus dividends</i> Article <u>37</u> The company shall pay surplus dividends by cash to those shareholders or registered pledgees whose names are recorded on the final register of shareholders on March 31 or September 30 of each year. (2) (Unchanged)</p>
<p>Article <u>39</u> (Omitted)</p>	<p>Article <u>38</u> (Unchanged)</p>

Agenda Item No. 2: Election of Seven Directors

The terms of the offices of all seven directors will expire at the conclusion of the current shareholders meeting. Also, Directors Tsutomu Toda and Shinichiro Satani will resign at that time. Consequently, a proposal is hereby made to elect seven directors at the current shareholders meeting.

The candidates for director are as follows:

Candidate No.	Name (Date of Birth)	Brief Personal Profile / Representative Position(s) Currently Held Outside of the Company / Position(s) within the Company	Number of Shares of the Company Held
1.	Takeyoshi Kawamura (January 2, 1948)	<p>Apr. 1970: Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)</p> <p>Aug. 1999: Representative Director of Matsushita Electric Works Software Co., Ltd. (at present, Panasonic Electric Works System Solutions Co., Ltd.)</p> <p>Jun. 2001: General Manager of the HA Business Group, Matsushita Electric Works, Co., Ltd.</p> <p>Dec. 2002: Matsushita Electric Works Information Equipment and Wiring Products Manufacturing Division is spun off and Kawamura was appointed Executive Officer and General Manager of the HA and Fire Prevention Systems Business Group of the new company.</p> <p>Dec. 2003: Managing Executive Director, at the same company.</p> <p>Apr. 2005: Advisor, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Jun. 2005: President, Matsushita Electric Works Information Systems Co., Ltd. (to date)</p>	2,800 shares
2.	Kazuhiro Maegawa (August 23, 1955)	<p>Apr. 1978: Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)</p> <p>Oct. 2005: General Manager of the AGE-FREE Products Promotion Department, Matsushita Electric Works, Ltd.</p> <p>Oct. 2005: Representative Director of Matsushita Electric Works AGE FREE Care Service Co., Ltd. (at present, Panasonic Electric Works Care Service Co., Ltd.)</p> <p>Oct. 2005: Representative Director of Matsushita Electric Works AGE FREE Lifetec Co.,Ltd. (at present, Panasonic Electric Works Life Tech Co., Ltd.)</p> <p>Oct. 2005: Representative Director of Matsushita Electric Works AGE FREE Shops Co., Ltd. (at present, Panasonic Electric Works AGE FREE Shops Co., Ltd.)</p> <p>Oct. 2005: Representative Director of Matsushita Electric Works AGE FREE Service Co., Ltd. (at present, Panasonic Electric</p>	1,400 shares

		<p>Works AGE FREE Service Co., Ltd.)</p> <p>Apr. 2008: Advisor, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Jun. 2008: Executive Vice President, Member of the Board, Matsushita Electric Works Information Systems Co., Ltd. (to date) In charge of Corporate Sales, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2009: In charge of Corporate Planning, Matsushita Electric Works Information Systems Co., Ltd. (to date) In charge of Corporate Sales and Human Resources and Labor Relations, Panasonic Electric Works Information Systems Co., Ltd. (to date)</p>	
3.	Akira Hisano (July 6, 1955)	<p>Mar. 1974: Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Information Systems Co., Ltd.)</p> <p>Jun. 2004: Director, e-Office Solution Division, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Jun. 2006: Director, Distribution Solution Division, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2007: Executive Officer, Director, Distribution Business Unit, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Jun. 2008: Director, Member of the Board, Matsushita Electric Works Information Systems Co., Ltd. (to date) In charge of Corporate Development, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2009: In charge of Development, Panasonic Electric Works Information Systems Co., Ltd. (to date)</p>	2,200 shares
4.	Hisashi Kurono (August 11, 1954)	<p>Apr. 1978: Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)</p> <p>Jun. 2002: Director, e-Procurement Solution Division, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Dec. 2003: Director, Distribution Solution Division, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2006: Director, Housing Solution Division, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2007: Executive Officer, Director, Corporate Business Unit, Matsushita Electric Works</p>	2,500 shares

		<p>Apr. 2008: Information Systems Co., Ltd. Director of the Solution Business Unit, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Jun. 2008 Director, Member of the Board, (to date) In charge of New Business (to date), In charge of Promotion of New Products, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2009 In charge of Management, Technology, Quality, and CIO (to date), Panasonic Electric Works Information Systems Co., Ltd.</p>	
5.	Hiroyuki Maruoka* (June 26, 1954)	<p>Apr. 1977: Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)</p> <p>Jun. 2003: General Manager, Accounting Center Financial Management Department, Matsushita Electric Works, Ltd.</p> <p>Apr. 2005: Director, Member of Board, Arrow Business Service Co., Ltd. (at present, Panasonic Electric Works Business Support Co., Ltd.)</p> <p>Jul. 2005: General Manager, Risk Management Office, Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)</p> <p>Oct. 2006: Director, Financial Management Department, Matsushita Electric Works Information Systems Co., Ltd. (to date)</p> <p>Apr. 2007: Executive Officer, Director, General Affairs Department, Matsushita Electric Works Information Systems Co., Ltd.</p> <p>Apr. 2008: Director, Legal Department, Matsushita Electric Works Information Systems Co., Ltd. (to date)</p> <p>Jun. 2008: Senior Executive Officer (to date), In charge of Financial Management, Legal, General Affairs, CSR, Internal Control, Corporate Ethics, Matsushita Electric Works Information Systems Co., Ltd. (to date)</p>	500 shares
6	Shinichi Hasegawa (February 7, 1946)	<p>Apr. 1969: Joined Fujitsu FACOM Co., Ltd. (at present, Fujitsu FIP Corporation)</p> <p>Apr. 1971: Joined Fujitsu Limited</p> <p>Jun. 2002: President and Representative Director, Fujitsu Chubu Systems Limited</p> <p>Jun. 2004: Corporate Vice President, Fujitsu Limited.</p> <p>Jun. 2006: Executive Advisor, Fujitsu Limited</p> <p>Jun. 2008: Director, Member of the Board, Matsushita Electric Works Information Systems Co., Ltd. (to date)</p>	- shares

		May 2009:	Special Advisor, Fujitsu Limited (to date)	
7	Tamaki Fujimoto* (December 13, 1952)	Apr. 1973:	Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)	- shares
		Jan. 2006:	Director, Lighting Manufacturing Quality Center, Matsushita Electric Works, Ltd.	
		Apr. 2008	Executive Officer (to date) In charge of Corporate Quality and Environmental Promotion (to date), Director, Corporate Quality Management Department, Corporate Environmental Conservation, Matsushita Electric Works, Ltd. (to date)	
		Apr. 2009:	Director, Corporate Quality innovation Department, Panasonic Electric Works Co., Ltd. (to date)	

Notes: 1. Each candidate has no particular interest in the company.

2. Any person indicated by an asterisk (*) represents a new candidate.

3. Both Shinichi Hasegawa and Tamaki Fujimoto are candidates for outside directors.

4. Shinichi Hasegawa has the career, qualifications, and insight necessary to oversee the Company based on extensive experience in the information services industry and experience as a corporate officer.

Accordingly, the Company requests that he be elected outside director.

He will have been performing his duties as an outside director of the Company for one year at the conclusion of the current shareholders' meeting.

5. Tamaki Fujimoto has the career, qualifications, and insight necessary to oversee the Company based on extensive experience in Quality Department of Panasonic Electric Works Co., Ltd., and experience as a corporate officer.

Accordingly, the Company requests that he be elected outside director.

6. Overview of liability limiting agreements with outside directors

If the proposed resolution is adopted, the Company will conclude an agreement with Tamaki Fujimoto to limit his liability under Article 423, Paragraph 1 of the Company Law up to the total amounts specified in each of the applicable items in Article 425, Paragraph 1 of that law.

The Company has concluded agreements with outside director Shinichi Hasegawa limiting his liability under Article 423, Paragraph 1 of the Company Law up to the total of the amounts specified in each of the applicable items in Article 425, Paragraph 1 of that law.

Agenda Item No. 3: Election of a Corporate Auditor

The term of the office of Tatsuji Shinkai as corporate auditor will expire at the conclusion of the current shareholders meeting, and he will retire from his position.

Consequently, a proposal is hereby made to elect a corporate auditor at the current meeting.

It should be noted that the submission of this proposed agenda item has been already approve by the Board of Corporate Auditors.

The candidate for corporate auditor is as follows:

Name (Date of Birth)	Brief Personal Profile / Representative Position(s) Currently Held Outside of the Company / Position(s) within the Company		Number of Shares of The Company Held
Takayuki Takeda (Aug. 6, 1950)	Apr. 1974:	Joined Matsushita Electric Works, Ltd. (at present, Panasonic Electric Works Co., Ltd.)	- shares
	Jun. 2001:	General Manager, Chugoku Region Financial Management Center, Matsushita Electric Works, Ltd.	

	<p>Jun. 2007: Director, Member of the Board, Meiji National Industrial, Ltd. (at present, Panasonic Electric Facilities Lighting Co., Ltd.) (to date)</p> <p>Apr. 2009: Assistant Senior Councilor, Corporate Information Systems Planning Department, Panasonic Electric Works Co., Ltd. (to date)</p>	
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- Notes: 1. The candidate has no particular interest in the company.
2. Takayuki Takeda is a candidate for outside corporate auditor.
3. Takayuki Takeda is a new candidate.
4. Takayuki Takeda has the career and insight based on extensive experience in the Financial Management Department of Panasonic Electric Works Co., Ltd. The Company believes that he has the necessary capabilities to appropriately perform duties as outside auditor. Accordingly, the Company requests that he be elected outside auditor.