

**FOR IMMEDIATE RELEASE**

**Hitachi Submits Amendment Statement for Tender Offer Registration Statement Relating to Hitachi Kokusai Electric Shares, Extends Tender Offer Period and Amends Public Notice of Commencement of Tender Offer**

Tokyo, February 25, 2009 --- Hitachi, Ltd. (NYSE:HIT / TSE:6501) today announced that it has submitted to the Kanto Local Finance Bureau an Amendment Statement for Tender Offer Registration Statement in relation to the January 14 announcement of its intention to purchase additional common stocks of Hitachi Kokusai Electric Inc. (TSE:6756) by way of a public tender offer (hereinafter “Tender Offer”). The Amendment Statement was submitted to the Kanto Local Finance Bureau pursuant to Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Law of Japan. Due to this submission of the Amendment Statement, in accordance with Article 27-8, Paragraph 8 of the Financial Instruments and Exchange Law of Japan, the duration of the Tender Offer (hereinafter “Tender Offer Period”) is extended and the Public Notice of the Tender Offer dated January 26, 2009 is amended.

The public notice (the public notice was made electronically (<http://info.edinet-fsa.go.jp/>)) was made today regarding the extension of the Tender Offer Period and a notice will be published in the Nihon Keizai Shimbun without delay.

**I. Contents of the Amendment Statement and Extension of the Tender Offer Period**

Hitachi and Hitachi Kokusai Electric have cooperated in Hitachi’s information network business, and the Social Infrastructure Business and the Life Infrastructure Business in areas such as transport systems, urban systems and other businesses, where Hitachi has utilized Hitachi Kokusai Electric’s digital wireless communications systems for business

use, video monitoring systems, and base stations for communications operators, among other technologies. For example, on February 23, 2009, Hitachi Kokusai Electric unveiled the successor model to wireless base station equipment, achieved by their joint development. The two companies will cooperate in developing new products and announce those products. Moreover, in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release “Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business” of February 19, 2009. In line with their greater cooperation, Hitachi Kokusai Electric and Hitachi announced new products with standardized communications protocols on February 20, 2009 and February 23, 2009, respectively. As a result, amendment shall be made to “I. Terms and Conditions of the Tender Offer 3. Purpose of the Tender Offer” and “IV. Agreement Between the Tender Offeror and the Target 2. Agreement Between the Tender Offeror and the Target and/or Its Directors” in the Registration Statement. Hitachi submitted the Amendment Statement and extended the last date of the Tender Offer Period to March 11, 2009.

The contents of the Amendment Statement are as follows. Amendment parts are underlined.

I. [Terms and Conditions of the Tender Offer]

3. [Purpose of the Tender Offer]

(Before the Amendment)

(1) Outline of the Tender Offer

(Omitted)

(2) Rationale and Background to the Tender Offer, Management Policy After the Tender Offer

(Omitted)

Hitachi and Hitachi Kokusai Electric have cooperated in Hitachi’s information network business, and the Social Infrastructure Business and the Life Infrastructure Business in areas such as transport systems, urban systems and other businesses, where Hitachi has utilized Hitachi Kokusai Electric’s digital wireless communications systems for business use, video monitoring systems, and base stations for communications operators, among other technologies. Looking ahead, the two companies believe it is necessary to strengthen cooperation to capture more synergies in order to raise corporate value.

(Omitted)

Greater cooperation than in the past between the two companies will harness the

business resources of both entities as well as those of the Hitachi Group in all manner of fields. This higher level of cooperation promises to spur the development of both Hitachi and Hitachi Kokusai Electric. Areas where benefits are expected include utilization of the Hitachi Group's reinforced quad-polar operating framework in the Americas, Europe, Asia and China; cooperation in R&D; application of the Hitachi Group's broad portfolio of intellectual property rights through cross-licensing agreements and other means; cooperation in terms of finance; utilization of various expertise in areas such as business development, human resources and systems; use of the latest information; and cooperation in nurturing the Hitachi brand globally.

Hitachi Kokusai Electric will maintain its public listing, as Hitachi believes that retaining management autonomy as a listed company while strengthening the relationship between the two companies is an effective way of raising the corporate value of both. Therefore, Hitachi has no plans to make significant changes to Hitachi Kokusai Electric's capital policies after the Tender Offer. Moreover, no significant changes are planned for the composition of Hitachi Kokusai Electric's Board of Directors, management policy or businesses. Hitachi plans to continuously hold Hitachi Kokusai Electric's shares, including shares purchased through the Tender Offer.

(3) Reasons and Details of Any Plans to Purchase Additional Target Company Share Certificates After Completion of the Tender Offer

(Omitted)

(4) Outline of the Terms of the Tender Offer

(Omitted)

(5) Agreement Regarding Tender Offer

As per (1) above, according to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with

the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

(6) Status of Listing

(Omitted)

(After the Amendment)

(1) Outline of the Tender Offer

(Omitted)

(2) Rationale and Background to the Tender Offer, Management Policy After the Tender Offer

(Omitted)

Hitachi and Hitachi Kokusai Electric have cooperated in Hitachi's information network business, and the Social Infrastructure Business and the Life Infrastructure Business in areas such as transport systems, urban systems and other businesses, where Hitachi has utilized Hitachi Kokusai Electric's digital wireless communications systems for business use, video monitoring systems, and base stations for communications operators, among other technologies. For example, on February 23, 2009, Hitachi Kokusai Electric unveiled the successor model to wireless base station equipment, achieved by their joint development. Looking ahead, while the two companies will cooperate in developing new products and announce those products, they believe it is necessary to strengthen cooperation to capture more synergies in order to raise corporate value.

(Omitted)

Greater cooperation than in the past between the two companies will harness the business resources of both entities as well as those of the Hitachi Group in all manner of fields. This higher level of cooperation promises to spur the development of both Hitachi and Hitachi Kokusai Electric. Areas where benefits are expected include utilization of the Hitachi Group's reinforced quad-polar operating framework in the Americas, Europe, Asia and China; cooperation in R&D; application of the Hitachi Group's broad portfolio of intellectual property rights through cross-licensing agreements and other means; cooperation in terms of finance; utilization of various expertise in areas such as business development, human resources and systems; use of the latest information; and cooperation in nurturing the Hitachi brand globally.

Moreover, in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release "Hitachi and Hitachi

Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business” of February 19, 2009. In recent years, rising public awareness of the need for greater security has spawned many more opportunities to deploy surveillance systems in a myriad of contexts. In particular, the market for network-based surveillance cameras is expanding rapidly worldwide, as these systems offer outstanding features in terms of facilitating the remote operation of security cameras and offering easy scalability when adding search screens and security cameras. Hitachi and Hitachi Kokusai Electric command a high share of the Japanese markets for network-based surveillance cameras. The two companies are leveraging their respective system-building strengths to develop a surveillance system business that makes use of security cameras. Both companies will bolster collaboration in the network-based security surveillance systems business as one initiative in strengthening collaboration across their businesses. Specifically, the two companies will standardize the communications protocols of their respective security devices such as network-based security cameras and recorders. This standardization will facilitate the creation of network-based security video surveillance systems that satisfy many different customer needs. Both companies will also consider the standardization of certain components, while working to reinforce cost competitiveness primarily by jointly purchasing components and utilizing one another’s procurement channels. Furthermore, future collaboration will cover the development of high-value-added systems that make use of cutting-edge technologies. Examples include the development of software that enables both companies’ surveillance system devices for room access control and other systems to be easily interconnected, as well as human tracking systems using video recognition technology. Hitachi Kokusai Electric and Hitachi announced new products with standardized communications protocols on February 20, 2009 and February 23, 2009, respectively

Hitachi Kokusai Electric will maintain its public listing, as Hitachi believes that retaining management autonomy as a listed company while strengthening the relationship between the two companies is an effective way of raising the corporate value of both. Therefore, Hitachi has no plans to make significant changes to Hitachi Kokusai Electric’s capital policies after the Tender Offer. Moreover, no significant changes are planned for the composition of Hitachi Kokusai Electric’s Board of Directors, management policy or businesses. Hitachi plans to continuously hold Hitachi Kokusai Electric’s shares, including shares purchased through the Tender Offer.

(3) Reasons and Details of Any Plans to Purchase Additional Target Company Share Certificates After Completion of the Tender Offer

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(4) Outline of the Terms of the Tender Offer

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(5) Agreement Regarding Tender Offer

As per (1) above, according to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

As per (2) above, in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release "Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business" of February 19, 2009.

(6) Status of Listing

(Omitted)

4. [Tender Offer Period, Tender Offer Price and Number of Shares to Be Purchased]

(1) [Tender Offer Period]

1) [Initial Period of the Tender Offer in the Registration]

(Before the Amendment)

Tender Offer Period	From January 26, 2009 (Monday) to March <u>9</u> , 2009 ( <u>Monday</u> ) ( <u>30</u> business days)
Date of Public Notice	January 26, 2009 (Monday)
Name of Newspapers in which Public Notice is to Posted	A public notice will be made electronically, and a notice will be published in the Nihon Keizai Shimbun Website where a public notice will be made electronically ( <a href="http://info.edinet-fsa.go.jp/">http://info.edinet-fsa.go.jp/</a> )

(After the Amendment)

Tender Offer Period	From January 26, 2009 (Monday) to March <u>11</u> , 2009 ( <u>Wednesday</u> ) ( <u>32</u> business days)
Date of Public Notice	January 26, 2009 (Monday)
Name of Newspapers in which Public Notice is to Posted	A public notice will be made electronically, and a notice will be published in the Nihon Keizai Shimbun Website where a public notice will be made electronically ( <a href="http://info.edinet-fsa.go.jp/">http://info.edinet-fsa.go.jp/</a> )

10. [Method of Settlement]

(2) [Commencement Date of Settlement]

(Before the Amendment)

March 16, 2009 (Monday)

(After the Amendment)

March 18, 2009 (Wednesday)

IV. [Agreement Between the Tender Offeror and the Target]

2. [Agreement Between the Tender Offeror and the Target and/or Its Directors]

(Before the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

(After the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

As per "I. Terms and Conditions of the Tender Offer 3. Purpose of the Tender Offer (2) Rationale and Background to the Tender Offer, Management Policy After the Tender Offer," in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release "Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business" of February 19, 2009.



## **II. Amendment of the Public Notice of Commencement of the Tender Offer**

Amendment of the Public Notice of Commencement of the Tender Offer is as follows. Amendment parts are underlined.

### 1. Purpose of the Tender Offer

#### (2) Rationale and Background to the Tender Offer, Management Policy After the Tender Offer

(Before the Amendment)

(Omitted)

Hitachi and Hitachi Kokusai Electric have cooperated in Hitachi's information network business, and the Social Infrastructure Business and the Life Infrastructure Business in areas such as transport systems, urban systems and other businesses, where Hitachi has utilized Hitachi Kokusai Electric's digital wireless communications systems for business use, video monitoring systems, and base stations for communications operators, among other technologies. Looking ahead, the two companies believe it is necessary to strengthen cooperation to capture more synergies in order to raise corporate value.

(Omitted)

Greater cooperation than in the past between the two companies will harness the business resources of both entities as well as those of the Hitachi Group in all manner of fields. This higher level of cooperation promises to spur the development of both Hitachi and Hitachi Kokusai Electric. Areas where benefits are expected include utilization of the Hitachi Group's reinforced quad-polar operating framework in the Americas, Europe, Asia and China; cooperation in R&D; application of the Hitachi Group's broad portfolio of intellectual property rights through cross-licensing agreements and other means; cooperation in terms of finance; utilization of various expertise in areas such as business development, human resources and systems; use of the latest information; and cooperation in nurturing the Hitachi brand globally.

Hitachi Kokusai Electric will maintain its public listing, as Hitachi believes that retaining management autonomy as a listed company while strengthening the relationship between the two companies is an effective way of raising the corporate value of both. Therefore, Hitachi has no plans to make significant changes to Hitachi Kokusai Electric's capital policies after the Tender Offer. Moreover, no significant changes are planned for the composition of Hitachi Kokusai Electric's Board of Directors, management policy or businesses. Hitachi plans to continuously hold Hitachi Kokusai Electric's shares, including shares purchased through the Tender Offer.

(After the Amendment)

(Omitted)

Hitachi and Hitachi Kokusai Electric have cooperated in Hitachi's information network business, and the Social Infrastructure Business and the Life Infrastructure Business in areas such as transport systems, urban systems and other businesses, where Hitachi has utilized Hitachi Kokusai Electric's digital wireless communications systems for business use, video monitoring systems, and base stations for communications operators, among other technologies. For example, on February 23, 2009, Hitachi Kokusai Electric unveiled the successor model to wireless base station equipment, achieved by their joint development. Looking ahead, while the two companies will cooperate in developing new products and announce those products, they believe it is necessary to strengthen cooperation to capture more synergies in order to raise corporate value.

(Omitted)

Greater cooperation than in the past between the two companies will harness the business resources of both entities as well as those of the Hitachi Group in all manner of fields. This higher level of cooperation promises to spur the development of both Hitachi and Hitachi Kokusai Electric. Areas where benefits are expected include utilization of the Hitachi Group's reinforced quad-polar operating framework in the Americas, Europe, Asia and China; cooperation in R&D; application of the Hitachi Group's broad portfolio of intellectual property rights through cross-licensing agreements and other means; cooperation in terms of finance; utilization of various expertise in areas such as business development, human resources and systems; use of the latest information; and cooperation in nurturing the Hitachi brand globally.

Moreover, in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release "Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business" of February 19, 2009. In recent years, rising public awareness of the need for greater security has spawned many more opportunities to deploy surveillance systems in a myriad of contexts. In particular, the market for network-based surveillance cameras is expanding rapidly worldwide, as these systems offer outstanding features in terms of facilitating the remote operation of security cameras and offering easy scalability when adding search screens and security cameras. Hitachi and Hitachi Kokusai Electric command a high share of the Japanese markets for network-based surveillance cameras. The two companies are leveraging their respective system-building strengths to develop a surveillance system business that

makes use of security cameras. Both companies will bolster collaboration in the network-based security surveillance systems business as one initiative in strengthening collaboration across their businesses. Specifically, the two companies will standardize the communications protocols of their respective security devices such as network-based security cameras and recorders. This standardization will facilitate the creation of network-based security video surveillance systems that satisfy many different customer needs. Both companies will also consider the standardization of certain components, while working to reinforce cost competitiveness primarily by jointly purchasing components and utilizing one another's procurement channels. Furthermore, future collaboration will cover the development of high-value-added systems that make use of cutting-edge technologies. Examples include the development of software that enables both companies' surveillance system devices for room access control and other systems to be easily interconnected, as well as human tracking systems using video recognition technology. Hitachi Kokusai Electric and Hitachi announced new products with standardized communications protocols on February 20, 2009 and February 23, 2009, respectively

Hitachi Kokusai Electric will maintain its public listing, as Hitachi believes that retaining management autonomy as a listed company while strengthening the relationship between the two companies is an effective way of raising the corporate value of both. Therefore, Hitachi has no plans to make significant changes to Hitachi Kokusai Electric's capital policies after the Tender Offer. Moreover, no significant changes are planned for the composition of Hitachi Kokusai Electric's Board of Directors, management policy or businesses. Hitachi plans to continuously hold Hitachi Kokusai Electric's shares, including shares purchased through the Tender Offer.

(5) Agreement Regarding Tender Offer  
(Before the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi.

Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

(After the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

As per (2) above, in an attempt to strengthen their business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release "Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business" of February 19, 2009.

## 2. Terms and Conditions of the Tender Offer

### (3) Duration of the Tender Offer

(Before the Amendment)

#### 1) Initial Period of the Tender Offer in the Registration

From Monday, January 26, 2009 to Monday, March 9, 2009 (both inclusive) (30 business days)

(After the Amendment)

#### 1) Initial Period of the Tender Offer in the Registration

From Monday, January 26, 2009 to Wednesday, March 11, 2009 (both inclusive) (32 business days)

(11) Commencement Date of Settlement

(Before the Amendment)

Monday, March 16, 2009

(After the Amendment)

Wednesday, March 18, 2009

3. Agreement with the Hitachi Kokusai Electric and/or its Directors

(Before the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

(After the Amendment)

According to the statement announced by Hitachi Kokusai Electric on January 14, 2009, Hitachi Kokusai Electric Board of Directors resolved to approve the Tender Offer at its meeting held on the same day.

According to the statement above, Hitachi Kokusai Electric Board members Messrs. Shungo Dazai and Yoshiki Yagi did not participate in any discussions or resolutions concerning the Tender Offer, including the aforementioned acceptance of the Tender Offer, to avoid a conflict of interest due to their capacity and backgrounds; Mr. Dazai concurrently serves as a director of Hitachi and has a special interest, while Mr. Yagi was formerly Hitachi's director and is presently a senior advisor emeritus to Hitachi. Moreover, these two individuals did not take part in discussions and negotiations with the Tender Offeror from the standpoint of Hitachi Kokusai Electric.

As per "1. Purpose of the Tender Offer (2) Rationale and Background to the Tender Offer, Management Policy After the Tender Offer," in an attempt to strengthen their

business cooperation, Hitachi and Hitachi Kokusai Electric will bolster collaboration in the network-based security video surveillance system business, announced in the news release “Hitachi and Hitachi Kokusai Electric to Bolster Collaboration in the Network-based Security Video Surveillance System Business” of February 19, 2009.

**(Reference) Outline of the Tender Offer**

**1. Company Name of the Target**

Hitachi Kokusai Electric Inc.

**2. Duration of the Tender Offer (After Amendment)**

From Monday, January 26, 2009 to Monday, March 11, 2009 (both inclusive)  
(32 business days)

**3. Price of Tender Offer**

¥780 per share

**4. Planned Number of Share Certificates to Be Purchased**

Planned Number of Shares to Be Purchased	Planned Minimum Number of Shares to Be Purchased	Planned Maximum Number of Shares to Be Purchased
13,406,000 shares	--- shares	13,406,000 shares

Note: Please see Hitachi’s news release on January 14, 2009 titled “Hitachi to Commence Tender Offer for Hitachi Kokusai Electric Shares” for the details of this Tender Offer.

### **Cautionary Statement**

Certain statements found in this document may constitute “forward-looking statements” as defined in the U.S. Private Securities Litigation Reform Act of 1995. Such “forward-looking statements” reflect management’s current views with respect to certain future events and financial performance and include any statement that does not directly relate to any historical or current fact. Words such as “anticipate,” “believe,” “expect,” “estimate,” “forecast,” “intend,” “plan,” “project” and similar expressions which indicate future events and trends may identify “forward-looking statements.” Such statements are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from those projected or implied in the “forward-looking statements” and from historical trends. Certain “forward-looking statements” are based upon current assumptions of future events which may not prove to be accurate. Undue reliance should not be placed on “forward-looking statements,” as such statements speak only as of the date of this document.

Factors that could cause actual results to differ materially from those projected or implied in any “forward-looking statement” and from historical trends include, but are not limited to:

- increased commoditization of information technology products and digital media related products and intensifying price competition for such products, particularly in the Information & Telecommunication Systems segment, Electronic Devices segment and Digital Media & Consumer Products segment;
- fluctuations in product demand and industry capacity, particularly in the Information & Telecommunication Systems segment, Electronic Devices segment and Digital Media & Consumer Products segment;
- uncertainty as to Hitachi’s ability to continue to develop and market products that incorporate new technology on a timely and cost-effective basis and to achieve market acceptance for such products;
- rapid technological innovation, particularly in the Information & Telecommunication Systems segment, Electronic Devices segment and Digital Media & Consumer Products segment;
- exchange rate fluctuation for the yen and other currencies in which Hitachi makes significant sales or in which Hitachi’s assets and liabilities are denominated, particularly against the U.S. dollar and the euro;
- increases in the price of raw materials including, without limitation, petroleum and other materials, such as copper, steel, aluminum and synthetic resins;
- uncertainty as to Hitachi’s ability to implement measures to reduce the potential negative impact of fluctuations in product demand, exchange rate fluctuation and/or increases in the price of raw materials;
- general socio-economic and political conditions and the regulatory and trade environment of Hitachi’s major markets, particularly Japan, Asia, the United States and Europe, including, without limitation, a return to stagnation or a deterioration of the Japanese economy, direct or indirect restrictions by other nations on imports, or differences in commercial and business customs including, without limitation, contract terms and conditions and labor relations;
- uncertainty as to Hitachi’s access to, or ability to protect, certain intellectual property rights, particularly those related to electronics and data processing technologies;
- uncertainty as to the outcome of litigation, regulatory investigations and other legal proceedings of which the Company, its subsidiaries or its equity method affiliates have become or may become parties;
- the possibility of incurring expenses resulting from any defects in products or services of Hitachi;

- uncertainty as to the success of restructuring efforts to improve management efficiency and to strengthen competitiveness;
- uncertainty as to the success of alliances upon which Hitachi depends, some of which Hitachi may not control, with other corporations in the design and development of certain key products;
- uncertainty as to Hitachi's ability to access, or access on favorable terms, liquidity or long-term financing; and
- uncertainty as to general market price levels for equity securities in Japan, declines in which may require Hitachi to write down equity securities it holds.

The factors listed above are not all-inclusive and are in addition to other factors contained in Hitachi's periodic filings with the U.S. Securities and Exchange Commission and in other materials published by Hitachi.

#### **Other Cautionary Matters**

- This announcement is a press release announcing the tender offer and has not been prepared for the purpose of soliciting an offer to sell stocks. If shareholders wish to make an offer to sell their stocks, they should first read the Explanatory Document for the tender offer and make their own decision. This press release does not constitute, nor form part of, any offer or invitation to buy, sell, exchange or otherwise dispose of, or issue, or any solicitation of any offer to sell or issue, exchange or otherwise dispose of, buy or subscribe for, any securities. In addition, this press release does not constitute, or form part of, any offer or invitation to sell, or any solicitation of any offer to purchase any securities in any jurisdiction, nor shall it (or any part of it) or the fact of its distribution form the basis of or be relied on in connection with, any contract therefore.
- The tender offer is not being made, directly or indirectly, in or into the United States, or by the use of the mails, or by any other means or instrumentality (including, but not limited to, telephones, telexes, facsimile transmissions, e-mails and internet communications) of interstate or foreign commerce, or by any facility of a national securities exchange of the United States of America. Accordingly, copies of offering documents are not being, and must not be, mailed or otherwise be forwarded, transmitted, distributed or sent in, into or from the United States of America. No person may apply for this tender offer by the use of such means or instrumentality or of such facility, or from the United States of America. Any purported application of the tender offer resulting directly or indirectly from a violation of these restrictions will not be accepted. No securities or other consideration is being solicited in the United States and if sent in response by a resident of the United States of America will not be accepted.
- Some countries or regions may impose restrictions on the announcement, issue or distribution of this press release. In such cases, please take note of such restrictions and comply with them. In countries or regions where the implementation of the tender offer is illegal, even upon receiving this press release, such receipt shall not constitute a solicitation of an offer to sell or an offer to buy stocks relating to the tender offer and shall be deemed a distribution of materials for informative purposes only.

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Information contained in this news release is current as of the date of the press announcement, but may be subject to change without prior notice.

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