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(Securities Code: 4825)  
July 27, 2012

**To Shareholders with Voting Rights:**

Chihito Kusabiraki  
President and Representative Director  
Weathernews Inc.  
Nippon Life Insurance Akabanebashi Bldg.  
1-14, Shiba 3-chome, Minato-ku, Tokyo, Japan

**NOTICE OF  
THE 26TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 26th Annual General Meeting of Shareholders of Weathernews Inc. (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing by submitting the Voting Rights Exercise Form. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return the form so that it arrives by 5:30 p.m. on Friday, August 10, 2012, Japan time.

- 1. Date and Time:** Sunday, August 12, 2012, at 10 a.m. Japan time
- 2. Place:** Convention Hall, Makuhari Messe International Convention Complex, located at 2-1 Nakase, Mihama-ku, Chiba-city, Chiba Prefecture, Japan  
  
(Please note that the place for the meeting has changed from that for the previous meeting.)
- 3. Meeting Agenda:**  
**Matters to be reported:** The Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the Company's 26th Fiscal Year (June 1, 2011–May 31, 2012), as well as the results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Eleven (11) Directors

#### **4. Other Matters Regarding This Notice:**

- (1) The following materials, which should be made available to shareholders when sending this notice for convocation, are posted on the Company's website at the following URL (<http://weathernews.com/>), instead of being stated in this notice, in accordance with the provisions of the relevant laws and regulations and Article 16 of the Articles of Incorporation of the Company.
  - 1) "Notes to the Consolidated Financial Statements" of the consolidated financial statements (26th Fiscal Year)
  - 2) "Notes to the Non-Consolidated Financial Statements" of the non-consolidated financial statements (26th Fiscal Year)

The appendix to this notice is a part of the Business Report, the consolidated financial statements and the non-consolidated financial statements, all of which were audited by the Auditors of the Company and the Accounting Auditor in preparing their respective audit reports.
- (2) Any amendments to the Reference Documents for the General Meeting of Shareholders and the Appendix will be posted on the aforementioned Company website.



#### **Requests of Attending Shareholders**

Shareholders who plan to attend the meeting in person are requested to respect the following items.

- (1) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting for confirmation. If you wish to exercise your voting rights by proxy, designate another shareholder who is entitled to exercise your voting rights as a proxy at the meeting. Such a shareholder acting as a proxy is kindly requested to attend in person and submit your Voting Rights Exercise Form and the power of attorney at the reception desk.
- (2) Note that only shareholders of the Company may enter the venue of the meeting. Family members and friends of the shareholders are welcomed at and may participate in the "Service Project Explanatory and Virtual Company Sightseeing Meeting with video," which will be held concurrently at the meeting place.
- (3) Your early arrival would be appreciated as the reception desk is expected to be crowded just before the opening of the meeting (we will open for entry at 9 a.m.)
- (4) Note that electricity-saving measures will be taken at the venue for lighting and the adjustment of the air-conditioning temperature. It is recommended that you dress lightly.

(Appendix)

## **Business Report**

(From June 1, 2011 to May 31, 2012)

### **1. Overview of the Company Group**

#### **(1) Business Progress and Results**

##### 1) Business overview

The global weather content market is estimated at more than ¥600.0 billion and is expected to continue growing with rising interest in large-scale weather-related disasters and climate change—occurring around the world—as well as the rapid development of an Internet society in which individuals can instantly communicate content with each other.

Since its foundation, the Company has grown under the corporate dream of “Being Together with Seven Billion Supporters,\*” aiming for “Growth Potential of Business” in the first growth stage (June 1987–May 1995), “Diversification of Business Models” in the second growth stage (June 1995–May 2004) and “Soundness of Management” in the third growth stage (June 2004–May 2012). The fiscal year ended May 31, 2012, was the final year of the third growth stage. Therefore, we aggressively addressed the following themes and positioned ourselves for the fourth growth period, which is the pursuit of full-fledged global evolution via “Innovation.”

\* We refer to all the world’s population as “supporters” with a keen desire that they will become potential customers who enjoy our services.

##### a) Market—Focusing on strategically-focused businesses

###### ▪ BtoB market—Weather Transportation

Voyage Planning market: Develop its Optimum Ship Routeing (OSR) service to containers, car carriers and bulk carriers.

Sky, Road and Railway weather services: Reinforcement of domestic services and marketing activity in Asian markets

###### ▪ BtoS market—Accelerated trans-media service development centering on mobile/Internet media

##### b) Development and evolution of a “out-of-box thinking” weather infrastructure and supporting technologies

###### ▪ TSUNAMI Radar

In consolidated operating results for the fiscal year ended May 31, 2012, we recorded year-over-year increases in revenues and profits. Net sales rose 5.8% to ¥12,911 million. Major factors of the sales increase were strong demand for countermeasures to such weather risks as harsh winter weather, heavy snowfalls and tornadoes; expanded Weather Transportation services despite the adverse effects of yen appreciation in the BtoB market; and the heightened need for the communication-type content service from individual supporters in the BtoS market. Among the Weather Transportation services, the provision of the OSR service (for shipping companies) expanded especially in Japan and Asia to ensure optimum navigation for vessels by meeting safety, fuel-saving and environmental-load-reducing requirements despite the hike of fuel prices.

In addition, our trans-media service development advanced centering on mobile/Internet media, including the reinforcement of fee-based service options along with a major trend of shifting from mobile phones to smartphones and a complete shift to ground digital broadcasting.

During the fiscal year under review, the Company Group actively invested its profit into technology development and the improvement of infrastructure for innovative services in line with the development of global business models. Meanwhile, largely due to a sales increase from the tollgate-type business model (continuous content service), operating income advanced 9.7% year over year to ¥2,903 million, ordinary income rose 7.6% to ¥2,788 million and net income increased 7.3% to ¥1,719 million on a consolidated basis. An activity cost of ¥81 million was posted under

non-operating expenses to support recovery and reconstruction following the Great East Japan Earthquake, and such efforts took place in July 2011 onboard the SHIRASE (a former Antarctic observation ship) mainly at the Onahama Port in Fukushima.

Moreover, during the year under review, assembly of the main body of the world's first private-sector-driven, nano-satellite (WNI Satellite) for monitoring sea ice in the Arctic Ocean was completed and its launch date was set. The satellite will be useful in helping to expand innovative value-creation services. Furthermore, the Company proactively addressed difficult themes for which the market need is strong, such as the deployment and operational start of the TSUNAMI Radar prediction system. The implementation of which was triggered by the Great East Japan Earthquake to early gather precise tsunami-related data and to upgrade our steps to move from the research-and-development level to the commercialization of practical services, by capitalizing on Oklahoma Innovation Center.

Net sales by market segment were as follows:

Market segment	Previous Fiscal Year ended May 31, 2011 (from June 1, 2010, to May 31, 2011)	Fiscal Year ended May 31, 2012 (from June 1, 2011, to May 31, 2012)	Rate of change
	(Millions of yen)	(Millions of yen)	(%)
Transportation Weather	4,220	4,448	5.4
Other weather (excluding Transportation Weather)	1,813	1,792	(1.1)
BtoB market	6,033	6,241	3.4
Mobile/Internet media	3,607	3,741	3.7
Other media	2,559	2,928	14.4
BtoS market	6,166	6,670	8.2
Total	12,200	12,911	5.8
Total of the strategically-focused business	7,827	8,190	4.6

Note: “Transportation Weather” in the BtoB market and “Mobile/Internet media” in the BtoS market are categorized as strategically-focused business.

(Reference) Net sales by region

	Previous Fiscal Year ended May 31, 2011 (from June 1, 2010,	Fiscal Year ended May 31, 2012 (from June 1, 2011, to May 31, 2012)	Rate of change
	(Millions of yen)	(Millions of yen)	(%)
Japan	10,084	10,983	8.9
Europe	1,173	968	(17.4)
Asia & Australia	709	732	3.3
North America	232	226	(2.5)
Total	12,200	12,911	5.8

### **BtoB Market (for corporations):**

In the BtoB market, Transportation Weather (voyage planning, road, railway and sky weather services), for which there is high demand among corporations and individuals as to the social infrastructure and future global evolution is anticipated, is positioned as strategically-focused business, and our efforts are currently focused on these markets. Through the voyage planning service, which was the first service of the Company, we aim to provide all the marine companies worldwide with the Total Fleet Management Service (TFMS), which intends to optimize navigation for whole fleets in terms of safety, punctuality, economy and environmental friendliness.

Given a situation where the focus is on “environment-friendly voyage” despite high fuel prices, the provision of the new OSR service to ensure high efficiency with safety and good fuel consumption has been extended to containers, car carriers and bulk carriers especially in Japan and Asia. In Europe, sales decreased 17.4% year over year mainly due to the termination of an experimental service for tankers and foreign exchange losses although the number of customers for the OSR service increased.

New customers for our sky weather service include Xiamen Airlines and Jetstar Japan Co., Ltd., a Japanese low-cost carrier (LCC), in addition to three leading Chinese airline companies. Sales increased in this market mainly due to the addition of sophisticated service options to existing customers.

In the railway weather service, a new service intended for new customers was offered (e.g., operational plan support, understanding of operating status) to meet a growing need. The need for our road weather service increased as a countermeasure to such risks as harsh winter weather. As a result, sales in the Transportation Weather markets, strategically-focused business, continued to grow with a 5.4% year-over-year increase. Despite foreign exchange losses for sales in countries excluding Japan, net sales of the overall BtoB market increased 3.4% year over year to ¥6,241 million.

### **BtoS Market (for individuals and *Bunshu*\*):**

In the BtoS market, sales increased due to the evolution of weather- and *Bunshu*-focused content services, in which trans-media supporters can participate via diverse media centered on mobile phones. In addition, new *GENSAI* (disaster-mitigating) content services to communicate damage reports and/or effects on transportation facilities attracted attention following such events as the record-setting winter snowfall and the tornado that struck the city of Tsukuba in May. In these circumstances, our “Weathernews Touch” application for smartphones expanded the supporter base, with more than seven million downloads on iPhone- and Android-formatted smartphones. The number of smartphone users of this application increased during the year under review thanks to value-added, fee-based options.

Furthermore, a smartphone-dedicated application *Sora-wo Live* was released. It is suited for *Minna-de Sora-wo Live*, a weather-focused, viewer-participative program currently adopted for the weather programs of 15 broadcast stations. During this program, viewers may answer questions about a variety of weather-related issues by choosing their options via a data broadcast channel or a mobile site. Thus, sales in the mobile/Internet media sector increased 3.7% year over year as we aggressively promoted stakeholder-participation content services, which have already started on ground digital broadcasting, and trans-media service development via mobile phones. As a result, net sales of the overall BtoS market jumped 8.2% year over year to ¥6,670 million.

\*A concept devised in comparison with mass (the public), meaning “differentiated consumers having diverse values.”

### 2) Capital investments

For the fiscal year ended May 31, 2012, the Company Group made capital investments of ¥445 million, a decline of 35.4% from the previous fiscal year. The main investments were for the infrastructure to realize innovative value-creation services, the infrastructure for business continuation and the acquisition of an office building associated with the reengineering works of the Global Center.

### 3) Financing

The necessary funds of the Group for the fiscal year under review were furnished by its own resources. The Company Group paid ¥376 million as repayment of long-term loans payable and redemption of bonds to financial institutions.

4) Transfer of business, absorption-type company split or incorporation-type company split  
Not applicable

5) Business taken over from other companies  
Not applicable

6) Succession of rights and obligations with respect to business of other companies through absorption-type company merger or split

The Company merged by absorption WITH STATION Inc., a consolidated subsidiary thereof, as of December 1, 2011, and succeeded the rights and obligations of this former subsidiary.

7) Acquisition and disposal of shares and other equity interests or subscription rights to shares of other companies  
Not applicable

8) Issues to be addressed

The basic concept of the Company is to be a “Full-Service Weather Company” that encompasses and autonomously provides all content relating to weather, climate change and the environment—from collection to delivery of meteorological data—without relying on government services. In addition, the Group aims to cultivate new markets and services as “Full Services,” which would enable the provision of innovative services in all fields where weather can be significant content. In this context, the mission of the Company is summarized in four items described below:

- a) To be the world’s largest “weather content maker,” creating and supplying the 7 billion people of the world with the most abundant, updated and speediest content services;
- b) To realize “value creation for supporters” and maximize corporate value while developing new markets as the global leader in the weather content market;
- c) To implement a quantum shift from conventional meteorology by putting in orbit the world’s first interactive weather information communications network, through which supporters (individuals and corporations) can participate in the Eye-servation,\* forecasting and delivery processes; and
- d) To realize *Kotozukuri* (new value creation) together with supporters (individuals and corporations) by extending our business fields to include climate change and environmental issues based on meteorology.

\*A coined term that literally means “observation with the participants’ own eyes.”

9) Mid-term vision

Since its foundation, the Company has aimed for “Growth Potential of Business” in its first growth stage (June 1987–May 1995), “Diversification of Business Models” in its second growth stage (June 1995–May 2004) and “Soundness of Profitability” in its third growth stage (June 2004–May 2012). The 27th fiscal year, the year ending May 31, 2013, will be the first year of the fourth growth period during which we will pursue a full-fledged global evolution via “Innovation.” The global evolution of our core weather service (OSR service) will progress together with sky and ground services mainly in Asia in parallel with the evolution of our “out-of-box thinking” infrastructure (Observation + Eye-servation). Our vision for the fourth growth period (projected to last about 10 years starting from June 2012) is as follows:

**Vision for the Fourth Growth Period:**

<Basic strategy for the fourth growth period>

—From a Service Company to a “Service & Infrastructure Company with the Supporters”—

Based on the experience of starting similar businesses in Japan over 25 years, we intend to develop, jointly with significant customers in their respective markets, global businesses centering on Transportation Weather via the systematic operation of the Risk Communication (RC) service and the development of an innovative infrastructure by area (Asia, Europe and the Americas). Each area will have a necessary start-up period of 3–5 years.

a) Areas of focus

<Transportation Weather>

With regard to Transportation Weather services, for which global demand is high, we will create new markets for our innovative value-creation services beyond conventional ideas as the spearhead of global evolution.

First, we believe that Transportation Weather on the sea (voyage planning service) is an “authorized private market” where no government service exists. Although voyage planning service is provided globally, the Company’s present market share is approximately 30% for a total of 20,000 vessels worldwide. In the fourth growth period, we intend to expand value-creation services by offering the OSR service to cover almost 10,000 vessels.

Next, although we already provide Transportation Weather in the sky mainly for several airline companies in Japan and Asia, we intend to extend the service area to Asia, Europe and the Americas in the fourth growth period to raise our global market share.

Moreover, for Transportation Weather on land (road weather and railway weather services), we will globally expand our services, starting from Asia to other areas, for targeted expressways and high-speed railway markets by standardizing the services currently offered in Japan.

Furthermore, we will start marketing activity in Japan on the business potential in the dam/energy/marine construction, which are targeted markets for our “Life infrastructure weather services,” a promising next strategically-focused business. We will also focus on increasing the number of significant customers in these fields.

<Mobile/Internet>

We will globally evolve and extend not only innovative observation infrastructures such as the WNI Satellite and the WITH Radar but also the Eye-servation infrastructure while involving supporters’ participation. Drawing on the trans-media service development technology that has been cultivated in Japan based on mobile phones and smartphones, we will create interactive, network-type weather- and *Bunshu*-focused content services, in which supporters can participate, and globally reinforce our fee-based services.

Strategies by business field:

Business field	Business strategy
Voyage Planning weather	<ul style="list-style-type: none"> <li>▪ Globally provide the OSR service toward the target of 10,000 vessels in the fourth growth period.</li> <li>▪ Create new value-creation services such as the Arctic sailing route.</li> </ul>
Sky weather	<ul style="list-style-type: none"> <li>▪ Expand the relevant services globally, starting from Asia.</li> </ul>
Road weather	<ul style="list-style-type: none"> <li>▪ Globally expand the relevant services in the expressway field based on our experience in Japan.</li> </ul>
Railway weather	<ul style="list-style-type: none"> <li>▪ Evolve the relevant services in the high-speed railway field especially in Asia and Europe.</li> </ul>
Mobile/Internet	<ul style="list-style-type: none"> <li>▪ Promote trans-media service development around mobile terminals.</li> <li>▪ Globally evolve network-type content services, in which supporters can participate.</li> </ul>
Other business	<ul style="list-style-type: none"> <li>▪ Start marketing activity in Japan initially on the business potential in the dam/energy/port markets.</li> </ul>

b) Operation of services (Service Marketing and Infrastructure Marketing)

<Innovative technology and the evolution and operation of the “out-of-box thinking” infrastructure>

To globally evolve our business operations, it is important to create valuable content services that meet the needs of individual and corporate supporters. To that end, we believe that *Kotozukuri*, that is, commercialization while gaining the trust of society, is essential. This



approach (conceive, design, establish and operate an infrastructure together with the parties that actually require countermeasures against risks) is completely different from the conventional one that employs capital investment to establish an infrastructure.

We will therefore collaborate with the U.S.-based Oklahoma Innovation Center and various research organizations, corporations and supporters worldwide and invest in, develop and evolve innovative and flexible infrastructures and technologies, including the WNI Satellite, the WITH Radar and the TSUNAMI Radar, image analysis systems and telecommunication infrastructures. We will also operate such infrastructures 24 hours a day year-round.

#### <Information Technology (IT)>

The latest IT is indispensable as a means to leverage the information that is increasing at an exponential rate every day in view of the progress of new technologies and the expanding infrastructure. Specifically, we will reinforce our IT-related development and operation systems in the fourth growth period with a further focus on “communication, simulation and visualization.”

#### <BCP and the three-axis global structure>

From the viewpoint of our Business Continuity Plan (BCP), we will strengthen functions that support our fourth growth period at the existing operating bases in Oklahoma (the Americas) and Amsterdam (Europe). This strategy aims at establishing highly reliable operating systems by streamlining the three-axis structure in conjunction with the Global Center in Japan.

As for domestic businesses, the improvement work of our operation backup centers (OBCs) in Tokyo and Nagoya, which will function as operating bases in case of an emergency depending on the level of the disaster, was completed. Meanwhile, the system backup center (SBC) in Osaka that accommodates our server systems became operational.

In the fourth growth stage, we will continue to reinforce these backup functions.

#### <Area deployment>

We will concentrate our business efforts on market cultivation and the establishment of infrastructures over 3–5 years for each region in the order of in Asia, Europe and the Americas.

### 10) Outlook for the next period

In the fiscal year ending May 31, 2013, the initial year of the fourth growth period (see 1. (1) 9 “Interim-term vision”), the Company will promote global evolution, as summarized below, by designating Transportation Weather on the sea, in the sky and on the land together as the spearhead for global evolution.

#### <Focusing on our strategically-focused business centering on Transportation Weather and global evolution>

##### ▪ BtoB market

In the voyage planning service, we will evolve the OSR service globally and extend it to containers, car carriers and bulk carriers. In addition, as for Transportation Weather in the sky (sky weather service) and on land (road weather and railway weather services), we will start the provision of services to South Korea, China and Taiwan while promoting marketing activity primarily in Asia.

##### ▪ BtoS market

In response to the change of Japan’s eco-system accompanying the shift from feature phones to smartphones, mobile/Internet media has entered a new phase. Given this trend, we will reinforce the provision of fee-based content, which is compliant with the enhanced use of mobile phones globally, and develop trans-media services. Specifically, we aim to increase the number of fee-paying members through the development and provision of globally available applications and application program interfaces (APIs). In addition, we will strengthen network-participation-type, weather- and *Bunshu*-focused content services, as well as the Eye-servation infrastructure by reinforcing participation-type services.

#### <Evolution of technologies and infrastructure to create new values>

To accelerate the evolution of our strategically-focused businesses, we will continuously streamline the infrastructure to realize innovative value-creation services. Regarding the WNI Satellite, the main body was completed in May 2012 and the first satellite will be launched in November 2012. We will sequentially extend the coverage area of the TSUNAMI Radar system,

of which operation started as a new project in the wake of the Great East Japan Earthquake, from the Tohoku region to other areas for the early detection of tsunami waves. We will start creating new content via the automatic analysis of live-camera images, establishing a feedback method for predictions using cameras installed at many locations, and providing an “sky infrastructure service” to allow flight administrators to grasp precise position data after aircraft (e.g., helicopters) take off, in the sky weather field.

Meanwhile, as for those challenging themes for which solutions are difficult with the current meteorological infrastructure and technologies, we will collaborate with the Oklahoma Innovation Center, other research organizations and corporations toward the development of breakthrough measures and their possible conversion to our services.

As a result of the ongoing initiatives described above, the Group expects to achieve consolidated net sales of ¥13,500 million, operating income of ¥3,300 million, ordinary income of ¥3,300 million and net income of ¥2,000 million for the fiscal year ending May 31, 2013.

#### 11) Initiatives on issues related to the Great East Japan Earthquake

The Company Group, which has as its significant mission to mitigate disaster damage caused by meteorological and terrestrial phenomena, established a special project team internally regarding the earthquake to support individuals and corporations working to restore and reconstruct the devastated areas and/or local activities. During the fiscal year under review, as the first step, we completed the installation of TSUNAMI Radar system devices in the Tohoku region and started system operation. The next step will be the installation of radar and early operation in areas covering the Tokyo metropolitan area, the Tokai region and the Kinki region.

#### (2) Trends in Assets and Income

Item	23rd fiscal year ended May 31, 2009	24th fiscal year ended May 31, 2010	25th fiscal year ended May 31, 2011	26th fiscal year ended May 31, 2012
Net sales (Millions of yen)	11,431	11,824	12,200	12,911
Operating income (Millions of yen)	2,126	2,277	2,647	2,903
Ordinary income (Millions of yen)	2,039	2,257	2,591	2,788
Net income (Millions of yen)	1,181	1,421	1,602	1,719
Net assets (Millions of yen)	4,187	5,410	5,941	7,336
Total assets (Millions of yen)	8,313	8,898	7,901	8,798
Net assets per share (Yen)	¥376.77	¥485.19	¥551.21	¥678.01
Net income per share (Yen)	¥106.40	¥127.69	¥145.73	¥159.01
Return on equity (%)	31.9	29.6	28.2	25.9

### (3) Material Parent Company and Subsidiaries

1) Relationship with a Parent Company  
There is no applicable information.

2) Material Subsidiaries

Company name	Capital	The Company's percentage of equity participation	Principal business
WEATHERNEWS AMERICA INC.	USD 81,644	100.0%	Comprehensive weather information services
WEATHERNEWS U.K. LTD.	GBP 272	100.0%	Comprehensive weather information services
Weathernews Benelux B.V.	EUR 180,000	100.0%	Comprehensive weather information services
WEATHERNEWS AUSTRALIA PTY. LTD.	AUD 30,000	100.0%	Comprehensive weather information services
WEATHERNEWS HONG KONG LIMITED	HKD 1,594,000	100.0%	Comprehensive weather information services
Weathernews Korea Inc.	KRW 653,000,000	97.7%	Comprehensive weather information services
Weathernews Shanghai Co., Ltd.	USD 140,000	100.0%	Comprehensive weather information services
WEATHERNEWS TAIWAN LTD.	TWD 10,000,000	100.0%	Comprehensive weather information services
Weathernews Nepal Pvt. Ltd.	NPR 3,200,000	100.0%	Comprehensive weather information services
Weathernews India Pvt. Ltd.	INR 14,300,000	100.0%	Comprehensive weather information services
WEATHERNEWS SINGAPORE PTE. LTD.	SGD 620,002	100.0%	Comprehensive weather information services

Notes:

1. WEATHERNEWS SINGAPORE PTE. LTD. was established on September 1, 2011.
2. WEATHERNEWS MALAYSIA SDN. BHD. and WEATHERNEWS ITALIA S.P.A. are in the process of liquidation and excluded from consolidation because their effect on the consolidated financial statements is immaterial.
3. WITH STATION Inc. was dissolved after it merged with the Company on December 1, 2011.

## 2. Status of the Company

### (1) Matters Related to Shares of the Company

- 1) Total number of shares authorized to be issued: 47,000,000 shares
- 2) Total number of shares outstanding: 11,844,000 shares  
(no change compared with the previous year)

Note: This number includes 1,024,100 shares of treasury stock.

- 3) Number of shareholders 7,537 persons  
(an increase of 527 persons from the previous year)

#### 4) Major shareholders

Shareholder name	Number of shares	Shareholding ratio (%)
WNI WxBunka Foundation	1,700,000	15.71
WNI Institute Inc.	1,700,000	15.71
The Master Trust Bank of Japan, Ltd. (trust account)	632,900	5.85
Japan Trustee Services Bank, Ltd. (trust account)	512,200	4.73
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	360,000	3.33
The Chiba Bank, Ltd.	360,000	3.33
Taeko Ishibashi	353,800	3.27
Shareholding Association of Weathernews Employee Supporters	335,300	3.10
The Master Trust Bank of Japan, Ltd. (trust account for Weathernews officers)	273,300	2.53
State Street Bank and Trust Company 505019	227,200	2.10
Nippon Life Insurance Company	200,000	1.85
Sumitomo Mitsui Banking Corporation	180,000	1.66

Notes:

1. The shareholding ratio represents the ratio of shares held to the total number of shares outstanding (excluding treasury shares).
2. All of the shares held by The Master Trust Bank of Japan, Ltd. (trust account), and Japan Trustee Services Bank, Ltd. (trust account), are related to the trust services.
3. Shareholding Association of Weathernews Employees, a major shareholder at the end of the year ended May 31, 2011, has been renamed Shareholding Association of Weathernews Employee Supporters.
4. The standing proxy for State Street Bank and Trust Company 505019 is the Tokyo branch of The Hongkong Shanghai Banking Corporation Limited.

- 5) Other important matters related to shares of the company  
There is no applicable information.

## (2) Company Officers

### 1) Directors and Corporate Auditors

(As of May 31, 2012)

Position	Name	Areas of responsibility	Significant concurrent positions
President and Representative Director	Chihito Kusabiraki	Overall management Sales	
Executive Vice President and Representative Director	Jiro Miyabe	Overall management Service operation	Chairman, WNI WxBunka Foundation
Executive Vice President and Director	Takashi Tomura	Accounting and financial affairs	
Director	Yasushi Shiga	Sales in Asia	
Director	Con Carey	Sales in Europe	
Director	Antonio Brizzo	Sales in Europe	
Director	Kiyoteru Morita	BtoS business administration	
Director	Tomohiro Ishibashi	Sales in the United States	
Director	Shugo Matsuo	Outside Director	President, Office Matsuo, Inc. Outside Director, Oricon Inc. COO, Takasago Inc.
Director	Kaichi Isono	Outside Director	Advisor, Seirei Sakura Citizen Hospital
Full-Time Corporate Auditor	Tomoo Yukawa		
Corporate Auditor	Yoshiyuki Tateno	Outside Corporate Auditor	
Corporate Auditor	Hajime Mizuno	Outside Corporate Auditor	President, Chibagin Research Institute Corporation

Notes:

1. There is no material relationship between the Company and the aforementioned entities where Director Shugo Matsuo concurrently holds positions.
2. There is no material relationship between the Company and the aforementioned entity where Director Kaichi Isono concurrently holds a position.
3. There is no material relationship between the Company and the aforementioned entity where Corporate Auditor Hajime Mizuno concurrently holds a position.
4. Pursuant to the provision of Tokyo Stock Exchange Group, Inc., the Company designates Directors Shugo Matsuo and Kaichi Isono as Independent Officers and so registers them with said Exchange.
5. The eldest son of Corporate Auditor Yoshiyuki Tateno is an employee of the Company.

## Consolidated Balance Sheet

(As of May 31, 2012)

(Thousands of yen)

Description	Amount	Description	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current assets</b>	<b>4,832,243</b>	<b>Current liabilities</b>	<b>1,367,685</b>
Cash and deposits	2,020,513	Accounts payable—trade	79,734
Accounts receivable—trade	2,390,687	Current portion of long-term loans payable	107,000
Work in process	60,698	Current portion of bonds	100,000
Supplies	132,163	Lease obligations	12,890
Deferred tax assets	67,986	Accounts payable—other	229,690
Other	193,275	Income taxes payable	556,864
Allowance for doubtful accounts	(33,080)	Provision for loss on liquidation of subsidiaries and affiliates	14,961
<b>Noncurrent assets</b>	<b>3,966,126</b>	Other	266,543
<b>Property, plant and equipment</b>	<b>2,517,650</b>	<b>Noncurrent liabilities</b>	<b>94,610</b>
Buildings and structures	1,161,390	Bonds payable	50,000
Tools, furniture and fixtures	800,629	Long-term loans payable	10,000
Land	413,062	Lease obligations	34,317
Lease assets	2,307	Other	293
Construction in progress	131,738	<b>Total liabilities</b>	<b>1,462,296</b>
Other	8,521	<b>(Net assets)</b>	
<b>Intangible assets</b>	<b>519,205</b>	<b>Shareholders' equity</b>	<b>7,484,512</b>
Software	456,959	Capital stock	1,706,500
Software in progress	35,354	Capital surplus	955,526
Other	26,890	Retained earnings	5,934,628
<b>Investments and other assets</b>	<b>929,270</b>	Treasury stock	(1,112,142)
Deferred tax assets	201,213	<b>Other accumulated comprehensive income</b>	<b>(148,439)</b>
Other	728,303	Foreign currency translation adjustment	(148,439)
Allowance for doubtful accounts	(246)	<b>Total net assets</b>	<b>7,336,073</b>
<b>Total assets</b>	<b>8,798,369</b>	<b>Total liabilities and net assets</b>	<b>8,798,369</b>

## Consolidated Statement of Income

(From June 1, 2011 to May 31, 2012)

(Thousands of yen)

Description	Amount	
Net sales		12,911,820
Cost of sales		7,061,744
<b>Gross profit</b>		<b>5,850,076</b>
Selling, general and administrative expenses		2,946,733
<b>Operating income</b>		<b>2,903,342</b>
Non-operating income		
Interest income	2,062	
Dividends income	672	
Dividends income of insurance	2,484	
Other	4,693	9,912
Non-operating expenses		
Interest expenses	9,934	
Commitment line-related expenses	14,574	
Foreign exchange losses	15,539	
Post-disaster reconstruction support expenses	81,307	
Other	3,393	124,749
<b>Ordinary income</b>		<b>2,788,505</b>
Extraordinary loss		
Loss on retirement of noncurrent assets	3,481	3,481
<b>Income before income taxes and minority interests</b>		<b>2,785,024</b>
Income taxes—current	951,464	
Income taxes—deferred	114,348	1,065,813
<b>Income before minority interests</b>		<b>1,719,210</b>
<b>Net income</b>		<b>1,719,210</b>

## Consolidated Statement of Changes in Net Assets

(From June 1, 2011 to May 31, 2012)

(Thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of June 1, 2011	1,706,500	967,990	4,566,001	(1,156,668)	6,083,824
Changes of items during the fiscal year					
Dividends from surplus			(350,584)		(350,584)
Net income			1,719,210		1,719,210
Disposal of treasury stock		(12,464)		44,526	32,062
Net changes of items other than shareholders' equity					
Total changes of items during the fiscal year	—	(12,464)	1,368,626	44,526	1,400,688
Balance as of May 31, 2012	1,706,500	955,526	5,934,628	(1,112,142)	7,484,512

	Other accumulated comprehensive income		Total net assets
	Foreign currency translation adjustment	Total other accumulated comprehensive income	
Balance as of June 1, 2011	(142,339)	(142,339)	5,941,484
Changes of items during the fiscal year			
Dividends from surplus			(350,584)
Net income			1,719,210
Disposal of treasury stock			32,062
Net changes of items other than shareholders' equity	(6,099)	(6,099)	(6,099)
Total changes of items during the fiscal year	(6,099)	(6,099)	1,394,588
Balance as of May 31, 2012	(148,439)	(148,439)	7,336,073



# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

The Company desires to gain greater support from stakeholders who sympathize with the corporate dream of “Being Together with Seven Billion Supporters” and the projects oriented toward that dream, and intends to expand the number of shareholders in the medium to long term.

In line with its management principles of “high contribution, high profits and high distribution,” the Company determines a policy for the distribution of profits upon comprehensive consideration of the business results for the year and the intentions to make aggressive investments in services, technologies and infrastructure that enable the creation of unconventional value through weather forecasting, secure internal reserves to enhance the Company’s financial standing and expand the return of profits to shareholders/supporters.

The global weather content market, in which the Company operates, is growing. Because the Company adopts the tollgate-type business model (continuous content service), for which sales growth automatically leads to profit growth, we recognize sales growth as an important management indicator and determine the amount of dividends mainly based on sales growth, along with other business results, the payout ratio, dividend yield and so on.

Regarding the dividends for the fiscal year ended May 31, 2012, we will increase the annual dividend to ¥40 per share from ¥30 a year earlier, chiefly due to the record-high sales. Because we already paid an interim dividend of ¥15 per share during the year under review, we will provide ¥25 per share as a year-end dividend.

#### 1. Matters concerning the year-end dividends

(1) Type of property dividends	Cash
(2) Matters concerning the distribution of property dividends to shareholders and the total amount	¥25 per share of common stock of the Company Total amount: ¥270,497,500
(3) Effective date of the distribution of surplus	August 13, 2012

#### 2. Matters concerning the appropriation of surplus

	Account Item	Amount
(1) Surplus to be increased	General reserve	¥1,000,000,000
(2) Surplus to be decreased	Retained earnings brought forward	¥1,000,000,000

## Proposal No. 2: Election of Eleven (11) Directors

The Company's Articles of Incorporation provide that the term of office for Directors be one year. This is intended to clarify the Directors' responsibility for achieving the performance targets of each fiscal year and confirm shareholders' confidence in Directors for each fiscal year.

According to the provision of said Articles of Incorporation, the term of office of ten (10) Directors of the Company will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of eleven (11) Directors.

The candidates for the position of Director are as follows:

### Eleven (11) Candidates for Director

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Chihito Kusabiraki (March 18, 1965)	<p>March 1987 Graduated from Department of Physics, College of Science and Engineering, Aoyama Gakuin University</p> <p>April 1987 Joined the Company</p> <p>April 1993 General Manager, CSS Business Department, Marketing Division</p> <p>June 1993 General Manager, Aviation Business Department, Marketing Headquarters</p> <p>June 1996 General Manager, Disaster Prevention/Aviation Business Division</p> <p>August 1996 Director</p> <p>August 1997 Managing Director</p> <p>August 1999 Executive Vice President and Representative Director</p> <p>September 2006 President and Representative Director (in charge of overall management and sales) (to present)</p> <p>June 2012 President and Representative Director (in charge of overall business in Asia) (to present)</p>	59,837 shares
2	Jiro Miyabe (August 31, 1951)	<p>March 1974 Graduated from Department of Marine Engineering, School of Marine Science and Technology, Tokai University</p> <p>April 1974 Joined Nichiro Gyogyo Kaisha Ltd.</p> <p>June 1976 Joined Ocean Routes Japan Inc.</p> <p>June 1986 Joined the Company</p> <p>June 1996 General Manager, RC Operation Business Division</p> <p>August 1996 Director</p> <p>August 1999 Managing Director</p> <p>April 2004 Managing Director (in charge of business administration and development)</p> <p>February 2008 Executive Vice President and Representative Director (in charge of overall management and service operation) (to present)</p> <p>Significant concurrent position: Chairman, WNI WxBunka Foundation</p>	55,837 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	Takashi Tomura (October 14, 1954)	<p>March 1978 Graduated from Faculty of Economics, Hitotsubashi University</p> <p>April 1978 Joined NKK Corporation</p> <p>July 1991 Manager of Comptrollers Section, Comptrollers Department, NKK Corporation</p> <p>July 1995 Manager of Administration Section, Comptrollers Department, NKK Corporation</p> <p>March 1999 Completed a master's course at Graduate School of Law, Hitotsubashi University</p> <p>April 1999 Joined the Company</p> <p>August 2000 Director</p> <p>August 2001 Managing Director</p> <p>August 2005 Managing Director (in charge of accounting and financial affairs)</p> <p>August 2010 Executive Vice President and Director (in charge of accounting and financial affairs) (to present)</p>	14,821 shares
4	Yasushi Shiga (July 14, 1963)	<p>March 1986 Graduated from Department of Commerce, Takachiho College of Commerce</p> <p>April 1986 Joined Tokyo Ricoh Co., Ltd.</p> <p>March 1992 Joined the Company, Marketing Division</p> <p>July 1999 General Manager, Fukuoka Branch</p> <p>June 2003 Marketing Group Leader</p> <p>August 2005 Director (in charge of the Japanese market)</p> <p>August 2008 Director (in charge of overall business in Asia)</p> <p>June 2012 Director (in charge of Japanese sales) (to present)</p>	21,147 shares
5	Antonio Brizzo (April 15, 1969)	<p>July 1992 Graduated from Department of European Business, BRIGHTON University</p> <p>August 1992 Joined Bureau van Dijk as Business Development Manager</p> <p>January 1997 Joined TNT Global Express as Marketing Manager</p> <p>August 1998 Joined Caterpillar as Operations Manager</p> <p>June 2001 Completed a master's course in e-business management at POLITECNICO DI MILANO</p> <p>February 2004 Joined WEATHERNEWS ITALIA S.P.A.</p> <p>January 2005 Managing Director of WEATHERNEWS ITALIA S.P.A.</p> <p>August 2007 Director of the Company (in charge of overall business in Europe)</p> <p>May 2012 Director of the Company (in charge of sales in Europe)</p>	9,000 shares
6	Kiyoteru Morita (April 6, 1956)	<p>March 1979 Graduated from Department of Marine Science, School of Marine Science and Technology, Tokai University</p> <p>July 1984 Joined Ocean Routes Japan Inc.</p> <p>June 1986 Joined the Company</p> <p>December 1994 General Manager, Forecasting Department, Forecasting Division</p> <p>June 1998 Deputy General Manager, RC Operation Business Division</p> <p>August 1998 Director</p> <p>August 2004 Retired as Director</p> <p>December 2006 Director, WITH STATION Inc.</p> <p>August 2008 Director of the Company (in charge of BtoS service operation) (to present)</p>	51,447 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
7	Tomohiro Ishibashi (March 28, 1975)	<p>March 1998 Graduated from Department of Information and Systems Engineering, Faculty of Science and Engineering, Chuo University</p> <p>April 1998 Joined Hewlett-Packard Japan, Ltd.</p> <p>October 2000 Joined the Company, Marketing Division</p> <p>August 2003 MOBILE Service Group Leader</p> <p>December 2006 Director, WITH STATION Inc.</p> <p>November 2007 Representative Director, WITH STATION Inc.</p> <p>August 2008 Director of the Company (in charge of BtoS business operations)</p> <p>May 2012 Director of the Company (in charge of sales in the United States) (to present)</p>	157,507 shares
8	Masaya Yamamoto (January 15, 1955)	<p>March 1981 Graduated from Department of Aeronautics, Faculty of Engineering, The University of Tokyo</p> <p>March 1986 Completed the doctoral course for aeronautics at Graduate School of Engineering, The University of Tokyo, and obtained a Ph.D. from said university</p> <p>April 1986 Joined Hitachi, Ltd., Space Technology Promotion Division</p> <p>January 1994 Joined the Company</p> <p>September 1994 R&amp;D Group Manager</p> <p>June 1996 SERVVE Group Manager</p> <p>August 1998 Director</p> <p>August 2004 Retired as Director Manager, Project Preparation Office</p> <p>September 2007 In charge of the Company's WNI satellite project (to present)</p>	12,100 shares
9	Hidenori Iwasa (October 26, 1967)	<p>September 1988 Graduated from the Nautical Department, Toba National College of Maritime Technology</p> <p>October 1988 Joined Ocean Routes Japan Inc.</p> <p>January 1994 Joined the Company</p> <p>June 2002 General Manager, Tokyo Branch</p> <p>May 2012 In charge of sales of Voyage Planning services and marketing in Europe (to present)</p>	5,736 shares
10	Daisuke Abe (December 29, 1970)	<p>March 1995 Completed master's course at Graduate School of Science, Hokkaido University</p> <p>April 1995 Joined the Company</p> <p>October 2008 GPE-Corner Group Leader</p> <p>September 2011 In charge of service operation (to present)</p>	6,192 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
11	Shugo Matsuo (February 18, 1938)	<p>March 1961 Graduated from the Faculty of Business and Commerce, Keio University</p> <p>August 1978 Representative Director and Senior Managing Director, EPIC Sony Inc.</p> <p>August 1983 Representative Director and President, CBS/Sony Inc.</p> <p>February 1987 Representative Director and President, Sony Creative Products Inc.</p> <p>January 1992 Representative Director and President, Sony Music Entertainment (Japan) Inc. (SME)</p> <p>June 1996 Representative Director and Chairman, SME</p> <p>January 1998 Representative Director, SME Group Management?</p> <p>June 1999 Advisor, SME</p> <p>August 2000 Director of the Company (to present)</p> <p>April 2001 Auditor, National Museum of Nature and Science</p> <p>August 2008 Director, The Japan Foundation</p> <p>Significant concurrent positions: President, Office Matsuo, Inc. Outside Director, Oricon Inc. Director, Takasago Inc.</p>	10,200 shares

Notes:

1. Shugo Matsuo is a candidate for Outside Director.
2. Shugo Matsuo is registered as an Independent Officer with Tokyo Stock Exchange Group, Inc.
3. Shugo Matsuo was nominated for Outside Director because he has provided useful comments on the management of the Company from a neutral and objective standpoint as an Outside Director based on his knowledge and experience as a corporate manager since he was appointed as Director at the 14th Annual General Meeting of Shareholders held on August 25, 2000, and it was therefore judged that he was qualified for the position. He will have served as an Outside Director of the Company for 12 years at the conclusion of this General Meeting of Shareholders.
4. The Company holds a limited liability agreement with Shugo Matsuo, which restricts the upper limit of the liability for damages of outside directors/corporate auditors to an amount specified by law, pursuant to Article 427, Paragraph 1, of the Companies Act.
5. No material conflict of interest exists between the Company and any of the above candidates.
6. The number of shares held by the above candidates includes the number of those held through the Directors' Shareholding Association (or the Shareholding Association of Weathernews Employee Supporters if the candidate is newly nominated for Director).