

(Securities Code: 4543)
June 3, 2010
TERUMO CORPORATION
44-1, Hatagaya 2-chome, Shibuya-ku, Tokyo, Japan

To Our Shareholders:

Invitation to the 95th Annual General Meeting of Shareholders

This is to inform you of the 95th Annual General Meeting of Shareholders to be held as described below. This document is an abridged translation of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Sincerely yours,

Akira Takahashi
Representative Director

Description

- 1. Date and Time:** Tuesday, June 29, 2010, at 10:00 A.M.
- 2. Place:** Sapia Hall, Tokyo Station Conference
5th Floor, Sapia Tower
7-12, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan
- 3. Agenda of the Meeting**
- Matters to report:**
1. Operations Report, Consolidated Financial Statements, and Audit Report concerning Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors for the 95th Term (from April 1, 2009, to March 31, 2010)
 2. Financial Statements for the 95th Term (from April 1, 2009, to March 31, 2010)
- Matters for approval:**
- | | |
|-------------|--|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Election of 15 Directors |
| Proposal 3: | Election of 1 Corporate Auditor |
| Proposal 4: | Election of 1 Substitute Corporate Auditor |
| Proposal 5: | Payment of Bonuses to Directors |

Consolidated Balance Sheet

(As of March 31, 2010)

(Unit: million yen)

Assets	Liabilities and Net Assets
Assets	Liabilities
Current Assets 230,431	Current Liabilities 99,731
Cash and deposits	Notes and accounts payable - trade
Notes and accounts receivable - trade	Short-term loans payable
Merchandise and finished goods	Lease obligations
Work in process	Income taxes payable
Raw materials and supplies	Provision for bonuses
Deferred tax assets	Provision for directors' bonuses
Other	Differed tax liabilities
Allowance for doubtful accounts	Notes and accounts payable - facilities
Noncurrent Assets 195,076	Other
Property, Plant and Equipment 114,030	Noncurrent Liabilities 8,636
Buildings and structures	Lease obligations
Machinery, equipment and vehicles	Deferred tax liabilities
Land	Provision for retirement benefits
Lease assets	Provision for directors' retirement
Construction in progress	benefits
Other	Other
Intangible Assets 30,129	Total Liabilities 108,367
Goodwill	Net Assets
Other	Shareholders' Equity 337,633
Investments and Other Assets 50,915	Capital Stock 38,716
Investment securities	Capital Surplus 59,030
Deferred tax assets	Retained Earnings 316,703
Other	Treasury Stock (76,817)
	Valuation and Translation Adjustments (20,711)
	Valuation difference on available-for-sale
	securities 2,335
	Foreign currency translation adjustment (23,046)
	Minority Interests 218
	Total Net Assets 317,139
Total Assets 425,507	Total Liabilities and Net Assets 425,507

Consolidated Statement of Income

(From April 1, 2009 to March 31, 2010)

(Unit: million yen)

Item	Amount
Net Sales	316,009
Cost of Sales	149,659
Gross Profit	166,350
Selling, general and administrative expenses	103,067
Operating Income	63,282
Non-operating Income	1,611
Interest income	388
Dividends income	333
Royalty income	142
Equity in earnings of affiliates	81
Incentive income	169
Other	495
Non-operating Expenses	1,281
Interest expenses	169
Sales discounts	574
Foreign exchange losses	84
Loss on disposal of inventories	159
Other	293
Ordinary Income	63,611
Extraordinary Income	6
Gain on sales of noncurrent assets	3
Reversal of allowance for doubtful accounts	3
Extraordinary Loss	212
Loss on disposal of noncurrent assets	189
Loss on valuation of investment securities	1
Impairment loss	20
Income before Income Taxes	63,406
Income taxes - current	22,432
Income taxes - deferred	169
Minority interests in income	82
Net Income	40,721

Consolidated Statement of Changes in Net Assets

(From April 1, 2009 to March 31, 2010)

(Unit: million yen)

Shareholders' equity	
Capital stock	
Balance at the end of previous period	38,716
Changes of items during the period	
Total changes of items during the period	<u> -</u>
Balance at the end of current period	<u>38,716</u>
Capital surplus	
Balance at the end of previous period	59,030
Changes of items during the period	
Total changes of items during the period	<u> -</u>
Balance at the end of current period	<u>59,030</u>
Retained earnings	
Balance at the end of previous period	282,058
Changes of items during the period	
Dividends from surplus	(6,076)
Net income	40,721
Total changes of items during the period	<u>34,645</u>
Balance at the end of current period	<u>316,703</u>
Treasury stock	
Balance at the end of previous period	(76,800)
Changes of items during the period	
Purchase of treasury stock	(17)
Total changes of items during the period	<u>(17)</u>
Balance at the end of current period	<u>(76,817)</u>
Total shareholders' equity	
Balance at the end of previous period	303,005
Changes of items during the period	
Dividends from surplus	(6,076)
Net income	40,721
Purchase of treasury stock	(17)
Total changes of items during the period	<u>34,628</u>
Balance at the end of current period	<u>337,633</u>
Valuation and translation adjustments	
Valuation difference on available-for-sale securities	
Balance at the end of previous period	(5,118)
Changes of items during the period	
Net changes of items other than shareholders' equity	7,454
Total changes of items during the period	<u>7,454</u>
Balance at the end of current period	<u>2,335</u>

(Unit: million yen)

Foreign currency translation adjustment	
Balance at the end of previous period	(19,823)
Changes of items during the period	
Net changes of items other than shareholders' equity	<u>(3,223)</u>
Total changes of items during the period	<u>(3,223)</u>
Balance at the end of current period	<u>(23,046)</u>
Total valuation and translation adjustments	
Balance at the end of previous period	(24,942)
Changes of items during the period	
Net changes of items other than shareholders' equity	<u>4,230</u>
Total changes of items during the period	<u>4,230</u>
Balance at the end of current period	<u>(20,711)</u>
Minority interests	
Balance at the end of previous period	104
Changes of items during the period	
Net changes of items other than shareholders' equity	<u>114</u>
Total changes of items during the period	<u>114</u>
Balance at the end of current period	<u>218</u>
Total net assets	
Balance at the end of previous period	278,166
Changes of items during the period	
Dividends from surplus	(6,076)
Net income	40,721
Purchase of treasury stock	(17)
Net changes of items other than shareholders' equity	<u>4,344</u>
Total changes of items during the period	<u>38,972</u>
Balance at the end of current period	<u>317,139</u>

Reference Documents for the Annual General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

It is proposed that surplus be appropriated as follows:

Matters concerning term-end dividends

With regard to the dividends payable at the end of the term, it has been decided that the dividends be distributed based on the principle of ensuring stable dividend payments to shareholders while maintaining necessary internal reserves in order to reinforce and strengthen the Company's operating foundation in the current difficult business climate and to prepare for future business development.

As a result, it is proposed that ¥16 be paid out per share, as described below. Subsequently, the annual dividends for the term, including the interim dividends of ¥16, shall be ¥32 per share, the same as the previous term.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

¥16 per common share of the Company

Total amount of dividends: ¥3,038,321,072

(3) Effective date of the dividend of surplus

June 30, 2010

Proposal 2: Election of 15 Directors

The term of office of all of the 14 current directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Therefore, the Company will increase the number of directors by 1 to further strengthen the management system and therefore requests the approval of shareholders for the election of 15 directors.

The candidates for director are as follows:

	Name	Position
1	Takashi Wachi	Representative Director and Chairman (present)
2	Yutaro Shintaku	Director and Managing Executive Officer (present)
3	Koji Nakao	Director and Senior Managing Executive Officer (present)
4	Hiroshi Matsumura	Director and Senior Managing Executive Officer (present)
5	Takayoshi Mimura	Director and Managing Executive Officer (present)
6	Akira Oguma	Director and Senior Executive Officer (present)
7	Shogo Ninomiya	Director and Executive Officer (present) President & CEO, Terumo Europe N.V. (present)
8	Kenji Sekine	Director and Executive Officer (present)
9	Hideo Arase	Director and Executive Officer (present)
10	Kuniko Shoji	Senior Executive Officer (present)
11	Toshiaki Takagi	Executive Officer (present)
12	Akira Takahashi	Representative Director and President (present)
13	Takeshi Isayama	Independent Director (present) Chairman, Carlyle Japan L.L.C. (present)
14	Masaharu Ikuta	Independent Director (present) Senior Counselor, Mitsui O.S.K. Lines, Ltd.(present)
15	Tadao Kakizoe	Independent Director (present) President Emeritus of National Cancer Center (present) President of Japan Cancer Society (present)

- Notes: 1. No special conflict of interest exists between candidates and the Company.
2. Mr. Takeshi Isayama, Mr. Masaharu Ikuta, and Mr. Tadao Kakizoe are candidates for independent director.
3. Reasons for the selection of candidates for independent director
(1) Mr. Takeshi Isayama has been selected as a candidate for independent director, as the Company hopes to utilize his extensive knowledge and experience stemming from his career as commissioner of the Patent Office and as a corporate manager in the management of the Company.
(2) Mr. Masaharu Ikuta has been selected as a candidate for independent director, as the Company hopes to utilize his extensive experience as a corporate manager and his broad insight.
(3) Mr. Tadao Kakizoe has been selected as a candidate for independent director as the Company hopes to utilize his expert knowledge and experience, such as his research achievement in the area of cancer treatment.
4. Reasons for believing that the candidate will be able to appropriately execute his duties as independent director even though he has no experience in company management
Mr. Tadao Kakizoe, though he has no experience in company management, has acquired a wealth of experience and broad insight from serving in a medical practice for many years and executing

his duties as President Emeritus of the National Cancer Center. Therefore the Company believes that he will be able to appropriately execute his duties as independent director.

5. Number of years of service as independent director

- (1) Mr. Takeshi Isayama will have served as independent director for five years at the conclusion of this Annual General Meeting of Shareholders.
- (2) Mr. Masaharu Ikuta will have served as independent director for two years at the conclusion of this Annual General Meeting of Shareholders.
- (3) Mr. Tadao Kakizoe will have served as independent director for one year at the conclusion of this Annual General Meeting of Shareholders.

6. Liability limitation contracts with independent directors

In accordance with Article 427, Paragraph 1 of the Corporation Law, the Company has entered into individual contracts with Mr. Takeshi Isayama, Mr. Masaharu Ikuta and Mr. Tadao Kakizoe to apply the statutory limit with respect to liability under Article 423, Paragraph 1 of the aforementioned law. If their reappointment is approved, the Company will renew the liability limitation contracts with them. The limited amount of liability under the contract shall be the amount prescribed in Article 425, Paragraph 1 of the Corporation Law.

Proposal 3: Election of 1 Corporate Auditor

The term of office of Corporate Auditor Mr. Nobuyuki Takai will expire at the conclusion of this Annual General Meeting of Shareholders.

Therefore, the Company newly requests the approval of shareholders for the election of 1 corporate auditor.

The Board of Corporate Auditors has already given consent to the submission of this proposal.

The candidate for corporate auditor is as follows:

	Name	Position
1	Nobuyuki Takai	External Corporate Auditor (present)

- Notes:
- 1. No special conflict of interest exists between corporate auditor candidate Mr. Nobuyuki Takai and the Company.
 - 2. Mr. Nobuyuki Takai is a candidate for external corporate auditor.
 - 3. Reasons for the selection of the candidate for external corporate auditor
Mr. Nobuyuki Takai has been selected as a candidate for external corporate auditor because the Company hopes to entrust him with improving its auditing system through application of his extensive experience as a corporate manager and his broad insight.
 - 4. Mr. Nobuyuki Takai will have served as external corporate auditor for four years at the conclusion of this Annual General Meeting of Shareholders.
 - 5. Liability limitation contracts with external corporate auditor
In accordance with Article 427, Paragraph 1 of the Corporation Law, the Company has entered into a contract with Mr. Nobuyuki Takai to apply the statutory limit with respect to liability under Article 423, Paragraph 1 of the aforementioned law. If his reappointment is approved, the Company will renew the liability limitation contract with him. The limited amount of liability under the contract shall be the amount prescribed in Article 425, Paragraph 1 of the Corporation Law.

Proposal 4: Election of 1 Substitute Corporate Auditor

In order to prevent the risk of the number of incumbent corporate auditors falling short of that required by laws and regulations, the Company requests the approval of shareholders for the election of 1 substitute corporate auditor.

The Board of Corporate Auditors has already given consent to the submission of this proposal.

The candidate for substitute corporate auditor is as follows:

	Name	Position
1	Eizaburo Sano	Lawyer (present)

- Notes:
1. No special conflict of interest exists between substitute corporate auditor candidate Mr. Eizaburo Sano and the Company.
 2. Mr. Eizaburo Sano is a candidate for external corporate auditor.
 3. Reasons for the selection of the candidate for substitute external corporate auditor
Mr. Eizaburo Sano has been selected as substitute external corporate auditor because the Company hopes to entrust him with improving its auditing system through application of the legal knowledge that he has gained throughout his long career as a lawyer, on the assumption that he in fact assumes the position of corporate auditor.
 4. Reasons for believing that the candidate will be able to appropriately execute his duties as external corporate auditor even though he has no experience in company management
Mr. Eizaburo Sano, a lawyer, is well versed in corporate legal practices including corporate governance and has sufficient knowledge to oversee business management. Therefore the Company believes that he will be able to appropriately execute his duties as external corporate auditor.
 5. Liability limitation contracts with substitute external corporate auditor
Assuming that Mr. Eizaburo Sano does in fact assume the office of external corporate auditor, the Company will enter into a contract with him, in accordance with Article 427, Paragraph 1 of the Corporation Law, with a view to applying the statutory limit with respect to liability under Article 423, Paragraph 1 of the aforementioned law. The limited amount of liability under the contract shall be the amount prescribed in Article 425, Paragraph 1 of the Corporation Law.

Proposal 5: Payment of Bonuses to Directors

In view of the Company’s performance for the term, it is proposed that ¥161,500,000 in total be paid to 11 directors (excluding 3 independent directors).