

(Translation)

June 28, 2005

**NOTICE OF RESOLUTION  
AT THE 105<sup>TH</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder,

Ricoh Company, Ltd. hereby informs you of the reports submitted and resolutions reached at its 105<sup>th</sup> ordinary general meeting of shareholders.

Yours faithfully,  
Masamitsu Sakurai,  
*Chairman of the Board and  
Representative Director,  
President and Chief Executive Officer*  
Ricoh Company, Ltd.  
3-6 Nakamagome 1-chome, Ohta-ku, Tokyo

***Reported Items***

1. The Business Report, Consolidated Balance Sheets and Consolidated Statements of Income as well as the results of auditing consolidated financial statements by accounting auditors and the Board of Corporate Auditors for the fiscal year ended March 31, 2005 (April 1, 2004 to March 31, 2005)
2. The Non-Consolidated Balance Sheets and Non-Consolidated Statements of Income for the fiscal year ended March 31, 2005, and the acquisition of treasury shares by resolution of the Board of Directors in accordance with the authorization provided in the Company's Articles of Incorporation.

***Resolved Items***

- Agenda 1: Approval of the proposed appropriation of retained earnings for the fiscal year – Approved as proposed. (Dividend is ¥10 per share)
- Agenda 2: Partial amendment to the Articles of Incorporation – Approved as proposed. (For details of the amendment, please refer to pages 3-4.)
- Agenda 3: Election of one (1) director – Approved as proposed, with the new appointment of Takaaki Wakasugi.

Agenda 4: Granting of retirement allowances to retiring directors and a corporate auditor – Approved as proposed, with the resolution to disburse retirement allowances in appropriate amounts within the set limits according to the standards prescribed by the Company and the past practice, to the retiring directors Makoto Hashimoto, Kiyoshi Sakai, Kazuo Togashi and Yuji Inoue, as well as retiring corporate auditor Hideyuki Takamatsu, in recognition of their services. The details such as amount, timing and manner of payment are to be decided by the Board of Directors regarding directors and to the consultation of corporate auditors regarding the corporate auditor.

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### **Payment of Dividends**

It was resolved at the meeting to pay a dividend of ¥10 per share (¥20 for the full fiscal year). Please review the enclosed postal remittance notification form to receive the dividend payment.

If you specify a bank transfer, we will send you a dividend account statement and a remittance form.

## Details of amendment to the Articles of Incorporation

The details of the amendment are as follows:

(Underlined portions indicate the changes.)

Previous Articles of Incorporation	New Articles of Incorporation
<p style="text-align: center;">Chapter II. Shares</p> <p>(Total Number of Shares to be Issued and Types of Share Certificates)</p> <p>Article 5</p> <ol style="list-style-type: none"> <li>The total number of shares to be issued by the Company is <u>nine hundred and ninety-three million (993,000,000)</u> shares. If any shares are cancelled, the number of shares so cancelled shall be deducted from the total number of shares to be issued.</li> <li>The types of share certificates to be issued by the Company shall be subject to the Share Handling Regulations established by the Board of Directors.</li> </ol> <p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>(Calling of Meeting)</p> <p>Article 12</p> <ol style="list-style-type: none"> <li>The ordinary general meeting of shareholders shall be called in June each year and an extraordinary general meeting of shareholders shall be called as the necessity arises.</li> <li>A general meeting of shareholders shall be called by <u>the President</u> in accordance with the resolution of the Board of Directors.</li> <li>In the event that <u>the President</u> is unable to act, one of the other directors shall call such meeting in the order determined in advance by resolution of the Board of Directors.</li> </ol> <p>(Chairman)</p> <p>Article 14</p> <p><u>The President</u> shall preside over a general meeting of shareholders. In the event that <u>the President</u> is unable to act, one of the other directors shall act in his place in the order determined in advance by resolution of the Board of Directors.</p>	<p style="text-align: center;">Chapter II. Shares</p> <p>(Total Number of Shares to be Issued and Types of Share Certificates)</p> <p>Article 5</p> <ol style="list-style-type: none"> <li>The total number of shares to be issued by the Company is <u>one billion and five hundred million (1,500,000,000)</u> shares. If any shares are cancelled, the number of shares so cancelled shall be deducted from the total number of shares to be issued.</li> <li>(Unchanged)</li> </ol> <p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>(Calling of Meeting)</p> <p>Article 12</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>A general meeting of shareholders shall be called by <u>a Representative Director previously appointed by the resolution of the Board of Directors.</u></li> <li>In the event that <u>the Representative Director as appointed above</u> is unable to act, one of the other directors shall call such meeting in the order determined in advance by resolution of the Board of Directors.</li> </ol> <p>(Chairman)</p> <p>Article 14</p> <p><u>A Representative Director previously appointed by resolution of the Board of Directors</u> shall preside over a general meeting of shareholders. In the event that <u>the Representative Director</u> is unable to act, one of the other directors shall act in his place in the order determined in advance by resolution of the Board of Directors.</p>

Previous Articles of Incorporation	New Articles of Incorporation
<p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>(Number) Article 17 The Company shall have not more than <u>thirty (30)</u> directors.</p> <p><u>(Directors with Specific Titles: Representative Directors)</u> Article 21</p> <p>1. <u>One (1) Chairman, one (1) President, and one (1) or more Executive Vice Presidents, Executive Managing Directors and Managing Directors may be appointed from among the directors by resolution of the Board of Directors.</u></p> <p>2. One (1) or more representative directors shall be appointed by resolution of the Board of Directors.</p> <p>(Calling of Meetings of Board of Directors; Chairman; Resolutions) Article 22</p> <p>1. The Board of Directors shall decide important matters concerning the execution of business and affairs of the Company as well as such matters as are provided for in laws and ordinances.</p> <p>2. A meeting of the Board of Directors shall be called and presided over by <u>the Chairman. In case the office of the Chairman is vacant or in case the Chairman is unable to act, one of the other directors shall act in his place in the order determined in advance by resolution of the Board of Directors.</u></p> <p>3. Notice of a meeting of the Board of Directors shall be dispatched to each director and each statutory auditor three (3) days before the date of the meeting; provided, however, that such meeting may be held without going through the procedure for calling if so agreed by all the directors and the statutory auditors.</p> <p>4. Resolutions at a meeting of the Board of Directors shall be adopted by a majority of the directors present who shall constitute a majority of the total number of directors.</p>	<p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>(Number) Article 17 The Company shall have not more than <u>fifteen (15)</u> directors.</p> <p>(Representative Directors) Article 21 (Deleted)</p> <p>One (1) or more representative directors shall be appointed by resolution of the Board of Directors.</p> <p>(Calling of Meetings of Board of Directors; Chairman; Resolutions) Article 22</p> <p>1. (Unchanged)</p> <p>2. A meeting of the Board of Directors shall be called and presided over by <u>a Director previously appointed by the Board of Directors. In case the Director is unable to act, one of the other directors shall act in his place in the order determined in advance by resolution of the Board of Directors.</u></p> <p>3. (Unchanged)</p> <p>4. (Unchanged)</p>

\* This notice has been translated from the original notice in Japanese. In the event of any discrepancy, the original notice in Japanese shall prevail.

## Appendix

### 1. Representative directors and directors

The Company's representative directors and directors as of June 28, 2005 are as follows:

Chairman of the Board and Representative Director:	Masamitsu Sakurai
Representative Director:	Tatsuo Hirakawa
Director:	Koichi Endo
Director:	Masayuki Matsumoto
Director:	Katsumi Yoshida
Director:	Takashi Nakamura
Director:	Shiroh Kondoh
Director:	Kazunori Azuma
Director:	Zenji Miura
Director (Outside):	Nobuo Mii
Director (Outside):	Takaaki Wakasugi

### 2. Corporate auditors

The Company's corporate auditors as of June 28, 2005 are as follows:

Corporate Auditor (Standing):	Hisaaki Koga
Corporate Auditor (Standing):	Kohji Tomizawa
Corporate Auditor:	Kenji Matsuishi
Corporate Auditor:	Takehiko Wada

Note: Corporate auditors Kenji Matsuishi and Takehiko Wada are outside auditors in accordance with Article 18, Paragraph 1 of the Law for Special Exceptions to the Commercial Code concerning Audit, etc. of Kabushiki Kaisha.

<Reference>

The Company's executive officers as of June 28, 2005 are as follows:

President and Chief Executive Officer	Masamitsu Sakurai	Corporate Vice Presidents	Kohji Sawa
			Yoshimasa Matsuura
Deputy President	Tatsuo Hirakawa		Sadahiro Arikawa
			Norio Tanaka
Corporate Executive Vice Presidents	Koichi Endo		Kenichi Kanemaru
	Masayuki Matsumoto		Daisuke Segawa
	Katsumi Yoshida		Hisashi Takata
	Shiroh Kondoh		Kenichi Matsubayashi
	Kazunori Azuma	<Group Executive Officers>	
	Zenji Miura	Corporate Executive Vice Presidents	
			Makoto Hashimoto
Corporate Senior Vice Presidents	Kiyoshi Sakai		Takashi Nakamura
	Kazuo Togashi	Corporate Senior Vice President	
	Terumoto Nonaka		Yuji Inoue
	Tadatoshi Sakamaki	Corporate Vice Presidents	
	Etsuo Kobayashi		Peter E. Hart
	Hiroshi Tategami		Bernard Decugis
	Haruo Nakamura		Yoichi Shirahata
	Kenji Hatanaka		Hiroshi Tsuruga
	Hideko Kunii		Norihisa Goto
	Hiroshi Kobayashi		Shunsuke Nakanishi
	Susumu Ichioka		Shiroh Sasaki
Corporate Vice Presidents	Kunio Taniguchi		Mitsuhiko Ikuno
	Kiyoto Nagasawa		Yoshihiro Niimura
	Yutaka Ebi		Michel De Bosschere
	Hiroo Matsuda		Toshiaki Katayama
	Hiroshi Adachi		