

Item 10. Directors and Officers of Registrant

- (a) The Company's Articles of Incorporation provide for a Board of Directors of not more than 40 members and for a maximum of seven Corporate Auditors. All Directors and Corporate Auditors are elected at a general meeting of shareholders. The term of office of Directors is for two years and that of Corporate Auditors is for three years. Directors and Corporate Auditors may serve any number of consecutive terms.

The Board of Directors has ultimate responsibility for administration of the Company's affairs. From among its members, the Board of Directors must appoint a President, who shall also be a Representative Director, and may appoint a Chairman of the Board, a Vice Chairman of the Board, Executive Vice Presidents, Senior Vice Presidents and Executive Managing Directors. The Board of Directors may also appoint one or more additional Representative Directors. A Representative Director has authority to represent the Company generally in the conduct of its affairs. The Chairman of the Board, the Vice Chairman of the Board, the President and all the Executive Vice Presidents are currently Representative Directors of the Company.

The Corporate Auditors of the Company are not required to be and are not certified public accountants. Each Corporate Auditor has the statutory duty to examine the financial statements and business reports to be submitted by the Board of Directors at the general meeting of shareholders and also to supervise the administration by the Directors of the Company's affairs. They are entitled to participate in meetings of the Board of Directors but are not entitled to vote.

The Corporate Auditors may not at the same time be Directors, managers or employees of the Company or of any of its subsidiaries. Pursuant to the Japanese Commercial Code, the Company is required to have not less than three Corporate Auditors, at least one of which shall be an "outside auditor." An outside auditor must be a person who has not been a director, manager or employee of the company or any of its subsidiaries for the past five years.

Set forth below are the names of the Company's Directors and Corporate Auditors as of June 29, 1999. All Directors were elected at the Company's general meeting of shareholders held on June 29, 1999. Two Corporate Auditors, Mr. Yoshio Okawara and Mr. Shinji Tamagawa, both qualified to be an outside auditor, were elected at the Company's general meeting of shareholders held on June 27, 1997. The other Corporate Auditors were elected at the Company's general meeting of shareholders held on June 26, 1998.

The Company introduced a new company officer system from April 1, 1999. Under the new system, the Company delegated extensive authority to its individual operational entities and reduced the number of Directors in charge of companywide decision-making and supervision in order to achieve speedier and more effective decisions.

<u>Name and Position with Registrant</u>	<u>Other Position with Registrant</u>	<u>Director/Corporate Auditor since</u>
Chairman of the Board and Representative Director Tsutomu Kanai		June 1985
Vice Chairman of the Board and Representative Director Hiroshi Kuwahara		June 1989
President and Representative Director Etsuhiko Shoyama		June 1991
Executive Vice President and Representative Director Yoshiki Yagi		June 1991
Shigemichi Matsuka		June 1991
Yoshiro Kuwata	General Manager, Corporate Export Regulation Division	June 1993
Yuushi Samuro		June 1993
Takashi Kawamura	General Manager, Power Business Supervisory Division General Manager, Quality Assurance Division	June 1995
Senior Vice President and Director Kazuo Kumagai	General Manager, Secretary's Office	June 1993
Tadashi Ishibashi	President & CEO, Semiconductor & Integrated Circuits	June 1995
Kaichi Murata	General Manager, Finance Dept.	June 1997
Katsukuni Hisano	President & CEO, Power & Industrial Systems	June 1997
Kotaro Muneoka	General Manager, Human Resources Development Dept.	June 1997
Toshihiko Odaka	President & CEO, Information & Telecommunication Systems	June 1997
Corporate Auditor Nobuji Kamachi		June 1995
Iwao Matsuoka		June 1998
Takashi Kashiwagi		June 1998
Kazuo Morita		June 1998
Yoshio Okawara		June 1994
Shinji Tamagawa		June 1994

- (b) There are no family relationships between any Director or Corporate Auditor and any other Director or Corporate Auditor of the Company.

Item 11. Compensation of Directors and Officers

- (a) The aggregate amount of compensation, including bonuses but excluding retirement allowances, paid by Hitachi during the year ended March 31, 1999 to all Directors and Corporate Auditors of the Company who served during that year was ¥894 million.
- (b) In accordance with customary Japanese business practice, when a Director or Corporate Auditor retires, a proposal to pay a lump-sum retirement allowance is submitted at a general meeting of shareholders for approval. After the shareholders' approval is obtained, the amount of the retirement allowance for a Director or Corporate Auditor is fixed by the Board of Directors and the Board of Corporate Auditors and generally reflects his position at the time of retirement, the length of his service as a Director or Corporate Auditor and the retiring member's contribution to the Company's performance. The Company does not set aside reserves for such retirement payments.

Item 12. Options to Purchase Securities from Registrant or Subsidiaries

None

Item 13. Interest of Management in Certain Transactions

None

PART III

Item 15. Defaults upon Senior Securities

None

Item 16. Changes in Securities, Changes in Security for Registered Securities and Use of Proceeds

None