

(Summarized English Translation)

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(Securities Code: 6113)

June 5, 2015

To our shareholders:

Tsutomu Isobe  
President (Representative Director)  
AMADA HOLDINGS CO., LTD.  
200, Ishida, Isehara-shi, Kanagawa, Japan

**Notice of Convocation of the 77th Ordinary General Meeting of Shareholders**

This is to inform you that the 77th Ordinary General Meeting of Shareholders of AMADA HOLDINGS CO., LTD. will be held as follows.

As shareholder who is unable to attend the meeting may exercise his or her voting rights by either of the following manners, please exercise your voting rights, upon examination of the enclosed referential statements, not later than 5:15 p.m. on June 25, 2015 (Thursday).

[Exercise of voting rights by mail]

Please send back the enclosed voting ballot to AMADA HOLDINGS CO., LTD., with due entries thereon indicating assent or dissent with respect to each item of business, so that such voting ballot reaches AMADA HOLDINGS CO., LTD. by the above deadline.

[Exercise of voting rights via the Internet]

Please exercise your voting rights via the Internet, by the above deadline, by accessing the site for exercising voting rights designated by AMADA HOLDINGS CO., LTD. (<http://www.evotep.jp/>).

1. Date:

June 26, 2015 (Friday) at 10:00 a.m.

2. Place:

At the head office of AMADA HOLDINGS CO., LTD. located at 200, Ishida, Isehara-shi, Kanagawa (246 Hall at Forum 246)

### 3. Items of Business:

#### Matters to be Reported:

- (1) Report on the Business Report, the Consolidated Financial Statements, and Reports by the Independent Auditors and the Audit & Supervisory Board regarding the Results of the Audit of the Consolidated Financial Statements for the 77th Fiscal Term (from April 1, 2014 through March 31, 2015)
- (2) Report on the Non-consolidated Financial Statements for the 77th Fiscal Term (from April 1, 2014 through March 31, 2015)

#### Matters to be Resolved:

##### First Item of Business:

Distribution of retained earnings

##### Second Item of Business:

Election of eight (8) Directors

##### Third Item of Business:

Election of four (4) Audit & Supervisory Board Members

##### Fourth Item of Business:

Election of one (1) Alternate Audit & Supervisory Board Member

##### Fifth Item of Business:

Payment of bonuses to Directors

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\* Shareholders attending the meeting are requested to submit the enclosed voting ballot to the receptionist at the place of the meeting.

\* Any amendments to the referential statements for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the Japanese “IR Information” page (<http://www.amadaholdings.co.jp/ir/>) of the website of AMADA HOLDINGS CO., LTD.

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#### <To Institutional Investors>

Please be advised that you may use the “Electronic Voting Platform for Institutional Investors” which is operated by ICJ, Inc. to exercise your voting rights at the General Meeting of Shareholders of AMADA HOLDINGS CO., LTD.

**Referential Statements for General Meeting of Shareholders**

First Item of Business:

Distribution of retained earnings

Our policy is to develop a solid management foundation in view of sustainable growth, and to maximize corporate value. Therefore, the management believes that it is important to improve capital efficiency while maintaining a financial soundness. The management is currently aiming at maximizing profit by focusing on strengthening profitability, based on the medium-term management plan. At the same time, our policy is to control the increase of net assets, and to improve capital efficiency.

To be more precise, we have modified the target for the dividend payout ratio, from the previous 30-50% to 50%.

Pursuant to the above policy, for the current dividends, on the grounds that the consolidated net profit recorded 18,423 million yen, up 51.2% from the previous term, the management proposes to pay the annual dividend of 26 yen per share, 6 yen increase from the previous term to pay a year-end dividend of thirteen (13) yen per share for the Fiscal Term, and having already paid 13 yen as an interim dividend.

Matters concerning the year-end cash dividend:

(1) Kind of property:

Monetary distribution

(2) Matters concerning the allocation of properties to be distributed to shareholders and the total amounts thereof:

JPY13 per common share

JPY4,854,962,424 in total

(3) Effective date of distribution of retained earnings:

June 29, 2015

Second Item of Business:

Election of eight (8) Directors

The number of Directors of the Company was eight (8) at the time of the reorganization into a holding company structure as of April 1, 2015; however, as Mr. Tomohiro Yano retired after he passed away on April 20, 2015, the current number of Directors is seven (7).

As the term of office for all of the seven (7) Directors will expire at the close of this general meeting of shareholders, the election of eight (8) Directors, which aims to add one (1) Director in order to maintain the management setup as of the start of a holding company structure, is proposed.

Under the Articles of Incorporation of the Company, the number of Directors of the Company shall not exceed ten (10).

The candidates for the Directors are as follows:

Name (Date of Birth)	Current Position	No. of Shares of AMADA HOLDINGS CO., LTD. Held (shares)
Mitsuo Okamoto (June 13, 1943)	Chairman & CEO (to be reelected)	119,338
Tsutomu Isobe (May 19, 1961)	President (to be reelected)	50,000
Atsushige Abe (February 17, 1962)	Senior Managing Director (to be reelected)	30,000
Koji Yamamoto (January 29, 1961)	Director (to be reelected)	17,000
Kazuo Nakamura (November 29, 1954)	Director (to be reelected)	5,500
Yasuhiro Kawashita (April 6, 1958)	Executive Officer (to be newly elected)	24,719
Toshitake Chino (October 17, 1946)	Outside Director (to be reelected)	0
Hidekazu Miyoshi (July 17, 1950)	Outside Director, Patent Attorney (to be reelected)	9,033

(Note) 1. Mr. Toshitake Chino is a candidate for Outside Director, and the matters concerning Mr. Chino are as follows:

(1) Reasons for nomination as a candidate for Outside Director

The management believes that, in the Company's management, Mr. Chino would, as Outside Director, be able to use his expertise and experience as editor and company manager at NIKKAN KOGYO SHIMBUN, LTD., a general information-management institution in industrial society, with newspapers being its core medium. In addition, we have determined that he is very independent from the management.

(2) Reasons for determining that Mr. Chino is very independent as Outside Director

- (i) Mr. Chino and all of his family members (including family members within two degrees of kinship, the same shall apply hereinafter) have never received any economic benefits, such as the Company group's (the Company and its affiliated companies, the same shall apply hereinafter) remuneration, consideration for services or transactions, stock options, etc., in the past.
    - (ii) Mr. Chino and all of his family members have never assumed any executive roles (including non-business executors) at the Company group in the past.
    - (iii) Transactions have taken place, such as payment of advertisement fees from the Company group, with NIKKAN KOGYO SHIMBUN, LTD., where Mr. Chino served as Representative Director and President; however, the transaction amounts were small, and only constituted less than one (1) percent of its sales or the Company group's selling, general and administrative expenses.
    - (iv) Mr. Chino retired from NIKKAN KOGYO SHIMBUN, LTD. more than four (4) years ago, and presently does not assume any positions at such company.
    - (v) NIKKAN KOGYO SHIMBUN, LTD. is not a shareholder of the Company.
  - (3) Mr. Chino is an incumbent Outside Director, and has served as Outside Director for one (1) year.
2. Mr. Hidekazu Miyoshi is a candidate for Outside Director, and the matters concerning Mr. Miyoshi are as follows:
- (1) Reasons for nomination as a candidate for Outside Director

The management believes that, in the Company's management, Mr. Miyoshi would, as Outside Director, be able to use his expertise in intellectual property rights, and as a business manager of a patent office. In addition, we have determined that he is very independent from the management of the Company.
  - (2) Reasons for determining that Mr. Miyoshi is very independent as Outside Director
    - (i) Mr. Miyoshi and all of his family members have never received any economic benefits, such as the Company group's remuneration, consideration for services or transactions, or stock options, etc., in the past.
    - (ii) Mr. Miyoshi and all of his family members have never assumed any executive roles at the Company group in the past.
    - (iii) Transactions have occurred, such as payment of fees for patent applications, etc. and various research services related to intellectual property rights, with Miyoshi International Patent Office, where Mr. Miyoshi serves as Chairman, and with the affiliated companies thereof, where Mr. Miyoshi serves as the Representative Director (hereinafter referred to

as the “Patent Office”); however, the transaction amounts were small, and only constituted less than one (1) percent of the selling, general and administrative expenses of the Company group. They were also less than two (2) percent of sales of the Patent Office.

(iv) The Patent Office is not a shareholder of the Company.

- (3) Mr. Miyoshi is an incumbent Outside Director, and has served as Outside Director for three (3) months.
3. Agreements for limitation of liability with Outside Directors  
Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Messrs. Toshitake Chino and Hidekazu Miyoshi to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreements is the amount provided for in laws and regulations. On condition that their reelection is approved, the Company plans to renew the agreements with both of them.
4. Messrs. Toshitake Chino and Hidekazu Miyoshi, both incumbent Outside Directors, have been notified as Independent Officers stipulated by the regulation of the Tokyo Stock Exchange, Inc.

Third Item of Business:

Election of four (4) Audit & Supervisory Board Members

As the term of office for all of the four (4) Audit & Supervisory Board Members will expire at the close of this general meeting of shareholders, the election of four (4) Audit & Supervisory Board Members is proposed.

The content of this item of business is to request the reelection of four (4) incumbent Audit & Supervisory Board Members.

With respect to this item of business, the consent of the Audit & Supervisory Board has been obtained.

The candidates for the Audit & Supervisory Board Members are as follows:

Name (Date of Birth)	Current Position	No. of Shares of AMADA HOLDINGS CO., LTD. Held (shares)
Takaya Shigeta (September 26, 1951)	Full-time Audit & Supervisory Board Member (to be reelected)	28,650
Kiyoshi Takeo (February 21, 1954)	Full-time Audit & Supervisory Board Member (to be reelected)	3,000
Masanori Saito (August 12, 1944)	Outside Audit & Supervisory Board Member, Certified Public Tax Accountant (to be reelected)	0
Akira Takenouchi (May 26, 1947)	Outside Audit & Supervisory Board Member, Attorney-at-Law (to be reelected)	0

(Note) 1. Mr. Masanori Saito is a candidate for Outside Audit & Supervisory Board Member, and the matters concerning Mr. Saito are as follows:

(1) Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

The management believes that, in carrying out his duties, Mr. Saito would, as Outside Audit & Supervisory Board Member, be able to use his experience based on his long career as a public official dealing with tax matters, where he maintained a fair and neutral attitude, and his expertise as a certified public tax accountant. In addition, we have determined that he is very independent from the management.

(2) Reasons for determining that Mr. Saito is very independent as Outside Audit & Supervisory Board Member

(i) Mr. Saito and all of his family members have never received any economic benefits, such as the Company group's remuneration, consideration for services or transactions, stock options, etc., in the past.

(ii) Mr. Saito and all of his family members have never assumed

any executive roles at the Company group in the past.

(iii) There are no transaction relationships between Saito Masanori Certified Public Tax Accountant Office, where Mr. Saito operates, and the Company.

(3) Mr. Saito is an incumbent Outside Audit & Supervisory Board Member, and has served as Outside Audit & Supervisory Board Member for five (5) years.

(Note) 2. Mr. Akira Takenouchi is a candidate for Outside Audit & Supervisory Board Member, and the matters concerning Mr. Takenouchi are as follows:

(1) Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

The management believes that, in carrying out his duties, Mr. Takenouchi would, as Outside Audit & Supervisory Board Member, be able to use his experience as an attorney-at-law for many years and his specialized expertise of corporate law. In addition, we have determined that he is very independent from the management.

(2) Reasons for determining that Mr. Takenouchi is very independent as Outside Audit & Supervisory Board Member

(i) Mr. Takenouchi and all of his family members have never received any economic benefits, such as the Company group's remuneration, consideration for services or transactions, or stock options, etc., in the past.

(ii) Mr. Takenouchi and all of his family members have never assumed any executive roles at the Company group in the past.

(iii) There are no transaction relationships between Tsuji Makoto Law Firm, where Mr. Takenouchi is a member, and the Company.

(3) Mr. Takenouchi is an incumbent Outside Audit & Supervisory Board Member and has served as Outside Audit & Supervisory Board Member for one (1) year.

3. Agreements for limitation of liability with Outside Audit & Supervisory Board Members

Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Messrs. Masanori Saito and Akira Takenouchi to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreements is the amount provided for in laws and regulations. On condition that their reelection is approved, the Company plans to renew the agreements with both of them.

4. Messrs. Masanori Saito and Akira Takenouchi, both incumbent Audit & Supervisory Board Members, have been notified, as Independent Officers stipulated by the regulation of the Tokyo Stock Exchange, Inc.



Fourth Item of Business:

Election of one (1) Alternate Audit & Supervisory Board Member

To prepare for the case where the number of Audit & Supervisory Board Members of the Company falls short of such number as is required by law or regulation, the election of one (1) Alternate Audit & Supervisory Board Member is proposed.

The assumption of office as Alternate Audit & Supervisory Board Member by Mr. Makoto Murata, the candidate, is subject to the condition that there be a deficiency in the number of Audit & Supervisory Board Members required by law or regulation. His term of office shall expire when the term of office of the retiring Audit & Supervisory Board Member would have otherwise expired. This resolution shall be effective until the opening of the next ordinary general meeting of shareholders.

With respect to this item of business, the consent of the Audit & Supervisory Board has been obtained.

The candidate for Alternate Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Current Position	No. of Shares of AMADA HOLDINGS CO., LTD. Held (shares)
Makoto Murata (August 17, 1947)	Former Professor at The University of Electro-Communications	0

(Note) Mr. Makoto Murata is a candidate for Outside Audit & Supervisory Board Member, and the matters concerning Mr. Murata are as follows:

(1) Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

The management believes that in carrying out his duties, Mr. Murata would, as Outside Audit & Supervisory Board Member, be able to take advantage of his in-depth and particular knowledge of mechanical engineering, and sophisticated insight as an educator. In addition, Mr. Murata is also in a highly independent position from the management.

(2) Reasons for determining that Mr. Murata is very independent as Outside Audit & Supervisory Board Member

(i) Mr. Murata and all of his family members have never received any economic benefits, such as the Company group's remuneration, consideration for services or transactions, or stock options, etc. in the past.

(ii) Mr. Murata and all of his family members have never assumed any executive roles of the Company group in the past.

(3) Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Murata to limit his liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, if Mr. Murata assumes the

office of Outside Audit & Supervisory Board Member. The limit of liability under the agreement will be the amount provided for in laws and regulations.

- (4) Mr. Murata will be notified as an Independent Officer stipulated by the regulation of the Tokyo Stock Exchange, Inc., if Mr. Murata assumes the office of Outside Audit & Supervisory Board Member.

Fifth Item of Business:

Payment of bonuses to Directors

In consideration of the business results for the fiscal term, the status of distribution of dividends, and other various factors, the management proposes the payment of bonuses to six (6) Directors, excluding Outside Directors, incumbent as of the end of the fiscal term, totaling one hundred eighty four million two hundred and thirty thousand (184,230,000) yen.

- End -