

Note: This document has been translated from a part 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3132)
June 6, 2017

To Shareholders with Voting Rights:

Kiyoshi Nakashima
President and Representative Director
MACNICA FUJI
ELECTRONICS HOLDINGS, INC.
6-3, Shinyokohama 1-chome, Kohoku-ku,
Yokohama-shi, Kanagawa

NOTICE OF THE 2ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 2nd Annual General Meeting of Shareholders of MACNICA FUJI ELECTRONICS HOLDINGS, INC. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet. Please review the “Reference Documents for the General Meeting of Shareholders” described hereinafter, and exercise your voting rights no later than 5:00 p.m. on Monday, June 26, 2017, Japan time.

1. Date and Time: Tuesday, June 27, 2017 at 10:00 a.m. Japan time

2. Place: Queen’s Hall, 2nd floor, South Building, Shin Yokohama Kokusai Hotel
18-1, Shinyokohama 3-chome, Kohoku-ku, Yokohama-shi, Kanagawa, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Company’s 2nd Fiscal Year (April 1, 2016 - March 31, 2017), and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 2nd Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Nine (9) Directors

- ◎ The reception will open at 9:00 a.m.
- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue.
- ◎ On the day of the meeting, staff may be wearing light attire (“Cool Biz”). We appreciate your understanding, and also encourage shareholders to attend in light attire.
- ◎ Regarding Disclosure of “Notes” on the Internet
Of the documents to be provided with this Notice of Convocation, “Matters Related to the Company's Share Options, etc.” and “System to Ensure Adequacy of Business and the Operational Status” of the Business Report, “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements, and “Non-consolidated Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements are posted on the Company’s website (<http://www.macfehd.co.jp/ir/ja/Top.html>) in accordance with the stipulations of applicable laws and regulations and Article 16 of the Company’s Articles of Incorporation, and are not included in the attached documents.
Furthermore, the attached documents to be posted on the above website have been audited by the Audit & Supervisory Board and the Accounting Auditor in preparing the audit report, as part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements.
Subsequent amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements, if any, will be listed on the above website.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy for dividends is to secure the required internal reserves to further enrich and strengthen future business expansion and the management structure while returning profits as much as possible to shareholders, with the focus of continuing stable dividends in consideration of all factors concerned.

Based on the above basic policy, in view of trends in business results for the fiscal year under review and the future business environment, the Company proposes year-end dividends as shown below.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
17.5 yen per share of common stock
Total dividends of 964,439,770 yen
Furthermore, as 17.5 yen per share has been paid as interim dividends in December 2016, annual dividends will be 35 yen per share for the fiscal year under review.
- (3) Effective date of distribution of surplus
June 28, 2017

Proposal 2: Election of Nine (9) Directors

The terms of office of all the eleven (11) Directors will expire at the conclusion of the Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors (of which, one (1) is Outside Director).

The candidates for Directors are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Haruki Kamiyama	[Reappointment]	Chairman of the Board
2	Kunio Ikisu	[Reappointment]	Vice Chairman of the Board
3	Kiyoshi Nakashima	[Reappointment]	President and Representative Director
4	Shigeyuki Sano	[Reappointment]	Director
5	Eiichi Nishizawa	[Reappointment]	Director
6	Fumihiko Arai	[Reappointment]	Director
7	Shinichi Onodera	[Reappointment]	Director
8	SEU, DAVID DAEKYUNG	[Reappointment]	Director
9	Toyokazu Terada	[Reappointment] [Outside Director] [Independent Director]	Outside Director

No.	Name (Date of birth)	Career Summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Haruki Kamiyama (February 5, 1946) [Reappointment]	February 1975 Founded Macnica, Inc. as President and CEO June 2008 Chairman and CEO, Macnica, Inc. June 2010 Director and Chairman, Macnica, Inc. (to present) January 2013 Founded Kamiyama Foundation as Chairman (to present) April 2015 Chairman of the Board, the Company (to present) [Significant concurrent positions] Director and Chairman, Macnica, Inc. Chairman, Kamiyama Foundation	16,435,875
[Reason for nomination as candidate for Director] Mr. Haruki Kamiyama is the founder of Macnica, Inc. and later served as President and CEO, Chairman and CEO of Macnica, Inc., and concurrently serves as Chairman of the Board of the Company in accordance with its establishment. As a manager, he possesses many years of experience and broad knowledge in management in general. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.			
2	Kunio Ikisu (November 14, 1940) [Reappointment]	April 1964 Joined Rikei Corporation September 1970 Established Fuji Electronics Co., Ltd. as President and COO November 1980 Representative Director, FUJI ELECTRONICS AMERICA INC. (to present) February 1984 Representative Director, FUJI SEMICONDUCTORS CO. LTD. (to present) October 1999 Representative Director, CRESTRONICS CO., LTD. (to present) February 2003 Representative Director, TOKYO DENSHI HANBAI CO., LTD. (to present) July 2004 Chairman of the Board of Directors, FUJI ELECTRONICS SHANGHAI CO., LTD. (to present) May 2005 Chairman & CEO, Fuji Electronics Co., Ltd. (to present) September 2012 Representative Director, FUJI SEMICONDUCTOR (THAILAND) CO., LTD. (to present) April 2015 Vice Chairman of the Board, the Company (to present) September 2015 Outside Director, Création Capital, Inc. (to present) [Significant concurrent positions] Chairman & CEO, Fuji Electronics Co., Ltd. Outside Director, Création Capital, Inc.	10,000
[Reason for nomination as candidate for Director] Mr. Kunio Ikisu is the founder of Fuji Electronics Co., Ltd. and later served as President and COO, Chairman & CEO of Fuji Electronics Co., Ltd., and concurrently serves as Vice Chairman of the Board of the Company in accordance with its establishment. As a manager, he possesses many years of experience and broad knowledge in management in general. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.			

No.	Name (Date of birth)	Career Summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Kiyoshi Nakashima (March 13, 1955) [Reappointment]	April 1981 May 1991	Joined Macnica, Inc. Director and Component First Business Department General Manager, Macnica, Inc.	71,295
		April 1999 June 2003 March 2004 April 2005 June 2008 April 2015 [Significant concurrent positions] President and CEO, Macnica, Inc.	Director and Network Business General Manager, Macnica, Inc. Managing Director, Macnica, Inc. Representative Director, Macnica Networks Corp. Executive Vice President, Macnica, Inc. Representative Director, ALTIMA Corp. President and CEO, Macnica, Inc. (to present) President and Representative Director, the Company (to present)	
[Reason for nomination as candidate for Director] Mr. Kiyoshi Nakashima has served as President and CEO of Macnica, Inc. since 2008 and concurrently serves as President and Representative Director of the Company since 2015 in accordance with its establishment. He possesses extensive experience and achievements as top management and broad knowledge in the management of electronics trading companies in general. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.				
4	Shigeyuki Sano (June 9, 1959) [Reappointment]	April 1981 March 1995 June 1997	Joined Macnica, Inc. General Manager of Accounting Division, Macnica, Inc. Director and General Manager of Accounting Division, Macnica, Inc.	45,795
		June 2003 April 2007 April 2015 [Significant concurrent positions] Director, Macnica, Inc.	Director, in charge of General Affairs, Macnica, Inc. Director, Macnica, Inc. (to present) Director, the Company (to present)	
[Reason for nomination as candidate for Director] Since joining Macnica, Inc., Mr. Shigeyuki Sano has engaged in accounting and general affairs operations and possesses high-level knowledge and expertise in the fields of accounting and business management as an officer in charge of administration divisions of Macnica, Inc. In addition, he has served as Director of the Company since 2015 in accordance with its establishment. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.				
5	Eiichi Nishizawa (March 26, 1957) [Reappointment]	April 1982 December 1999 May 2001 May 2006	Joined Toho Mutual Life Insurance Company (currently The Gibraltar Life Insurance Co., Ltd.) Joined Fuji Electronics Co., Ltd. Head of Strategic Planning Office, Fuji Electronics Co., Ltd. Executive Officer, Head of Strategic Planning Office and General Manager of General Affairs Div., Fuji Electronics Co., Ltd.	300
		May 2010 May 2011 May 2014 April 2015 [Significant concurrent positions] Managing Director, Fuji Electronics Co., Ltd.	Senior Executive Officer and General Manager of Strategic Planning Div., Fuji Electronics Co., Ltd. Director and General Manager of Financial & Accounting Div., Fuji Electronics Co., Ltd. Managing Director and CFO, Fuji Electronics Co., Ltd. (to present) Director, the Company (to present)	
[Reason for nomination as candidate for Director] Since joining Fuji Electronics Co., Ltd., Mr. Eiichi Nishizawa has engaged in strategic planning, personnel, and accounting operations and possesses extensive experience and knowledge in management in general as a director in charge of administration divisions. In addition, he has served as Director of the Company since 2015 in accordance with its establishment. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.				

No.	Name (Date of birth)	Career Summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Fumihiko Arai (January 4, 1965) [Reappointment]	<p>March 1990 Joined Macnica, Inc. June 2003 Director and General Manager of Strategic Business, ALTIMA Corp. April 2006 Director and Vice President, ALTIMA Corp. June 2007 President and CEO, ALTIMA Corp. April 2011 Executive Officer, Macnica, Inc. June 2011 Director, Macnica, Inc. (to present) April 2015 Director, the Company (to present) [Significant concurrent positions] Director, Macnica, Inc.</p>	750
<p>[Reason for nomination as candidate for Director] Since joining Macnica, Inc., Mr. Fumihiko Arai has engaged in marketing and sales of the semiconductor business and served as President and CEO of ALTIMA Corp., a subsidiary of Macnica, Inc., and Director of Macnica, Inc. with extensive experience and knowledge in management in general. In addition, he has served as Director of the Company since 2015 in accordance with its establishment. For these reasons, the Company has judged that he is qualified for promoting the Group's management into the future, and has therefore renominated him as a candidate for Director.</p>			
7	Shinichi Onodera (January 8, 1956) [Reappointment]	<p>April 1978 Joined Wacoal Corp. December 1983 Joined Crown Leasing corporation December 1987 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.) April 2010 Joined Fuji Electronics Co., Ltd. as General Manager of General Affairs Div., Fuji Electronics Co., Ltd. May 2010 Executive Officer and General Manager of General Affairs Div., Fuji Electronics Co., Ltd. May 2011 Executive Officer and Deputy General Manager of Marketing Sector, Fuji Electronics Co., Ltd. May 2012 Director and Deputy General Manager of Sales Management Sector, Fuji Electronics Co., Ltd. May 2014 Managing Director, Fuji Electronics Co., Ltd. (to present) April 2015 Director, the Company (to present) [Significant concurrent positions] Managing Director, Fuji Electronics Co., Ltd.</p>	0
<p>[Reason for nomination as candidate for Director] Mr. Shinichi Onodera has engaged in international finance business at Japanese financial institutions, and after joining Fuji Electronics Co., Ltd., he possesses extensive experience and knowledge as a director in charge of marketing for the semiconductor business. In addition, he has served as Director of the Company since 2015 in accordance with its establishment. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.</p>			
8	SEU, DAVID DAEKYUNG (November 23, 1959) [Reappointment]	<p>September 1986 Joined Merrill Lynch & Co., Inc. (Investment Banking Division, New York, USA) October 1990 Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited) February 2000 Director, Sumishin Investment Co., Ltd. (currently Sumitomo Mitsui Trust Investment Co., Ltd.) (to present) June 2007 Director, Macnica, Inc. (to present) April 2015 Director, the Company (to present) [Significant concurrent positions] Director, Macnica, Inc. Director, Sumitomo Mitsui Trust Investment Co., Ltd.</p>	0
<p>[Reason for nomination as candidate for Director] Mr. SEU, DAVID DAEKYUNG has abundant overseas experience and additionally possesses extensive knowledge and expertise in global business from his experience in engaging in investment banking business, etc. In addition to serving as Director of Macnica, Inc., he has served as Director of the Company since 2015 in accordance with its establishment. For these reasons, the Company has judged that he is qualified for promoting the Group's management, and has therefore renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career Summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	<p>Toyokazu Terada (September 19, 1963)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>April 1988 Joined ITOCHU Corporation</p> <p>April 2004 Senior Vice President, ITOCHU Technology, Inc.</p> <p>May 2006 Managing Director, ITOCHU Technology Ventures, Inc.</p> <p>October 2013 Chief Executive Officer, A2O, Inc. (to present)</p> <p>June 2015 Outside Director, the Company (to present)</p> <p>[Significant concurrent positions] Chief Executive Officer, A2O, Inc.</p>	0
	<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Toyokazu Terada has extensive experience in domestic and overseas investment through his venture capital business, and the Company has received advice and opinions on the management of the Company from a global perspective. In addition, he has fulfilled his role in overseeing the execution of operation of the Company from an independent standpoint. The Company renominated him as a candidate for Outside Director so that he will oversee management towards sustainable improvement of the Group's corporate value into the future. Mr. Toyokazu Terada is currently an Outside Director of the Company, and his term of office will be one year at the conclusion of this General Meeting of Shareholders.</p>		

(Notes)

1. There are no special conflicts of interest between the Company and each candidate for Director.
2. The Company has appointed Mr. Toyokazu Terada as an Independent Director as prescribed by the Tokyo Stock Exchange and submitted a notification of appointment to the same Exchange.
3. The Company has entered into a liability limitation agreement with Mr. Toyokazu Terada pursuant to Article 28 of the Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability as prescribed by laws and regulations.