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(Stock Exchange Code 8050)

June 9, 2015

To Shareholders with Voting Rights:

Yoshinobu Nakamura
President
Seiko Holdings Corporation
5-11, Ginza 4-chome, Chuo-ku, Tokyo

**NOTICE OF
THE 154TH ORDINARY 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 154th Ordinary General Meeting of Shareholders of Seiko Holdings Corporation (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. If exercising your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it, so that it is received by 6 p.m. on Thursday, June 25, 2015, Japan time.

1. Date and Time: Friday, June 26, 2015, at 10 a.m. Japan time

2. Place: Toranomom Hills Forum Hall B
Toranomom Hills Mori Tower 4F
23-3, Toranomom 1-chome, Minato-ku, Tokyo, Japan
*Please note that the venue has changed from previous year.

3. Meeting Agenda:

Matters to be reported: The Business Report, Non-consolidated Financial Statements, Consolidated Financial Statements for the Company's Fiscal Year Ended on March 31, 2015 (from April 1, 2014 to March 31, 2015) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

Proposals to be resolved:

Proposal 1: Dividend of Surplus
Proposal 2: Election of 12 Directors
Proposal 3: Election of Two (2) Corporate Auditors

4. Decisions Concerning Convocation

- (1) Should you choose to exercise your voting rights via a proxy, you may designate a shareholder other than yourself, who is entitled to vote with respect to the Company, as your proxy. In such case, please have the proxy submit a Power of Attorney together with your Voting Rights Exercise Form to the reception desk.
- (2) Should you diversely exercise your voting rights, please notify the Company in writing to this effect, together with the reason thereof, at least three days prior to the date of the General Meeting of Shareholders.

©When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

©Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website (English: <http://www.seiko.co.jp/en/ir/>), (Japanese: <http://www.seiko.co.jp/ir/>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Dividend of Surplus

The Company has a policy to provide consistent dividend payments while considering the consolidated business results for the year under review and taking into account the enrichment of internal reserves to strengthen our management foundation. Based on this policy, with regard to the year-end dividend for the fiscal year under review, we hereby propose to distribute the surplus as described below.

The amount distributed to shareholders for the year under review, including the interim dividend, would be 10 yen per share.

Matters related to the year-end dividend

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and its total amount
Amount per common share 7.5 yen
Total amount of dividends 1,550,615,182 yen
- (3) Effective date of distribution of surplus June 29, 2015

Proposal 2: Election of 12 Directors

The terms of office of all the 11 Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose the election of 12 Directors, adding one Director to further promote and reinforce the management structure of the Company.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Shinji Hattori (January 1, 1953)	April 1975 Joined Mitsubishi Corporation July 1984 Joined Seikosha Co., Ltd. (currently Seiko Clock Inc. and Seiko Precision Inc.) January 1996 Director of Seiko Precision Inc. June 2001 President of Seiko Precision Inc. June 2003 President & CEO of SEIKO WATCH CORPORATION (to present) June 2007 Director of the Company June 2009 Executive Vice President of the Company April 2010 President of the Company October 2012 Chairman & Group CEO of the Company (to present)	11,396,448

No.	Name (Date of birth)	Career, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Yoshinobu Nakamura (October 21, 1949)	April 1972 June 2001 June 2003 June 2004 March 2008 June 2008 December 2008 May 2010 October 2012	Joined Seikosha Co., Ltd. (currently Seiko Clock Inc. and Seiko Precision Inc.) Director of Seiko Precision Inc. Director of the Company Executive Director & CFO of SEIKO WATCH CORPORATION President of Seiko Clock Inc. Director of the Company Senior Executive Director of the Company Representative Director and Senior Executive Director of the Company President of the Company (to present)	72,000
3	Akio Naito (November 9, 1960)	April 1984 January 2002 April 2006 May 2011 June 2011 June 2013 December 2014	Joined the Company Managing Director of SEIKO Australia Pty. Ltd. General Manager, Legal & Intellectual Property Department of the Company Senior General Manager, General Affairs Department and Legal & Intellectual Property Department of the Company Director of the Company Executive Director of the Company (to present) Director in charge of Finance & Accounting, Corporate Strategy & Planning and Legal & Intellectual Property; General Manager, Legal & Intellectual Property Department of the Company (to present)	14,000
4	Hirohiko Umemoto (November 13, 1951)	April 1974 October 2003 June 2004 October 2009 February 2011 June 2013 April 2014	Joined Mitsubishi Corporation Joined SEIKO WATCH CORPORATION Director of SEIKO WATCH CORPORATION Executive Director of SEIKO WATCH CORPORATION Representative Director, Senior Executive Vice President of SEIKO WATCH CORPORATION Director in charge of Watches Business of the Company (to present) Chief Operating Officer of SEIKO WATCH CORPORATION (to present)	43,000
5	Shuji Takahashi (August 29, 1957)	April 1980 April 2004 February 2011 June 2012 June 2013 April 2014 January 2015	Joined the Company General Manager, Merchandising Department II of SEIKO WATCH CORPORATION Senior Vice President of SEIKO WATCH CORPORATION Director, Senior Vice President of SEIKO WATCH CORPORATION Director of the Company (to present) Director, Executive Vice President of SEIKO WATCH CORPORATION (to present) Director in charge of Public Relations and Secretariat, Brand Promotion of the Company (to present)	6,000
6	Akihiro Okuma (September 9, 1960)	April 1984 September 2007 July 2009 May 2010 June 2013 August 2013 January 2015	Joined the Company General Manager, General Affairs Department of SEIKO WATCH CORPORATION General Manager, Human Resources Department of the Company Director of Seiko Clock Inc. Director of the Company (to present) Director in charge of Human Resources, General Affairs and IT Planning of the Company (to present) Director and Managing Executive Officer of SEIKO Solutions Inc. (to present)	7,000

No.	Name (Date of birth)	Career, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Hitoshi Murakami (January 26, 1952)	<p>April 1974 Joined the Company</p> <p>June 2003 Director of SEIKO WATCH CORPORATION</p> <p>June 2005 Executive Director of SEIKO WATCH CORPORATION</p> <p>June 2008 Executive Director of the Company</p> <p>June 2009 Senior Executive Director & COO of SEIKO WATCH CORPORATION</p> <p>June 2009 Director of the Company</p> <p>June 2010 Executive Director of the Company</p> <p>June 2012 President and Representative Director of WAKO Co., Ltd.</p> <p>October 2012 Senior Executive Director of the Company</p> <p>June 2013 President of Seiko Instruments Inc. (to present)</p> <p>June 2013 Director of the Company (to present)</p>	33,000
8	Shuntaro Ishii (August 4, 1958)	<p>April 1983 Joined the Company</p> <p>October 2005 General Manager, Merchandising Department of SEIKO WATCH CORPORATION</p> <p>August 2009 General Manager, Finance & Accounting Department of the Company</p> <p>June 2010 Director of the Company</p> <p>June 2013 Executive Director of the Company</p> <p>August 2013 Director, Executive Vice President of Seiko Instruments Inc. (to present)</p> <p>August 2013 Director of the Company (to present)</p>	12,000
9	Yoshihide Fujii (March 15, 1950)	<p>April 1973 Joined TOSHIBA CORPORATION</p> <p>April 2003 Executive Vice President, Semiconductor & Storage Products Company of TOSHIBA CORPORATION</p> <p>June 2003 Executive Officer and Corporate Vice President of TOSHIBA CORPORATION</p> <p>June 2004 Executive Officer and Corporate Senior Vice President of TOSHIBA CORPORATION, President of Digital Media Network Ltd.</p> <p>June 2009 Executive Officer, Corporate Executive Vice President and Corporate Representative - America of TOSHIBA CORPORATION</p> <p>June 2014 Chairman of Seiko Instruments Inc. (to present)</p> <p>June 2014 Director of the Company (to present)</p>	5,000
10	Satoshi Doi (November 10, 1958)	<p>April 1982 Joined the Dai-Ichi Kangyo Bank, Limited</p> <p>April 2002 Deputy General Manager, Otemachi Sales Division II of Mizuho Corporate Bank, Ltd.</p> <p>September 2007 General Manager, Marketing Planning & Strategy Department of SEIKO WATCH CORPORATION</p> <p>June 2009 Standing Corporate Auditor of SEIKO WATCH CORPORATION</p> <p>April 2010 Director of WAKO Co., Ltd.</p> <p>June 2010 Director of the Company (to present)</p> <p>June 2011 Director, Executive Vice President of Seiko Clock Inc.</p> <p>June 2014 Managing Director of Sanko Kogyo K.K. (to present)</p>	5,000

No.	Name (Date of birth)	Career, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Akio Harada (November 3, 1939)	<p>April 1965 Public Prosecutor of the Tokyo District Public Prosecutor's Office</p> <p>September 1993 Public Prosecutor of the Supreme Public Prosecutors Office</p> <p>June 1998 Vice-Minister of Justice</p> <p>December 1999 Superintending Prosecutor, Tokyo High Public Prosecutors Office</p> <p>July 2001 Prosecutor-General</p> <p>October 2004 Registered as Attorney at Law (to present)</p> <p>June 2005 Outside Director of the Company (to present)</p> <p>June 2005 Outside Audit & Supervisory Board Member of Shiseido Company, Limited (to present)</p> <p>April 2013 Representative director of Japan Criminal Policy Society, general incorporated foundation (to present)</p> <p>April 2013 Representative director of International Civil and Commercial Law Centre Foundation, public interest incorporated foundation (to present)</p> <p>June 2013 Outside Director, Sumitomo Corporation (to present)</p> <p>October 2013 Chairman, Management Committee, Nuclear Damage Compensation and Decommissioning Facilitation Corporation (to present)</p> <p>March 2014 Outside Director, Yamazaki Baking Co., Ltd. (to present)</p>	35,000
12	Carsten Fischer (September 7, 1962)	<p>October 1979 Joined Hans Schwarzkopf GmbH (Hamburg)</p> <p>March 1996 President and C.E.O. of Schwarzkopf & Henkel K.K.</p> <p>January 1999 President and C.E.O. of Wella Japan Co., Ltd.</p> <p>July 2003 Executive-Vice President of Wella AG</p> <p>July 2004 Corporate Officer and President, Professional Care at Proctor & Gamble</p> <p>January 2007 Corporate Executive Officer of Shiseido Company, Limited</p> <p>April 2010 Senior Corporate Executive Officer of Shiseido Company, Limited</p> <p>April 2012 Representative Director and Senior Corporate Executive Officer of Shiseido Company, Limited</p>	30,000

(Notes)

1. There is no special relationship of interest between the Company and each candidate for Director.
2. Mr. Akio Harada and Mr. Carsten Fischer are candidates for Outside Director as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
3. The Company has reported Mr. Akio Harada to the Tokyo Stock Exchange as an independent officer and will report Mr. Carsten Fischer to the Exchange as an independent officer as well.
4. The Company nominates Mr. Akio Harada as a candidate for Outside Director, expecting him to provide valuable comments for the Company's Board of Directors from an objective perspective and to perform appropriate supervisory functions based on his long experience in the legal field and expert legal knowledge. Although Mr. Harada has never been involved in corporate management other than by serving as an outside director or an outside corporate auditor, the Company believes that he will be able to perform his duties as an Outside Director appropriately because of the reasons above.
The Company nominates Mr. Carsten Fischer as a candidate for Outside Director, expecting him to provide valuable comments for the Company's Board of Directors from an objective perspective based on his professional knowledge and experience regarding marketing nurtured in his career as management of global corporations and to perform appropriate supervisory functions.
5. The term of office of Mr. Akio Harada, currently an Outside Director of the Company, will be 10 years at the conclusion of this Ordinary General Meeting of Shareholders.

Proposal 3: Election of Two (2) Corporate Auditors

The terms of office of the two Corporate Auditors, Mr. Yoshiaki Yamauchi and Mr. Yoshiro Aoki, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose the election of two (2) Corporate Auditors.

The Company has obtained consent from the Board of Corporate Auditors with regard to this proposal. The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Career, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshiaki Yamauchi (June 30, 1937)	December 1962 September 1986 October 1993 June 1999 June 2000 May 2001 June 2011 Joined Tokyo Office of Arthur Andersen LLP Representative of Japan at Arthur Andersen LLP Senior Director of Asahi & Co. Vice President, Japan Andersen Research Institute, Inc. Outside Audit & Supervisory Board Member of STANLEY ELECTRIC CO., LTD. (to present) Outside Corporate Auditor of SEIKO WATCH CORPORATION Outside Corporate Auditor of the Company (to present)	0
2	Yoshiro Aoki (November 28, 1945)	July 1969 April 2001 April 2002 April 2004 June 2005 June 2011 June 2012 Joined Dai-Ichi Bank Representative Director and Senior Managing Director of the Dai-Ichi Kangyo Bank, Limited Senior Managing Director, Mizuho Bank, Ltd. Representative Director and Vice President, Mizuho Research Institute Ltd. President and Representative Director, Seiwa Sogo Tatemono Co., Ltd. Outside Corporate Auditor of the Company (to present) Chairman and Representative Director, Seiwa Sogo Tatemono Co., Ltd.	0

(Notes)

1. There is no special relationship of interest between the Company and each candidate for Corporate Auditor.
2. Mr. Yoshiaki Yamauchi and Mr. Yoshiro Aoki are candidates for Outside Company Auditor as defined in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.
3. The Company has reported Mr. Yoshiaki Yamauchi to the Tokyo Stock Exchange as an independent officer.
4. The Company nominates Mr. Yoshiaki Yamauchi as a candidate for Outside Corporate Auditor, expecting him to perform appropriate audit functions based on his long experience and knowledge as a certified public accountant. The Company nominates Mr. Yoshiro Aoki as a candidate for Outside Corporate Auditor, expecting him to perform appropriate audit functions based on his long experience and knowledge of corporate management.
5. Mr. Yoshiaki Yamauchi assumed the position of Outside Audit & Supervisory Board Member of STANLEY ELECTRIC CO., LTD. ("STANLEY ELECTRIC") in June 2000, and has been serving in the position to present. STANLEY ELECTRIC underwent an onsite inspection by the Japan Fair Trade Commission (the "JFTC") in March 2012 concerning transactions of automotive lamps, and received a notification from the JFTC of a fact of violation of the Antimonopoly Act in March 2013. Although Mr. Yamauchi was not aware of the fact before its revelation, he had been regularly providing necessary advice and opinions about the importance of compliance with laws and regulations and its thorough dissemination at meetings of the Board of Directors and other meetings. After its revelation, he has been expressing comments concerning review of the incident, thorough investigation of the reasons for the occurrence of the incident, and prevention of a recurrence of such an incident.
6. Mr. Yoshiaki Yamauchi and Mr. Yoshiro Aoki are currently Outside Corporate Auditors of the Company and their term of office will be 4 years at the conclusion of this Ordinary General Meeting of Shareholders.