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Securities identification code: 8713
June 2, 2016

To our shareholders:

Satoru Machida
Chairman of the Board of Directors
FIDEA Holdings Co. Ltd.
3-1-24 Chuo, Aoba-ku, Sendai-shi, Miyagi

NOTICE OF THE 7TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 7th Ordinary General Meeting of Shareholders of FIDEA Holdings Co. Ltd. (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or by the Internet. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders, by 5:00 p.m., Wednesday, June 22, 2016 (Japan Standard Time).

Meeting Details

1. **Date and time:** Thursday, June 23, 2016 at 10:00 a.m. (Japan Standard Time)
(Reception will start from 9 a.m.)

2. **Venue:** The Hokuto Bank, Ltd., Head Office, 4th floor, Main Conference Room
3-1-41 Nakadori, Akita-shi, Akita

3. **Purposes:**

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 7th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee.
2. Non-Consolidated Financial Statements for the 7th Term (from April 1, 2015 to March 31, 2016)

Items to be resolved:

Company proposal

Proposal 1: Election of ten (10) Directors

Shareholder proposal

Proposal 2: Partial amendments to the Articles of Incorporation
The outline of the proposal submitted by a shareholder is as described in the appended Reference Documents for the General Meeting of Shareholders.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Items

Company proposal
Proposal 1: Election of ten (10) Directors

The terms of office of all ten (10) of the current Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of ten (10) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Satoru Machida (February 17, 1938)	April 1962	Joined The Fuji Bank Limited	225,400 shares
		May 1988	General Manager, Market Development Division, The Fuji Bank Limited	
		May 1989	General Manager, Corporate Planning Division, The Fuji Bank Limited	
		June 1989	Director, General Manager, Corporate Planning Division, The Fuji Bank Limited	
		May 1991	Managing Director, The Fuji Bank Limited	
		June 1994	Vice President and Representative Director, The Shonai Bank, Ltd.	
		June 1995	President and Representative Director, The Shonai Bank, Ltd.	
		May 2007	President and Representative Director, Executive Officer, The Shonai Bank, Ltd.	
		June 2008	Director, Chairman of the Board of Directors, The Shonai Bank, Ltd.	
		October 2009	Director, Chairman of the Board of Directors, FIDEA Holdings Co. Ltd. (present position)	
		October 2009	Chairman of the Board of Directors, The Hokuto Bank, Ltd. (present position)	
		June 2011	Director, Senior Advisor, The Shonai Bank, Ltd. (present position)	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Eikichi Saito (April 2, 1950)	April 1975 February 1999 July 2001 June 2002 June 2004 June 2006 June 2008 October 2009	Joined The Ugo Bank, Ltd. General Manager, Yuzawa Branch, The Hokuto Bank, Ltd. General Manager, Corporate Planning Division, The Hokuto Bank, Ltd. Director, General Manager, Corporate Planning Division, The Hokuto Bank, Ltd. Managing Director, The Hokuto Bank, Ltd. Senior Managing Director, The Hokuto Bank, Ltd. President and Representative Director, The Hokuto Bank, Ltd. (present position) Director, FIDEA Holdings Co. Ltd. (present position)	111,350 shares
3	Keiji Shiota (May 30, 1953)	April 1978 April 1992 June 1992 June 1996 June 1998 June 2000 June 2002 June 2004 July 2005 June 2006 June 2010	Joined The Mitsubishi Bank, Ltd. Joined The Ugo Bank, Ltd. Director, General Manager, Tokyo Branch, General Manager, Tokyo Office, The Ugo Bank, Ltd. Director, General Manager, Sales Headquarters, The Hokuto Bank, Ltd. Director, General Manager, Administrative Supervisory Division, The Hokuto Bank, Ltd. Director, General Manager, Yokote Branch, The Hokuto Bank, Ltd. Director, General Manager, Sales Division, Head Office, The Hokuto Bank, Ltd. Director, General Manager, Human Resources Division, The Hokuto Bank, Ltd. Director, General Manager, Human Resources and General Affairs Division, The Hokuto Bank, Ltd. Audit & Supervisory Board Member, The Hokuto Bank, Ltd. Director, FIDEA Holdings Co. Ltd. (present position)	44,900 shares

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
4	*Masashi Ueno (May 17, 1957)	April 1980 May 2004 June 2006 June 2008 April 2009 June 2009 October 2009 October 2009 June 2010 October 2010 February 2011 June 2012 July 2013 July 2013 June 2014 October 2014	Joined The Shonai Bank, Ltd. General Manager, Tokyo Branch, General Manager, Tokyo Office, The Shonai Bank, Ltd. Senior Managing Director, Grand Yamagata Lease Co., Ltd. General Manager, Human Resources Division, General Manager, Compliance Control Division, The Shonai Bank, Ltd. Executive, General Manager, Planning Division, General Manager, Compliance Control Division, The Shonai Bank, Ltd. Director, Executive, General Manager, Planning Division, General Manager, Compliance Control Division, The Shonai Bank, Ltd. Director, Executive Officer, General Manager, Planning Division, General Manager, Compliance Control Division, The Shonai Bank, Ltd. Group Manager, Compliance Control Group, FIDEA Holdings Co. Ltd. Director, Executive Officer, General Manager, Planning Division, General Manager, Finance Division, General Manager, Compliance Control Division, The Shonai Bank, Ltd. Director, Executive Officer, General Manager, Planning Division, General Manager, Finance Division, General Manager, Compliance Control Division, General Manager, Integration Risk Control Division, The Shonai Bank, Ltd. Director, Executive Officer, General Manager, Corporate Planning Division, The Shonai Bank, Ltd. Managing Director, Managing Executive Officer, General Manager, Corporate Planning Division, The Shonai Bank, Ltd. Managing Director, Managing Executive Officer, General Manager, Human Resources Division, The Shonai Bank, Ltd. Group Manager, Human Resources Planning Group, FIDEA Holdings Co. Ltd. Senior Managing Director, Senior Managing Executive Officer, General Manager, Human Resources Division, The Shonai Bank, Ltd. Senior Managing Director, Senior Managing Executive Officer, The Shonai Bank, Ltd. (present position)	71,000 shares

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	*Yuichi Tao (February 11, 1959)	April 1981 Joined The Fuji Bank Limited October 2002 General Manager, Nagano Chuo Branch, Mizuho Bank, Ltd. November 2003 General Manager, Nagano Branch, General Manager, Nagano Chuo Branch, Mizuho Bank, Ltd. February 2005 General Manager, Yotsuya Branch, Mizuho Bank, Ltd. February 2007 General Manager, Aoyama Branch, Mizuho Bank, Ltd. October 2008 General Manager, Aoyama Corporate Division, Aoyama Branch, Mizuho Bank, Ltd. April 2009 Executive Officer, General Manager, Branch Banking Division, Mizuho Bank, Ltd. April 2011 Managing Executive Officer, Mizuho Bank, Ltd. April 2012 Deputy President and Representative Director, Mizuho Research Institute April 2016 Adviser, FIDEA Holdings Co. Ltd. (present position)	-
6	Masayoshi Kanai (April 2, 1964)	March 1993 Registered as a Certified Public Accountant August 1993 Registered as a Certified Tax Accountant August 1993 Representative, Kanai CPA Office (present position) June 2008 Outside Director, The Hokuto Bank, Ltd. October 2009 Outside Director, FIDEA Holdings Co. Ltd. (present position)	-
7	Satoru Nishibori (March 2, 1953)	April 1975 Joined The Fuji Bank Limited April 2002 Executive Officer, General Manager, Financial Planning Division, Mizuho Corporate Bank, Ltd. December 2002 Executive Officer, Senior Corporate Officer, Finance and Accounting Group, Mizuho Corporate Bank, Ltd. June 2004 Managing Director, Group Manager, Finance and Accounting Group, Mizuho Financial Group, Inc. April 2008 Deputy President (Representative Director), Mizuho Bank, Ltd. April 2009 President & CEO (Representative Director), Mizuho Bank, Ltd. June 2009 Member of the Board of Directors, Mizuho Financial Group, Inc. June 2011 Advisor, Mizuho Financial Group, Inc. (present position) June 2015 Outside Director, FIDEA Holdings Co. Ltd. (present position)	-

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	*Shoichi Ogawa (May 16, 1945)	April 1968 Joined Bank of Japan May 1990 Senior Examiner, Bank of Japan June 1995 Director, The Bank of Ikeda, Ltd. October 1995 Managing Director, The Bank of Ikeda, Ltd. May 2000 Senior Managing Director, The Bank of Ikeda, Ltd. June 2002 Representative Director, Senior Managing Director, The Bank of Ikeda, Ltd. June 2005 Deputy President and Representative Director, The Bank of Ikeda, Ltd. October 2009 Director, Senshu Ikeda Holdings, Inc. May 2010 Deputy President and Representative Director, The Senshu Ikeda Bank, Ltd. June 2011 Advisor, The Senshu Ikeda Bank, Ltd. June 2015 Outside Director, NSD CO., LTD. (present position)	-
9	*Kyoichi Fukuda (May 7, 1949)	April 1972 Joined The Yasuda Mutual Life Insurance Company April 1994 General Manager, Kamata Office, The Yasuda Mutual Life Insurance Company April 2000 Manager, Corporate Planning Division, The Yasuda Mutual Life Insurance Company April 2001 General Manager, Corporate Planning Division, The Yasuda Mutual Life Insurance Company July 2002 Director, General Manager, Corporate Planning Division, The Yasuda Mutual Life Insurance Company April 2003 Director, General Manager, Planning Division, The Yasuda Mutual Life Insurance Company January 2004 Director, General Manager, Corporate Marketing Division, Meiji Yasuda Life Insurance Company April 2005 Managing Executive Officer, Meiji Yasuda Life Insurance Company April 2006 Deputy President, Executive Officer, Meiji Yasuda Life Insurance Company July 2006 Deputy President and Director, Executive Officer, Meiji Yasuda Life Insurance Company July 2012 President and Representative Director, Meiji Yasuda General Insurance Co., Ltd. April 2014 Advisor, Meiji Yasuda Life Insurance Company	-

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
10	*Yutaka Hori (October 5, 1949)	April 1979	Registered as an attorney with the Daiichi Tokyo Bar Association	-
		December 1989	Representative Attorney, Hori Yutaka Law Office (currently Hori General Law Office) (present position)	
		June 1999	Lecturer, International Corporate Strategy, Hitotsubashi University	
		April 2004	Vice President, Member of Council of Management, Chiba University (present position)	
		March 2005	Guest Professor, Law School, Chiba University	
		April 2010	Member of Public Interest Corporation Commission, Cabinet Office, Government of Japan (present position)	
		March 2016	Outside Director, Juki Corporation (present position)	

Notes

1. An asterisk (*) indicates a new candidate for Director.
2. There are no special interests between the candidates and the Company.
3. Masayoshi Kanai, Satoru Nishibori, Shoichi Ogawa, Kyoichi Fukuda, and Yutaka Hori are candidates for Outside Director provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The reasons for proposing the aforementioned persons as candidates for Outside Director are as follows.
   (1) Masayoshi Kanai has many years of experience as a certified public accountant, and the Company has determined that reflecting his extensive experience and wide-ranging insight in its management will further strengthen corporate governance. Masayoshi Kanai has no experience of involvement in corporate management other than as an Outside Director, but the Company has determined that he will be able to perform his duties as an Outside Director appropriately based on the aforementioned reason.
   (2) Satoru Nishibori has many years of experience in the finance industry, and the Company has determined that reflecting his extensive experience and wide-ranging insight in its management will further strengthen corporate governance.
   (3) Shoichi Ogawa has many years of experience in the finance industry, and the Company has determined that reflecting his extensive experience and wide-ranging insight in its management will further strengthen corporate governance.
   (4) Kyoichi Fukuda has many years of experience in the insurance industry, and the Company has determined that reflecting his extensive experience and wide-ranging insight in its management will further strengthen corporate governance.
   (5) Yutaka Hori has many years of experience as an attorney at law, and the Company has determined that reflecting his extensive experience and wide-ranging insight in its management will further strengthen corporate governance. Yutaka Hori has no experience of involvement in corporate management other than as an Outside Director, but the Company has determined that he will be able to perform his duties as an Outside Director appropriately based on the aforementioned reason.
   (6) Currently, Masayoshi Kanai and Satoru Nishibori are Outside Directors of the Company and as of the conclusion of this meeting Masayoshi Kanai will have been an Outside Director for six (6) years and nine (9) months and Satoru Nishibori will have been an Outside Director for one (1) year.

4. The Company has entered into agreements with Masayoshi Kanai and Satoru Nishibori based on the provision in Article 427, Paragraph 1 of the Companies Act to limit liability for damages under Article 423, Paragraph 1 of the Companies Act. Under these agreements, the maximum amount of liability for damages is the upper limit of the total amounts listed in each Item of Article 425, Paragraph 1 of the Companies Act, and the Company intends to continue these agreements if the reelection of Masayoshi Kanai and Satoru Nishibori is approved. The Company also intends to enter into the same type of agreement with Shoichi Ogawa, Kyoichi Fukuda, and Yutaka Hori if their election is approved.
5. The number of the Company's common shares owned is based on ownership as of the date of preparation of this Notice of Convocation and the Reference Documents for the General Meeting of Shareholders.
6. The Company has registered Masayoshi Kanai and Satoru Nishibori as Independent Directors based on the stipulations of Tokyo Stock Exchange, Inc. The Company intends to continue the registration of Masayoshi Kanai and Satoru Nishibori as Independent Directors if their reelection is approved.
7. Shoichi Ogawa, Kyoichi Fukuda, and Yutaka Hori meet the requirements for Independent Directors based on the stipulations of Tokyo Stock Exchange, Inc. and the Company intends to register them as Independent Directors with the Exchange. The Company intends to register Shoichi Ogawa, Kyoichi Fukuda, and Yutaka Hori as Independent Directors if their election is approved.

Shareholder proposal
Proposal 2 is a proposal from one shareholder.

Proposal 2: **Partial amendments to the Articles of Incorporation** (Submission of petition to abolish negative interest rate policy to the Bank of Japan)

1. Details of the proposal

The following provision shall be added to the Articles of Incorporation.
"The Presidents of the subsidiary banks shall deliver a petition for the abolition of the negative interest rate policy to the Governor of the Bank of Japan."

2. Reason for proposal

The negative interest rate policy introduced by the Bank of Japan ("BOJ") is an act that burdens only financial institutions (=shareholders). The aim of increasing lending, improving the flow of funds, stimulating economic recovery and increasing profits has not proceeded as intended. While there is indeed growth in personal housing loans, it is centered on refinancing so lending is not growing, and it has resulted in a decline in profits. The lesson of the financial crisis that excessive lending to borrowers with low credit ratings only leads to an increase in non-performing loans has not been learned. In particular, community-based regional banks, which cannot just expand overseas as the major banks do, will suffer direct damage. It has produced a vicious cycle in which investor sentiment froze due to the crash in share prices for banks, life insurance companies and the three companies of the Japan Post Holdings Group, and consumer spending has declined even further. This proposal requests the Presidents of the subsidiary banks to deliver a petition to the Governor of the BOJ asking the BOJ to adopt a different policy that does not burden a particular industry.

(Company Note)
The above Details of the proposal and Reason for proposal are printed as submitted by the shareholder.

- Opinion of the Company's Board of Directors regarding Proposal 2

The Board of Directors **objects to the Proposal**.

The Companies Act entrusts, in principle, the Board of Directors to decide on matters concerning the execution of business from the viewpoint of ensuring prompt and flexible business operations. The content of the Proposal concerns the execution of business, and we considered it inappropriate for being determined by the Articles of Incorporation.