

Translation:

Please note that the following purports to be a translation from the Japanese original Notice of the 6th Annual General Shareholders Meeting of IT Holdings Corporation prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 3626)

May 30, 2014

To Our Shareholders:

IT Holdings Corporation

17-1, Nishi-shinjuku 8-chome, Shinjuku-ku, Tokyo

President: Norio Maenishi

Notice of the 6th Annual General Meeting of Shareholders

We are pleased to invite you to attend the 6th Annual General Meeting of Shareholders of IT Holdings Corporation (the "Company") to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights by means of either of the methods described in next page. We would appreciate it if you could review the "Reference Materials for the General Meeting of Shareholders" (attached below) and exercise your voting rights no later than 5:30 p.m. JST on Tuesday, June 24, 2014.

Schedule of the Annual General Meeting of Shareholders

- 1. Date & Time** Wednesday, June 25, 2014 at 10 a.m. JST
- 2. Place** Meeting room on the 1st floor of the Bellesalle Shinjuku Ground
17-3, Nishi-shinjuku 8-chome, Shinjuku-ku, Tokyo

3. Agenda:

Matters for Report:

1. Business Report, Consolidated Financial Statements and Accounting Auditor's Report, and the Audit & Supervisory Board's Report on the Audit of the Consolidated Financial Statements for the 6th Financial Year of the Company (from April 1, 2013 to March 31, 2014)
2. Non-Consolidated Financial Statements for the 6th Financial Year of the Company (from April 1, 2013 to March 31, 2014)

Matters for Approval:

- | | |
|--------------------------|--|
| Proposition No. 1 | Appropriation of Retained Earnings |
| Proposition No. 2 | Election of Nine (9) Directors |
| Proposition No. 3 | Election of One (1) Audit & Supervisory Board Member |

4. Exercising Voting Rights

If you are unable to attend the meeting, you may exercise your voting rights by means of either of the methods described below.

[Exercising Voting Rights via Mail]

Please indicate your approval or disapproval for the propositions below on the enclosed form, and return the form to the Company no later than 5:30 p.m. JST on Tuesday, June 24, 2014.

[Exercising Voting Rights via Internet, etc.]

Please check the description entitled "Guidance for the Exercise of Voting Rights via the Internet, etc." in the "Guidance for the Exercise of Voting Rights" on page 38 to 39, access the designated site for exercising your voting rights (<http://www.evotep.jp/>; available only in Japanese), and indicate your approval or disapproval of each of the items no later than 5:30 p.m. JST on Tuesday, June 24, 2014.

5. Matters to be determined at the Meeting

Please refer to the "Guidance for Exercising Voting Rights" on page 38 to 39. *(This paragraph intentionally omitted as the Internet voting service is only available in Japan with the Japanese language.)*

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- * Please present the enclosed voting form at the reception on the day of the meeting.
 - * A shareholder who is unable to attend the meeting may exercise his/her voting rights by authorizing another shareholder with voting rights to act as his/her proxy, provided that a document evidencing his/her power of representation for each general meeting of shareholders must be submitted.
 - * The following matters are not stated in the documents attached to this Notice of the 6th Annual General Meeting of Shareholders since they are posted on our website, based on relevant laws, regulations and Article 16 of the Articles of Incorporation.
 - (1) Notes to Consolidated Financial Statements
 - (2) Notes to Non-Consolidated Financial StatementsTherefore, the documents attached to this Notice of the 6th Annual General Meeting of Shareholders are a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditors during the course of preparing accounting audit reports, and a portion of the Consolidate Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Board Members during the course of preparing auditing reports.
 - * Please note that any amendments to the Reference Materials for the General Meeting of Shareholders, and the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements will be provided on the Company's website (<http://www.itholdings.co.jp/>).

Reference Materials for the General Meeting of Shareholders

Propositions and Reference Matters

Proposition No. 1 Appropriation of Retained Earnings

We seek to appropriate the retained earnings as follows:

Year-end Dividend

Our group of companies considers the distribution of earnings to be one of our priority management tasks, on a long-term and comprehensive basis, and accordingly strives to continue a stable dividend payout while fulfilling the benchmark of around 30% in the consolidated payout ratio, taking into consideration trends in business operations, financial position, and adequacy of retained earnings for future business development.

We would like to propose a year-end dividend of 17 yen per share. Combined with the interim dividend, which has already been paid out, this will bring the annual dividend to 25 yen per share.

(1) Dividend Type

Cash dividend

(2) Allotment of Dividend and Total Amount of Dividends

17 yen per common share in the Company for a total sum of 1,492,340,937 yen

(3) Effective Date for the Payment of Dividend from Retained Earnings

June 26, 2014

Proposition No. 2 Election of Nine (9) Directors

The term of office of all nine current Directors will expire at the close of this Annual General Meeting of Shareholders. Accordingly, we propose that nine (9) Directors be elected.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Position of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
1	Katsuki Kanaoka (February 24, 1956)	<p>May 1985 Joined INTEC Inc.</p> <p>June 2000 Director of INTEC Inc. President and Representative Director of AT TOKYO Corporation</p> <p>June 2003 Executive Director of INTEC Inc.</p> <p>April 2005 Director, Executive Operating Officer of INTEC Inc.</p> <p>April 2007 Representative Director, President and Operating Officer of INTEC Inc.</p> <p>June 2007 Representative Director, President and Operating Officer of INTEC Inc., Director of INTEC Holdings Ltd.</p> <p>April 2008 Director of IT Holdings Corporation President, Representative Director and Operating Officer of INTEC Inc.</p> <p>June 2009 Director of IT Holdings Corporation President and Representative Director of INTEC Inc.</p> <p>June 2012 Chairman and Representative Director of IT Holdings Corporation (to present) Director Corporate Advisor of INTEC Inc. (to present)</p>	157,728

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Position of Other Organizations Concurrently Assumed		No. of Shares Held in the Company
2	Norio Maenishi (April 19, 1949)	April 1972	Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)	46,352
		June 1996	Director of TIS Inc.	
		June 2001	Executive Director of TIS Inc.	
		April 2004	Representative Director and Executive Managing Director of TIS Inc.	
		April 2008	Executive-Vice-President and Representative Director of TIS Inc.	
		April 2010	Director of TIS Inc. Vice President and Operating Officer of IT Holdings Corporation	
		June, 2010	Director and Executive-Vice-President of IT Holdings Corporation	
		June, 2013	President and Representative Director of IT Holdings Corporation (to present)	
3	Toru Kuwano (May 3, 1952)	April 1976	Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)	38,400
		June 2000	Director of TIS Inc.	
		April 2004	Executive Director of TIS Inc.	
		April 2008	Executive Managing Director of TIS Inc.	
		April 2010	Executive-Vice-President and Representative Director and General Manager of Financial Business Group of TIS Inc.	
		April 2011	President and Representative Director of TIS Inc.	
		April 2013	Chairman, President and Representative Director of TIS Inc. (to present)	
		June 2013	Director of IT Holdings Corporation (to present)	
4	Shigeo Morita (September 24, 1946)	April 1969	Joined INTEC Inc.	43,961
		June 1994	Director of INTEC Inc.	
		June 2000	Executive Director of INTEC Inc.	
		April 2003	Executive Managing Director of INTEC Inc.	
		April 2004	Executive-Vice-President and Director of INTEC Inc.	
		April 2005	Director, Executive-Vice-President and Operating Officer of INTEC Inc.	
		October 2006	Director of INTEC Holdings Ltd.	
		April 2007	Representative Director, Executive-Vice-President of INTEC Inc.	
		June 2009	Executive-Vice-President and Representative Director of INTEC Inc.	
		June 2012	Chairman and Representative Director of INTEC Inc. (to present)	
		June 2013	Director of IT Holdings Corporation (to present)	

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Position of Other Organizations Concurrently Assumed		No. of Shares Held in the Company
5	Koju Takizawa (March 29, 1951)	April 1973	Joined INTEC Inc.	42,148
		June 1999	Director of INTEC Inc.	
		June 2001	Executive Director of INTEC Inc.	
		April 2005	Director, Executive Managing Officer CTO of INTEC Inc.	
		June 2007	Executive-Vice-President and Director of the INTEC Holdings Ltd.	
		April 2008	Executive-Vice-President and Director of IT Holdings Corporation	
		April 2011	Director of IT Holdings Corporation Director and Executive-Vice-President of INTEC Inc. - in charge of Public Solutions Division and Financial Solutions Product Division; General Manager of BPO Division	
		June 2012	Director of IT Holdings Corporation (to present) President and Representative Director of INTEC Inc. (to present)	
6	Kazunori Kawasaki (April 17, 1955)	April 1978	Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)	18,700
		June 2001	Director of TIS Inc.	
		April 2006	Executive-Vice-President and Director of TIS Solution Business Co., Ltd.	
		June 2008	President and Representative Director of TIS Solution Business Co., Ltd.	
		July 2009	Executive-Vice-President, Representative Director and Managing Officer of NEOAXIS Co., Ltd.	
		June 2011	Executive-Vice-President and Representative Director of NEOAXIS Co., Ltd.	
		April 2013	Executive-Vice-President and Managing Officer of AJS Inc.	
		June 2013	President and Representative Director of AJS Inc. (to present) Director of IT Holdings Corporation (to present)	
7	Akira Kato (May 6, 1956)	April 1980	Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)	15,800
		June 2007	Director of TIS Inc.	
		April 2008	Operating Officer of TIS Inc.	
		April 2011	Managing Officer, Deputy General Manager of Industries & Solutions HQ. and General Manager of Industries & Solutions SBU.1 of TIS Inc.	
		April 2012	Managing Officer and General Manager of Industries & Solutions SBU of TIS Inc.	
		April 2013	President and Representative Director of QUALICA Inc. (to present)	
		June 2013	Director of IT Holdings Corporation (to present)	

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important Position of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
8	Shingo Oda (November 8, 1944)	<p>July 1970 Joined Yokogawa-Hewlett-Packard Japan, Ltd. (currently Hewlett-Packard Japan, Ltd.)</p> <p>January 1997 Director of Hewlett-Packard Japan, Ltd.</p> <p>January 1999 Executive Director of Hewlett-Packard Japan, Ltd.</p> <p>November 2002 Executive-Vice-President and Director of Hewlett-Packard Japan, Ltd.</p> <p>February 2005 Executive-Vice-President and Representative Director of Hewlett-Packard Japan, Ltd.</p> <p>May 2005 President and Representative Director of Hewlett-Packard Japan, Ltd.</p> <p>February 2007 President and Representative Director, Operating Officer of Hewlett-Packard Japan Ltd.</p> <p>December 2007 Executive Advisor of Hewlett-Packard Japan. Ltd.</p> <p>April 2008 Director of IT Holdings Corporation (to present)</p>	--
9	Yoshinobu Ishigaki (October 6, 1946)	<p>April 1969 Joined IBM Japan Ltd.</p> <p>April 1998 Executive Director of IBM Japan Ltd.</p> <p>October 2001 Retired from IBM Japan Ltd.</p> <p>November 2001 President and CEO of Sapient K.K.</p> <p>October 2004 President and CEO of AT TOKYO Corporation</p> <p>June 2009 Board Chairman of AT TOKYO Corporation</p> <p>June 2010 Director of IT Holdings Corporation (to present)</p>	--

(Notes)

1. None of the above-mentioned candidates for Directors has any special interest in the Company.
2. Messrs. Shingo Oda and Yoshinobu Ishigaki are candidates for External Directors as set forth under Item 7, Paragraph 3, Article 2 of the Regulations for the Enforcement of the Companies Act. The Company has designated Messrs. Shingo Oda and Yoshinobu Ishigaki as independent officers as defined by the Regulations of Tokyo Stock Exchange, Inc., and given notice of their designation to the Exchange.
3. Reasons for Electing the Candidates for External Directors
 - (1) Mr. Shingo Oda served as President and Representative Director of Hewlett-Packard Japan, Ltd. We believe that he will offer his extensive experience and deep insight on industry trends and corporate management, especially in the area of IT, to the management of IT Holdings Corporation. We further believe that he will give his advice and suggestions from an independent standpoint so as to ensure that the decisions to be made by the Company's Board of Directors will be reasonable and appropriate. For this reason, we nominated Mr. Oda to be a candidate for an External Director. Mr. Oda has assumed the office of an External Director since April 2008, and shall have served six years and three months at the conclusion of this Annual General Meeting of Shareholders.
 - (2) Mr. Yoshinobu Ishigaki holds extensive experience and broad insight as a corporate executive. We believe that the Company will benefit from his wide-ranging experience and wealth of expertise in the IT service industries. Additionally, he is expected to offer his advice and suggestions from an independent standpoint so as to ensure the reasonableness and appropriateness of the decisions to be made by the Company's Board of Directors. For this reason, we nominated him a candidate for an External Director.
Mr. Ishigaki had been an employee of IBM Japan Ltd. until the end of October 2001. IBM Japan and our group of companies have business dealings, which represent 1.16% of our consolidated sales. It has been twelve years and seven months since he left IBM Japan. The Company has

concluded that the decision-making by the Company's management would not be impacted by said business partner in any way. Consequently, the Company believes that there is no potential conflict of interest between Mr. Ishigaki and the Company's general shareholders.

Mr. Ishigaki assumed the office of an External Director in June 2010, and shall have served four years at the conclusion of this Annual General Meeting of Shareholders.

4. Limited Liability Agreement with External Directors

The Company has entered into an agreement with Messrs. Shingo Oda and Yoshinobu Ishigaki to limit their liability for damages as outlined under Paragraph 1, Article 423 of the Companies Act in accordance with Paragraph 1, Article 427 of the Companies Act and Article 33 of the Articles of Incorporation, thus the maximum on the amount of liability under the said agreement is the minimum liability amount as provided in laws and regulations. If the reappointment of both individuals is approved at this Annual General Meeting of Shareholders, the Company plans to renew these agreements with each of them.

5. NEOAXIS Co.,Ltd. stated in the career summary of Mr. Kazunori Kawasaki is a company established through business integration of our subsidiaries TIS Solution Business Co., Ltd. and Systems Engineering Laboratory Co., Ltd. on July 1, 2009.

6. The number of shares of the Company that are held by each of the candidates for Directors includes the unit shares held by each candidate in the Directors' Shareholdings Association of IT Holdings Corporation.

Proposition No. 3 Election of One (1) Audit & Supervisory Board Member

As Mr. Masaru Takeda, Audit & Supervisory Board Member, will resign at the close of this Annual General Meeting of Shareholders, the appointment of an Audit & Supervisory Board Member is hereby proposed.

The Audit & Supervisory Board Member candidate is to fill this vacancy after the resignation of Mr. Masaru Takeda, thus the term of office will be the remaining term of the predecessor based on the Company's Articles of Incorporation.

The Audit & Supervisory Board has previously given its approval on the submission of this proposition.

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

* indicates a new Audit & Supervisory Board Member candidate

Name (Date of Birth)	Career Summary, Position at the Company and Important Position of Other Organizations Concurrently Assumed	No. of Shares Held in the Company
*Masaru Sasakura (August 14, 1952)	<p>April 1978 Joined Mitsubishi Corporation</p> <p>April 2002 Research Fellow of Research Institute of Business Administration, Waseda University</p> <p>September 2002 Retired from Mitsubishi Corporation</p> <p>April 2007 Part-time Lecturer at the Faculty of Management and Economics, Kaetsu University</p> <p>September 2010 Part-time Lecturer at Aoyama Gakuin University (to present)</p> <p>April 2014 Adjunct Researcher of Research Institute of Business Administration, Waseda University (to present)</p>	-

(Notes)

- The above-mentioned candidate for Audit & Supervisory Board Member has no special interest in the Company.
- Mr. Masaru Sasakura, the Audit & Supervisory Board Member candidate, is a candidate for the position of External Audit & Supervisory Board Member provided in Article 2, Paragraph 3, Item 8 of the Companies Act Enforcement Regulations. Since he satisfies the requirements for being an independent officer in accordance with the Regulation of Tokyo Stock Exchange, Inc. and is unlikely to cause conflicts of interest with general shareholders, the Company is scheduled to appoint Mr. Masaru Sasakura as an independent officer and provide notice to the Exchange.
- Reasons for Electing the Candidate for External Audit & Supervisory Board Member
Mr. Masaru Sasakura holds extensive experience in study/research of strategic decision-making in companies moving towards globalization as well as of corporate governance structures, etc. through working as a researcher or a part-time instructor at Waseda University, Kaetsu University and Aoyama Gakuin University. With these advanced special knowledge and abundant experiences, we

made the decision that he could adequately carry out his assignment as an Audit & Supervisory Board Member from the perspective of globalization of the Company and the reinforcement of corporate governance structure and elected him as a candidate for External Audit & Supervisory Board Member.

4. Limited Liability Agreement with External Audit & Supervisory Board Member

Pursuant to the provisions prescribed in the Paragraph 1, Article 427 of the Companies Act and Article 44 of the Articles of Incorporation of the Company, the Company may enter into an agreement with External Audit & Supervisory Board Member that limits their liability to the amount stipulated in the Paragraph 1, Article 423 of the Companies Act. If Mr. Masaru Sasakura is elected to be an Audit & Supervisory Board Member, the Company intends to execute a limited liability agreement with him. The limit of the liability to the amount under the said agreement is that prescribed by laws and regulations.