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Stock Code: 6890 June 10, 2020

To our shareholders:

Akira Yamamura Representative Director and President **Ferrotec Holdings Corporation** 2-3-4, Nihonbashi, Chuo-ku, Tokyo

Notice of the 40th Annual General Meeting of Shareholders

We are pleased to announce the 40th Annual General Meeting of Shareholders of Ferrotec Holdings Corporation (the "Company"), which will be held as indicated below.

You may exercise your voting rights by either of the following methods. Please review the attached Reference Documents of the General Meeting of Shareholders and exercise your voting rights.

Guidelines for the Exercise of Voting Rights

Exercise of voting rights at the General Meeting of Shareholders

Please present the enclosed voting form at the reception desk.

Exercise of voting rights in writing

Please indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form by postal mail so that your vote is received by no later than 6:00 p.m. on Thursday, June 25, 2020 (JST).

Exercise of voting rights via the internet, etc.

Please indicate your approval or disapproval of the proposals so that your vote is received by no later than 6:00 p.m. on Thursday, June 25, 2020 (JST).

1. Date and Time: Friday, June 26, 2020, at 3:00 p.m. (JST)

(The reception will start at 2:10 p.m.)

2. Place: Exhibition Hall, 3rd Floor, Nihonbashi Plaza Building

2-3-4, Nihonbashi, Chuo-ku, Tokyo

3. Purpose of the Meeting:

Items to be resolved:

Proposal No. 1 Appropriation of SurplusProposal No. 2 Election of Eight Directors

Proposal No. 3 Election of One Audit & Supervisory Board Member

Holding of an Adjourned Meeting of the 40th Annual General Meeting of Shareholders

As a result of delays in procedures required for account settlement due to the impact of the novel coronavirus disease (COVID-19) at consolidated subsidiaries in the United States and China, the Company currently is unable to provide certain documents required to be attached to this notice, namely the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, the Accounting Auditor's Report on the Consolidated Financial Statements, the Accounting Auditor's Report on the Non-consolidated Financial Statements, and the Audit Report of the Audit & Supervisory Board. Accordingly, shareholders will be asked to approve the holding of an adjourned meeting to report the above items.

The adjourned meeting will be treated as part of this meeting, and accordingly the shareholders who can attend the adjourned meeting are the same shareholders who can exercise voting rights at this meeting. Instructions on holding the adjourned meeting shall be given to the shareholders who can exercise voting rights at this meeting. Thank you for your understanding.

- For those attending on the day, please present the enclosed voting form at the reception desk. We also ask that you bring this Notice of General Meeting of Shareholders for reference during the meeting.
- If any revision is made with regard to the Reference Documents of the General Meeting of Shareholders, the Company will post such revision on the Company's website.

The Company's website: (https://www.ferrotec.co.jp/en/)

Reference Documents of the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

Regarding the appropriation of surplus, in consideration of the business performance during the fiscal year under review and continuously making capital investments to expand the scope of operations in each group company, the Company proposes to pay a year-end dividend of \$12 per share, given that there is sufficient surplus to fund the dividend despite uncertainty over the Company's business performance for the fiscal year under review. Accordingly, by adding the interim dividend of \$12 per share that has already been paid, the annual dividend for the fiscal year will be \$24 per share.

Year-end dividends

- (1) Type of dividend property

 To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥12 (¥12 of ordinary dividend) per common share of the Company.

(3) Effective date of dividends of surplus

The effective date of dividends shall be June 29, 2020.

Proposal No. 2 Election of Eight Directors

At the conclusion of this meeting, the terms of office of all eight Directors will expire. Therefore, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Candidate attributes
1	Akira Yamamura	Representative Director, President	Reelection
2	Takeru Yamamura	Representative Director, Executive Vice President and Executive Officer for Administration	Reelection
3	XianHan He	Representative Director, Executive Vice President and Executive Officer for Business Management	Reelection
4	Hiroo Wakaki	Director and Executive Officer for Corporate Planning	Reelection
5	Takanori Suzuki	Director, Executive Officer for Finance & Accounting, Planning, and General Manager of Finance, Accounting & Planning Dept.	Reelection
6	Eiji Miyanaga	Director for US Business Operation	Reelection
7	Kyuzo Nakamura	Outside Director	Reelection Outside Independent
8	Kuniaki Yanagisawa	Outside Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for outside Director Independent: Candidate for independent officer

Candidate No.	Name (Date of birth)	Career summa	ary, position and responsibility in the Company	Number of the Company's shares owned
1	Akira Yamamura (April 1, 1944) Reelection Attendance at Board of Directors meetings 24/25 (96%) The Company and the Compa	Representative Magnetics Co Representative Magnetics Co Representative	e Director of Shanghai Shenhe Thermo-	833,200
2	Takeru Yamamura (February 2, 1971) Reelection Attendance at Board of Directors meetings 25/25 (100%)	Oct. 1994 Apr. 1996 Apr. 2004 Aug. 2006 Apr. 2008 June 2008 June 2009 Apr. 2011 [Significant condition of Ferror Representative Representati	idate Akira Yamamura within the second degree. Joined Secomcad Corporation Joined the Company General Manager of TE Dept., Electronic Device Business Div. General Manager of TE Dept., Functional Materials Business Div. Assistant to the President Director Director for Business Improvement Director and Executive Officer for Administration Representative Director, Executive Vice President and Executive Officer for Corporate Administration (current position) oncurrent positions outside the Company] protec (USA) Corporation rector of Ferrotec Nord Corporation tee Europe GmbH e Director of Ferrotec Taiwan Co., Ltd. e Director of Ferrotec Korea Corporation e Director of Ferrotec Advanced Materials	
	The Company's subsidiary Ha	angzhou Wagen	date Akira Yamamura's eldest son. Precision Tooling Co., Ltd. conducts trading core Takeru Yamamura within the second degree.	ntracts with

Candidate No.	Name (Date of birth)	Career summ	nary, position and responsibility in the Company	Number of the Company's shares owned
		Apr. 1993	Joined the Company	Shares 6 whea
		June 2001	Director	
		June 2004	Managing Director	
		Aug. 2006	Managing Director for Business Management	
		June 2009	Managing Director and Executive Officer for Business Management	
		Apr. 2011	Director, Executive Vice President and Executive Officer for Business Management	
		June 2011	Representative Director, Executive Vice President and Executive Officer for Business Management (current position)	
		[Significant of	concurrent positions outside the Company]	
		_	nt of Hangzhou Dahe Thermo-Magnetics Co.,	
		Representative Tooling Co.,	ve Director of Hangzhou Wagen Precision Ltd.	
		Representativ Technology (ve Director of Hangzhou Dahe New Material Co., Ltd.	
		Co., Ltd.	ve Director of Hangzhou Semiconductor Wafer	
		Ltd.	nt of Shanghai Shenhe Thermo-Magnetics Co.,	
	XianHan He (October 14, 1957)	Machinery C	·	
3	Reelection	Trading Co.,		73,063
	Attendance at Board of Directors meetings	Technology (
	25/25 (100%)	Wafer Co., L		
		(Shanghai) Ir	ve Director and Chief Operating Officer of Luvi international Trade Co., Ltd.	
		Holding Con	we Director of First Semiconductor Technology pany Limited	
		Technology (
		Quartz Mater		
		Semiconduct	we Director of Ferrotec (Ningxia) or Technology Co., Ltd. we Director of Ferrotec (Tianjin) Technology	
		Co., Ltd.	we Director of Ferrotec (Sichuan) Technology	
		Co., Ltd.	we Director of Ferrotec (Sichuan) Technology	
		Co., Ltd.	we Director of Ferrotec (Jiangsu) Semiconductor	
		Technology (
		Technology (
		Thermoelectr	ric Technology Co., Ltd. ve Director of Zhejiang Advanced Precision Co.,	

Candidate No.	Name (Date of birth)	Career sumn	nary, position and responsibility in the Company	Number of the Company's shares owned
		Thermoelectic Representative Ltd. Representative Semiconduct Representative Components Director of F. Director of F. Director of F. Representative Ltd. Representative Ltd. Representative Ltd. Representative Ltd. Representative Ltd. Representative Ltd. Representative Ltd.	errotec (USA) Corporation errotec Korea Corporation errotec Advanced Materials Korea Corporation we Director of Hangzhou Bioer Technology Co. eve Director of Hangzhou Advanced Automation	ogy Co. Ltd.,
	which conducts purchase Company licenses out not addition, Hangzhou Biod Corporation, and conduct Ltd., both of which are s (ii) XianHan He concurrentl Technology Co., Ltd., wh Magnetics Co., Ltd., wh (iii) The Company leases a c	e agency contra- ormal usage rig er Technology (ets purchase and ubsidiaries of t y serves as Rep hich conducts p ich is a subsidia ompany-owned	acts and business consignment contracts with the of trademarks to Hangzhou Bioer Technology Co. Ltd. conducts business consignment contracts of sale transactions with Hangzhou Dahe Thermo-I he Company. Soresentative Director of Hangzhou Advanced Autoburchase and sale transactions with Hangzhou Dal	Company, and the Co. Ltd. In with Ferrotec Magnetics Co., omation the Thermo-fee is set based
4	Hiroo Wakaki (February 5, 1958) Reelection Attendance at Board of Directors meetings 25/25 (100%)	Aug. 1998 Apr. 2002 Apr. 2004 June 2008 Apr. 2009 July 2009 July 2012 Jan. 2013 June 2014	Joined the Company General Manager of General Affairs Dept., Corporate Administration Div. General Manager of General Affairs Dept. Executive Officer and General Manager of General Affairs Dept. Executive Officer, General Manager of General Affairs Dept., and General Manager of President's Office Executive Officer and General Manager of President's Office Executive Officer and General Manager of Business Promotion Office Executive Officer and General Manager of President's Office Director, Executive Officer for Corporate Planning, and General Manager of President's Office	23,500

Candidate No.	Name (Date of birth)	Career sumn	nary, position and responsibility in the Company	Number of the Company's shares owned
		Apr. 1978	Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)	
		July 2007	Seconded to the Company from The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager of Finance Dept. of the Company	
		Jan. 2008	Joined the Company General Manager of Finance Dept. and Accounting Dept.	
		June 2008	Executive Officer, General Manager of Finance Dept. and Accounting Dept.	
	Takanori Suzuki	Jan. 2013	Executive Officer, General Manager of Corporate Administration Div., and General Manager of Finance Dept. and Accounting Dept.	
	(July 31, 1954)	June 2014	Director and Executive Officer for Finance	
	Reelection	Apr. 2017	Director	
5	Attendance at Board of Directors meetings 25/25 (100%)	Jan. 2018	Executive Officer and General Manager of Finance, Accounting & Planning Dept.	28,100
		June 2018	Director, Executive Officer for Finance, and General Manager of Finance, Accounting & Planning Dept.	
		June 2019	Director, Executive Officer for Finance & Accounting, Planning, and General Manager of Finance, Accounting & Planning Dept. (current position)	
		[Significant concurrent positions outside the Company]		
		Chairman of	ASAHI SEISAKUSHO CO., LTD.	
		Director of ALIONTEK CORPORATION		
		Director of Shanghai Hanhong Precision Machinery Co., Ltd.		
			Director of First Semiconductor Technology Holding Company Limited	
			ctor of Toyo Knife Co., Ltd.	
	There is no special interest be	tween the cand	lidate Takanori Suzuki and the Company.	

Candidate No.	Name (Date of birth)	Career sumn	nary, position and responsibility in the Company	Number of the Company's shares owned		
		July 2001	Joined Ferrotec (USA) Corporation			
		Apr. 2002	Director (current position)			
		Jan. 2005	President and COO			
	Eiji Miyanaga	Nov. 2010	President and CEO			
	(July 15, 1970)	June 2015	Director for Europe & US Business			
	Reelection		operation of the Company			
6	Attendance at Board of	Apr. 2017	Director for US Business operation (current position)	10,000		
	Directors meetings 24/25 (96%)	July 2017	CEO of Ferrotec (USA) Corporation (current position)			
		[Significant of	concurrent positions outside the Company]			
			CEO of Ferrotec (USA) Corporation			
			errotec Material Technologies Corporation			
	There is no special interest be					
	1	Oct. 1974	Joined ULVAC Corporation (currently			
			ULVAC Inc.)			
	Kyuzo Nakamura	July 1988	Director of the Chiba Institute for Super Materials			
	(February 24, 1947)	Sept. 1990	Director			
		July 1994	Managing Director			
	Reelection	July 1996	General Manager of Semiconductor Equipment Division 1			
	Outside	Sept. 1996	President and Chief Executive Officer	16,300		
	Independent	Sept. 2006	Chairman			
		July 2012	Director and Senior Adviser			
	Attendance at Board of Directors meetings	Sept. 2012	Resigned as Director			
	25/25 (100%)	June 2013	Outside Director of the Company (current position)			
		[Significant of	concurrent positions outside the Company]			
		Director of E	Iangzhou Semiconductor Wafer Co., Ltd.			
7	The candidate Kyuzo Nakam		ate for outside Director. There is no special interes	st between him		
	and the Company. He is currently an outside Director of the Company, and his tenure as outside Director will have been seven					
	years at the conclusion of this Meeting. He has abundant experience and discernment as Chief Executive Officer of a business corporation, and the Company has deemed that he will be able to greatly assist in the					
	management of the Company as outside Director from an objective standpoint independent of management,					
	who is engaged in the execution of business. Accordingly, the Company nominates him as a candidate for					
	outside Director. He was previously Representative Director of ULVAC Inc. Regarding transactions within this fiscal year between the ULVAC, Inc. group and the Group, net sales to the ULVAC, Inc. group amounted to less					
	than 1% of the Company's consolidated net sales, and the Group's purchases from the ULVAC, Inc. group					

than 1% of the Company's consolidated net sales, and the Group's purchases from the ULVAC, Inc. group amounted to less than 1% of ULVAC, Inc.'s consolidated net sales. Therefore, this has no impact on his independence.

The Company has entered into a limited liability agreement with him pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation to limit the liability for damages as provided for in Article 423, paragraph (1) of the same act. If his reelection is approved, the Company plans to renew the aforementioned agreements with him. The limitation of the liability for damages under the same agreement is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. The Company has submitted notification to the Tokyo Stock Exchange that he has been designated as an independent officer as provided for by the aforementioned exchange.

If his reelection is approved, the Company plans for his appointment as an independent officer to continue.

Candidate No.	Name (Date of birth)	Career sumn	nary, position and responsibility in the Company	Number of the Company's shares owned
		Apr. 1974	Joined Fuji Electric Manufacturing Co., Ltd. (currently Fuji Electric Co., Ltd.)	
		Nov. 1998	Managing Director of Fuji Electric Hong Kong Co., Ltd. General Manager of Fuji Electric (ShenZhen) Co., Ltd.	
		July 2004	General Manager of Business Plan & Administration Division, Information Devices Group of Fuji Electric Device Technology Co., Ltd.	
		June 2006	Director and General Manager of Business Headquarters and Wafer Division, Semiconductor Group	
		Apr. 2008	Managing Executive Officer and Director, and General Manager of Production Division, Semiconductor Group	
	Kuniaki Yanagisawa (January 20, 1954) Reelection	Oct. 2009	Director, Deputy General Manager of Semiconductor Group, and General Manager of Matsumoto Factory of Fuji Electric Systems Co., Ltd.	
8	Outside	Apr. 2011	Executive Officer and Corporate General Manager of Electronic Devices Business Group of Fuji Electric Co., Ltd.	15,000
	Independent Attendance at Board of Directors meetings 17/17 (100%)	Apr. 2014	Managing Executive Officer and Corporate General Manager of Electronic Devices Business Group	
		Apr. 2016	Senior Managing Executive Officer and Corporate General Manager of Electronic Devices Business Group	
		Apr. 2018	Senior Adviser (current position)	
		June 2018	Director of FUJI FURUKAWA ENGINEERING & CONSTRUCTION CO., LTD. (current position)	
		July 2018	Outside Auditor of Nabelin Co., Ltd. (current position)	
		June 2019	Outside Director of the Company (current position)	
		_	concurrent positions outside the Company]	
			er of Fuji Electric Co., Ltd.	
			UJI FURUKAWA ENGINEERING & TION CO., LTD.	
		Outside Audi	itor of Nabelin Co., Ltd.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned			
	and the Company. He is currently an outside Dire at the conclusion of this Meetic execution of a business corpor management of the Company a who is engaged in the executio outside Director. Regarding track he was assigned, and the Grou Company's consolidated net sat to less than 1% of Fuji Electric independence. The Company has entered into paragraph (1) of the Companie provided for in Article 423, parenew the aforementioned agreagreement is the minimum liab. The Company has submitted n	sawa is a candidate for outside Director. There is no special interestor of the Company, and his tenure as outside Director will have now the company has deemed that he will be able to great as outside Director from an objective standpoint independent of on of business. Accordingly, the Company nominates him as a consactions within this fiscal year between the Fuji Electric Co., p., net sales to the Fuji Electric Co., Ltd. group amounted to less ales, and the Group's purchases from the Fuji Electric Co., Ltd. and the Group's purchases from the Fuji Electric Co., Ltd. and the Articles of Incorporation to limit the liability for corresponding to the Same act. If his reelection is approved, the Composition with him. The limitation of the liability for damages un officiation to the Tokyo Stock Exchange that he has been designated to the Tokyo Stock Exchange that he has been designated to the Composition to the Tokyo Stock Exchange that he has been designated to the Tokyo	ve been one year agaged in business thy assist in the annagement, andidate for Ltd. group, where is than 1% of the group amounted et on his ans of Article 427, damages as company plans to der the same panies Act.			
	independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.					

Proposal No. 3 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Go Fujimoto will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)		Career summary and position in the Company	Number of the Company's shares owned
Go Fujimoto (March 31, 1973)	Oct. 2003	Registered as a lawyer (Japan) Joined Anderson & Mori (currently Anderson Mori & Tomotsune)	
Reelection	Feb. 2011	Registered as a lawyer (New York State in U.S.A.)	
Outside	July 2012	Joined Shanghai Shengwo Law Firm	
	Aug. 2013	Joined Shanghai Branch of Beijing Dacheng Law Offices	
Independent	Apr. 2014	Joined Nishimura & Asahi	
Attendance at Board of Directors meetings	June 2016	Outside Audit & Supervisory Board Member of the Company (current position)	_
24/25 (96%)	Oct. 2017	Joined Atsumi & Sakai (current position)	
A 4 1 4 A 1'4 0	[Significant c	concurrent positions outside the Company]	
Attendance at Audit & Supervisory Board	Lawyer of At	sumi & Sakai	
meetings 13/14 (93%)			

The candidate Go Fujimoto is a candidate for outside Audit & Supervisory Board Member. There is no special interest between him and the Company.

He is currently an outside Audit & Supervisory Board Member of the Company, and his tenure as Audit & Supervisory Board Member will have been four years at the conclusion of this Meeting. He has never in the past been directly involved in the management of a company. However, he has a wealth of knowledge and experiences as an international attorney-at-law. The Company judges that he can help to enhance transparency of the Board of Directors and strengthen supervision functions, from an objective and independent perspective of the company and society including laws and regulations. Therefore, the Company proposes his election as outside Audit & Supervisory Board Member.

The Company has entered into a limited liability agreement with him pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation to limit the liability for damages as provided for in Article 423, paragraph (1) of the same act. If his reelection is approved, the Company plans to renew the aforementioned agreements with him. The limitation of the liability for damages under the same agreement is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act.

The Company has submitted notification to the Tokyo Stock Exchange that he has been designated as an independent officer as provided for by the aforementioned exchange.

If his reelection is approved, the Company plans for his appointment as an independent officer to continue.