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Securities Code: 4902
November 26, 2012

To Our Shareholders

Masatoshi Matsuzaki
Director, Representative Executive Officer
and President

Konica Minolta Holdings, Inc.
2-7-2 Marunouchi, Chiyoda-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

KONICA MINOLTA HOLDINGS, INC. (“the Company”) respectfully requests your attendance at the Extraordinary General Meeting of Shareholders (“the Meeting”), which will be held as detailed below.

If you are unable to attend the Meeting, you may exercise your voting rights in writing or by an electronic method (via the Internet). In this case, please examine the attached Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval on the enclosed Voting Form and return it so it reaches us by 5.40 p.m., Monday, December 10, 2012, or vote on the website for exercising voting rights designated by the Company (<http://www.evotep.jp/>) no later than the above-mentioned deadline.

- 1. Date and Time:** Tuesday, December 11, 2012 at 10.00 a.m.
- 2. Place:** Grand Arc Hanzomon, 4F “Fuji-no-ma”
- 3. Objectives:**
Matters to be Resolved:
Agenda Item: Partial Revisions to the Articles of Incorporation
- 4. Guide to the Exercise of Voting Rights, etc.**
Please refer to “Guide to the Exercise of Voting Rights, etc.”

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- In case of any changes to the Reference Documents for the General Meeting of Shareholders, the changes will be posted on the Company's website (<http://konicaminolta.jp/about/investors/index.html>).
 - If you plan to attend the Meeting, please submit the enclosed Voting Form to the receptionist at the Meeting.
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Guide to the Exercise of Voting Rights, etc.

1. Deadline for exercise of voting rights

As specified in the opening statement of this notice, for those unable to attend the Meeting, the deadline for receipt of votes by mail and the deadline for the exercise of voting rights on the website for exercising voting rights designated by the Company (<http://www.evote.jp/>) is 5.40 p.m., Monday, December 10, 2012.

2. Treatment of votes without indication of approval or disapproval

Any voting right exercised without indicating approval or disapproval for a particular proposal will be counted as a vote for approval of the proposal.

3. Treatment of votes cast more than once by mail

If any voting right is exercised more than once by mail, the latest exercise will be upheld as a valid exercise of the voting right.

4. Diverse exercise of voting rights

Shareholders are respectfully requested to notify the Company in writing of any diverse exercising of voting rights and the reason therefore not later than three days before the Meeting.

Using the Internet to exercise voting rights

1. Treatment of votes cast both by mail and via the Internet

If any voting right is exercised both by mail and by the Internet, the exercise via the Internet will be upheld as a valid exercise of the voting right.

2. Treatment of votes cast more than once via the Internet

If any voting right is exercised more than once via the Internet, the latest exercise will be upheld as a valid exercise of the voting right. If any voting right is exercised by personal computer, by smartphone and by cellular phone, the latest exercise will be upheld as a valid exercise of the voting right.

3. Guide to using the Internet to exercise voting rights

If you decide to use the Internet to exercise your voting rights, please read the following in advance. If you intend to attend the Meeting in person, voting in writing or using the Internet is unnecessary.

(1) Site for Exercising Voting Rights

- (i) You may only exercise voting rights via the Internet by accessing the website for exercising voting rights designated by the Company (<http://www.evote.jp/>) through a personal computer, smartphone or cellular phone (i-mode, EZweb or Yahoo! Mobile)*. Please note that you will not be able to access the above URL from 2.00 a.m. to 5.00 a.m. each day during the exercise period.

* (“i-mode” is a trademark or registered trademark of NTT DoCoMo Inc., “EZweb” is a trademark or registered trademark of KDDI Corporation, “Yahoo!” is a trademark or registered trademark of Yahoo! Inc. in the United States and “Yahoo! Mobile” is a trademark or registered trademark of SOFTBANK MOBILE Corp.)

- (ii) With respect to exercising voting rights via the Internet using a personal computer or smartphone, in some network environments (including, but not limited to, the case in which you use firewall, etc. antivirus programs or a Proxy Server for Internet access), you may not be able to exercise voting rights.
- (iii) With respect to the exercise of voting rights via the Internet by using a cellular phone, please use the service by i-mode, EZweb or Yahoo! Mobile. For security purposes, the website is only compatible with cellular phones that have functions of an encrypted communication (SSL communication) and transmission of cellular phone information.
- (iv) Although the exercise of voting rights via the Internet will be acceptable until 5.40 p.m. on Monday, December 10, 2012, we recommend that you exercise your voting rights earlier. If you have any enquiries, please contact the helpdesk shown below.

- (2) Method of Exercising Voting Rights via the Internet
- (i) On the website for exercising voting rights (<http://www.evotep.jp/>), please enter your approval or disapproval for the proposals by using your “Login ID” and “Temporary Password” described in the Voting Form and by following the instructions on the screen.
 - (ii) Please note that if you wish to exercise your voting rights via the internet, you will be asked to change your “Temporary Password” on the website for exercising voting rights in order to prevent unauthorized access (web spoofing) or alteration of the voting by any other person than you.
 - (iii) The “Login ID” and the “Temporary Password” will be renewed and sent to you for each general meeting of shareholders to be held in the future.
- (3) Costs Arising from Access to the Website for Exercising Voting Rights
- Any costs arising from access to the website for exercising voting rights (such as the Internet access fees, phone charges and packet communication fees, etc.) shall be paid by you.

For enquiries with respect to exercising voting rights via the Internet

Mitsubishi UFJ Trust and Banking Corporation
Stock Transfer Agency Department (helpdesk)
Telephone: 0120-173-027
(Operating Hours: 9.00 to 21.00, toll-free number)
(Japanese language only)

To Institutional Investors

As an additional method for exercising your voting rights via the Internet described above, any trust management bank or other nominal shareholders (including standing proxies) may use the electronic voting platform for institutional investors operated by ICJ, Inc. subject to prior request for the use of the platform.

**REFERENCE DOCUMENTS
FOR
THE GENERAL MEETING OF SHAREHOLDERS**

Agenda Item Partial Revisions to the Articles of Incorporation

1. Reasons for the revisions

As a holding company, the Company has been governing and controlling the business activities of the subsidiaries. To respond to the changing management environment surrounding the Group, the Company determined to take measures to achieve innovative management capabilities and accelerate the speed of business promotion. To this end, by merging the subsidiaries with the Company and combining the management resources dispersed between holding company and subsidiaries, corporate structure will be reorganized into a structure optimum for utilizing overall management resources of the Group strategically and with higher agility, realizing total optimization, enhancing the cooperation among businesses, and promoting rapid decision-making.

Accordingly, the Company will make necessary revisions to Article 1 (Corporate Name) and Article 2 (Purpose) of the current Articles of Incorporation. In addition, supplementary provisions that the effective date of these revisions shall be April 1, 2013 will be newly added.

2. Details of revisions

The current Articles of Incorporation and the proposed revisions are as follows.

(Revisions are underlined.)

Current Articles of Incorporation	Proposed Revisions
<p>(Corporate Name) Article 1 The name of the Company shall be <u>Konica Minolta Holdings Kabushiki Kaisha</u>. The Company shall be called "<u>KONICA MINOLTA HOLDINGS, INC.</u>" in English.</p> <p>(Purpose) Article 2 The objects and purposes of the Company shall be to engage in the following operations: 1. <u>To govern and control the business activities of the companies engaged in the businesses set out below and of overseas companies engaged in the corresponding businesses, through the shareholding or equity holding in those companies.</u> (1) To manufacture and sell office machines and implements, and materials thereof. (2) To manufacture and sell <u>photographic apparatus and accessories thereof, and other optical apparatus, lenses, and physical and chemical machines and implements.</u> (3) To manufacture and sell <u>photographic sensitive materials in general.</u> (4) To manufacture and sell printing machinery and implements, and materials thereof. (5) To manufacture and sell pharmaceuticals, medical-related products, medical machines and implements, and materials thereof. (6) To manufacture and sell gauges and measuring instruments.</p>	<p>(Corporate Name) Article 1 The name of the Company shall be <u>Konica Minolta Kabushiki Kaisha</u>. The Company shall be called "<u>KONICA MINOLTA, INC.</u>" in English.</p> <p>(Purpose) Article 2 The objects and purposes of the Company shall be to engage in the following operations: (deletion) 1. To manufacture and sell office machines and implements, and materials thereof. 2. To manufacture and sell optical apparatus, lenses, and physical and chemical machines and implements. 3. To manufacture and sell <u>functional films, performance materials and ingredients, etc.</u> 4. To manufacture and sell printing machinery and implements, and materials thereof. 5. To manufacture and sell pharmaceuticals, medical-related products, medical machines and implements, and materials thereof. 6. To manufacture and sell gauges and measuring instruments.</p>

Current Articles of Incorporation	Proposed Revisions
<p>(7) To manufacture and sell electric, electronic and magnetic and communication machinery and implements, and materials thereof.</p> <p>(8) To manufacture and sell precision apparatus and tools, etc. (addition)</p> <p>(9) To manufacture and sell devices and parts etc. related to (1), (2), (4), (5), (6), (7), and (8) above.</p> <p>(10) To develop and sell software related to (1), (2), (3), (4), (5), (6), (7), (8), and (9) above, and to provide information processing and transmission services.</p> <p>(11) To manufacture and sell industrial chemicals.</p> <p>(12) To manufacture and sell synthetic chemical products.</p> <p>(13) <u>To develop technologies related to image input and output technologies and information processing technologies.</u></p> <p>(14) <u>To engage in printing and plate making business.</u></p> <p>(15) To perform <u>construction</u> work related to (2) above by contract.</p> <p>(16) To import and export the products described in (1), (2), (3), (4), (5), (6), (7), (8), (9), (11) and (12).</p> <p>(17) <u>To perform all operations related or incidental to (1), (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15) and (16) above.</u> (addition)</p> <p><u>2.</u> To lease real estate.</p> <p><u>3.</u> To perform all operations related or incidental to each of the foregoing.</p> <p>Article 3 - Article 38 (Articles are omitted.) (addition)</p>	<p><u>7.</u> To manufacture and sell electric, electronic and magnetic and communication machinery and implements, and materials thereof.</p> <p><u>8.</u> To manufacture and sell precision apparatus and tools, etc.</p> <p><u>9.</u> <u>To manufacture and sell industrial and general machinery, and implements and materials using image input and output technologies, etc.</u></p> <p><u>10.</u> To manufacture and sell devices and parts etc. related to <u>1. through 9.</u> above.</p> <p><u>11.</u> To develop and sell software related to <u>1. through 10.</u> above, and to provide information processing and transmission services.</p> <p><u>12.</u> To manufacture and sell industrial chemicals <u>and medical and printing chemicals (including poisonous or deleterious substances).</u></p> <p><u>13.</u> To manufacture and sell synthetic chemical products. (deletion)</p> <p>(deletion)</p> <p><u>14.</u> To perform <u>installation</u> work related to <u>2., 5., 6., 7., 10., and 11.</u> above by contract.</p> <p><u>15.</u> To import and export the products described in <u>1. through 13.</u> above. (deletion)</p> <p><u>16.</u> <u>To reuse, recycle, buy and sell secondhand articles of products described in 1. through 13. above.</u></p> <p><u>17.</u> To lease real estate.</p> <p><u>18.</u> To perform all operations related or incidental to each of the foregoing.</p> <p>Article 3 - Article 38 (no revisions)</p> <p><u>Supplementary Provisions</u> <u>Article 1 Revisions to the provisions of the Article 1 (Corporate Name) and Article 2 (Purpose) shall be effective on April 1, 2013. The provisions of this Article shall be deleted on the day on which the said revisions become effective.</u></p>