

(Translation)

Securities Code: 6632  
June 8, 2010

**JVC KENWOOD Holdings, Inc.**  
12, 3-chome, Moriya-cho, Kanagawa-ku,  
Yokohama, Kanagawa

## NOTICE OF CONVOCAION OF THE 2ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

**Dear Shareholders,**

You are cordially invited to attend the 2nd ordinary general meeting of shareholders of JVC KENWOOD Holdings, Inc. (the "Company"), to be held on Thursday, June 24, 2010. You will find more information about the meeting below, on Page 2.

In the event you can't attend, you can exercise your voting rights in writing or by using electronic media (such as the Internet), according the following instructions, after reviewing the reference documents for the general meeting of shareholders below,

- (1) by indicating whether you vote For or Against the proposals in the enclosed Voting Rights Exercise Form and then returning it by 6:00 p.m. on Wednesday, June 23, 2010, or,
- (2) by visiting the Website for Exercise of Voting Rights that the Company designates (<http://www.webdk.net>) and logging onto the website using the "Voting Code" and "Password" shown in the enclosed "Voting Rights Exercise Form" and enter For or Against our proposal according to the instructions by 6:00 p.m. on Wednesday, June 23, 2010.

If voting on the Internet, please refer to the "Procedures and Treatment in Exercising the Voting Rights through Electronic Media (such as the Internet)" on Page 3.

In the event that you have exercised your voting right in both ways (in writing and also on the Internet), the vote on the Internet prevails regardless of the time when we received your vote.

Also, in the case of multiple votes on the Internet, the latest one shall prevail.

With Best Regards,

Haruo Kawahara  
Chairman and President  
(Representative Director of the Board)

JVC KENWOOD Holdings, Inc. is Japanese companies. The offer is subject to Japanese disclosure requirements that are different from those of the United States. Financial statements included herein have been prepared in accordance with Japanese accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, since the companies are located in Japan, and some or all of their officers or directors are residents of Japan. You may not be able to sue the companies or their officers or directors in a Japanese court for violations of the U.S. securities laws. Finally, it may be difficult to compel the companies and their affiliates to subject themselves to a U.S. court's judgment.

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**Description**

1. Date and Time: Thursday, June 24, 2010, at 10 a.m.
2. Place: Shinagawa Intercity Hall  
15-4, Konan 2-chome, Minato-ku, Tokyo
3. Agenda:
  - Matters to be Reported:
    1. Report on Business Report and Consolidated Financial Statements for the 2nd Fiscal Year (From April 1, 2009 to March 31, 2010) and the Audit Reports on the Consolidated Financial Statements from the Accounting Auditor and the Board of Statutory Auditors
    2. Report on the Non-consolidated Financial Statements for the 2nd Fiscal Year (From April 1, 2009 to March 31, 2010)
  - Matters to be Resolved:
    - Proposal No. 1: Reverse split of stocks
    - Proposal No. 2: Partial amendments to Articles of Incorporation
    - Proposal No. 3: Election of Nine (9) Directors

END

- If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
- In the event that you can't attend the meeting, it is permitted that a shareholder who has voting right as proxy may attend the meeting. However, in this case, submission of a form to designate the proxy is required.
- The details of the proposals are described in the reference documents for the general meeting of shareholders (page 4 to 11).
- In case of any changes in the reference documents, business report, non-consolidated financial statements and consolidated financial statements, the changes will be posted on the website (<http://www.jk-holdings.com/>).

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**<Procedures and Treatment in Exercising the Voting Rights  
through Electronic Media (such as the Internet)>**

In the event of exercising your voting rights on the Internet, please check the following items in advance.

If you plan to attend the meeting, exercise of voting rights by mail (Voting Rights Exercise Form) or on the Internet is not required.

Description

1. Online voting is available only by accessing the website noted below. This site is also available through the Internet via cellular phone.

**Online voting site: <http://www.webdk.net>**

\* If your cellular phone is equipped with a barcode reader, you may use the two-dimensional code at right in order to access the online voting site. For more detailed information on that procedure, please refer to your phone's user manual.



2. When voting online, enter the voting code and password indicated on the enclosed voting form. Then indicate your consent/dissent concerning for each item by following the instructions displayed on the screen.

3. Online votes will be accepted until the day immediately prior to the date of the Annual Shareholders' Meeting (deadline for online voting: 6:00 p.m., June 23, 2010, JST). However, voting in advance will be highly appreciated for our convenience in vote counting.

4. In the event that a vote is exercised in duplicate via online and via the enclosed voting form, only the online vote shall be counted.

5. In the event that more than one online vote is exercised (including votes via PC and via cellular phone), only the most recent vote shall be counted.

6. Any costs related to connecting to a shareholder's Internet provider, as well as communication charges (including telephone charges) for accessing the online voting site, shall be borne by the shareholder.

**<System Requirements for Online Voting>**

The following system environments are required for accessing the online voting site.

1. Internet access

2. When voting via PC, Microsoft® Internet Explorer version 6.0 or newer browser software and compatible hardware.

3. When voting via cellular phone, a 128-bit SSL communication (encrypted communication) compatible model. (For security purposes, only 128-bit SSL communication compatible cellular phones can access to the online voting system. Other models are not compatible with this system.)

(Microsoft is a registered trademark of Microsoft Corporation in the United States and other countries.)

**<Inquiries for Online Voting>**

Please contact the following Help Desk for inquiries about online voting.

**Agent for Shareholder Registry Management:**

**The Sumitomo Trust & Banking Co., Ltd.**

**Stock Transfer Agency Department (Help Desk)**

**Phone (toll-free within Japan): 0120-186-417 (24 hours/day)**

For other inquiries, please contact: The Sumitomo Trust & Banking Co., Ltd., Stock Transfer Agency Department at 0120-176-417 (toll-free phone within Japan, 9:00 a.m. to 5:00 p.m.).

**<Electronic Voting Platform>**

For nominee shareholders of trust banks (including standing proxies), if they apply for the use of the "Electronic Voting Platform" operated by ICJ, Inc., which is a joint venture established in the Tokyo Stock Exchange, Inc. (TSE), they can select to use this platform for voting, other than the voting method on the Internet shown in the above items 1 through 6, as methods of voting using electronic media in our meeting.

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## REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Proposal No. 1: Reverse split of stocks

#### 1. Reason for needs of share consolidation

JVC Kenwood was established on October 1, 2008 through a joint stock transfer by Victor Company of Japan, Limited (JVC) and Kenwood Corporation (Kenwood). At that time, it issued one of its shares for every two JVC shares and for every one Kenwood share so that the shareholders could easily understand the share transfer scheme, based on factors such as the then share price level.

At that time, JVC Kenwood set its minimum trading unit at 100 shares in accordance with the policy of the "Action Plan Toward the Unification of Trading Units," which was announced in November 2007 by national stock exchanges. Meanwhile, the minimum trading unit for shares of both JVC and Kenwood was 1,000 shares.

As a result, the total number of shares issued by the Company exceeded 1 billion. However, as stock prices fall when there are drastic changes in the economic environment, such as the collapse of Lehman Brothers, fluctuations in stock prices have become greater than before. We are therefore expecting to form stock prices that respond to a decrease in the total number of issued shares through reverse split of common stocks of the Company.

The Group considers the possibility of obtaining funds from the capital markets to execute a future structural reform and measures for growth. However, the Group has not decided to execute a specific plan regarding capital increase or the like.

Along with this share consolidation, JVC Kenwood will reduce the number of outstanding shares by the same ratio as that applied to the share consolidation, and introduce an additional purchase system for shares of less than one trading unit to minimize the effects of share consolidation on those holding shares of less than one unit.

#### 2. Details of share consolidation

(1) The total number of shares issued by the Company of 1,090,002,015 shares will become 109,000,201 shares through consolidation of 10 shares to 1 share. The resulting fractions of less than one share occurring upon the said share consolidation will be collectively sold pursuant to Article 234 of the Corporate Law. The proceeds from the sales will be distributed to shareholders holding the fractions based on the percentage of the fractions they hold.

#### (2) Effective date of the share consolidation

August 1, 2010

#### 3. Others

It is also proposed that the other necessary matters be entrusted to the Board of Directors.

### Proposal No. 2: Partial amendments to Articles of Incorporation

#### 1. Reason for amendments

(1) We propose to amend the wording in order to decrease the total number of shares authorized to be issued as stipulated in Article 6 of the existing Articles of Incorporation on condition that proposal No. 1 (Reverse split of stocks) is approved.

(2) We propose to newly establish Article 9 (Request for Sale of Shares of Less Than One Unit) in the Articles of Incorporation to implement a system for requesting sale of shares of less than one unit as stipulated in Article 194 of the Corporate Law in light of enhancing services to our shareholders.

(3) We propose to amend the wording of Article 8 of the Articles of Incorporation with the new establishment of the provision as stated in Item (2), and propose that the numbers of articles subsequent to Article 9 thereof be renumbered accordingly.

(4) We propose to establish a supplementary provision to the effect that the amendment as stated in Item (1) take effect as of the effective date of reverse split of stocks as explained in Proposal No. 1. This

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supplementary provision shall be deleted after the lapse of the said date.

2. Details of proposed amendments

Details of the proposed amendments are as follows:

(Amended portions are underlined)

Existing Articles of Incorporation	Proposed Amendments
<p><b>Chapter 2: Shares</b> (Total Number of Shares Authorized to be issued) Article 6: The total number of shares authorized to be issued by the Company shall be 4 billion <u>(4,000,000,000)</u> shares.</p> <p>(Omission)</p> <p>(Rights concerning Shares Less than One Unit) Article 8: (Text Omitted) (Inserted)</p> <p>(Inserted)</p> <p>Article <u>9</u> to Article <u>37</u>: (Text Omitted)</p> <p>(Inserted)</p> <p>(Inserted)</p>	<p><b>Chapter 2: Shares</b> (Total Number of Shares Authorized to be issued) Article 6: The total number of shares authorized to be issued by the Company shall be 4 billion <u>(400,000,000)</u> shares.</p> <p>(Text Unchanged)</p> <p>(Rights concerning Shares Less than One Unit) Article 8: (Text unchanged) <u>(4) Right to make requests provided for in the following article</u></p> <p><u>(Request for Sale of Shares of Less Than One Unit)</u> Article 9: A shareholder of the Company may request the Company to sell to that shareholder such number of shares that will constitute the minimum trading unit together with shares less than one unit held by the shareholder in accordance with the Share Handling Regulations.</p> <p>Article <u>10</u> to Article <u>38</u>: (Text Unchanged)</p> <p><b><u>Chapter 8: Supplemental Provisions</u></b> <u>(Amendment of Article 6)</u> Article 39: The amendment of Article 6 shall take effect as of the effective date of Reverse split of stocks in relation to Proposal No. 1 of The 2nd Ordinary General Meeting of Shareholders of the Company.</p> <p><u>(Deletion of Supplemental Provisions)</u> Article 40: The preceding article and this article shall be deleted on the day following the effective date of reverse split of stocks.</p>

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**Proposal No. 3:** Election of Nine (9) Directors

All seven (8) directors' tenure of office is to expire at the end of the coming General Meeting of Shareholders. In connection with this, the shareholders are requested to elect nine (9) directors, in order to promote integrated group operation ground forward.

The candidates are as follows:

No.	Name (Date of Birth)	Profile, title, position and Important positions concurrently held at other Company	The number of the Company's shares held
1	Haruo Kawahara (March 9, 1939)	Jun. 1996 Director and General Planning Manager, delegation, Toshiba Corp. Jun. 1997 Executive Director Jul. 2000 Advisor Jun. 2002 President, Representative Director of the Board, Executive Officer CEO, Kenwood Corporation Jun. 2007 Chairman, Representative Director of the Board Oct. 2008 Chairman, Representative Director of the Board, Executive Officer CEO, JVC KENWOOD Holdings, Inc. Representative Director of the Board, Victor Company of Japan, Limited (currently) Jun. 2009 Chairman and President, Representative Director of the Board, Executive Officer CEO, JVC KENWOOD Holdings, inc.(currently)	377,900 shares
2	Kazuo Shiohata (June 29, 1950)	Jul. 2001 Sales Manager of Yokohama area, The Asahi Bank, Ltd. (currently, Resona Bank, Limited) Jun. 2002 Joined Kenwood Corporation Executive Officer and Managing Director Oct. 2002 General Manager, Finance and Accounting Apr. 2003 Assistant to the President, Finance and Accounting (CFO) Jun. 2003 Director, Executive Vice President & Executive Officer, Assistant to President (CFO) Jun. 2004 CFO, Assistant to CEO (in charge of stock legal and public relations) Oct. 2005 General Manager, Corporate Relations Division Apr. 2006 Assistant to CEO (in charge of human resources) Jun. 2006 Assistant to CEO (in charge of human resources and financial strategy support) Jun. 2007 President, Representative Director of the Board, Executive Officer CEO, Chairman of meetings for environment Aug. 2008 Representative Director of the Board, J&K Technologies Corp. (currently, J&K Car Electronics Corporation) Jun. 2009 President, Representative Director of the Board (currently) Representative Director of the Board, Kenwood Corporation President and Representative Director of the Board, J&K Car Electronics Corporation Apr. 2010 Director of the Board, and Assistant CEO (management reforms), JVC KENWOOD Holdings, Inc.	340,700 shares

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No.	Name (Date of Birth)	Profile, title, position and Important positions concurrently held at other Company	The number of the Company's shares held
3	Hiroshi Odaka (September 20, 1952)	<p>Apr. 1976      Joined the Nippon Credit Bank, Limited (currently Aozora Bank, Ltd.)</p> <p>Aug. 1993      Left the Bank, Concurrently holds the post of Director or Advisor of several companies as well as working on consulting work</p> <p>Mar. 2003      Joined the PricewaterhouseCoopers Financial Advisory Service Co., Ltd. (currently, PricewaterhouseCoopers Co., Ltd.), Turn around manager in charge of corporate turnaround business</p> <p>Nov. 2004      Joined the Nippon Mirai Capital Co., Ltd. Temporarily transferred to Daichi Kasei Co., Ltd., Advisor</p> <p>Jan. 2005      Senior Executive Officer</p> <p>Jun. 2005      Representative Director and President</p> <p>Oct. 2008      Deputy President, Director of the Board, CFO, General Executive, Strategic Corporate Planning Division, JVC KENWOOD Holdings, Inc.</p> <p>Jun. 2009      Director of the Board, and Chief Financial Officer (CFO), Assistant CEO (Strategic Corporate Planning, Strategic Finance &amp; Accounting and Group Consolidation &amp; Management Reform) and General Executive, Strategic Corporate Planning Division</p> <p>Aug. 2009      Victor Company of Japan, Limited. General Manager, Business Solution Div.</p> <p>Sep. 2009      Director of the Board, Victor Company of Japan, Limited President and Representative Director of the Board, VICTOR ARCS CO., Ltd.</p> <p>Apr. 2010      Director of the Board, and Chief Financial Officer (CFO), JVC KENWOOD Holdings, Inc. (currently)</p>	146,900 shares

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No.	Name (Date of Birth)	Profile, title, position and Important positions concurrently held at other Company	The number of the Company's shares held
4	Hisayoshi Fuwa (July 6, 1949)	<p>Jun. 1986 Director of Toshiba Medical Systems Europe B.V.</p> <p>Jun. 1995 General Planning Manager of Toshiba Corporation</p> <p>Nov. 1999 Executive Vice President of Toshiba America, Inc.</p> <p>Jun. 2002 Deputy General Manager of Finance and Accounting Div., Toshiba Corporation</p> <p>Apr. 2003 General Manager of Corporate Strategic Planning Div., Toshiba Corporation</p> <p>Jun. 2003 Executive Officer, Corporate Vice President of Toshiba Corporation (General Manager of Corporate Strategic Planning Div.)</p> <p>Jun. 2006 Executive Officer, Corporate Vice President of Toshiba Corporation (General Manager of Corporate Strategic Planning Div., Chief of icube Project, Innovation Div.)</p> <p>Apr. 2007 Executive Officer, Corporate Vice President of Toshiba Corporation (in charge of General Planning)</p> <p>Jun. 2007 President and Representative Director of Toshiba Carrier Corporation</p> <p>Mar. 2010 Advisor of Toshiba Corporation</p>	0 shares
5	Kazuhiro Aigami (October 27, 1957)	<p>Apr. 2004 General Manager, Oversea Sales, Communications Div., Kenwood</p> <p>Jun. 2005 General Supervisor, Overseas Sales, Communications Div.</p> <p>Apr. 2006 General Supervisor, Overseas Marketing, Communications Div. General Manager, Overseas Marketing Development, Communications Div.</p> <p>Apr. 2007 General Manager, Communications Div.</p> <p>Jun. 2007 Managing Operating Officer</p> <p>Jun. 2008 Director of the Board &amp; Senior Managing Operating Officer, General Manager Yokohama Office (currently)</p> <p>Jul. 2008 Assistant to CEO (in charge of communications strategy) (currently)</p> <p>Oct. 2008 Executive Vice President, Director of the Board</p> <p>Jun. 2009 Director of the Board, JVC KENWOOD Holdings, Inc. (currently) President and Representative Director of the Board, General Manager, Communications Div. and Chairman of meetings for environment, Kenwood Corporation (currently)</p>	168,800 shares



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No.	Name (Date of Birth)	Profile, title, position and Important positions concurrently held at other Company	The number of the Company's shares held
6	Yuta Ito (May 14, 1955)	<p>Dec. 1993 Apple Inc. Held positions of General Manger of Education Division, General Manager of Higher Education Division, General Manager of Developer Market Division</p> <p>Dec. 1996 Joined Disney Interactive Japan, Japanese representative</p> <p>Jan. 1998 Representative/ General Manager of Excite Japan Co., Ltd.</p> <p>Jan. 1999 General Electric International Inc. General Manager of Home Electronics Business</p> <p>Jul. 2004 Representative Director and COO of Polaroid Japan</p> <p>Dec. 2004 President and Representative Director of Polaroid Japan</p> <p>Dec. 2007 Senior Vice President of Polaroid U.S.A, General Manager of Asia/ Pacific Region</p> <p>Jan. 2010 President and Representative Director of Frontrunner Inc.</p> <p>Apr. 2010 Director and Chairman of Frontrunner Inc. (part-time) (currently) President and Representative Director of the Board of Victor Company of Japan, Limited and General Manager of Digital Imaging Business Division, Victor Company of Japan, Limited (currently)</p>	0 shares
7	Syoichiro Eguchi (December 7, 1955)	<p>Jun. 2003 Senior Vice President &amp; Executive Officer of Kenwood Corporation</p> <p>Apr. 2004 General Manager of Car Electronics Consumer Division, Kenwood Corporation, Director of the Board, President of Kenwood Europe</p> <p>Jun. 2004 Director, Senior Vice President &amp; Executive Officer of Kenwood Corporation</p> <p>Oct. 2005 President and Director of Kenwood U.S.A. Corporation</p> <p>Jun. 2006 Representative of Kenwood Americas Headquarters</p> <p>Jun. 2007 Senior Vice President &amp; Executive Officer, Assistant to CEO of Kenwood (Car Electronics Overseas Sales Strategy Representative)</p> <p>Oct. 2008 Executive Vice President, Director of the Board of Kenwood, Assistant to President (Car Electronics Overseas Sales Strategy Representative)</p> <p>Jun. 2009 Executive Vice President, Director of the Board of J&amp;K Car Electronics, General Manager of Consumer Division</p> <p>Apr. 2010 Executive Vice President, Director of the Board of J&amp;K Car Electronics, General Manager of Consumer Division Assistant to President of J&amp;K Car Electronics (currently)</p>	37,700 shares

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No.	Name (Date of Birth)	Profile, title, position and Important positions concurrently held at other Company	The number of the Company's shares held
8	Koji Kashiwaya (January 1, 1939)	Apr. 1961 Joined Ministry of Finance Jun. 1978 General Manager of General Affairs, Tokyo Customs Jun. 1980 General Manager of Direct Tax Dept., Osaka Regional Taxation Bureau Jun. 1982 Manager, Capital Market Section, Marketable Securities Bureau, Ministry of Finance, Jun. 1984 General Manager, Tokyo Office, World Bank Jul. 1987 Councilor, International Finance Bureau, Ministry of Finance Jun. 1989 Deputy Director General , World Bank Sep. 1994 President, Nomura Project Finance Co., Ltd. Jan. 1996 CEO and President, AIMAC Mar. 2008 Director, Maruzen Textile Co. (currently) Apr. 2008 Director, Busou Real Estate Co.(currently) Oct. 2008 Director of the Board, JVC KENWOOD Holdings, Inc. (currently) Nov. 2008 Visiting Professor, Tokyo University of Agriculture and Technology (currently) Apr. 2009 Awarded Orders of the Sacred Treasure	53,700 shares
9	Nobuo Seo (March 21, 1931)	Apr. 1963 Registered as an attorney at law, joined Daini Tokyo Bar Association Joined Hatchobori Law Office Sep. 1970 Board of Kyoritsu College of Pharmacy (currently Keio University) Oct. 1974 Member of Conciliation of Civil Affairs Committee, Tokyo District Court Apr. 1984 Instructor at Legal Training and Research Institute of Japan, Supreme Court of Japan Apr. 1996 Professor Emeritus at Kyoritsu College of Pharmacy (currently Keio University) (currently) Jun. 2002 Director of Kenwood Corporation (currently) Jun. 2003 Auditor for Idemitsu Kosan Co., Ltd.	90,100 shares

- Note)
1. There is no special vested interest between each candidate and the Company.
  2. No candidates for Director will receive and have not received in the past two years a large amount of money or other properties (excluding the remuneration for Director, accounting advisor, Auditor, executive officer or other similar position) from Victor Company of Japan, Limited, Kenwood Corporation and J&K Car Electronics Corporation, which are special related corporations of the Company (subsidiaries).
  3. Mr. Koji Kashiwaya and Mr. Nobuo Seo are candidates of external directors prescribed under Paragraph 3-7 of Article 2 of enforcement regulations of the Corporate Law. The Company designated Mr. Koji Kashiwaya as independent executive as stipulated in the provisions of Tokyo Stock Exchange (TSE) Group Inc. and has notified the TSE of that.
  4. The reason why Mr. Koji Kashiwaya and Mr. Nobuo Seo are selected as candidates of external directors
    - (1) The company proposes to elect Mr. Koji Kashiwaya as an external director and expects that his plentiful of experience, performance records, and insight in the fields of finance and taxation will be reflected in Company management. Mr. Koji Kashiwaya is currently an external director of the company and his tenure of office as external director of the company is one (1) year nine (9) months counting from when he took office at the time of the establishment of the Company till the end of the coming General Meeting of Shareholders.
    - (2) The company proposes to elect Mr. Nobuo Seo as an external director and expects that his plentiful of experience and knowledge as a lawyer and his proper advice in legal matters

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based on his professional views will be reflected in Company management.

Mr. Seo has not participated in business management of the Company other than his past participation as an external director or external auditor. However, the Company judges that Mr. Seo would be able to properly perform his duties as an external director considering his extensive experience and knowledge as mentioned above.

5. There were inappropriate accounting procedures regarding the disposition of deficit and others relating to Victor Company of Japan, Limited for the fiscal year ended March 2005, which is prior to the foundation of the Company on October 1, 2009, through the second quarter of the fiscal year ended March 2010. We made partial corrections to the Japanese annual report (*yukashoken-hokokusho*) for prior years in accordance with the Financial Instruments and Exchange Act. Although Mr. Koji Kashiwaya was regularly making proposals in light of statutory compliance and importance thereof to prevent occurrence of such event, he was not able to predict it. After the occurrence of the event, he is making proposals regarding investigations on facts and measures for preventing reoccurrence as a member of the investigation committee relating to the said disposition of deficit.

6. Conclusion of liability limitation agreement with the candidates for external director

The Company has concluded a liability limitation agreement regarding the indemnity liability provided under Paragraph 1 of Article 423 of the Corporate Law with Mr. Koji Kashiwaya. The indemnity liability shall be thereunder limited to JPY5 million or the minimum liability limitation provided by law, whichever is higher, when the external director has conducted his duty faithfully and without gross negligence. When the reappointment of Mr. Kashiwaya is approved, the Company shall extend the agreement in question.

Further, when the appointment of Mr. Seo is approved, the Company will conclude such a limited liability agreement with Mr. Seo.

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