

JASDAQ code: 2767
June 10, 2009

To our shareholders:

3-6 Maruyama-cho, Shibuya-ku, Tokyo

Fields Corporation

Representative director and President: Takashi
Oya

**NOTICE OF THE 21ST ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

Notice is hereby given that the 21st Annual General Meeting of the Shareholders of the Company will be held as specified below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting, you may exercise your voting rights by either of the following methods. In this case, please review the reference documents as mentioned below, and then exercise your voting rights no later than **6 p.m. on Wednesday, June 24, 2009**.

(i) Exercise of voting rights by mail;

Please indicate your approval or disapproval for the items on the agenda on the enclosed Exercise of Voting Rights Form and send it to the Company within the deadline set for the above.

(ii) Exercise of voting rights through internet;

Please access the Exercise of Voting Rights Website located at (<http://www.web54.net>) designated by the Company and enter your approval or disapproval according to instructions shown on the display by using the "Code for Exercise of Voting Rights" and "Password" described on the enclosed Exercise of Voting Rights Form.

In case you exercise the voting rights through internet, please see "Information with respect to Exercise of Voting Rights through Internet" on Page 58.

- 1. Date and time:** Thursday, June 25, 2009 at 10 a.m.

L02-#528906-v2

2. **Venue:** Ballroom, B2F, Cerulean Tower, Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo
(Please see the access map for the place of the Meeting below.)

3. **Objectives of Meeting:**

- Matters to be reported:**
1. Report on the Business Report and the Consolidated Financial Documents for the 21st fiscal period (commencing on April 1, 2008 and ending on March 31, 2009), and on the audit findings for the Consolidated Financial Documents for the 21st fiscal period from the accounting auditor and the Board of Statutory Auditors
 2. Report on the Financial Documents for the 21st fiscal period (commencing on April 1, 2008 and ending on March 31, 2009)

Matters to be resolved:

- Proposal 1:** Disposition of Surplus
Proposal 2: Partial amendments to the Articles of Incorporation
Proposal 3: Election of eleven (11) directors
Proposal 4: Election of one (1) auditor

4. **Other matters in relation to holding of general meeting of shareholders, etc.:**

- (1) Handling of duplicated voting in writing and through the internet
If you exercise your voting rights, both in writing and through the internet, the latest vote shall prevail. If both voting rights are received at the same day, the internet vote shall prevail.
- (2) Handling of more than one vote through the internet
If you exercise your voting rights more than once through the internet, the latest vote shall prevail.
- (3) Voting by proxy
If you appoint a proxy to attend the Meeting on your behalf, the proxy must be another shareholder of the Company entitled to vote. In this case, please submit the proxy form along with the enclosed Exercise of Voting Rights Form to the receptionist at the place of the Meeting.

End

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- * When you attend the Meeting in person, please submit the enclosed Exercise of Voting Rights to the receptionist at the place of the Meeting.
 - * In the event of any changes in the Reference Materials for the Meeting and documents to be filed described in this notice of the Meeting of Shareholders, such matters will be posted on the Company's website located at (<http://www.fields.biz>).