

May 7, 2013

To all parties concerned:

Fields Corporation  
 President and COO: Takashi Oya  
 (JASDAQ code 2767)  
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### Announcement of Partial Amendment to the Articles of Incorporation

Regarding the partial amendment to the articles of incorporation, Fields Corporation (“the Company”) announced at the meeting of the Board of Directors held on May 7, 2013 that it resolved to make the following proposal at the 25th Annual General Meeting of Shareholders scheduled for June 19, 2013. The details are as follows.

#### 1. Reason for amendments

Taking into consideration the intent of “the Action Plan for Consolidating Trading Units that was announced” by the securities exchanges in Japan on November 27, 2007, the Company has decided the following at the meeting of the Board of Directors scheduled for August 23, 2013 and effective as of October 1, 2013: to change the total number of authorized shares from 1,388,000 shares to 138,800,000; to conduct a 1:100 share split; to adopt a share-trading unit system in which 100 shares constitutes one unit; to make changes to Article 6 of the Articles of Incorporation (Total Number of Authorized Shares); and to newly establish Article 7 of the Articles of Incorporation (Share-Trading Unit) based on the provisions of Article 184 and Article 191 of the Companies Act. Accompanying this, a proposed Article 8 (Fractional Share Rights) shall be newly established and the following article numbers moved down by one at the Annual General Meeting of Shareholders scheduled for June 19, 2013.

#### 2. Details of the amendments

(Amendments are underlined.)

Current Articles of Incorporation	After amendments
(Newly established)	<u>(Fractional Share Rights)</u> <u>Article 8 Shareholders holding fractional shares shall not be able to exercise rights other than those described below.</u> <u>(1) The rights stipulated in each item of Article 189, Paragraph 2 of the Companies Act</u> <u>(2) The right to make claims as stipulated in Article 166, Paragraph 1 of the Companies Act</u> <u>(3) The rights to receive allotments of shares for subscription and allotments of share options for subscription based on the number of shares held by the shareholder</u>
Article <u>8</u> through Article <u>39</u> (provisions of these articles are omitted)	Article <u>9</u> through Article <u>40</u> (provisions of these articles are omitted)

3. Schedule

Date of Annual General Meeting of Shareholders for the amendment to the Articles of Incorporation:

Wednesday, June 19, 2013

Effective date for the amendment to the Articles of Incorporation: Wednesday, June 19, 2013

◆For inquiries or further information please contact:◆

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