

*[NOTICE: This is an unofficial translation of the Japanese language original version, and provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of this document is the sole official version.]*

[ENGLISH TRANSLATION]

JASDAQ code: 2767  
May 30, 2013

Dear shareholders:

16-17 Nampoedai-cho, Shibuya-ku, Tokyo

**Fields Corporation**

Representative director and President: Takashi Oya

**NOTICE OF THE 25TH ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

Notice is hereby given that the 25th Annual General Meeting of the Shareholders of the Company (hereinafter, the "Meeting") 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 exercise your voting rights no later than **6 p.m. on Tuesday, June 18, 2013**.

**(i) Exercise of voting rights in writing;**

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 before the deadline set 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 the 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 the case you exercise your voting rights through the internet, please see "Information with respect to Exercise of Voting Rights through Internet" on Page 56.

1. **Date and time:** Wednesday, June 19, 2013 at 10 a.m.

2. **Venue:** Ballroom, B2F, Cerulean Tower, Tokyu Hotel  
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

3. **Objectives of Meeting:**

**Matters to be reported:**

1. Report on the Business Report and the Consolidated Financial Documents for the 25th fiscal period (commencing on April 1, 2012 and ending on March 31, 2013), and on the audit findings for the Consolidated Financial Documents for the 25th fiscal period from the accounting auditor and the Board of Auditors
2. Report on the Financial Documents for the 25th fiscal period (commencing on April 1, 2012 and ending on March 31, 2013)

**Matters to be resolved:**

- Proposal 1:** Disposition of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of Ten (10) Directors  
**Proposal 4:** Election of One (1) Auditor

4. **Other matters in relation to convocation of the Meeting:**

- (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 votes are received on 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

- ~~~~~
- \* When you attend the Meeting in person, please submit the enclosed Exercise of Voting Rights to the receptionist at the place of the Meeting.
  - \* The reception on the day of the Meeting is scheduled to start at 9 a.m.
  - \* In the event of any changes in the Reference Materials for the Meeting and documents to be provided described in this notice of the Meeting, such changes will be posted on the Company's website located at (<http://www.fields.biz/ir/>).

## Reference Materials for the General Meeting of Shareholders

### Proposal and References

#### Proposal 1: Disposition of Surplus

Our basic focus is set on the stable return of profits to each shareholder, together with the improvement of corporate values and the enhancement of management functions. We further endeavor to continue the retention of earnings for the future expansion of business development, etc.

Considering the above, we propose to pay the year-end dividend for the current business year as follows:

Matters on Year-end dividend:

(1) Assets subject to dividend

Cash

(2) Matters concerning allotment of dividends and their total amount

25 yen per common share of the Company

(for your reference) An interim dividend (of 2,500 yen per share) has already been implemented, considering the share split of the company at a ratio of 1:100 which occurred on October 1, 2012, the interim dividend is equivalent to 25 yen per share. As such, the total annual dividend will be equivalent to 50 yen per share.

The annual dividend, which is 50 yen per share, is equivalent to 5,000 yen per share if converted to the dividend per share prior to the share split.

Total amount of dividend assets: 829,595,000 yen

(3) Effective date of dividends of surplus

June 20, 2013

#### Proposal 2: Partial Amendments to the Articles of Incorporation

##### 1. Reasons of the Amendments

In consideration of the concept of the announcement made by the Securities Exchanges of Japan on November 27, 2007 titled "Action Plan for Consolidating Trading Unit", the Company has resolved at a meeting of the board of directors held on August 23, 2012 to change the total number of authorized shares from 1,388,000 shares to 138,800,000 shares, conduct a 1:100 share split, adopt a share-trading-unit system whereby each unit comprises of 100 shares of the Company, and amend Article 6 (Total Number of Authorized Shares) and establish a new Article 7 (Share-Trading Unit) of the Articles of Incorporation pursuant to the provisions of Article 184, Paragraph 2 and Article 191 of the Companies Act, effective as at October 1, 2012. Accompanying this, it is proposed that a new Article 8 (Rights in relation to Shares Less than One Unit) will also be established and all subsequent Articles will be renumbered accordingly.

2. Contents of the Amendments

Contents of the amendments are as follows:

(Amendments are underlined.)

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

**Proposal 3:** Election of Ten (10) Directors

As of the close of the Meeting, the terms of offices of all of the ten (10) directors will expire. Accordingly, we propose that ten (10) directors be elected.

Candidates for such positions are as follows:

Candidate Number	Name (Date of birth)	Backgrounds, Positions and Duties at the Company (Important concurrent positions)	Number of shares of the Company held by the candidate
1	Hidetoshi Yamamoto (October 29, 1955)	June 1988 Representative Director and President, Fields June 2007 Representative Director and Chairman, Fields (current position)  (Important concurrent positions) Director and Chairman, BOOOM Corporation Director and Chairman, Tsuburaya Productions Co., Ltd. Director, Tokyo Itoi Shigesato Office Inc.	8,675,000 shares

2	Takashi Oya (December 25, 1965)	<p>April 1988    Joined Nippon Kangyo Kakumaru Securities Co., Ltd</p> <p>May 1999    Joined Deutsche Securities Inc.</p> <p>April 2007    Joined Fields as Executive Officer of the Office of the President</p> <p>June 2007    Representative Director and President, Fields</p> <p>April 2012    Representative Director and President; Division Manager, Animation Produce Division, Fields</p> <p>April 2013    Representative Director and President, Fields (current position)</p> <p>(Important concurrent positions) Director, Lucent Pictures Entertainment, Inc. Director, Digital Frontier Inc.</p>	450,000 shares
3	Kiyoharu Akiyama (March 29, 1952)	<p>July 1989    Joined Fields</p> <p>March 1996    Chugoku Branch Manager, Sales Division, Fields</p> <p>October 2000    Deputy General Manager, Sales Division, Fields</p> <p>July 2001    Executive Officer; General Manager for Western Japan, Sales Division, Fields</p> <p>June 2005    Managing Director, Fields</p> <p>July 2005    Managing Director; Responsible for Sales Division, Fields</p> <p>April 2007    Managing Director; Deputy General Manager, Business Headquarters, and General Manager, Product Development Division, Fields</p> <p>April 2008    Senior Managing Director; Responsible for Sales Division and Product Division, Fields</p> <p>April 2012    Senior Managing Director; Division Manager, Pachinko/Pachislot Business Management Division, Fields</p> <p>April 2013    Director and Executive Vice President; Division Manager, Pachinko/Pachislot Business Management Division, Fields (current position)</p> <p>(Important concurrent positions) Director, MICRO CABIN CORP. Director, NEX ENTERTAINMENT CO., LTD.</p>	50,700 shares

4	Tetsuya Shigematsu (January 6, 1968)	<p>April 1990 August 1997 January 2007 April 2007 June 2007 April 2012</p> <p>Joined the Fuji Bank, Limited Temporarily transferred to the Fuji Securities Co., Ltd Joined Fields as Executive Officer of the Office of the President Executive Officer; General Manager, Group Strategy Division, Fields Senior Managing Director; Responsible for Group Strategy Division and General Manager, Fields Senior Managing Director; Division Manager, Interactive Media Business Division and Division Manager, Consumer Products Business Division, Fields (current position)</p> <p>(Important concurrent positions) Director, FutureScope Corporation Director, NEX ENTERTAINMENT CO., LTD. Director, Tsuburaya Productions Co., Ltd.</p>	90,000 shares
5	Masakazu Kurihara (January 12, 1960)	<p>April 1983 October 1987 May 2007 April 2008 June 2008 April 2010 April 2011</p> <p>Joined System Communications. Co., Ltd. Joined Dentsu Inc. Joined Fields as Executive Officer; Division Manager, Communications and Marketing Division Executive Officer; General Manager, Product Division, Fields Director; General Manager, Product Division, Fields Managing Director; Division Manager, Development Division, Fields Managing Director; Division Manager, Contents Division, Fields (current position)</p> <p>(Important concurrent position) Director, HERO'S Inc.</p>	-shares
6	Hiroyuki Yamanaka (December 23, 1967)	<p>May 1989 April 2000 June 2006</p> <p>Joined Fields Director; General Manager, Administration Division, Fields Director; Division Manager, Planning and Administration Division, Fields (current position)</p>	30,000 shares

7	Hideo Ito (August 11, 1969)	<p>April 1995    Joined Chiyoda Corporation</p> <p>July 1998    Joined Philip Morris International Inc. (Japan)</p> <p>July 2000    Joined Fast Retailing Co., Ltd.</p> <p>March 2004    Joined Tesco Japan Co., Ltd. as General Manager, Information System Division</p> <p>December 2005    Joined Fields as CIO, Information System Department, Product Development Division</p> <p>June 2006    Executive Officer; CIO, General Manager, Operational Planning Division, Fields</p> <p>April 2008    Executive Officer; General Manager, Corporate Division, Fields</p> <p>June 2008    Director; Division Manager, Corporate Division, Fields (current position)</p>	-shares
8	Akira Fujii (April 19, 1960)	<p>April 1983    Joined Chuo Senko Advertising Co., Ltd.</p> <p>March 1991    Joined CEMM Co., Ltd. as Manager of Tokyo Office</p> <p>April 1996    Joined Asatsu Inc.</p> <p>January 2000    Deputy General Manager, Promotion Division, Asatsu-DK Inc.</p> <p>July 2003    Joined Fields as General Manager, Sales Support Department, Sales Planning Headquarters, Sales Division</p> <p>November 2003    Executive Officer; General Manager, Sales Support Department, Sales Planning Headquarters, Sales Division, Fields</p> <p>July 2005    Executive Officer; General Manager, Sales Division, Fields</p> <p>June 2008    Director; Division Manager, Sales Division, Fields</p> <p>April 2012    Director; Deputy Senior General Manager, PS Business Management Division, Fields (current position)</p> <p>(Important concurrent positions) Director, Fields Jr. Corporation Director, SOUGOU MEDIA INC.</p>	-shares



**Proposal 4: Election of One (1) Auditor**

As of the close of the Meeting, the term of office of Mr. Tadao Koike as auditor will expire. Accordingly, we propose that one (1) auditor be elected. This proposal has been approved by the board of auditors.

Candidate for such position is as follows:

Name (Date of birth)	Backgrounds, Positions at the Company (Important concurrent positions)	Number of shares of the Company held by the candidate
Tadao Koike (January 17, 1935)	June 1994 Representative Director and Vice President, Shin Nihon Finance Co., Ltd. June 1995 Full-time Auditor, Shin Nihon Finance Co., Ltd. May 1998 Adviser, Shin Nihon Finance Co., Ltd. June 2002 Auditor, Fields (current position)  (Important concurrent position) Auditor, Tokyo Itoi Shigesato Office Inc.	5,000 shares

Note. The matters concerning Mr. Tadao Koike, candidate for auditor, are as follows:

- (1) He has no special interests in the Company.
- (2) He is candidate for outside auditor. The Company had appointed him as an independent officer pursuant to the rules of the Osaka Securities Exchange and has filed the notice of his appointment with the Osaka Securities Exchange.
- (3) The Company nominates him as candidate for outside auditor because as an ex-officer of a major securities corporation, he has extensive knowledge about the management and the Company would benefit from his ongoing advice from an independent standpoint.
- (4) His term of office as outside auditor of the Company is eleven (11) years as of the close of the Meeting.
- (5) He has been outside auditor of the Company, and a limited responsibility agreement was made and entered into by and between him and the Company, pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company. In case his reelection is approved, the Company intends to renew the aforementioned agreement, so that the outside auditor may continue to fully play his expected role. Please refer to page 17 for a summary of the limited responsibility agreement.

End