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[ENGLISH TRANSLATION]

JASDAQ code: 2767  
May 29, 2014

Dear shareholders:

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

**Fields Corporation**

President and COO: Takashi Oya

## **NOTICE OF THE 26TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the 26th 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 17, 2014**.

**(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 55.

If you are an institutional investor, you may use the “Electronic Voting Platform” (so-called “Tokyo Stock Exchange Platform”) run by ICJ, Inc. as a method to exercise voting rights electronically.

**1. Date and time:** Wednesday, June 18, 2014 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 26th fiscal period (commencing on April 1, 2013 and ending on March 31, 2014), and on the audit findings for the Consolidated Financial Documents for the 26th fiscal period from the accounting auditor and the Board of Auditors
2. Report on the Financial Documents for the 26th fiscal period (commencing on April 1, 2013 and ending on March 31, 2014)

**Matters to be resolved:**

- Proposal 1:** Disposition of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of Three (3) Directors  
**Proposal 4:** Amendment of remuneration for directors

**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

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\* When you attend the Meeting in person, please submit the enclosed Exercise of Voting Rights Form to the receptionist at the place of the Meeting. In addition, please bring this notice to the Meeting.

- \* The reception on the day of the Meeting is scheduled to start at 9 a.m.
- \* When you attend the Meeting, we will present to you one gift, regardless of the number of Exercise of Voting Rights Forms you hold or submit.
- \* 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/>).

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## **Reference Materials for the General Meeting of Shareholders**

### **Proposal and References**

#### **Proposal 1: Disposition of Surplus**

Our primary focus is to determine 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) Combined with the interim dividend (of 25 yen per share), the total annual dividend will be equivalent to 50 yen per share.  
Total amount of dividend assets: 829,595,000 yen
- (3) Effective date of dividends of surplus  
June 19, 2014

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

##### 1. Reasons of the Amendments

- (1) It is proposed that Article 2 (Purpose) of the Articles of Incorporation be amended to allow continuous lending of business funds to other persons, such as our subsidiaries.

(2) Our business strategy was changed in May 2012, and we have been developing our business model as a IP (Intellectual Property) being core. It is proposed that Article 18 (Number of Members) of the Articles of Incorporation be amended to improve and strengthen our management structure to implement this new business model strongly for further growth.

2. Contents of the Amendments

Contents of the amendments are as follows:

(Amended parts are underlined.)

| Current                                                                                                                                                                                                                                                                                                                                                                                                                                                              | After Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (Purpose)<br>Article 2 The purpose of the Company is to carry out the following services:<br><br>(1) through (22) (omitted)<br><br>(Newly Established)<br><br>(23) All services incidental to or relating to those indicated above<br><br>Article 3 through Article 17 (omitted)<br><br>(Number of Members)<br>Article 18 The number of directors of the Company shall be limited to a maximum of <u>eleven</u> (11).<br><br>Article 19 through Article 40 (omitted) | (Purpose)<br>Article 2 The purpose of the Company is to carry out the following services:<br><br>(1) through (22) (unchanged)<br><br><u>(23) Lending and mediation of lending and borrowing</u><br><br>(24) All services incidental to or relating to those indicated above<br><br>Article 3 through Article 17 (unchanged)<br><br>(Number of Members)<br>Article 18 The number of directors of the Company shall be limited to a maximum of <u>fifteen</u> (15).<br><br>Article 19 through Article 40 (unchanged) |

**Proposal 3: Election of Three (3) Directors**

To accelerate strengthening our management structure, we propose that three (3) directors be elected if Proposal 2 is approved and passed as proposed.

In addition, Director Toru Suenaga will resign as Director upon the termination of this Meeting.

Candidates for such positions are as follows:

| Candidate Number | Name<br>(Date of birth) | Backgrounds, Positions and Duties at the Company<br>(Important concurrent positions) | Number of shares of the Company held by the candidate |
|------------------|-------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------|
|                  |                         |                                                                                      |                                                       |

|   |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |               |
|---|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 1 | Kenichi Ozawa<br>(November 20, 1966) | <p>April 1990      Joined Saitama Bank K.K. (current Resona Holdings, Inc.)</p> <p>October 2004    Joined Protiviti Japan LLC</p> <p>May 2005        Joined Mizuho Securities Co., Ltd.</p> <p>September 2006    Joined Rakuten, Inc.</p> <p>January 2010     Joined Fields as Deputy Division Manager, Planning and Administration Division</p> <p>April 2010        Corporate Officer / Deputy Division Manager, Planning and Administration Division, Fields</p> <p>April 2014        Corporate Officer, Fields (current post)</p> <p>(Important concurrent positions)</p> <p>Director, Fields Junior K.K.</p> <p>Director, Shinnichi Technology Co., Ltd</p> <p>Director, Lucent Pictures Entertainment, Inc.</p> <p>Director, FutureScope K.K.</p> <p>Director, BOOOM K.K.</p> <p>Director, MIZUHO K.K.</p> <p>Auditor, DIGITAL FRONTIER Inc.</p> <p>Auditor, IP Bros. Inc.</p> <p>Auditor, NEX ENTERTAINMENT CO., LTD.</p> <p>Auditor, Tsuburaya Productions Co., Ltd.</p> <p>Auditor, HERO'S Inc.</p> | -shares       |
| 2 | Teruo Fujishima<br>(July 21, 1960)   | <p>April 1980      Joined Churitsu Electric Corporation</p> <p>October 1982     Joined Palacap K.K.</p> <p>November 1983    Joined Chuubu Universal Hanbai K.K.</p> <p>June 1988        Joined Fields</p> <p>April 2000        Director / Division Manager, Sales Division, Fields</p> <p>June 2003        Corporate Officer / General Manager of Sales Planning, Sales Division, Fields</p> <p>April 2009        Corporate Officer / Division Manager, Development Division, Fields</p> <p>April 2012        Corporate Officer / Deputy Division Manager, Pachinko/Pachislot Business Management Division, Fields</p> <p>April 2014        Corporate Officer / Division Manager, Pachinko/Pachislot Business Management Division, Fields (current post)</p> <p>(Important concurrent positions)</p> <p>Director, RODEO Co, Ltd.</p>                                                                                                                                                                         | 40,000 shares |
| 3 | Nobuyuki Kikuchi<br>(May 3, 1958)    | <p>April 1985      Joined Kyodo News</p> <p>February 1994    Joined Tokyo Broadcasting System K.K.</p> <p>April 2008        Joined Fields as Executive Producer, Group Strategy Division</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -shares       |

|  |  |                                                           |                                                                                                      |  |
|--|--|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------|--|
|  |  | July 2010                                                 | Corporate Officer / Executive Producer,<br>Business Division, Fields                                 |  |
|  |  | April 2012                                                | Corporate Officer / Division Manager,<br>Imaging and Live Entertainment<br>Division, Fields          |  |
|  |  | April 2013                                                | Corporate Officer / Division<br>Manager, Media Relations Business Division, Fields<br>(current post) |  |
|  |  | (Important concurrent positions)                          |                                                                                                      |  |
|  |  | Representative Director and President, Fields Junior K.K. |                                                                                                      |  |

Note 1. The candidates have no special interests in the Company.

**Proposal 4:** Amendment of remuneration for directors

It was approved at the 19th annual general meeting of stockholders dated on June 27, 2007 that annual maximum amount of the remuneration for directors is 800 million yen (including a maximum of 50 million yen for one (1) outside director), and it has not been changed since then. However, as set out in Proposals 2 and 3, to improve and strengthen our management structure, we propose to increase the number of directors prescribed in our Articles of Incorporation from a maximum of 11 to 15 (Proposal 2) and the number of directors from 10 (including one (1) outside director) to 12 (including one (1) outside director) (Proposal 3).

Therefore, if Proposals 2 and 3 are approved and passed, we request that you revise the annual amount of the remuneration for directors to a maximum of 800 million yen (including a maximum of 50 million yen for one (1) outside director) to a maximum of 1.1 billion yen (including a maximum of 50 million yen for one (1) outside director).

End