

(Translation)

JASDAQ code: 2767

June 18, 2014

Dear shareholders:

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

**Fields Corporation**

President & COO: Takashi Oya

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

We would like to notify you that the following reports and resolutions were approved at the 26th Annual General Meeting of Shareholders of the Company, held today.

### **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 ended 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 ended on March 31, 2014)**

The contents of the above matters to be reported were duly reported.

### **Matters to be resolved:**

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

The proposal of distributing surplus as a dividend of 25 yen per share was approved in its original form.

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

The proposal was approved in its original form.

The details of the amendments are as follows:

(Amendments are underlined.)

Before the amendments	After the amendments
(Purpose) Article 2 The purpose of the Company shall be to engage in the following business activities: (1) To [Text omitted] (2) [Newly established] <u>(23)</u> All business ancillary or related to the preceding items  Article 3 To [Text omitted] Article 17  (Number of directors) Article 18 The Company is to have no more than <u>11</u> directors.  Article 19 To [Text omitted] Article 40	(Purpose) Article 2 The purpose of the Company shall be to engage in the following business activities: (1) To [No change] (2) <u>(23) Loan of money and mediation of money loans</u> <u>(24)</u> All business ancillary or related to the preceding items Article 3 To [No change] Article 17  (Number of directors) Article 18 The Company is to have no more than <u>15</u> directors.  Article 19 To [No change] Article 40

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

The proposal of appointing Kenichi Ozawa, Teruo Fujishima, Nobuyuki Kikuchi as directors (3) was approved in its original form, and they were appointed accordingly.

## Proposal 4: Revision of Director Compensation

The proposal of revising total director compensation to no more than 1.1 billion yen annually (of which amount, no more than 50 million yen shall be for compensation to outside directors) was approved in its original form.