

[Cover Page]

[Document Name]	Extraordinary Report
[Filed with]	The Director-General of the Kanto Local Finance Bureau
[Filing Date]	June 23, 2016
[Company Name]	FIELDS CORPORATION
[Name and Title of Representative]	President & COO: Tetsuya Shigematsu
[Location of Head Office]	16-17 Nampeidai-cho, Shibuya-ku, Tokyo
[Telephone Number]	+81-3-5784-2111 (main number)
[Name of Contact Person]	Hideaki Hatanaka, Corporate Officer; General Manager, Corporate Communications Office
[Nearest Contact Location]	Shibuya Garden Tower, 16-17 Nampeidai-cho, Shibuya-ku, Tokyo
[Telephone Number]	+81-3-5784-2111 (main number)
[Name of Contact Person]	Hideaki Hatanaka, Corporate Officer; General Manager, Corporate Communications Office
[Places where the Document is Available for Public Inspection]	Tokyo Stock Exchange Inc. (2-1 Nihombashi Kabuto-cho, Chuo-ku, Tokyo)

1. Reason for submitting the Extraordinary Report

Given that resolutions were made for the matters to be resolved at the Annual General Meeting of Shareholders held on June 22, 2016 (the “Meeting”), FIELDS CORPORATION (the “CORPORATION”) submits this Extraordinary Report under the provisions of Article 24-5, Paragraph 4, of the Financial Instruments and Exchange Act of Japan and Article 19, Paragraph 2, Item 9-2, of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

2. Matters reported

(1) Date when the Meeting was held

June 22, 2016

(2) Matters resolved

Proposal 1: Disposition of Surplus

a. Matters concerning the distribution of surpluses to shareholders as dividends and the total amount of dividends 25 yen per share.

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

b. Effective Date

June 23, 2016

Proposal 2: Partial Amendment to the Articles of Incorporation

a. The purpose of establishing the new position of Vice Chairman, as an executive director, in Article 21 of the current Articles of Incorporation (Representative Directors and Executive Directors) in order to strengthen and enhance the management structure.

b. The Act for Partial Revision of the Companies Act (Act No. 90 of 2014) came into force. As a consequence, in the current Articles of Incorporation, necessary changes will be made to Article 27(Exemption of Directors from Liability) and Article 36 (Exemption of Auditors from Liability) to facilitate the right people being invited to the positions and to ensure that the Company is able to adequately fulfill its expected roles.

Proposal 3: Election of a Director

Ei Yoshida was selected and appointed to his post as director.

Proposal 4: Election of three Auditors

Kenichi Ikezawa, Yoshika Furuta and Koichiro Nakamoto were selected and appointed to their posts as auditors.

(3) Number of voting rights concerning the indication of “For,” “Against” or “Abstention” for each proposal; requirements for approving the proposals; and results of resolutions.

Matters to be resolved:	For (Number)	Against (Number)	Abstention (Number)	Approval conditions	Results of vote and approval (opposition) percentage (%)
Proposal 1: Disposition of Surplus	300,393	146	0	(Note) 1	Approved 99.59
Proposal 2: Partial Amendment to the Articles of Incorporation	299,977	312	250	(Note) 2	Approved 99.45
Proposal 3: Election of a Director Ei Yoshida	291,598	8,940	0	(Note)3	Approved 96.68
Proposal 4: Election of three Auditors Kenichi Ikezawa	300,356	183	0	(Note) 3	Approved 99.58
Yoshika Furuta	299,056	1,483	0		Approved 99.15
Koichiro Nakamoto	271,050	29,489	0		Approved 89.86

(Notes)

1. Based on the approval of the majority of shareholders in attendance.
2. Based on the attendance of at least one-third of shareholders with voting rights and the approval of at least two-third of shareholders in attendance.
3. Based on the attendance of at least one-third of shareholders with voting rights and the approval of the majority of shareholders in attendance.

(4) Reason why a portion of the voting rights held by the shareholders present at the Meeting was not added:

The required majority approval or disapproval for each proposal was met by aggregating the votes exercised prior to the Meeting and votes of shareholders present at the Meeting for which the CORPORATION was able to confirm the indication as to each proposal. Therefore, of the voting rights held by shareholders present at the Meeting, the number of voting rights concerning the indication of “For,” “Against” or “Abstention” as to each proposal for which the CORPORATION was not able to verify was not added.