

(Translation)

(TSE 1st: 2767)

June 17, 2020

Dear shareholders:

16-17 Nampeidai-cho, Shibuya-ku, Tokyo  
FIELDS CORPORATION  
Chairman, President and Group CEO:  
Hidetoshi Yamamoto

### **Notice of Resolutions of the 32nd Annual General Meeting of Shareholders**

We would like to notify you that the following reports and resolutions were approved at the 32nd Annual General Meeting of Shareholders of the Company, held today.

#### **Matters reported:**

- 1. Report on the Business Report and the Consolidated Financial Documents for the 32nd fiscal period (April 1, 2019 to March 31, 2020), and on the audit findings for the Consolidated Financial Documents for the 32nd fiscal period from the accounting auditor and the board of auditors**
- 2. Report on the Financial Documents for the 32nd fiscal period (April 1, 2019 to March 31, 2020)**

The contents of the above matters were duly reported.

#### **Matters resolved:**

##### **Proposal 1: Disposition of surplus**

It was decided as proposed, and the content is as follows:

Dividends to be paid: 10 yen per share

Total amount: 331,837,000 yen

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

The proposal was decided, and the contents are as follows:

- i. In order to strongly promote our business development based on our medium- to long-term plan, the term of office of the Directors under Article 19 of the Articles of Incorporation was changed from 1 year to 2 years.
- ii. Along with change to the term of office of Directors, Article 37 of the Articles of Incorporation was deleted.
- iii. A provision that enables the Company to acquire treasury stock by a resolution of the Board of Directors to continue to achieve a flexible capital policy (Article 9), as well as a provision that enables the Company to implement policies for flexible shareholder returns (Article 39) was newly established, together with other required changes.

### **Proposal 3: Election of 7 Directors**

The proposal was decided, and the elected Directors are as follows:

Hidetoshi Yamamoto, Ei Yoshida, Kenichi Ozawa, Hiroyuki Yamanaka, Kenkichi Yoshida, Shigesato Itoi, Yoriko Aelvoet

Mr. Shigesato Itoi and Ms. Yoriko Aelvoet are the Outside Directors as decided in the Companies Act.

### **Proposal 4: Election of 3 Auditors**

The proposal was decided, and the elected Auditors are as follows:

Kenichi Ikezawa, Yoshika Furuta, Masakazu Kurihara

Mr. Kenichi Ikezawa and Mr. Yoshika Furuta are the Outside Auditors as decided in the Companies Act.

### **Proposal 5: Decision regarding Restricted Stock Compensation for Directors (excluding Outside Directors)**

The proposal was decided, and the contents are as follows:

- i. Introduction of a plan to allot a restricted stock for Directors (Excluding Outside Directors)
- ii. The amount of the stock to be the compensation amount for Directors, within the maximum annual compensation amount of not more than 1,100 million yen as approved at the 26th Annual General Meeting of Shareholders of the Company held on June 18, 2014  
The total number of shares of common stock to be issued or disposed of by the Company shall not exceed 314,500 shares per year
- iii. Transfer restriction period to be 2 years after the delivery of the Company's common stock