

JASDAQ code: 2767  
June 10, 2009

To our shareholders:

3-6 Maruyama-cho, Shibuya-ku, Tokyo

**Fields Corporation**

Representative director and President: Takashi  
Oya

**NOTICE OF THE 21ST ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

Notice is hereby given that the 21st Annual General Meeting of the Shareholders of the Company 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 then exercise your voting rights no later than **6 p.m. on Wednesday, June 24, 2009**.

**(i) Exercise of voting rights by mail;**

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 within the deadline set for the 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 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 case you exercise the voting rights through internet, please see "Information with respect to Exercise of Voting Rights through Internet" on Page 58.

- 1. Date and time:** Thursday, June 25, 2009 at 10 a.m.

L02-#528906-v2

2. **Venue:** Ballroom, B2F, Cerulean Tower, Tokyu Hotel  
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo  
(Please see the access map for the place of the Meeting below.)

3. **Objectives of Meeting:**

- Matters to be reported:**
1. Report on the Business Report and the Consolidated Financial Documents for the 21st fiscal period (commencing on April 1, 2008 and ending on March 31, 2009), and on the audit findings for the Consolidated Financial Documents for the 21st fiscal period from the accounting auditor and the Board of Statutory Auditors
  2. Report on the Financial Documents for the 21st fiscal period (commencing on April 1, 2008 and ending on March 31, 2009)

**Matters to be resolved:**

- Proposal 1:** Disposition of Surplus  
**Proposal 2:** Partial amendments to the Articles of Incorporation  
**Proposal 3:** Election of eleven (11) directors  
**Proposal 4:** Election of one (1) auditor

4. **Other matters in relation to holding of general meeting of shareholders, etc.:**

- (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 voting rights are received at 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 to the receptionist at the place of the Meeting.

\* In the event of any changes in the Reference Materials for the Meeting and documents to be filed described in this notice of the Meeting of Shareholders, such matters will be posted on the Company's website located at (<http://www.fields.biz>).

## Reference Materials for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Disposition of Surplus

Basically, we focus on the stable return of profits to each shareholder, on the continuous improvement of corporate values, as well as on 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 term as follows:

Year-end dividend

- (1) Assets subject to dividend  
Cash
- (2) Matters concerning dividend allotment and total amount of dividend  
2,500 yen per common share of the Company  
Total amount of dividend: 840,892,500 yen  
As a result, the annual dividend would be 4,500 yen per share, which includes an interim dividend (2,000 yen per share).
- (3) Effective date of distribution of surplus  
June 26, 2009

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

##### 1. Reasons for the amendments

- (1) We intend to the necessary amendments to Article 2 (Purposes) of the current Articles of Incorporation to correspond to diversification of our business activities in the pachinko/pachislot field.
- (2) As the "Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities" (Law No. 88 of 2004) (the "Settlement Streamlining Law") came into force on January 5, 2009, we intend to the following amendments:
  - a) Pursuant to Article 6, paragraph 1 of the Supplementary Provisions of the Settlement Streamlining Law, we are deemed to have resolved to amend the Articles of Incorporation to abolish the provision of issuance of share certificates as of the effective date of the Settlement Streamlining Law. Therefore, we delete this provision and the provision concerning the registry of lost share certificates (Article 7 and Article 9, paragraph 3 of the current Articles of Incorporation). With respect to the registry of lost share certificates, however, we establish supplementary provisions to stipulate transitional measures as our shareholder registry administrator shall deal with matters relating to lost share certificates for one year from the day following the effective date of the Settlement Streamlining Law.
  - b) As the "Law Concerning Central Securities Depository and Book-Entry Transfer of Stock

Certificates and Other Securities" (Law No. 30 of 1984) was abolished pursuant to Article 2 of the Supplementary Provisions of the Settlement Streamlining Law, we delete the provisions concerning "beneficial shareholders" and the "beneficial shareholder registry" (Article 9, paragraph 3 and Article 14 of the current Articles of Incorporation).

c) In addition, we change the article numbering in line with the above amendments.

2. Details of the amendments

The proposed amendment is as set out below.

(Proposed change is underlined.)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Proposed amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article 2 (Purposes)<br/>The purposes of the Company shall be to carry out the following undertaking:<br/>(1) Sales and maintenance of pachinko/pachislot machines<br/><br/>(2) to (23) (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                         | <p>Article 2 (Purposes)<br/>The purposes of the Company shall be to carry out the following undertakings:<br/>(1) <u>Planning, development, sales</u> and maintenance of pachinko/pachislot machines<br/><br/>(2) to (23) (Unchanged)</p>                                                                                                                                                                                                                                                                       |
| <p>Article 3 to Article 6 (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Article 3 to Article 6 (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p><u>Article 7 (Issuance of share certificates)</u><br/><u>The Company shall issue share certificates representing its issued stock.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>(Deleted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p>Article <u>8</u> (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>Article <u>7</u> (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>Article <u>9</u> (Shareholder registry administrator)<br/>1. (Omitted)<br/>2. (Omitted)<br/>3. The Company shall entrust the shareholder registry administrator with the preparation and keeping of the shareholder registry (<u>including the beneficial shareholder registry; the same shall apply hereinafter</u>), the registry of share options <u>and the registry of lost share certificates</u> and other affairs related to the shareholder registry, the registry of share options <u>and the registry of lost share certificates</u>, instead of performing such tasks itself.</p> | <p>Article 8 (Shareholder registry administrator)<br/>1. (Unchanged)<br/>2. (Unchanged)<br/>3. The Company shall entrust the shareholder registry administrator with the preparation and keeping of the shareholder registry <u>and</u> the registry of share options, and other affairs related to the shareholder registry <u>and</u> the registry of share options, instead of performing such tasks itself.</p>                                                                                             |
| <p>Article <u>10</u> to Article <u>13</u> (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Article <u>9</u> to Article <u>12</u> (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p>Article <u>14</u> (Internet disclosure and deemed provision of reference documents for shareholders meetings)<br/>When convening a shareholders meeting, the Company may deem that it has provided its shareholder (<u>including its beneficial shareholders; the same shall apply hereinafter</u>) with information to be stated or indicated in reference documents for shareholders meeting, business reports, financial statements and consolidated financial statements by disclosing such information on the Internet in accordance with the Ordinance of the Ministry of Justice.</p>  | <p>Article <u>13</u> (Internet disclosure and deemed provision of reference documents for shareholders meetings)<br/>When convening a shareholders meeting, the Company may deem that it has provided its shareholders with information to be stated or indicated in reference documents for shareholders meeting, business reports, financial statements and consolidated financial statements by disclosing such information on the Internet in accordance with the Ordinance of the Ministry of Justice.</p> |



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|---|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
|   | 1965)                                | <p>May 1999 Mizuho Investors Securities Co., Ltd)<br/>Joined Deutsche Securities Inc.</p> <p>April 2007 Joined Fields as Executive Officer of the Office of the President</p> <p>June 2007 Director, D3 Inc.<br/>Director, Fields Pictures Corporation<br/>Director, ThinkArts Co., Ltd.<br/>Representative Director and President, Fields (current post)</p> <p>October 2007 Director, Lucent Pictures Entertainment, Inc. (current post)</p> <p>January 2008 Director, Shin-Nichi Technology Co., Ltd. (current post)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |
| 3 | Tetsuya Shigematsu (January 6, 1968) | <p>April 1990 Joined the Fuji Bank Limited</p> <p>August 1997 Externally assigned to the Fuji Securities Co., Ltd (currently known as Mizuho Securities Co., Ltd)</p> <p>June 2005 Representative Director, Legendary Consultants Inc.</p> <p>January 2006 Director, D3 Publisher Inc. (currently known as D3 Inc.)</p> <p>June 2006 Director, Fields Pictures Corporation<br/>Director, Digital Lord Corporation (currently known as Lucent Pictures Entertainment, Inc.)</p> <p>October 2006 Director, Future Scope Corporation (current post)</p> <p>November 2006 Director, Kadokawa Haruki Corporation (current post)</p> <p>January 2007 Joined Fields as Executive Officer of the Office of the President</p> <p>February 2007 Director, ThinkArts Co., Ltd,<br/>Director, Ildel Corporation</p> <p>March 2007 Director, White Trash Charms Japan Co., Ltd.</p> <p>April 2007 Executive Officer / Division Manager, Group Strategy Division, Fields</p> <p>June 2007 Director, Japan Sports Marketing Inc.<br/>Director, Fields Jr. Corporation (current post)<br/>Senior Managing Director / Division Manager, Group Strategy Division, Fields<br/>Representative Director, Fields Pictures Corporation<br/>Director, La Parler Co., Ltd.</p> <p>July 2007 Director, Bbmf Magazine, Inc. (current post)</p> <p>September 2007 Representative Director, Japan Sports</p> | 900 |

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|---|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
|   |                                    | <p>October 2007 Marketing Inc. (current post)<br/>Director, Lucent Pictures Entertainment, Inc.(current post)</p> <p>January 2008 Director, Shin-Nichi Technology Co., Ltd.</p> <p>February 2008 Representative Director, EXPRESS Inc. (current post)</p> <p>April 2008 Director, SPO Inc. (current post)<br/>Senior Managing Director in charge of Group Strategy Division, Fields</p> <p>April 2009 Senior Managing Director / Division Manager, Group Strategy Division, Fields (current post)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |
| 4 | 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</p> <p>June 2005 Managing Director, Fields</p> <p>July 2005 Managing Director in charge of Sales Division, Fields</p> <p>June 2006 Managing Director / Deputy General Manager, Business Headquarters, Fields</p> <p>April 2007 Managing Director / Deputy General Manager, Business Headquarters, and General Manager, Product Development Division, Fields</p> <p>June 2007 Representative Director, Digital Lord Corporation (currently known as Lucent Pictures Entertainment, Inc.)<br/>Director, G &amp; E Corporation (current post)</p> <p>April 2008 Senior Managing Director in charge of Sales Division and Product Division, Fields</p> <p>June 2008 Director, Shin-Nichi Technology Co., Ltd.(current post)</p> <p>April 2009 Senior Managing Director in charge of Sales Division and Development Division, Fields (current post)</p> | 507 |
| 5 | Shigesato Itoi (November 10, 1948) | <p>December 1979 Representative Director, Y.K. Tokyo Itoi Shigesato Office (currently known as K.K. Tokyo Itoi Shigesato Office) (current post)</p> <p>March 1989 Representative Director, Ape inc. (current post)</p> <p>June 2001 Director, Fields (current post)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 800 |

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|---|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
|   |                                       | January 2003                                                                                                                                       | Director, Digital Lord Corporation (currently known as Lucent Pictures Entertainment, Inc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |     |
| 6 | Masakazu Kurihara (January 12, 1960)  | April 1983<br>October 1987<br>May 2007<br><br>June 2007<br>June 2007<br>July 2007<br>January 2008<br><br>April 2008<br>June 2008<br><br>April 2009 | Joined System Communications. Co., Ltd.<br>Joined Dentsu Inc.<br>Joined Fields as Executive Officer / General Manager, Communications and Marketing Division<br>Director, Ildel Corporation (current post)<br>Director, Fields Pictures Corporation<br>Director, Bbmf Magazine, Inc. (current post)<br>Director, Shin-Nichi Technology Co., Ltd.<br>Executive Officer / Division Manager, Product Division, Fields<br>Director / Division Manager, Product Division, Fields<br>Director / Division Manager, Planning Division, Fields (current post)                                                                                                                              | -   |
| 7 | Yoshiteru Yamaguchi (July 19, 1961)   | April 1987<br>May 1999<br>July 2001<br><br>June 2004<br>October 2007<br><br>April 2008<br>June 2008<br><br>November 2008<br>April 2009             | Joined Recruit, Co., Ltd.<br>Joined NTT DoCoMo, Inc.<br>Managing Director responsible for content, Gateway Business Department, NTT DoCoMo, Inc<br>Director, DoCoMo Support, Inc.<br>Director, Primeworks Corporation (current post)<br>Joined Fields as Executive Officer, Group CVO, Office of the President<br>Executive Officer / General Manager, Group Strategy Division, Fields<br>Director, Future Scope Corporation (current post)<br>Director, D3 Inc.<br>Director / Division Manager, Group Strategy Division, Fields<br>Director, Kadokawa Haruki Corporation (current post)<br>Director / Management Director, Intellectual Property Division, Fields (current post) | 137 |
| 8 | Hiroyuki Yamanaka (December 23, 1967) | May 1989<br>April 2000<br>May 2001<br>March 2002                                                                                                   | Joined Fields<br>Director / General Manager, Administration Division, Fields<br>Auditor, White Trash Charms Japan Co., Ltd.<br>Auditor, Fields Jr. Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 300 |

|    |                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |   |
|----|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
|    |                                 | <p>January 2003 Auditor, Digital Lord Corporation (currently known as Lucent Pictures Entertainment, Inc.)</p> <p>June 2003 Auditor, Professional Management Co., Ltd. (currently known as Japan Sports Marketing Inc.) (current post)</p> <p>June 2006 Auditor, Fields Pictures Corporation Director / General Manager, Planning and Administration Division, Fields (current post)</p> <p>October 2006 Auditor, Future Scope Corporation (current post)</p> <p>February 2007 Auditor, Ildel Corporation (current post)</p> <p>October 2007 Auditor, Lucent Pictures Entertainment, Inc. (current post)</p> <p>February 2008 Auditor, EXPRESS Inc. (current post)</p>                             |   |
| 9  | Hideo Ito<br>(August 11, 1969)  | <p>April 1995 Joined Chiyoda Corporation</p> <p>July 1998 Joined Philip Morris International Japan</p> <p>July 2000 Joined Fast Retailing Co., Ltd.</p> <p>March 2004 Joined Tesco Japan Co., Ltd., 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>November 2006 Director, Kadokawa Haruki Corporation</p> <p>April 2008 Executive Officer / Division Manager, Corporate Division, Fields</p> <p>June 2008 Director / Division Manager, Corporate Division, Fields (current post)</p> | - |
| 10 | Akira Fujii<br>(April 19, 1960) | <p>April 1983 Joined Chuo Senko Advertising Co., Ltd.</p> <p>March 1991 Joined Cemmm Co., Ltd., Manager of Tokyo Office</p> <p>April 1996 Joined Asatsu Inc. (currently known as Asatsu-DK 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</p> <p>June 2008 Director, Fields Jr. Corporation (current</p>               | - |

|    |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |     |
|----|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
|    |                                      | post)<br>Director / Division Manager, Sales<br>Division, Fields (current post)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |
| 11 | Toru Suenaga<br>(August 30,<br>1964) | <p>April 1987    Joined Solomon Brothers Asia Limited</p> <p>November 2001    Auditor, Fields</p> <p>June 2002    Director, Fields</p> <p>July 2002    Representative Director, White Trash<br/>Charms Japan Co., Ltd.</p> <p>December 2002    Director, White Trash Charms Japan Co.,<br/>Ltd.</p> <p>January 2004    Director, D3 Publisher Inc. (currently<br/>known as D3 Inc.)</p> <p>March 2004    Director / General Manager, Public<br/>Relations Office, Fields</p> <p>October 2004    Director / General Manager, Corporate<br/>Planning Office, Fields</p> <p>July 2005    Director / General Manager, Investor<br/>Relations &amp; Public Relations Office,<br/>Fields</p> <p>June 2006    Director / General Manager, Office of<br/>the President</p> <p>April 2008    Director / General Manager, Office of<br/>the Chairman (current post)</p> | 100 |

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

Note 2. The matters concerning Mr. Shigesato Itoi, the candidate for the director, are as follows:

- (1) He is the candidate for the outside director;
- (2) He is selected as the candidate for the outside director, because he has a wide range of experience and knowledge in the entertainment business, and thus we expect further enhancement of the contents business we are promoting.
- (3) His term of office as the outside director of the Company is eight (8) years upon the conclusion of this meeting of shareholders.
- (4) He has been the outside director of the Company and 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 reappointment is approved, we expect that the relevant agreement would be renewed, so that the outside director may continue to play his expected role. Please refer to the page 19 for a summary of the limited responsibility agreement.

**Proposal 4:** Election of one (1) auditor

Upon the conclusion of this meeting of shareholders, the term of office of Mr. Tadao Koike as the auditor will expire. Thus, it is proposed that one (1) auditor be elected. This proposal has been approved by the board of auditors.

The candidate is as follows:

| Name<br>(Date of birth)           | Background, representatives of other corporations, etc., position<br>and duties at the Company                                                                                                                                                                                                                                                             | Number of<br>shares of<br>the<br>Company<br>held by the<br>candidate |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Tadao Koike<br>(January 17, 1935) | June 1994 Representative Director and Vice President, Shin Nihon Finance K.K. (currently known as Shinko Investment Co., Ltd.)<br>June 1995 Full-time Auditor, Shin Nihon Finance K.K.<br>May 1998 Adviser, Shin Nihon Finance K.K.<br>June 2002 Auditor, Fields (current post)<br>September 2007 Auditor, K.K. Tokyo Itoi Shigesato Office (current post) | 50                                                                   |

Note 1. He has no special interests in the Company.

Note 2. He is the candidate for the position of outside auditor.

Note 3. He is selected as the candidate for outside auditor, because we expect that he would continuously reflect his wide range of experience and knowledge in the securities business to the audit service of the Company.

Note 4. His term of office as the outside auditor of the Company is seven (7) years upon the conclusion of this meeting of shareholders.

Note 5. He has been the outside auditor of the Company and 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 reappointment is approved, we expect that the relevant agreement would be renewed, so that the outside auditor may continue to play his expected role. Please refer to the page 19 for a summary of the limited responsibility agreement.

End

**[Information with respect to Exercise of Voting Rights through the Internet]**

If you intend to exercise your voting rights through the internet, please acknowledge the following:

1. Exercise of Voting Rights Website
  - (1) You may only exercise your voting rights through the internet by accessing the Exercise of Voting Rights Website located at (<http://www.web54.net>) via personal computers or mobile phones (i-mode, EZweb or Yahoo! keitai)
  - (2) Exercise of voting rights via personal computers may be prevented due to your internet environment, in the event that firewalls etc. are used, anti-virus software is installed or a PROXY server is used in connecting to the internet.
  - (3) Exercise of voting rights via mobile phones requires that you be able to access one of the services from i mode, EZweb, or Yahoo! keitai. Even though such services are available, in order to ensure security, you may not use certain mobile phones that do not have encrypted communications (SSL communication) and facilities for sending information, to access the Exercise of Voting Rights Website.
  - (4) Fees such as the internet access fee by dial-up and telephone charge, or in case of mobile phones, fees such as packet communication fees and other fees arising from using mobile phones shall be borne by the shareholders.
2. Exercise of Voting Rights through the Internet
  - (1) If voting through the internet, please exercise your voting rights no later than 6 p.m. on Wednesday, June 24, 2009, day before the meeting of Shareholders, for convenient calculation of the results of the exercise of voting rights.
  - (2) Please access the Exercise of Voting Rights Website and enter your approval or disapproval according to the instructions shown on the display using the "Code for Exercise of Voting Rights" and "Password" provided in the enclosed Exercise of Voting Rights Form.
  - (3) You will be required to change the "Password" on the Exercise of Voting Rights Website, in order to avoid unauthorized access (spoofing) or alteration of the effect of the Exercise of Voting Rights, by persons who are not shareholders.
  - (4) We will notify you of a new "Code for Exercise of Voting Rights" every time a meeting of shareholders is held. If you agreed to receive the notice of meeting of shareholders by email, please pay attention to managing the "Password" which you are required to use continuously, until you change it by yourself.  
Please note that we may not provide response to the "Code for Exercise of Voting Rights" and "Password".
3. Handling of the Exercised Voting Right
  - (1) If you exercise your voting rights both in writing and through the internet, the latest vote shall prevail. If both voting rights are received on the same day, the internet vote shall prevail.
  - (2) If you exercise your voting rights more than once through the internet, the latest vote shall prevail.
  - (3) If you neither show your approval nor disapproval (nor abstention) for each proposal, you shall be considered as having shown your approval to such proposals.
4. How to receive the notice of a meeting of shareholders  
If you wish to receive the notices of shareholders meetings by email, please complete the required procedures on the Exercise of Voting Rights Website so that you would receive such notices by email from the next meeting of shareholders. (Please note that you may not complete such procedures using your mobile phones and that you may not designate the email address of a mobile phone.)

End