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[ENGLISH TRANSLATION]

Securities code: 2767
May 28, 2015

Dear shareholders:

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

Fields Corporation

President and COO: Takashi Oya

NOTICE OF THE 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 27th 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 described in "How to Exercise your Voting Rights" on pages 2 to 4. In this case, please review the reference documents as mentioned below, and exercise your voting rights no later than **6 p.m. on Friday, June 26, 2015**.

- 1. Date and time:** Monday, June 29, 2015 at 1 p.m.
(Reception starting at 12 p.m.)
- 2. Venue:** Convention Hall, B2F, The Prince Park Tower Tokyo
4-8-1 Shibakoen, Minato-ku, Tokyo
*The venue has changed from last year.
(Please refer to the venue map at the end of this notice.)

3. Objectives of Meeting:

Matters to be reported:

1. Report on the Business Report and the Consolidated Financial Documents for the 27th fiscal period (commencing on April 1, 2014 and ending on March 31, 2015), and on the audit findings for the Consolidated Financial Documents for the 27th fiscal period from the accounting auditor and the Board of Auditors
2. Report on the Financial Documents for the 27th fiscal period (commencing on April 1, 2014 and ending on March 31, 2015)

Matters to be resolved:

- Proposal 1:** Disposition of Surplus
Proposal 2: Election of Thirteen (13) Directors

End

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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.

In addition, in response to the changing of our stock-market listing to the first section of the Tokyo Stock Exchange as of April 14, 2015, we would like to pay a commemorative dividend with gratitude to all of our shareholders.

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

35 yen per common share of the Company

(25 yen as ordinary dividend and 10 yen as a commemorative dividend)

(for your reference) Combined with the interim dividend (of 25 yen per share), the total annual dividend will be equivalent to 60 yen per share.

Total amount of dividend assets: 1,161,433,000 yen

(3) Effective date of dividends of surplus

June 30, 2015

(For your Reference) Changes in dividend per share (yen) and dividend payout ratio (%)

Fiscal period		24th	25th	26th	27th (this period)
Dividend payout ratio		27.7	35.1	30.9	66.0
Dividends	Mid-term	25	25	25	25
	End of term	25	25	25	25
	Commemorative	-	-	-	10
	Total	50	50	50	60

* We have split one (1) common share of the Company into one hundred (100) shares as of October 1, 2012. The calculation of dividend payout ratio is based on the presumption that this stock split was conducted at the beginning of the 24th fiscal period.

Proposal 2: Election of Thirteen (13) Directors

As of the close of the Meeting, the terms of offices of all of the twelve (12) directors will expire. Accordingly, to further strengthen our business, we propose that the number of directors be increased by one (1) and thirteen (13) directors be elected.

Candidates for such positions are as follows:

1	<u>Re-elected</u>	<p style="text-align: center;">Backgrounds, Positions and Duties at the Company</p> June 1988 Representative Director and President at the time of incorporation, Fields June 2007 Representative Director and Chairman, Fields (current position) <u>Important concurrent positions</u> Director and Chairman, Digital Frontier Inc. Director and Chairman, BOOOM Corporation Director and Chairman, Tsuburaya Productions Co., Ltd. Director, HERO'S Inc. Director, Tokyo Itoi Shigesato Office Co., Ltd.
Number of shares of the Company held by the candidate	8,675,000 shares	
2	<u>Re-elected</u>	<p style="text-align: center;">Backgrounds, Positions and Duties at the Company</p> April 1988 Joined Nippon Kangyo Kakumaru Securities Co., Ltd. May 1999 Joined Deutsche Securities Inc., Tokyo Office April 2007 Joined Fields as Corporate Officer of the Office of the President June 2007 Representative Director and President, Fields (current position)
Number of shares of the Company held by the candidate	450,000 shares	

4	<u>Re-elected</u>
Tetsuya Shigematsu (January 6, 1968)	
Number of shares of the Company held by the candidate	
90,000 shares	

Backgrounds, Positions and Duties at the Company	
April 1990	Joined the Fuji Bank, Limited
August 1997	Temporarily transferred to the Fuji Securities, Inc.
January 2007	Joined Fields as Corporate Officer of the Office of the President
April 2007	Corporate Officer; Division Manager, Group Strategy Division, Fields
June 2007	Senior Managing Director; Division Manager, Group Business Strategy Division, Fields
April 2012	Senior Managing Director; Division Manager, Interactive Media Business Division and Division Manager, Consumer Products Business Division, Fields
April 2014	Senior Managing Director, Fields
May 2015	Executive Vice President, Fields (current position)
<u>Important concurrent position</u>	
Director; General Manager, IP Produce Division, Tsuburaya Productions Co., Ltd.	

<p>5 Re-elected</p> <p>Masakazu Kurihara (January 12, 1960)</p> <p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">- shares</p>	<p style="text-align: center;">Backgrounds, Positions and Duties at the Company</p> <p>April 1983 Joined System Communications Corp. October 1987 Joined DENTSU INC. May 2007 Joined Fields as Corporate Officer; Division Manager, Communications and Marketing Division April 2008 Corporate Officer; Division Manager, Product Division, Fields June 2008 Director; Division Manager, Product Division, Fields April 2010 Managing Director; Division Manager, Development Division, Fields April 2011 Managing Director; Division Manager, Contents Division, Fields April 2014 Managing Director, Fields (current position)</p>
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Re-elected

Akira Fujii
(April 19, 1960)Number of shares of
the Company held by
the candidate

- shares

Backgrounds, Positions and Duties at the Company

April 1983 Joined CHUO SENKO PUBLIC COMPANY LIMITED

March 1991 Joined CEMM Co., Ltd.

April 1996 Joined Asatsu Inc.

January 2000 Deputy General Manager, Promotion Division, Asatsu-DK Inc.

July 2003 Joined Fields as General Manager, Sales Promoting Department, Sales Planning Headquarters, Sales Division

November 2003 Corporate Officer; Division Manager, Sales Promoting Department, Sales Planning Headquarters, Sales Division, Fields

July 2005 Corporate Officer; Division Manager, Sales Division, Fields

June 2008 Director; Division Manager, Sales Division, Fields

April 2012 Director; Deputy Division Manager, Pachinko/Pachislot Business Management Division, Fields

April 2014 Managing Director, Fields (current position)

Important concurrent positions

Director, Shinnichi Technology Co., Ltd.
Director, MICROCABIN CORP.
Director, Mizuho CORP.

7	Re-elected
<p>Kenichi Ozawa (November 20, 1966)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">- shares</p>	

Backgrounds, Positions and Duties at the Company	
April 1990	Joined Saitama Bank K.K.
May 2005	Joined Mizuho Securities Co., Ltd.
September 2006	Joined Rakuten, Inc.
October 2008	General Manager, Accounting Division, Rakuten, Inc.
January 2010	Joined Fields as Deputy Division Manager, Planning and Administration Division
April 2010	Corporate Officer ; Deputy Division Manager, Planning and Administration Division, Fields
April 2014	Corporate Officer, Fields
June 2014	Managing Director, Fields (current position)
<u>Important concurrent positions</u>	
Director, Fields Jr. Corporation	
Director, Lucent Pictures Entertainment, Inc.	
Director, BOOOM Corporation	
Director, Mizuho CORP.	
Auditor, Shinnichi Technology Co., Ltd.	
Auditor, MICROCABIN CORP.	
Auditor, FutureScope Corporation	
Auditor, Digital Frontier Inc.	
Auditor, NEX ENTERTAINMENT CO., LTD.	
Auditor, Tsuburaya Productions Co., Ltd.	
Auditor, HERO'S Inc.	
Auditor, NANASHOW Corporation	
Auditor, SOUGOU MEDIA INC.	

8	Re-elected
<p>Hiroyuki Yamanaka (December 23, 1967)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">30,000 shares</p>	

Backgrounds, Positions and Duties at the Company	
May 1989	Joined Fields
April 2000	Director; Division Manager, Administration Division, Fields
June 2006	Director; Division Manager, Planning and Administration Division, Fields (current position)

9	<u>Re-elected</u>
<p>Hideo Ito (August 11, 1969)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">- shares</p>	

Backgrounds, Positions and Duties at the Company	
April 1995	Joined Chiyoda Corporation
July 1998	Joined Philip Morris International Inc.
July 2000	Joined FAST RETAILING CO., LTD.
March 2004	Joined TESCO JAPAN CO., LTD. as Division Manager, Information System Division
December 2005	Joined Fields as CIO, Information System Department, Development Division
June 2006	Corporate Officer; CIO, Division Manager, Operational Planning Division, Fields
April 2008	Corporate Officer; Division Manager, Corporate Division, Fields
June 2008	Director; Division Manager, Corporate Division, Fields (current position)

10	<u>Re-elected</u>
<p>Teruo Fujishima (July 21, 1960)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">40,000 shares</p>	

Backgrounds, Positions and Duties at the Company	
June 1988	Joined Fields
June 2003	Corporate Officer ; Division Manager of Sales Planning, Sales Division, Fields
April 2009	Corporate Officer ; Division Manager, Development Division, Fields
April 2012	Corporate Officer ; Deputy Division Manager, Pachinko/Pachislot Business Management Division, Fields
April 2014	Corporate Officer ; Division Manager, Pachinko/Pachislot Business Management Division, Fields
June 2014	Director; Division Manager, Pachinko/Pachislot Business Management Division, Fields (current post)
<u>Important concurrent position</u>	
Director, SOUGOU MEDIA INC.	

11	<u>Re-elected</u>
<p>Nobuyuki Kikuchi (May 3, 1958)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">- shares</p>	

Backgrounds, Positions and Duties at the Company	
April 1985	Joined Kyodo News
February 1994	Joined TOKYO BROADCASTING SYSTEM INC.
April 2008	Joined Fields as Executive Producer, Group Strategy Division
July 2010	Corporate Officer ; Executive Producer, Business Division, Fields
April 2012	Corporate Officer ; Division Manager, Imaging and Live Entertainment Division, Fields
April 2013	Corporate Officer ; Division Manager, Media Relations Business Division, Fields
June 2014	Director; Division Manager, Media Relations Business Division, Fields (current position)
<u>Important concurrent position</u>	
Representative Director and President, Fields Jr. Corporation	

12	<u>Newly-elected</u>
<p>Eiichi Kamagata (August 30, 1966)</p>	
<p>Number of shares of the Company held by the candidate</p> <p style="text-align: right;">- shares</p>	

Backgrounds, Positions and Duties at the Company	
April 1987	Joined Sony Corporation
September 1999	Temporarily transferred to Sony Music Entertainment (Japan) Inc.
April 2003	Joined Aniplex Inc.
October 2007	Representative Director and President, Lucent Pictures Entertainment, Inc. (current position)
July 2010	Joined Fields as Corporate Officer ; Executive Producer, Business Division
April 2012	Corporate Officer ; Deputy Division Manager, Animation Produce Division, Fields
April 2014	Corporate Officer ; Division Manager, Imaging Production Division, Fields (current position)
April 2015	Invited Researcher, Graduate School of Science and Engineering, Waseda University (current position)
<u>Important concurrent position</u>	
Representative Director and President, Lucent Pictures Entertainment, Inc.	

<p>13</p> <p style="text-align: center;"><u>Re-elected</u> <u>External</u> <u>Independent Director</u></p> <p style="text-align: center;">Shigesato Itoi (November 10, 1948)</p> <p style="text-align: center;">Number of shares of the Company held by the candidate 80,000 shares</p>	<p>Backgrounds, Positions and Duties at the Company</p> <p>December 1979 Representative Director at the time of incorporation, Tokyo Itoi Shigesato Office Co., Ltd. (current position)</p> <p>June 2001 Director, Fields (current position)</p> <p><u>Important concurrent position</u> Representative Director, Tokyo Itoi Shigesato Office Co., Ltd.</p>
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Note 1. The candidates have no special interests in the Company.

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

- (1) He is candidate for External Director. The Company has designated him as an independent officer pursuant to the provisions of the Tokyo Stock Exchange and reported him as such to the same.
- (2) The Company nominates him as candidate for External Director, because he has profound experience and a wide range of knowledge in the entertainment business field, and accordingly, the Company expects further enhancement of the contents business the Company is promoting.
- (3) His term of office as External Director of the Company is fourteen (14) years as of the close of the Meeting.
- (4) He has been External Director of the Company, and a 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 reelection is approved, the Company intends to renew the aforementioned agreement, so that the External Director may continue to fully play his expected role. Please refer to page 27 for a summary of the limited responsibility agreement.

End