



(Translation)

Corporate Governance Guidelines

FIELDS CORPORATION

Chapter 1. General Provisions

Article 1. (Purpose)

The purpose of these Guidelines is to provide for basic matters of corporate governance in FIELDS CORPORATION (the “Company”) with the aim of fulfilling the Company’s social responsibility to all of its stakeholders, and achieving the Company’s sustainable growth and mid- to long-term improvement of its corporate value.

Article 2. (Basic Views on Corporate Governance)

The Company’s mission is to provide “The Greatest Leisure for All People” as stated in its corporate philosophy, with its basic management policy being achievement of a sustainable increase in corporate value.

The Company believes that ensuring effective functioning of corporate governance to realize this basic management policy is one of its material management issues.

In the aim of enhancement of its corporate governance system, the Company shall advance reforms in its management structures and systems within the framework of the board of directors, the board of statutory auditors, the independent auditors and the board of corporate officers.

Chapter 2. Security of Shareholders’ Rights and Equality

Article 3. (Security of Equality among Shareholders)

The Company treats all of its shareholders equally based on their shareholdings, and secures shareholders’ rights through timely and appropriate information disclosure intended to avoid information disparity among shareholders.

Article 4. (General Shareholder Meeting)

1. The Company shall endeavor that convocation notices of general shareholder meetings are dispatched well in advance of the meetings to give the shareholders sufficient time to consider the agenda, enabling them to exercise their voting rights appropriately, and posts each convocation notice on the Company’s website before the date of dispatch thereof.
2. The Company shall endeavor to develop an environment in which all shareholders, including those not present at general shareholder meetings, are able to duly exercise their voting rights, through the use of electronic voting platforms or otherwise.

3. The Company posts on its website an English translation of a summary of each convocation notice of general meeting of shareholders to avoid information disparity among different language speakers.
4. The Company regards general shareholder meetings as important forums for dialogue with shareholders, and as such, shall coordinate appropriate scheduling of the dates of meetings.
5. In the case where any proposal made by the Company at a general meeting of shareholders has been passed, but with 20% or more negative votes, the board shall analyze the reasons for such opposition and the causes of the high percentage of negative votes, and examine whether any actions should be taken.

Article 5. (Basic Strategy for Capital Policy)

The Company's basic strategy for its capital policy is to maintain a dividend payout ratio of 20% or higher based on its belief that by focusing on growth potential and prioritizing aggressive investment activities through the use of internal reserves, shareholders are rewarded with increased shareholder value. The Company shall disclose its detailed dividend policy in its annual securities reports or other documents.

Article 6. (Basic Policy Concerning Conduct of Related Party Transactions)

The Company shall determine whether to enter into a related party transaction or any similar transaction with particular consideration to, among others, whether the transaction would not undermine management soundness of the group, whether the transaction is valid in light of reasonable judgment, and whether the terms of the transaction are reasonable when compared to those of similar transactions with unrelated parties.

Article 7. (Basic Policy Concerning Strategic Shareholding and Exercise of Voting Rights for Strategically-held Shares)

1. The Company may strategically hold shares in listed companies for the purpose of maintaining and reinforcing business relationships with those companies.
2. The Company shall examine the returns from maintenance and reinforcement of the business relationships, and the risks associated with stock price declines and other unfavorable events from a mid- to long-term perspective, and shall determine at meetings of the board whether the Company should continue to hold, or sell or otherwise dispose of the strategically-held shares.
3. The Company shall determine whether or not to exercise its voting rights pertaining to the strategically-held shares in favor of any proposal presented to shareholders after reviewing the possibility of conflicts of interest with the Company and degradation of the shareholder value, among other factors, based on the condition that the proposal

would contribute to mid- to long-term improvement of the its corporate value.

Chapter 3. Appropriate Cooperation with Stakeholders Other than Shareholders

Article 8. (Ethical Standards and Conflicts of Interest)

1. The Company establishes a corporate code of conduct to ensure that its directors, corporate officers, employees and other staff shall always conduct themselves in an ethical manner.
2. When any matter involving a conflict of interest is expected to occur, the relevant director shall promptly make a report of the same to the board and shall obtain approval of the board.

Article 9. (Relationship with Stakeholders)

1. In view of a sustainable growth of the Company and mid- to long-term improvement of its corporate value, the board shall consider interests of various stakeholders, which not only include the Company's shareholders but also, among others, employees, customers, business partners and creditors of, and local communities surrounding the Company.
2. The Company expressly provides in its rules of employment and other relevant internal rules that employees and other personnel of the Company may convey to the board their concerns about any illegal or unethical practice within the Company without receiving unfavorable treatment from the Company for doing so.

Chapter 4. Ensuring Appropriate Information Disclosure and Transparency

Article 10. (Information Disclosure)

1. The Company seeks to build relationships of trust with more stakeholders through establishing investor relations (IR) policy based on its corporate philosophy and by ensuring that all stakeholders, including shareholders and investors, shall receive information disclosure with a view toward timeliness, fairness, accuracy and continuity.
2. In providing any information, the Company shall comply with the Financial Instruments and Exchange Act and other applicable laws and regulations as well as rules related to Timely Disclosure stipulated by the Tokyo Stock Exchange, on which the stock of the Company is listed.

3. The Company shall actively promote, with focus on timeliness, fairness, accuracy and continuity, voluntary disclosure of information that is not required by laws, regulations and rules in order to gain better understanding of its corporate activities.

Chapter 5. Responsibilities of the Board of directors etc.

Article 11. (Roles of Board)

1. The board is entrusted by the shareholders with the responsibility to achieve a sustainable growth of the Company and mid- to long-term improvement of its corporate value through the realization of efficient and effective corporate governance on behalf of all shareholders.
2. With the aim of fulfilling its responsibility under the preceding Paragraph, the board shall ensure fairness and transparency of management by exercising its supervisory functions over the Company's management as a whole. Furthermore, the board shall make the best decisions regarding nomination and evaluation of the members of management and determination of their remuneration, assessment of material risks faced by the Company and formulation of measures to control such risks, and the execution of important business of the Company, among other issues.

Article 12. (Roles of Outside Directors)

One of the main roles of the outside directors is to review and evaluate, from time to time, the Company's management results and the management's performance in light of the management strategies and plans determined by the board, and to judge and express their opinions, from the perspective of the common interests of the shareholders, as to whether it is appropriate to entrust the management of the Company to the incumbent management team.

Article 13. (Chairperson of the Board)

The chairperson of the board shall endeavor effective and efficient operation of the board meetings by securing sufficient time to deliberate on all proposals on the agenda and enhancing the quality of discussions. In addition, the chairperson shall give due consideration so that each director can obtain adequate information in a timely manner.

Article 14. (Constitution of the Board)

1. The board is constituted by not more than fifteen (15) members and includes independent directors.
2. The board shall select candidates for directors in consideration of the balance of knowledge, experience and skills of the board as a whole as well as its diversity.

Article 15. (Eligibility/Qualifications of, and Nomination Procedures for Directors)

1. A candidate for director must meet the following requirements:
 - (1) A person who can contribute to a sustainable growth of the Company and mid- to long-term improvement of its corporate value;
 - (2) A person with superior character, insight and abilities, abundant experience as well as a strong sense of ethics;
 - (3) A person who can secure the time required to perform his or her duties as a director; and
 - (4) A person who satisfies the eligibility requirements for directors as prescribed by laws and regulations.
2. A candidate for independent director shall, in addition to satisfying the requirements under the preceding Paragraph, have no material interest in the Company, shall satisfy the independence standards of independent directors as established by the Company, and shall meet either one of the following requirements:
 - (1) A person with significant experience as a business manager; or
 - (2) A person who is in a position of professional expert in law, accounting, finance or the like.
3. The board shall determine the candidates for directors in light of the provisions of this Article after fair, transparent and strict screening.

Article 16. (Eligibility/Qualifications of, and Nomination Procedures for statutory auditors)

1. A candidate for statutory auditors must meet the following requirements:
 - (1) A person who can contribute to a sustainable growth of the Company and mid- to long-term improvement of its corporate value;
 - (2) A person with superior character, insight and abilities, abundant experience as well as a strong sense of ethics;
 - (3) A person who can secure the time required to perform his or her duties as a statutory auditor; and
 - (4) A person who satisfies the eligibility requirements for statutory auditors as prescribed by laws and regulations.

2. At least one of the statutory auditors must have appropriate knowledge in finance and accounting.
3. The appointment of the candidates for statutory auditors shall be subject to the approval of the board of statutory auditors.
4. The board shall determine the candidates for statutory auditors in light of the provisions of this Article after fair, transparent and strict screening.

Article 17. (Concurrent Offices of Outside Officers)

The Company allows the outside directors and outside statutory auditors to concurrently hold offices of officers or the like of companies other than the Company only within reasonable limits where they can secure the time required for the performance of their duties toward the Company. The Company shall disclose the status of their major concurrent offices in the business reports attached to convocation notices of general shareholder meetings.

Article 18. (Directors' Responsibilities)

1. The directors must collect sufficient information to perform their duties and actively express their opinions, and have exhaustive discussions at meetings of the board.
2. The directors must perform their directorial duties by fully exercising the abilities and skills expected of them and devoting sufficient time to the Company.
3. When assuming office, the directors must be aware of applicable laws and regulations, the Company's articles of incorporation, the rules of the board and other internal rules, and must have a thorough understanding of their duties and responsibilities.

Article 19. (Training of Directors and statutory auditors)

1. The Company shall actively provide the directors and statutory auditors with information regarding applicable laws and regulations, corporate governance and other necessary information as well as opportunities for training sessions and programs delivered by experts.
2. The directors and statutory auditors shall at all times make efforts to actively collect information regarding the Company's financial position, applicable laws and regulations, corporate governance and other necessary matters in order to fulfill their roles.

Article 20. (Support System for Outside Directors and statutory auditors)

1. It is the Company's policy that the outside directors and statutory auditors may at any time demand, if necessary, request explanations, reports or submission of internal

documents and materials from inside directors, executive officers and/or employees.

2. The Company shall provide adequate personnel and budget to enable the outside directors to duly perform their duties.
3. The Company shall provide adequate personnel and budget to enable the board of statutory auditors and each statutory auditor to duly perform their respective duties.

Article 21. (Evaluation of Effectiveness of the Board)

The board shall analyze and evaluate the effectiveness of the board in the business of the entire group and the corporate governance system in light of the results of self-evaluation by each member of the board and hearing from each director in the form of occasional interviews by the representative director, among other factors. The Company shall disclose a summary of the analysis and evaluation.

Article 22. (Remuneration and Other Benefits of Directors)

1. The Company determines the remuneration and other benefits of directors in accordance with the rules regarding remuneration of directors.
2. The Company determines the remuneration and other benefits of executive directors in a fair and appropriate manner based on their performance for the Company's sustainable growth and mid- to long-term improvement of corporate value.
3. The Company determines the remuneration and other benefits of outside directors in a fair and appropriate manner taking into consideration the amount of time during which each of the outside directors is involved in the Company's business and their respective responsibilities.
4. The Company shall disclose the amount of remuneration and other benefits paid to the directors in an appropriate manner.

Chapter 6. Dialogue with Shareholders

Article 23. (Dialogue with Shareholders)

1. The Company values direct communications with shareholders and investors to facilitate its sustainable growth and mid- to long-term improvement of its corporate value.
2. The directors, officers in charge of IR and other appropriate persons shall speak or deliver presentations at financial results briefings, company seminars for individual

investors and the like, and provide, in person, clear and easy-to-understand explanations of the Company's management policies and other important matters.

3. On the occasions of interviews of the Company by shareholders or domestic and foreign investors, the president shall vigorously deal with the interviewers and have constructive dialogues to a reasonable extent.
4. The Company makes sure that there will be no information disparity among shareholders.
5. The Company shall capitalize on the opinions and concerns expressed by shareholders and investors in the dialogues to improve its business management and corporate value by reporting on the same at meetings of the board or of the board of executive officers or otherwise, and sharing such information widely within the Company.

Supplementary Provisions

Article 24. (Revision of Guidelines)

These Guidelines may be revised by resolution of the board.

Article 25. (Effective Date)

These Guidelines shall come into effect on December 18, 2015.