

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Notice of Meeting of Shareholders

May 25, 2021

Dear shareholders:

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

FIELDS CORPORATION

Chairman, President and Group CEO:
Hidetoshi Yamamoto

NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. **Date and time:** Wednesday, June 16, 2021, at 1:00 p.m.
(Doors will open at 12:15 p.m.)
2. **Venue:** Ballroom, B2F, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo
3. **Objectives of Meeting**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 33rd fiscal period (from April 1, 2020 to March 31, 2021), and the Audit Report from the Accounting Auditor and the Board of Auditors on the Consolidated Financial Statements
 2. Financial statements for the 33rd fiscal period (from April 1, 2020 to March 31, 2021)**Matters to be resolved:**
Proposal: Disposition of Surplus
4. **Other matters regarding the Meeting**
To prevent the spread of COVID-19, we request that shareholders refrain from attending the Meeting on site, and instead exercise their voting rights in advance via the enclosed voting form, or online. For more details, please refer to "Information on Exercise of Voting Rights" on pages 3 and 4.

Items Disclosed via the Internet

Of the documents pertaining to the Meeting, the following items will be posted on the Company's website in accordance with the laws and regulations and the Company's Articles of Incorporation.

■ **Business Report**

- 1 Matters related to the current situation of the Company's Group
 - (7) Details of the major businesses
 - (8) Situation of the employees
 - (9) Major creditors
- 4 Situation of the Accounting Auditor
- 5 Structure and policies of the Company

■ **Consolidated Financial Statements**

Consolidated statements of changes in shareholders' equity, etc.
Notes regarding the consolidated financial statements

■ **Financial Statements**

Statements of changes in shareholders' equity, etc.
Notes to non-consolidated financial statements

■ **Audit Report**

A transcript of the Accounting Auditor's report related to the consolidated financial statements

Accordingly, the documents provided here are a subset of those audited by the Independent Auditors and the Accounting Auditor.

Notes:

- Any revisions made to the reference materials and documents provided for the Meeting will be posted on the Company's website.
- English translations of reference materials for the Meeting are available on the Company's English-language website: <https://www.fields.biz/ir/e/>

Information on Exercise of Voting Rights

Please refer to the reference materials for the Meeting from page 6 onwards, and exercise your voting rights by one of the methods detailed below. Please note that Online Voting and Smart Voting are services only available in Japanese. Thank you for your understanding.

Exercising your Voting Rights without Attending the Meeting

Voting in Writing

Deadline for voting: Voting forms must be returned by 6:00 p.m. on Tuesday, June 15, 2021.

Please state your approval or disapproval for each proposal on the enclosed voting form and return it to the Company's administrator of the shareholder registry by the deadline above.

Please note that if you submitted the voting form without indicating your approval or disapproval, the Company will deem your vote as in favor of the respective proposals.

Online Voting (available in Japanese only)

Deadline for voting: 6:00 p.m. on Tuesday, June 15, 2021

Please access the voting website (<https://www.web54.net>) by your computer, smartphone or mobile device and follow the onscreen instructions to register your approval or disapproval for each proposal. Please use the voting code and password stated on the enclosed voting form, and see the following page for details.

Smart Voting (available in Japanese only)

Deadline for voting: 6:00 p.m. on Tuesday, June 15, 2021

Access the website using the "QR Code® for Logging into the Voting Website for Smartphones" located on the bottom right of the enclosed voting form. Please see the following page for details.

Exercising your Voting Rights by Attending the Meeting

Attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders: 1:00 p.m. on Wednesday, June 16, 2021
(Doors will open at 12:15 p.m.)

Please bring the enclosed voting form and submit it to the front desk.

Note: The exercise of voting rights by proxy is limited to the delegation of one shareholder with voting rights, and you will be required to submit a document proving the representation right.

If you exercised your voting rights more than once:

- (i) If you exercise your voting rights both in with the voting form and online voting (including "Smart Voting"), the online vote (including "Smart Voting") will be treated as effective.
- (ii) If you exercise your voting rights more than once through the Internet (including "Smart Voting"), the last exercise of your vote will be treated as effective.

If you have any inquiries, please contact:

Administrator of Shareholder Registry, Sumitomo Mitsui Trust Bank, Limited., Securities Agent Division

Inquiries concerning voting: 0120-652-031 (9:00 a.m. to 9:00 p.m.)
Other inquiries: 0120-782-031 (9:00 a.m. to 5:00 p.m. on weekdays)

To Institutional Investors:

Voting rights may be exercised through the “Electronic Voting Platform” operated by ICJ, Inc., if you have signed up for the use of the platform in advance.

<p>- Online Voting</p> <p>1. Access the voting website.</p> <p>https://www.web54.net</p> <p>2. Log into the website.</p> <p>Enter the voting code stated on the enclosed voting form.</p> <p>3. Enter the password.</p> <p>Enter the password stated on the enclosed voting form.</p> <p>Follow the onscreen instructions to register your approval or disapproval.</p>	<p>- “Smart Voting”</p> <p>1. Access the smartphone voting website.</p> <p>Access the website using the “QR Code® for Logging into the Voting Website for Smartphones” located at the bottom right of the enclosed voting form.</p> <p>“QR Code®” is a registered trademark of DENSO WAVE INCOPORATED.</p> <p>2. Proceed to the voting website.</p> <p>Click the URL to go to the website. You will then be asked to select from one of the following methods:</p> <p>A: Vote in favor of all of the Company’s proposals (See (4) below).</p> <p>B: Vote on each proposal separately (See (3) below).</p> <p>3. If you select B, follow the onscreen instructions to register your approval or disapproval.</p> <p>4. If you select A, you will be taken to the confirmation screen. Check the details are correct and then tap “Exercise my vote in the above content” to complete the process.</p> <p>Note: To make changes to your vote after registering, scan the QR Code® again and enter your voting code and password as stated on the enclosed voting form. Or access the desktop website directly from your PC at: https://www.web54.net.</p>
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Notes:

- The shareholder is responsible for any connection fees, telecommunications fees, etc. which arise when using the voting website.
- Depending on your Internet environment, the service you subscribe to, or your device, you may not be able to use the voting website.

Reference Materials for the Annual General Meeting of Shareholders

Reference Materials for the Annual General Meeting of Shareholders

Proposal: Disposition of Surplus

Reference Materials for the Annual General Meeting of Shareholders

Proposals and References

Proposal: Disposition of Surplus

We regard the enhancement of corporate value as an important management issue, and our basic policy is to pay dividends in an appropriate manner in line with profits.

On the other hand, we believe that stabilizing our financial base from a medium-to-long-term perspective in response to rapid changes in the marketplace and prioritizing securing investment funds to increase earnings will lead to the greatest possible return for shareholders, including future increases in corporate value.

Therefore, the actual amount of dividends will be 10 yen per share, which is the same amount as the estimated dividends disclosed in the “Summary of Financial Information and Consolidated Business Results for the First Half of the Year Ending March 31, 2021” dated November 13, 2020.

Matters regarding Year-end dividends:

1. Assets subject to dividend
Cash
2. Matters concerning allotment of dividends and their total amount
10 yen per common share of the Company
Total amount of dividend assets: 323,317,000yen
3. Effective date of dividends of surplus
June 17, 2021