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(Securities Code 6789)
May 30, 2014

To Shareholders with Voting Rights:

Masahiro Tomioka
President
Roland DG Corporation
1-6-4, Shinmiyakoda,
Kita-ku, Hamamatsu, Shizuoka,
Japan

**NOTICE OF
THE 33rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 33rd Ordinary General Meeting (the "Meeting") of Shareholders of Roland DG Corporation (the "Company"). The Meeting will be held for the purposes as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter), indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return the form to the Company no later than 5:15 p.m. on Tuesday, June 17, 2014 Japan time.

- 1. Date and Time:** Wednesday, June 18, 2014 at 1:00 p.m. Japan time
- 2. Place:** Heian Banquet Hall, 4th Floor at Okura Act City Hotel Hamamatsu
111-2 Itayamachi, Naka-ku, Hamamatsu, Shizuoka, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and audit report on Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the Company's 33rd Fiscal Year (from April 1, 2013 to March 31, 2014)
 2. Non-Consolidated Financial Statements for the Company's 32nd Fiscal Year (from April 1, 2013 to March 31, 2014)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to Articles of Incorporation
- Proposal No. 3:** Election of Eight Directors
- Proposal No. 4:** Election of Two Corporate Auditors
- Proposal No. 5:** The Amount and Details of Performance-Linked Share Compensation to Directors, etc.
- Proposal No. 6:** Adjustment of the Amount of Remuneration to be Paid to Directors

Requests and Attention

If you attend the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To save resources, please bring this "Notice of Ordinary General Meeting of Shareholders" with you to the Meeting.

If you appoint a proxy to attend the Meeting, the proxy is requested to submit a power of attorney in addition to the Voting Rights Exercise Form at the reception desk. (Please note that the Company recognizes only one shareholder, who holds a voting right of the Company, as a proxy.)

If you diversely exercise your voting rights, please notify the Company in writing of your diverse exercise of voting rights, with the reasons, by no later than three days before the Meeting.

It is suggested that attendants arrive and register at the reception desk in good time, as the reception desk is expected to be crowded a few minutes before the Meeting opens (admission commences at noon).

As an energy -saving measure, members of the Company will wear business casual, the "Cool Biz" dress code, on the day of the Meeting. We would highly appreciate your understanding.

Note:

Any updates to the Reference Documents for the General Meeting of Shareholders will be posted on the Company's website at the following URL: <http://www.rolanddg.co.jp/>.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Matters related to year-end dividends

The Company gives its first priority to paying back profit to its shareholders. Therefore, the Company will strive to maintain the dividends at a stable level, while taking its business results into consideration. At the same time, from the medium- to long-term viewpoint, it will be continuously indispensable for the Company to make investments such as capital investment, development investment and trade investment accordingly, the Company will strive to increase internal reserves and aim to reinforce the Company's overall capabilities for preparation for capital needs of such investments.

As a detailed basic policy therefor, the Company aims at continuous provision of stable dividends, with a target of a dividend payout ratio of 20% of its consolidated net income and will determine the final dividend payout ratio taking overall business operation in the future into consideration. Please be noted that in a case where this proposal is approved, total amount of dividend for the fiscal year under review will be 40 yen per share, including 20 yen per share of interim dividend. Based on this basic policy, the Company hereby proposes its year-end dividends for the 33rd Fiscal Year (the fiscal year ended March 31, 2014) as follows:

1. Type of dividends:
Cash
2. Matters related to the allocation of dividend property to the shareholders and the total amount to be distributed:
20 yen per share of the Company's common stock
The total amount of the dividends to be distributed will be 355,990,800 yen.
3. Effective date of distribution of surplus:
June 19, 2014

Proposal No. 2: Partial Amendments to Articles of Incorporation

1. Reason for Amendments

The Company is creating a new Director post of Vice Chairman in order to improve and reinforce management system.

2. Details of Amendments

Details of the amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Representative Directors and Directors with Specific Titles) Article 21</p> <p>1. Representative Directors who shall represent the Corporation shall be elected by a resolution of the Board of Directors.</p> <p>2. One each of the chairman (<i>torishimari yaku kaicho</i>) and president (<i>torishimari yaku shacho</i>) and a certain number of vice-presidents (<i>torishimari yaku fuku shacho</i>), executive directors (<i>semmu torishimari yaku</i>) and managing directors (<i>jomu torishimari yaku</i>) may be elected from among the directors through a resolution of the Board of Directors.</p> <p>3. Should the President be unable to act, another Director, selected according to an order predetermined by the Board of Directors, shall act in his/her place.</p>	<p>(Representative Directors and Directors with Specific Titles) Article 21</p> <p>1. (Unchanged)</p> <p>2. One each of the chairman (<i>torishimari yaku kaicho</i>) and president (<i>torishimari yaku shacho</i>) and a certain number of <u>vice-chairman (<i>torishimari yaku fuku kaicho</i>)</u>, vice-presidents (<i>torishimari yaku fuku shacho</i>), executive directors (<i>semmu torishimari yaku</i>) and managing directors (<i>jomu torishimari yaku</i>) may be elected from among the directors through a resolution of the Board of Directors.</p> <p>3. (Unchanged)</p>

Proposal No. 3: Election of Eight Directors

Election of six Directors was approved at the 32rd Ordinary General Meeting of Shareholders held on June 19, 2013. The terms of office of these six Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. It is proposed that the number of Directors be increased by two for the improvement and reinforcement of the management system, and accordingly, eight Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, significant concurrent positions, and current position and responsibilities at the Company	Number of shares of the Company held
1	Masahiro Tomioka (January 6, 1947)	<p>September 1972 Joined Roland Corporation</p> <p>September 1982 Joined the Company General Manager, Production Dept. of the Company</p> <p>May 1984 Managing Director of the Company</p> <p>March 1986 President and Representative Director of the Company (current position)</p> <p>June 2005 Director of Roland Corporation</p> <p>October 2008 Chairman of the Board of Directors of Roland DG North Europe A/S</p> <p>April 2012 General Manager, Strategic Management Office of the Company</p> <p>November 2012 In charge of Steering Committee of the Company</p>	312,443 shares
2	Wataru Suzuki (October 29, 1947)	<p>April 1966 Joined Yamaha Motor Co., Ltd.</p> <p>June 2000 Director of Yamaha Motor Co., Ltd. Assistant Senior General Manager, Motorcycle Operations of Yamaha Motor Co., Ltd.</p> <p>January 2005 Senior General Manager, CV Business Operations of Yamaha Motor Co., Ltd.</p> <p>March 2008 Advisor of Yamaha Motor Co., Ltd.</p> <p>January 2011 Joined the Company Advisor of the Company</p> <p>June 2011 Director of the Company In charge of Production Division of the Company and Environmental/Quality Management Office of the Company</p> <p>October 2011 In charge of Quality Assurance Dept. of the Company and General Manager, Asia Headquarters of the Company</p> <p>April 2012 Senior Executive Director of the Company (current position)</p> <p>October 2012 Chairman of Roland DG (China) Corporation</p> <p>November 2012 In charge of Corporate Planning of the Company, Product Management of the Company, Manufacturing & R&D of the Company (current position) and Quality Assurance of the Company</p> <p>June 2013 In charge of Steering Committee of the Company (current position)</p> <p>October 2013 In charge of Quality Assurance of the Company (current position)</p>	7,879 shares

No.	Name (Date of birth)	Career summary, significant concurrent positions, and current position and responsibilities at the Company	Number of shares of the Company held
3	Robert Curtis (August 28, 1948)	<p>November 1983 Joined Encad, Incorporated.</p> <p>October 1987 Joined Roland Corporation U.S.</p> <p>January 1990 Joined Roland DGA Corporation Vice President and Director of Roland DGA Corporation</p> <p>January 1997 President and Director of Roland DGA Corporation</p> <p>August 2006 Executive Officer of the Company In charge of Global Marketing of the Company</p> <p>January 2008 Chairman of the Board of Directors of Roland DGA Corporation</p> <p>June 2008 Director of the Company</p> <p>April 2012 Senior Executive Director of the Company (current position)</p> <p>November 2012 In charge of Sales of the Company (current position) and Business Development of the Company</p> <p>October 2013 In charge of Business Development of the Company (current position)</p>	0 shares
4	Shuji Hotta (April 3, 1950)	<p>April 1973 Joined The Daiwa Bank, Limited (currently Resona Bank, Limited.)</p> <p>June 1999 Dispatched to Daiwa Bank (Capital Management) Plc President and Director of Daiwa Bank (Capital Management) Plc</p> <p>November 2003 Joined the Company</p> <p>June 2004 Director of the Company General Manager, Finance & Accounting Dept. of the Company</p> <p>April 2008 In charge of Administration Division of the Company</p> <p>July 2010 General Manager, General Affairs Dept. of the Company</p> <p>April 2011 General Manager, Affiliate Business Management Dept. of the Company</p> <p>November 2012 In charge of Global information Services & SCM of the Company and Corporate Affairs of the Company</p> <p>June 2013 Managing Director of the Company (current position) In charge of Corporate Planning of the Company (current position)</p> <p>October 2013 In charge of Global SCM of the Company (current position), Global Information Service of the Company (current position), HR and Corporate Affairs of the Company (current position), Finance & Accounting of the Company (current position) and Internal Audit of the Company (current position)</p>	25,886 shares

No.	Name (Date of birth)	Career summary, significant concurrent positions, and current position and responsibilities at the Company	Number of shares of the Company held
5	Takuo Hirose (June 28, 1971)	<p>April 1997 Registered as Attorney-at-law Joined Tomotsune Kimura & Mitomi (currently Anderson Mori & Tomotsune)</p> <p>May 2004 Registered as Attorney-at-law in New York, USA</p> <p>January 2005 Partner of Anderson Mori & Tomotsune (current position)</p> <p>June 2007 Corporate Auditor of the Company</p> <p>June 2010 Director of the Company (current position) [Significant concurrent position] Partner of Anderson Mori & Tomotsune</p>	0 shares
6	*David Goward (December 31, 1955)	<p>February 1990 Joined ScanVec Marketing, Inc.</p> <p>October 1994 Joined Roland DGA Corporation</p> <p>January 2007 Director of Roland DGA Corporation (current position)</p> <p>January 2008 President of Roland DGA Corporation CEO of Roland DGA Corporation (current position)</p> <p>November 2012 Executive Officer of the Company (current position) Division President, Global Sales HQ of the Company</p> <p>January 2014 Division President, Global Marketing HQ of the Company (current position) Division President, Americas Sales HQ of the Company (current position) [Significant concurrent position] Director and CEO of Roland DGA Corporation</p>	0 shares
7	*Hidenori Fujioka (October 5, 1952)	<p>January 1983 Joined Daini Seikosha Co., Ltd. (currently Seiko Instruments Inc.)</p> <p>November 1998 President and Representative Director of SII Data Service Corp.</p> <p>September 2006 President and Representative Director of SII Printek Inc.</p> <p>April 2008 Joined RISO KAGAKU CORPORATION</p> <p>June 2008 Director of RISO KAGAKU CORPORATION General Manager, K&I Development Center of RISO KAGAKU CORPORATION</p> <p>April 2009 General Manager, R&D Division of RISO KAGAKU CORPORATION</p> <p>July 2013 Deputy General Manager, International Sales Division of RISO KAGAKU CORPORATION General Manager, America Sales Department of RISO KAGAKU CORPORATION</p> <p>April 2014 Joined the Company Advisor of the Company (current position)</p> <p>Director and President of Research Foundation for Opto-Science and Technology President of Hamamatsu Medical Photonics Foundation</p>	0 shares

No.	Name (Date of birth)	Career summary, significant concurrent positions, and current position and responsibilities at the Company	Number of shares of the Company held
8	*Akira Hiruma (November 10, 1956)	<p>October 1984 Joined Hamamatsu Photonics K.K.</p> <p>October 2005 President of Hamamatsu Corporation</p> <p>December 2009 Representative Director and President of Hamamatsu Photonics K.K. (current position)</p> <p>February 2010 Director and President of Photonics Management Corp. (current position)</p> <p>December 2010 President of The Graduate School for the Creation of New Photonics Industries (current position)</p> <p>May 2011 Director and President of Research Foundation for Opto-Science and Technology (current position)</p> <p>April 2013 President of Hamamatsu Medical Photonics Foundation (current position)</p> <p>[Significant concurrent position] Representative Director and President of Hamamatsu Photonics K.K. Director and President of Photonics Management Corp. President of The Graduate School for the Creation of New Photonics Industries Director and President of Research Foundation for Opto-Science and Technology President of Hamamatsu Medical Photonics Foundation</p>	0 shares

(Notes) 1. Both Candidate Takuo Hirose and Candidate Akira Hiruma are candidates for an Outside Director as stipulated by the Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of Companies Act.

Candidate Takuo Hirose satisfies requirements for the standard concerning independency of outside officers set out by the Company and requirements of independency set out by Tokyo Stock Exchange, Inc.. Therefore, the Company appoints Candidate Takuo Hirose as an independent officer who is not likely to have conflict of interest with general shareholders. And the Company registers the individual as such with Tokyo Stock Exchange, Inc..

Candidate Akira Hiruma satisfies requirements for the standard concerning independency of outside officers set out by the Company and requirements of independency set out by Tokyo Stock Exchange, Inc.. Therefore, in the event that Candidate Akira Hiruma is appointed, the Company will appoint Candidate Akira Hiruma as an independent officer who is not likely to have conflict of interest with general shareholders. And the Company registers the individual as such with Tokyo Stock Exchange, Inc..

Please note that details of requirements for the standard concerning independency of outside officers set out by the Company is provided on the Company's website (<http://www.rolanddg.co.jp/ir/manage/governance.html>).

2. Candidate Takuo Hirose is a partner of Anderson Mori & Tomotsune and the Company has business relations with the firm that includes provision of services based on a legal advisory contract. However, the proportion of the amounts of transactions is less than 2 % in consolidated gross sales of the Company and Anderson Mori & Tomotsune, respectively. It must be noted that the Company receives legal services from other lawyers of the firm.
3. Candidate David Goward also serves as Director and CEO of Roland DGA Corporation, which is a subsidiary of the Company, and there are transactions such as sales, purchase, etc. of products/goods between the Company and Roland DGA Corporation.
4. Candidate Akira Hiruma also serves as Director and President of Hamamatsu Photonics K.K., and there are transactions such as purchase between the Company and Hamamatsu Photonics K.K.. However, the proportion of the amounts of transactions is less than 2 % in consolidated gross sales of the Company and Hamamatsu Photonics K.K., respectively.
5. Candidate Takuo Hirose will have served as an Outside Director for four years at the conclusion of the General Meeting of Shareholders.
6. The reasons for the election of the candidates for an Outside Director and for judging their capabilities as Outside Director

Although Candidate Takuo Hirose has not been directly involved in corporate management in other ways than serving as an outside director or outside corporate auditor, the Company judged that his expertise and experience as a lawyer is expected to be capitalized on for overall corporate management. The Company also judged that he is suitable for independently monitoring and advising the management for the purpose of improving transparency and reinforcement of supervisory function of the Board of Directors. Therefore, the Company proposes that he be elected as an Outside Director.

The Company judged that the wide experience and deep insight regarding corporate management of Candidate Akira Hiruma as an active business manager is expected to be capitalized on for overall corporate management. The Company also judged that he is suitable for independently monitoring and advising the management for the purpose

of improving transparency and reinforcement of supervisory function of the Board of Directors. Therefore, the Company proposes that he be elected as an Outside Director.

7. Independency of the candidate for an Outside Director

- (1) Each of Candidate Takuo Hirose and Candidate Akira Hiruma is not at present nor has been over the past five years an executive of the Company's specific affiliated companies.
- (2) Each of Candidate Takuo Hirose and Candidate Akira Hiruma is not expected to receive large sums of money or other property from the Company or the Company's specific affiliated companies in the future, nor has he done so over the past two years.
- (3) Each of Candidate Takuo Hirose and Candidate Akira Hiruma is not a spouse, a relative within the third degree, or an equivalent of an executive of the Company or the Company's specific affiliated companies.

8. Liability Limitation Agreement with the Outside Director

The Company has entered into a liability limitation agreement with Candidate Takuo Hirose, who is currently an Outside Director of the Company, pursuant to Article 427, Paragraph 1 of the Companies Act. In terms of the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, provided that Takuo Hirose executes his duties in good faith and without gross negligence, the liability shall be limited to the amount of 5 million yen or the amount as stipulated by laws and regulations, whichever is greater under the agreement. In the event that Candidate Takuo Hirose is reappointed, the Company will continue to have the liability limitation agreement with him.

In the event that Candidate Akira Hiruma is appointed, the Company will enter into a liability limitation agreement with Candidate Akira Hiruma pursuant to Article 427, Paragraph 1 of the Companies Act in terms of the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. Such agreement will provide that, so long as Akira Hiruma executes his duties in good faith and without gross negligence, the liability shall be limited to the amount of 5 million yen or the amount as stipulated by laws and regulations, whichever is greater under the agreement.

9. There are no special interests between each of the other candidates and the Company.

10. The indicated number of the Company's shares held by each candidate is obtained by adding the number of shares owned by each candidate and such candidate's share interests in the Roland DG executive share ownership plan.

11. The asterisk (*) indicates candidates for newly appointed officers.

Proposal No. 4: Election of Two Corporate Auditors

The term of office of Corporate Auditor Katsuhiko Endo will expire at the conclusion of this year's Ordinary General Meeting of Shareholders and Corporate Auditor Jiro Sato will resign at the conclusion of this year's Ordinary General Meeting of Shareholders. Therefore, the election of two Corporate Auditors is proposed.

The Board of Corporate Auditors has previously given its consent to this proposal.

The candidates for the position of Corporate Auditor are as follows:

No.	Name (Date of birth)	Career summary, significant concurrent positions, and current position and responsibilities at the Company	Number of shares of the Company held
1	Katsuhiko Endo (January 18, 1955)	<p>April 1978 Joined Tokyo Regional Taxation Bureau (T.R.T.B.)</p> <p>July 2003 Professor of National Tax College, National Tax Agency</p> <p>July 2006 Chief Senior Examiner (International Taxation) First Large Enterprise Examination Div., T.R.T.B.</p> <p>July 2008 Retired from Tokyo Regional Taxation Bureau</p> <p>August 2008 Representative Partner of Endo Licensed Tax Accountant Office (current position)</p> <p>April 2009 Visiting Professor of Aoyama Gakuin University Graduate School</p> <p>June 2010 Corporate Auditor of the Company (current position)</p> <p>November 2011 Corporate Auditor of CHIYODA INTEGRATE CO.,LTD. (current position)</p> <p>January 2014 Representative Director of E-Consulting Co., Ltd. (current position)</p> <p>[Significant concurrent position]</p> <p>Representative Partner of Endo Licensed Tax Accountant Office</p> <p>Representative Director of E-Consulting Co., Ltd.</p> <p>Corporate Auditor of CHIYODA INTEGRATE CO.,LTD.</p>	742 shares
2	*Masayasu Suzuki (June 20, 1957)	<p>April 1980 Joined The Shizuoka Bank, Ltd.</p> <p>October 2002 Dispatched to Shizuoka Bank (Europe) S.A. Managing Director and General Manager, Shizuoka Bank (Europe) S.A.</p> <p>April 2007 General Manager, The Shizuoka Bank, Ltd. Osaka Office</p> <p>January 2009 Dispatched to the Company</p> <p>October 2009 Joined the Company</p> <p>Executive Officer of the Company (current position)</p> <p>General Manager, Finance & Accounting Dept. of the Company</p> <p>June 2012 General Manager, General Affairs Dept. of the Company</p> <p>November 2012 Division President, Corporate Service HQ of the Company</p> <p>General Manager, General Corporate Service Dept. of the Company</p> <p>October 2013 Division President, Corporate Finance & Accounting HQ of the Company (current position)</p>	1,248 shares

- (Notes) 1. There are no special interests between each candidate and the Company.
2. Candidate Katsuhiko Endo is a candidate for an Outside Corporate Auditor as stipulated by the Article 2, Paragraph 3, Item 8 of Ordinance for Enforcement of Companies Act.
- Candidate Katsuhiko Endo satisfies requirements for the standard concerning independency of outside officers set out by the Company and requirements of independency set out by Tokyo Stock Exchange, Inc.. Therefore, the Company appoints Candidate Katsuhiko Endo as an independent officer who is not likely to have conflict of interest with general shareholders. And the Company registers the individual as such with Tokyo Stock Exchange, Inc.. Please note that details of requirements for the standard concerning independency of outside officers set out by the Company is provided on the Company's website (<http://www.rolanddg.co.jp/ir/manage/governance.html>).

3. Candidate Katsuhiro Endo will have served as an Outside Corporate Auditor for four years at the conclusion of the General Meeting of Shareholders.
4. The reasons for the election of the candidate for an Outside Corporate Auditor and for judging his capabilities as Outside Auditor
The Company has adjudged that Candidate Katsuhiro Endo will be able to conduct objective and neutral audits from professional insight and experience regarding finance and accounting as an accountant. Therefore, the Company proposes that he be elected as an Outside Auditor.
5. Independency of the candidate for an Outside Corporate Auditor
 - (1) Candidate Katsuhiro Endo is not at present nor has been over the past five years an executive of the Company's specific affiliated companies.
 - (2) Candidate Katsuhiro Endo is not expected to receive large sums of money or other property from the Company or the Company's specific affiliated companies in the future, nor has he done so over the past two years.
 - (3) Candidate Katsuhiro Endo is not a spouse, a relative within the third degree, or an equivalent of an executive of the Company or the Company's specific affiliated companies.
6. Liability Limitation Agreement with the Outside Corporate Auditor
The Company has entered into a liability limitation agreement with Candidate Katsuhiro Endo, who is currently an Outside Corporate Auditor of the Company, pursuant to Article 427, Paragraph 1 of the Companies Act in terms of the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. Such agreement will provide that, so long as Katsuhiro Endo executes his duties in good faith and without gross negligence, the liability shall be limited to the amount of 5 million yen or the amount as stipulated by laws and regulations, whichever is greater under the agreement. In the event that Candidate Katsuhiro Endo is reappointed, the Company will continue to have the liability limitation agreement with him.
7. The indicated number of the Company's shares held by each candidate is obtained by adding the number of shares owned by each candidate and such candidate's share interests in the Roland DG executive share ownership plan and the Roland DG employee share ownership plan.
8. The asterisk (*) indicates candidates for newly appointed officers.

Proposal No. 5: The Amount and Details of Performance-Linked Share Compensation to Directors, etc.

1. Reason for Proposal and the Merits of this Compensation

Although the compensation of Directors of the Company is already constituted of basic remuneration and bonus, the introduction of a performance-linked share compensation plan (hereinafter referred to as the "Plan") for Directors (excluding Outside Directors) is proposed. The Plan applies to executive officers (limited to those who have entered into an engagement agreement with the Company) and certain officers of our group companies in addition to Directors of the Company (excluding Outside Directors) (hereinafter collectively referred to as "Directors, etc."). The details of the Plan as set out in section 2 below shall be determined and confirmed by the Board of Directors. The purpose of the Plan is to increase awareness of the importance of contributing to further enhancing performance over the medium to long term and our corporate value by providing a link between the compensation of Directors, etc. and the performance and share value of the Company and sharing not only merits of increasing share price but also risk of decreasing share price between Directors, etc. and shareholders.

Specifically, although the amount of compensation for Directors of the Company was set by resolution for up to 300 million per year (including up to 10 million for Outside Directors) at the 29th Ordinary General Meeting of Shareholders held on June 16, 2010, it is proposed that newly a performance-linked share compensation be implemented for Directors (excluding Outside Directors) separately over five fiscal years from the fiscal year starting on April 1, 2014.

In the event that this Proposal No. 5 is approved in its original form, the number of Directors of the Company who are subject to the Plan will be six. At this point, the number of executive officers of the Company who are subject to the Plan is three and the number of officers of our group companies who are subject for the Plan is eleven.

(Reference)

At this point, our group companies that are subject to the Plan comprise twelve companies as follows: Roland DGA Corporation, Roland DG Benelux N.V., Roland DG (U.K.) Ltd., Roland Digital Group Iberia, S.L., Roland DG Mid Europe S. r. l., Roland DG North Europe A/S, Roland DG Australia Pty. Ltd., Roland GD Brasil Ltd., Roland DG EMEA, S. L., Roland Digital Group (Thailand) Ltd., Roland DG Deutschland GmbH and Roland DG Europe Holdings B.V..

2. The Amount and Details of Compensation in the Plan

(1) Outline of the Plan

(a) Contribution of Funds and Acquisition of the Company's shares

With regards to funds (the upper limit of which is described at section (2) below) to be contributed as financial resources for the delivery of the Company's shares (or, in the event that the Company's shares cannot be transferred, the amount of money obtained by disposition of such shares, excluding expenses) (hereinafter collectively referred to as the "Company's shares, etc."), the Company enters into a trust agreement with Resona Bank, Limited. (hereinafter referred to as "Trustee") and delegates Trustee to manage, operate and delivery the Company's shares, etc. under the Plan. Trustee enters into a trust agreement (*tokutei hokatsu*) with Japan Trustee Service Bank, Ltd. (hereinafter referred to as "Sub-Trustee") and delegates parts of the trustee administration to Sub-Trustee. Trustee acquires the Company's shares, etc. using funds contributed by the Company.

(b) Awarding of Points

The Company awards points to Directors, etc. based on the post of each of the Directors, etc. and degree of achievement relative to the performance-linked goals.

(c) Delivery of the Company's Shares, etc.

The Company's shares are delivered to Directors, etc. based on cumulative total of points awarded under section (b) above; provided, however, that in the event that the Company's shares cannot be delivered, the amount of money obtained by disposition of such shares, excluding expenses, be delivered to Directors, etc.. In principle, Directors, etc. are able to receive the Company's shares, etc. after they are no longer officers or employees of the Company or our group companies following their resignation or retirement.

(2) Upper Limit of Funds Contributed by the Company

The Company will introduce the Plan for five fiscal years (hereinafter referred to as "Trust Period") from the fiscal year starting on April 1, 2014. The Company shall contribute funds of up to 525 million yen as

acquisition money for the Company's shares, trust expenses and trust remuneration to achieve the delivery to Directors, etc. under the Plan for Trust Period and establishes a trust (hereinafter referred to as "Trust") in favor of Directors, etc. who meet the beneficiary criteria. Trustee acquires the Company's shares using the funds entrusted by the Company through the transaction in the market or allotment of treasury shares to Trust (disposition of treasury shares) by the Company.

The Company will refer the continuance of the Plan after Trust Period to the shareholders meeting.

(3) Calculation Method of Number of the Company's Shares to be Delivered to Directors, etc.

Directors, etc. are awarded on the last day of each fiscal year (hereinafter referred to "Record Date") during Trust Period certain points which are calculated based on the post of Directors, etc. on Record Date and the degree of achievement relative to the performance-linked goals for the recent fiscal year.

In the delivery of the Company's shares, etc. referred in (4) below, one point shall be converted to one share of the Company. The Company shares will be delivered in block of 100 shares and fractions under 100 points shall be discarded.

(4) Delivery of the Company's Shares, etc. to Directors, etc.

When Directors, etc. will no longer be officers or employees of the Company or our group companies following their resignation or retirement and/or certain other events take place, such Directors, etc. will be able to receive the Company's shares based on the cumulative total of points awarded through the relevant procedures for fixing the beneficiaries; provided, however, that in the event that the Company's shares cannot be delivered, Directors, etc. will receive the amount of money obtained by disposition of such shares, excluding expenses.

(5) Voting Right for the Company's Shares

Voting Right for the Company's share which belongs to trust assets of Trust will not be exercised to ensure neutrality in management.

(Reference)

Regarding the details of the Plan, please see our press release of "Notice concerning the Introduction of Share Benefit Trust for Officers" dated on May 14, 2014.

Proposal No. 6: Adjustment of the Amount of Remuneration to be Paid to Directors

The amount of remunerations and bonuses (hereinafter referred to as "Remunerations") for Directors of the Company was set by resolution for up to 300 million per year (including up to 10 million for Outside Directors) at the 29th Ordinary General Meeting of Shareholders held on June 16, 2010. Given the future increase in numbers of Outside Directors and other matters, in order to improve and reinforce management system, an adjustment to Remuneration for Directors for up to 300 million per year (including up to 30 million for Outside Directors) is proposed.

Please note that the amount of Remuneration for Directors does not contain employee salaries for Directors also serving as employees as in the past.

Currently there are six Directors (including one Outside Director). In the event that Proposal No. 3 is approved in its original form, the number of Directors will be eight (including two Outside Directors).