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(Securities Code 6789)  
May 31, 2013

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 32nd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 32nd 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 18, 2013 Japan time.**

- 1. Date and Time:** Wednesday, June 19, 2013 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 32nd Fiscal Year (from April 1, 2012 to March 31, 2013)
  2. Non-Consolidated Financial Statements for the Company's 32nd Fiscal Year (from April 1, 2012 to March 31, 2013)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Six 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).

For 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

Although our business results drastically fluctuate every year, the Company gives its first priority to paying back the 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 30% of its non-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 30 yen per share, including 15 yen per share of interim dividend, and dividend payout ratio to the annual non-consolidated net income of the Company will be over 100%. Based on this basic policy, the Company hereby proposes its year-end dividends for the 32nd Fiscal Year (the fiscal year ended March 31, 2013) 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:  
15 yen per share of the Company's common stock  
The total amount of the dividends to be distributed will be 266,993,100 yen.
3. Effective date of distribution of surplus:  
June 20, 2013

## Proposal No. 2: Election of Six Directors

Election of nine Directors was approved at the 31st Ordinary General Meeting of Shareholders held on June 20, 2012. Director Hideyuki Kakiuchi was deceased on June 26, 2012 and the terms of office of the other eight Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Therefore, election of six Directors is proposed.

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 (current position)</p>	310,464 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 (current position)</p> <p>November 2012 In charge of Corporate Planning of the Company (current position), Product Management of the Company (current position), Manufacturing &amp; R&amp;D of the Company (current position) and Quality Assurance of the Company (current position)</p> <p>[Significant concurrent position] Chairman of Roland DG (China) Corporation</p>	6,687 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 (current position)</p>	0 shares
4	Jun Ito (August 23, 1963)	<p>April 1986        Joined MITSUMI ELECTRIC CO., LTD.</p> <p>July 1989        Joined the Company</p> <p>April 2002        Element Designing Producer and 3-D Producer, Product Development Dept. of the Company</p> <p>June 2002        Director of the Company (current position)</p> <p>April 2008        In charge of Production Division of the Company</p> <p>June 2009        In charge of Research and Development Division of the Company</p> <p>April 2011        General Manager, First Product Development Dept. of the Company and Development Support Dept. of the Company</p> <p>November 2012 In charge of Technology Development of the Company (current position) and China (involved in all business strategy in China, especially, technology development) of the Company (current position)</p>	13,637 shares
5	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 (current position) General Manager, Finance &amp; 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 &amp; SCM of the Company (current position) and Corporate Affairs of the Company (current position)</p>	23,907 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
6	Takuo Hirose (June 28, 1971)	<p>April 1997 Registered as Attorney-at-law Joined Tomotsune Kimura &amp; Mitomi (currently Anderson Mori &amp; Tomotsune)</p> <p>May 2004 Registered as Attorney-at-law in New York, USA</p> <p>January 2005 Partner of Anderson Mori &amp; 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 &amp; Tomotsune</p>	0 shares

- (Notes)
- Candidate Wataru Suzuki also serves as Chairman of Roland DG (China) Corporation, which is a subsidiary of the Company. There are transactions such as sales, purchase, etc. of products/goods between the Company and Roland DG (China) Corporation.
  - Candidate Takuo Hirose is a candidate for an Outside Director as stipulated by the Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of Companies Act.
  - 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. It must be noted that the Company receives legal services from other lawyers of the firm.
  - Candidate Takuo Hirose will have served as an Outside Director for three years at the conclusion of the General Meeting of Shareholders.
  - The reasons for the election of the candidate for an Outside Director and for judging his 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 exploited for overall corporate management. The Company also judged that he is suitable for independently monitoring and advising to 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.
  - Independency of the candidate for an Outside Director
    - Candidate Takuo Hirose is not at present nor has been over the past five years an executing person of the Company's specific affiliated companies.
    - Candidate Takuo Hirose 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.
    - Candidate Takuo Hirose is not a spouse, a relative within the third degree, or an equivalent of an executing person of the Company or the Company's specific affiliated companies.
  - Liability Limitation Agreement with the Outside Director  
The Company has entered into the 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.
  - There are no special interests between each of the other candidates and the Company.
  - The number of the Company's shares held by each candidate indicates numbers 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.