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(Securities Code 6789)
June 1, 2012

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 31ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 31st Ordinary General 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 19, 2012 Japan time.

- 1. Date and Time:** Wednesday, June 20, 2012 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 31st Fiscal Year (from April 1, 2011 to March 31, 2012)
 2. Non-Consolidated Financial Statements for the Company's 31st Fiscal Year (from April 1, 2011 to March 31, 2012)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine Directors
- Proposal No. 3:** Election of One Corporate Auditor

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).

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, to ensure that the Company's overall capabilities are enhanced and reinforced, the Company will strive to increase internal reserves and prepare capital for investments such as capital investment, product research and development and trade investment from the medium- to long-term viewpoint.

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 approximately 52%. This is a result of the Company's consideration into stable level of dividends.

Based on this basic policy, the Company hereby proposes its year-end dividends for the 31st Fiscal Year (the fiscal year ended March 31, 2012) 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 266,994,105 yen.
3. Effective date of distribution of surplus:
June 21, 2012

Proposal No. 2: Election of Nine Directors

Election of nine Directors was approved at the 30th Ordinary General Meeting of Shareholders held on June 22, 2011. The terms of office of these nine Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Therefore, election of nine 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	Masashi Igarashi (June 1, 1937)	<p>April 1963 Joined Yamaha Motor Co., Ltd.</p> <p>September 1991 Joined the Company General Manager, Manufacturing Technology Dept. of the Company</p> <p>June 1993 Director of the Company</p> <p>July 1997 Advisor of the Company</p> <p>April 2001 President and Representative Director of Modeling R Corporation</p> <p>June 2008 Chairman of the Board of Directors of the Company</p> <p>January 2011 In charge of Sales Division (Domestic Sales Dept.) of the Company</p> <p>June 2011 Chairman and Representative Director of the Company (current position) In charge of Domestic Sales Dept. of the Company</p>	15,126 shares
2	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 (current position)</p>	304,635 shares
3	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 (current position) and Environmental/Quality Management Office of the Company</p> <p>October 2011 In charge of Quality Assurance Dept. of the Company (current position) and General Manager, Asia Headquarters of the Company (current position)</p> <p>April 2012 Senior Executive Director of the Company (current position)</p>	3,178 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
4	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 (current position)</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>	0 shares
5	Hideyuki Kakiuchi (July 18, 1952)	<p>April 1975 Joined NIHON HAMMOND LTD</p> <p>July 1985 Joined the Company</p> <p>April 1998 General Manager, Project Dept. of the Company</p> <p>June 1998 General Manager, CJ Project Dept. of the Company Director of the Company (current position)</p> <p>October 1999 General Manager, Overseas Sales Dept. of the Company</p> <p>January 2008 In charge of Sales Division of the Company</p> <p>October 2010 In charge of Information System Dept. of the Company (current position)</p> <p>January 2011 In charge of Sales Division of the Company (excluding Domestic Sales Dept.)</p> <p>June 2011 In charge of Sales Operation Dept. and Technical Support Dept. of the Company</p>	18,797 shares
6	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 (current position)</p> <p>April 2011 General Manager, First Product Development Dept. of the Company and Development Support Dept. of the Company</p>	10,716 shares
7	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 & Accounting Dept. of the Company</p> <p>April 2008 In charge of Administration Division of the Company (current position)</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>	18,078 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	Hajime Yoshizawa (November 23, 1958)	<p>March 1982 Joined Roland Corporation</p> <p>November 1983 Joined the Company</p> <p>January 2008 Executive Officer of the Company General Manager, Overseas Sales Dept. of the Company</p> <p>June 2011 Director of the Company (current position) In charge of Sales Planning Dept. of the Company</p> <p>April 2012 In charge of Sales Division of the Company (current position) Chairman of the Board of Directors of Roland DG North Europe A/S (current position)</p> <p>[Significant concurrent position] Chairman of the Board of Directors of Roland DG North Europe A/S</p>	1,324 shares
9	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)</p> <p>[Significant concurrent position] Partner of Anderson Mori & Tomotsune</p>	0 shares

- (Notes)
- Candidate Hajime Yoshizawa also serves as Chairman of the Board of Directors of Roland DG North Europe A/S, which is a subsidiary of the Company. There are transactions such as sales, purchase, etc. of products/goods between the Company and Roland DG North Europe A/S.
 - 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 two 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.

9. 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.

Proposal No. 3 Election of One Corporate Auditor

Term of office of Corporate Auditor Kenji Murayama will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Therefore, election of one Corporate Auditor is proposed.

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

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, significant concurrent positions, and current position at the Company	Number of shares of the Company held
Masanori Nakagawa (January 4, 1958)	April 1980 Joined THE TOKAI BANK, LTD. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.) February 1999 General Manager, THE TOKAI BANK, LTD., Chicago Branch February 2008 Senior Manager, Internal Audit Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd. November 2010 Joined the Company February 2011 General Manager, Corporate Affairs Dept. of the Company (current position)	671 shares

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. The number of the Company's shares held by the candidate indicates number obtained by adding the number of shares owned by candidate and such candidate's share interests in the Roland DG employee share ownership plan.
 3. The aforementioned candidate is a new candidate.