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Securities Code: 6460

June 2, 2009

Hajime Satomi
Chairman of the Board and Chief Executive Officer
SEGA SAMMY HOLDINGS INC.
Shiodome Sumitomo Building,
1-9-2 Higashi Shimbashi, Minato-ku,
Tokyo, 105-0021, Japan

Dear Shareholders:

Notice of the 5th Ordinary General Meeting of Shareholders to be held on June 18, 2009

You are cordially invited to attend the 5th Ordinary General Meeting of Shareholders of SEGA SAMMY HOLDINGS INC. (the "Company") to be held at The Prince Park Tower Tokyo, 4-8-1 Shiba Koen, Minato-ku, Tokyo, 105-8563, Japan on Thursday, June 18, 2009 at 10:00 a.m. for the purposes listed below.

If you are unable to attend the meeting in person, please review the attached reference materials, and kindly exercise your voting rights by either of the following means:

- (A) Vote "for" or "against" the agenda items on the voting rights exercise form enclosed and return the said form to the Company so that it is received **before 18:00 Japan Standard Time on Wednesday, June 17, 2009**; or
- (B) Vote "for" or "against" the agenda items on the website (<http://www.evotep.jp/>) according to the website instructions (Japanese Language Only) **before 18:00 Japan Standard Time on Wednesday, June 17, 2009**.

Details of the Meeting

- 1. Date and time:** Thursday, June 18, 2009 at 10:00 a.m.
2. Venue: Convention Hall (B2)
The Prince Park Tower Tokyo
4-8-1 Shiba Koen, Minato-ku, Tokyo, 105-8563, Japan

3. Agenda

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements for the 5th fiscal year (from April 1, 2008 to March 31, 2009) and results of audits by the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 5th fiscal year (from April 1, 2008 to March 31, 2009)

Matters to be resolved:

- Item 1:** To amend certain parts of the Articles of Incorporation
Item 2: To elect six (6) Directors
Item 3: To elect four (4) Corporate Auditors
Item 4: To grant retirement benefits to a retiring Corporate Auditor and grant final retirement benefits following the abolishment of retirement benefits system for Officers

4. Exercise of voting rights

Please refer to “Information on the Exercise of Voting Rights” on pages 3 to 5.

If you decide to attend the meeting in person, please submit the enclosed voting rights exercise form at the reception desk at the meeting location on the day of the meeting.

Should any change need to be made to the Reference Materials for the General Meeting of Shareholders, business reports or consolidated/unconsolidated financial reports, revised information shall be posted on the following website of the Company:
(<http://www.segasammy.co.jp/japanese/ir/stockholder/index.html>)

Information on the Exercise of Voting Rights

1. Treatment of votes cast both by mail and via the Internet

When any shareholder exercises voting rights both by mail and via the Internet, only the Internet vote will be upheld as valid.

2. Treatment of votes cast more than once via the Internet

When any shareholder exercises voting rights more than once via the Internet, only the last vote will be upheld as valid. Similarly, when any shareholder exercises voting rights more than once via PC and via mobile phone, only the last vote will be upheld as valid.

3. Exercise of voting rights via the Internet

If you wish to exercise your voting rights via the Internet, please read and accept the following conditions before doing so. If you are attending the meeting in person, you do not need to vote by mail or via the Internet.

(1) Voting website

- (i) You may exercise your voting rights by accessing the voting website designated by the Company (<http://www.evotep.jp/>) from a PC or mobile phone (*i-mode*, *EZweb* or *Yahoo! Keitai*). (Please note that the site cannot be accessed between 2 a.m. and 5 a.m. daily, Japan Standard Time) (“*i-mode*”, “*EZweb*” and “*Yahoo!*” are trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI Corporation and U.S. Yahoo! Inc., respectively.)

You may also access the voting website by using a mobile phone equipped with a QR code reader to read the QR code on the right:

Please check the usage instructions for your mobile phone for further details regarding the use of the QR code reader.



- (ii) You may be unable to use the voting website depending on your Internet configuration, firewall, anti-virus software and proxy server settings.
- (iii) You must have access to either *i-mode*, *EZweb* or *Yahoo! Keitai* services to exercise your voting rights via mobile phone. Please note that the voting website is only accessible from

a mobile handset capable of communicating encrypted data (i.e. SSL) and mobile phone data for security purposes.

- (iv) You may exercise your voting rights via the Internet **up until 18:00 Japan Standard Time on Wednesday, June 17, 2009**. However, we would like to encourage you to cast your vote as early as possible. For any inquiries concerning the exercise of voting rights via the Internet, please contact the helpdesk (see page 5 for contact details).

(2) Voting on the Internet

- (i) Access the voting website (<http://www.evotep.jp/>), log on using the “voting rights exercise code” and “temporary password” printed on the enclosed voting rights exercise form, and follow the on-screen instructions (Japanese Language Only) to enter your “approval” or “disapproval.”
- (ii) In order to prevent unauthorized access by persons other than shareholders (“spoofing”) and falsification of entries, you are kindly requested to change the “temporary password” once you log on to the voting website.
- (iii) The “voting rights exercise code” and “temporary password” are issued separately for each General Meeting of Shareholders.

(3) Access costs

Please note that any costs incurred in accessing the voting website (e.g. dial-up connection fees and telephone charges) will be paid by the shareholders. Please note that any costs incurred in voting via mobile phone, including packet charges, will also be paid by the shareholders.

(4) Convocation notices by email

You may request to receive convocation notices for future General Meetings of Shareholders by email. If you are interested in applying for this service, please follow the procedure on the voting website. (Please note that registration cannot be completed via mobile phone and that mobile phone email addresses are not accepted.)

4. Electronic proxy voting platform

Institutional investors can use the electronic proxy voting platform that is operated by Investor Communications Japan, Inc., which is designed for institutional investors to exercise their voting rights electronically.

For inquiries concerning the online voting system:

[Helpdesk]

Shareholder register manager:

**Transfer Agent Department, Mitsubishi
UFJ Trust and Banking Corporation**

Direct line:

**0120-173-027 (Domestic [Japan] call only)
(Weekdays 9:00- 21:00)**

*** Please note that the above contact number is not for inquiries concerning shares.**

Reference Materials for the Ordinary General Meeting of Shareholders

Agenda items and reference information

Item 1: To amend certain parts of the Articles of Incorporation

1. Reasons for the amendments

In accordance with the enforcement of the “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities” (Law No. 88 of 2004; hereinafter, the “Settlement Streamlining Law”), we propose to make necessary amendments to the Articles of Incorporation of the Company as follows:

- (1) Pursuant to the provision of Article 6 of the Supplementary Provisions of the Settlement Streamlining Law, it is deemed that a resolution by a General Meeting of Shareholders of the Company has been made for an amendment of the Articles of Incorporation to repeal its provision mandating issuance of share certificates as of the implementation of the Electronic Share Certificate System on January 5, 2009. Accordingly, current Article 8 (Issuance of share certificates) of the Articles of Incorporation of the Company will be deleted and certain wording concerning share certificates will be deleted or amended.
- (2) In accordance with the abolishment of the “Law on Custody and Transfer of Share Certificate, etc.” (Law No. 30 of 1984), certain wording concerning beneficial shareholders and the register of beneficial shareholders in the Articles of Incorporation of the Company will be deleted or amended.
- (3) As it is required to prepare and keep a register of lost share certificates until the day on which one year will have elapsed counting from the day following the date of enforcement of the Settlement Streamlining Law, certain requisite provisions will be established in the Supplementary Provisions.

(4) Other provisions and wordings will be added, deleted, or amended as necessary.

2. Details of the amendments

The details of the amendments in the Articles of Incorporation are as follows:

(The modified parts are indicated by underlining.)

Present Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 ~ (Omitted)</p> <p>Article 7</p> <p><u>Article 8 (Issuance of share certificates)</u> <u>The Company shall issue share certificates for the shares of the Company.</u></p> <p><u>Article 9 (Certificates pertaining to shares less than one unit share)</u> <u>The Company may decide not to issue certificates pertaining to shares constituting less than one unit share (hereinafter, “fractional unit shares”).</u></p>	<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 ~ (Not amended)</p> <p>Article 7</p> <p>(Deleted)</p> <p>(Deleted)</p>

Present Articles of Incorporation	Proposed Amendment
<p>Article <u>10</u> (Request for sale of additional fractional unit shares) Shareholders (<u>including beneficial shareholders; the same applies hereinafter</u>) who possess fractional unit shares of the Company may request the Company to sell the number of shares that will, together with such fractional unit shares, constitute a full unit share (hereinafter “request for sale of additional shares”).</p> <p>2. (Omitted)</p>	<p>Article <u>8</u> (Request for sale of additional fractional unit shares) Shareholders who possess fractional unit shares of the Company may request the Company to sell the number of shares that will, together with such fractional unit shares, constitute a full unit share (hereinafter “request for sale of additional shares”).</p> <p>2. (Not amended)</p>
<p>Article <u>11</u> (Rights of shareholders holding fractional unit shares) (Omitted)</p>	<p>Article <u>9</u> (Rights of shareholders holding fractional unit shares) (Not amended)</p>
<p>Article <u>12</u> (Shareholder register manager) (Omitted)</p> <p>2. (Omitted)</p> <p><u>3. The register of shareholders (including the register of beneficial shareholders; the same applies hereinafter), the register of lost share certificates and the register of stock acquisition rights of the Company shall be kept at the business office of the shareholder register manager. Business relating to shares and stock acquisition rights such as registration of a transfer of shares or stock acquisition rights, acceptance of notifications with regard to beneficial shareholders, registration or erasure of a pledge, indication or erasure of trust property, non-possession of share certificates, reports required of shareholders, reissuance of share certificates, registration of lost share certificates, and purchase and sale of fractional unit shares shall be handled by the shareholder register manager and not by the Company.</u></p>	<p>Article <u>10</u> (Shareholder register manager) (Not amended)</p> <p>2. (Not amended) (Deleted)</p>

Present Articles of Incorporation	Proposed Amendment
<p>Article <u>13</u> (Share handling policy)</p> <p>Handling of matters relating to shares <u>and</u> stock acquisition rights such as <u>denominations of share certificates of the Company, registration of a transfer of shares or stock acquisition rights, acceptance of notifications with regard to beneficial shareholders, registration or erasure of a pledge, indication or erasure of trust property, non-possession of share certificates, reports required of shareholders, reissuance of share certificates, registration of lost share certificates, and</u> purchase and sale of fractional unit shares; procedures etc. for exercise of shareholders' rights; <u>and handling fees</u> shall be governed by the share handling policy established by the Board of Directors.</p>	<p>Article <u>11</u> (Share handling policy)</p> <p>Handling <u>and handling fees</u> of matters relating to shares <u>or</u> stock acquisition rights such as <u>the stating or recording of matters in the register of shareholders and the register of stock acquisition rights of the Company,</u> purchase and additional purchase of fractional unit shares; procedures etc. for exercise of shareholders' rights shall be governed by the share handling policy established by the Board of Directors, <u>in addition to what is provided for in the laws and regulations.</u></p>
<p><u>Article 14</u></p> <p>~</p>	<p><u>Article 12</u></p> <p>~</p>
<p><u>Article 56</u></p>	<p><u>Article 54</u></p>
<p>(Omitted)</p>	<p>(Not amended)</p>
<p>(New)</p>	<p><u>Supplementary Provisions</u></p>
<p>(New)</p>	<p><u>Article 1. The register of lost share certificates of the Company shall be kept at the business office of the shareholder register manager, and business related to the stating or recording of matters in the register of lost share certificates shall be handled by the shareholder register manager and not by the Company.</u></p>
<p>(New)</p>	<p><u>Article 2. Stating or recording of matters in the register of lost share certificates shall be governed by the share handling policy established by the Board of Directors, in addition to what is provided for in the laws and regulations.</u></p>
<p>(New)</p>	<p><u>Article 3. Articles 1 through 3 of this Supplementary Provisions shall be deleted as of January 6, 2010.</u></p>

Item 2: To elect six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. We are seeking the election of six (6) Directors. Two (2) of the Director-nominees are Outside Directors.

The nominees for Directors are as described below:

Nominee No.	Name (Date of Birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies		Number of the Company's Shares Held	
1	Hajime Satomi (January 16, 1942)	Mar	1980	President and Representative Director of Sammy Industry Co., Ltd. (now Sammy Corporation)	43,569,338 shares
		Nov	2003	Chairman and Director of Sammy NetWorks Co., Ltd. (current position)	
		Feb	2004	Chairman and Representative Director of SEGA CORPORATION	
		May	2004	Chairman of JAMMA (Japan Amusement Machinery Manufacturers' Association) (current position)	
		June	2004	Chairman, Representative Director and Chief Executive Officer of Sammy Corporation (current position)	
		June	2004	Chairman, CEO and Representative Director of SEGA CORPORATION	
		Oct	2004	Chairman of the Board and Chief Executive Officer of the Company (current position)	
		Mar	2005	Senior Advisor to Nichiyukyo (Japan Play Equipment Industry Association) (current position)	
		May	2005	Advisor to NDK (Japan Electric Game Manufacturers' Association)	
		June	2005	Chairman and Director of SEGA TOYS, LTD. (current position)	
		June	2005	Chairman and Director of TMS ENTERTAINMENT, LTD. (current position)	
		Dec	2006	Chairman of Japan Amusement Industry Association (current position)	
		May	2007	Chairman of NDK (current position)	
		June	2007	President, Representative Director, Chief Executive Officer and Chief Operating Officer of SEGA CORPORATION	
May	2008	Chairman, Representative Director and Chief Executive Officer of the above (current position)			

Nominee No.	Name (Date of Birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies	Number of the Company's Shares Held
2	Keishi Nakayama (July 23, 1942)	Sep 1989 Joined Sammy Industry Co., Ltd. (now Sammy Corporation) as Division Manager of the General Affairs Division June 1993 Director and General Manager of the President's Office of the above Apr 1997 Director, General Manager of the President's Office and General Manager of Planning Division of the above Jan 2000 Managing Director and General Manager of the President's Office of the above Mar 2004 Senior Managing Director in charge of the President's Office of Sammy Corporation Oct 2004 Senior Managing Director of the Company Apr 2005 Director of Sammy Corporation Apr 2005 Director of SEGA SAMMY GOLF ENTERTAINMENT INC. June 2005 Executive Vice President and Director of the Company July 2006 Chairman and Director of SEGA SAMMY GOLF ENTERTAINMENT INC. (current position) June 2007 Executive Vice President and Representative Director of the Company (current position) May 2008 President, Representative Director and Chief Operating Officer of Sammy Corporation (current position)	400,100 shares
3	Okitane Usui (October 31, 1958)	Oct 1993 Joined Sega Enterprises, Ltd. (now SEGA CORPORATION) June 1997 Director, Deputy General Manager of Consumer Business Division of the above June 1998 Executive Officer, General Manager of Consumer Business Planning Department, Consumer Business Group Division of the above May 1999 Retired from the above June 2007 Joined SEGA CORPORATION, Corporate Advisor June 2007 Senior Managing Director, General Manager of Amusement Business Group Division of the above Feb 2008 Director, General Manager of Amusement Business Group Division of the above May 2008 President, Representative Director and Chief Operating Officer of the above (current position) June 2008 CEO of SEGA HOLDINGS EUROPE LTD. (current position) June 2008 Chairman of SEGA HOLDINGS USA, INC. (current position) June 2008 Director of the Company (current position)	2,000 shares

Nominee No.	Name (Date of Birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies	Number of the Company's Shares Held
4	Hisao Oguchi (March 5, 1960)	Apr 1984 Joined Sega Enterprises, Ltd. (now SEGA CORPORATION) June 2000 Corporate Officer of the above June 2002 Senior Corporate Officer of the above June 2003 President and Representative Director of the above June 2004 President, COO and Representative Director of the above Oct 2004 Vice Chairman and Director of the Company Aug 2005 CEO of SEGA HOLDINGS EUROPE LTD. May 2006 Chairman of SEGA HOLDINGS U.S.A., Inc. June 2007 Executive Vice President and Representative Director of SEGA CORPORATION Feb 2008 Representative Director of the above May 2008 Director of the above May 2008 Director of Sammy Corporation June 2008 CCO and Director of SEGA CORPORATION June 2008 CCO and Director of the Company (current position) Apr 2009 Senior Managing Director of Sammy Corporation (current position)	22,400 shares
5	Yuji Iwanaga (April 3, 1941)	Apr 1981 Registered with The Japan Federation of Bar Associations Apr 1981 Joined Yanagita Sakuragi Law Office Sep 1984 Partner of Lillick McHose and Charles Law Office (Now Pilsbury Winthrop Shaw Pittman LLP) (current position) Dec 1984 Registered with the State Bar of California Apr 2003 Outside Director of Manufacturers Bank (current position) June 2005 Outside Director of JMS North America Corporation (current position) June 2006 Outside Director of TAIYO YUDEN Co., Ltd. (current position) June 2007 Outside Director of the Company (current position)	0 shares

Nominee No.	Name (Date of Birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies	Number of the Company's Shares Held
6	Takeshi Natsuno (March 17, 1965)	Apr 1988 Joined Tokyo Gas Co., Ltd. Sep 1997 Joined NTT Mobile Communications Network, Inc. (now NTT DoCoMo, Inc.) June 2005 Senior Vice President, Managing Director, Multimedia Services Department of NTT DoCoMo, Inc. Sep 2007 Member of Chongquin Mayor's International Economics Advisory Council, China (current position) May 2008 Guest Professor, Media and Governance of Keio University (current position) May 2008 Advisor to e-solutions, inc. (current position) June 2008 Outside Director of the Company (current position) June 2008 Director of PIA Corporation (current position) June 2008 Outside Director of transcosmos inc. (current position) June 2008 Director of Liveware Inc.(current position) June 2008 Director of NTT Resonant Inc. (current position) June 2008 Director of SBI Holdings, Inc. (current position) July 2008 Advisor to NTT DoCoMo, Inc. (current position) July 2008 Advisor to Aplix Corporation (current position) July 2008 Advisor to D2 Communications Inc. (current position) July 2008 Advisor to Techfirm Inc. (current position) Aug 2008 Advisor to Rakuten Institute of Technology, Rakuten Inc. (current position) Oct 2008 Advisor to Dentsu Management Planning Office, Inc. Dec 2008 Director of DWANGO Co., Ltd. (current position) Apr 2009 Chairman of IT International Competition Institute (current position)	0 shares

- Notes: (1) Director-nominee Hajime Satomi serves as Chairman, Representative Director and Chief Executive Officer of SEGA CORPORATION and Sammy Corporation and as Chairman and Director of Sammy NetWorks Co., Ltd., SEGA TOYS, LTD. and TMS ENTERTAINMENT, LTD. Business arrangements including a lease agreement exists between Director-nominee Mr. Satomi and the Company.
- (2) There are no specific conflicts of interest between the Company and the other Director-nominees.
- (3) Director-nominees Yuji Iwanaga and Takeshi Natsuno are Outside Director-nominees.
- (4) Rationale for the appointment of the Outside Director-nominees, independence as Outside Directors, and Limited Liability Agreements for Outside Directors
- (a) Rationale for the appointment of the Outside Director-nominees and their independence
- (i) We seek to appoint Mr. Iwanaga as an Outside Director so that the management of the Company may benefit from the viewpoint of his expertise as an international lawyer and deep insight into the management of a global corporation.
 - (ii) We seek to appoint Mr. Natsuno as an Outside Director so that the management of the Company may benefit from his extensive managerial experience and broad insight into management.
 - (iii) Mr. Iwanaga and Mr. Natsuno shall have served as an Outside Director of the Company for two years and one year, respectively, at the conclusion of this Ordinary General Meeting of Shareholders.

- (iv) Neither Mr. Iwanaga nor Mr. Natsuno shall receive considerable cash payments or any other assets from the Company or businesses related to the Company (excluding remuneration for services rendered as Director or Corporate Auditor), and nor has either received such payment in the past two years.
 - (v) Neither Mr. Iwanaga nor Mr. Natsuno have relatives within the third degree or spouses of executive officers of the Company or businesses related to the Company.
 - (vi) Neither Mr. Iwanaga nor Mr. Natsuno has served as an executive officer in any company in which the Company has acquired duties or obligations acquired through merger, spin-off or reorganization, or transfer of business in the past two years for any period immediately prior to the aforementioned event.
- (b) Rationale for determining competence to perform duties as an Outside Director
- Mr. Iwanaga has performed at a high level in international corporate law and international corporate legal affairs in a global corporation from the viewpoint of an expert international lawyer. Furthermore, Mr. Iwanaga has business management experience gained in senior corporate management prior to his registration as an attorney. Thus, given Mr. Iwanaga's deep insight into management, we judge Mr. Iwanaga capable of properly performing the duties of an Outside Director.
- (c) Improper execution of duties, preventive measures against reoccurrence of such, and follow-up responses
- On November 21, 2006, there was a leak of customer data at FeliCa Networks, Inc. as a result of the actions of a temporary employee. Although this occurred while Mr. Natsuno was Director of the company, Mr. Natsuno was not involved in the incident. After the incident occurred, Mr. Natsuno proactively followed up by issuing a strong caution in reference to risk management, called for rigorous compliance with appropriate laws and regulations, and revised internal rules and regulations, in order to prevent any further occurrence of similar incidents. In this manner, Mr. Natsuno fulfilled his responsibilities.
- Additionally, on January 30, 2007, an unauthorized external intrusion was recorded on the server of the Vpass internet service provided by Sumitomo Mitsui Card Co., Ltd. and there was a leak of certain data pertaining to cards held by customers. The company reported the leak to the authorities and contacted affected customers to explain the situation and apologize for any inconvenience. Although this occurred while Mr. Natsuno was Director of the company, Mr. Natsuno was not involved in the incident. After the incident occurred, Mr. Natsuno fulfilled his responsibilities and followed up by proactively building a system to prevent any further occurrence of similar incidents, including by conducting an investigation into system weaknesses and strengthening supervisory systems.
- (d) Limited Liability Agreements
- No Limited Liability Agreements have been concluded between the Company and Messrs. Iwanaga or Natsuno, and no such agreements shall be concluded.

Item 3: To elect four (4) Corporate Auditors

The terms of office of all four (4) Corporate Auditors will expire at the conclusion of this Ordinary General Meeting of Shareholders. We are seeking the election of four (4) Corporate Auditors. We have already obtained the approval of the Board of Corporate Auditors with respect to this proposal.

The nominees for Corporate Auditors are as described below:

(* New Nominees for Corporate Auditor)

Nominee No.	Name (Date of birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies		Number of the Company's Shares Held
1	* Tomio Kazashi (November 24, 1944)	June 1990	Director of Cosmo Securities Co., Ltd.	0 shares
		Mar 1996	Managing Director and General Manager of Sales Department of the above	
		Mar 1997	Managing Director and General Manager of Products Department of the above	
		Apr 1999	Joined Cosmo Investment Trust and Investment Advisors Co., Ltd.	
		June 1999	Managing Director of the above	
		Apr 2000	Executive Officer, General Manager of Investment Trust Department of MEIJI Dresdner Asset Management Co., Ltd.	
		June 2005	Outside Corporate Auditor of Sammy NetWorks Co., Ltd. (current position)	
		June 2008	Substitute Corporate Auditor of the Company (current position)	
2	Toshio Hirakawa (June 24, 1943)	June 1994	Head of Underwriting Division of Marusan Securities	1,000 shares
		June 1996	Managing Director and Head of Underwriting Division of the above	
		June 2001	President and Representative Director of Marusan Finance	
		June 2004	Outside Corporate Auditor of Sammy Corporation (current position)	
		Oct 2004	Outside Corporate Auditor of the Company (current position)	
		June 2005	Outside Corporate Auditor of TMS ENTERTAINMENT, LTD. (current position)	
3	Hisashi Miyazaki (January 24, 1953)	Nov 1984	Joined SEGA ENTERPRISES INC. (now SEGA CORPORATION)	0 shares
		June 2001	Accounting Manager of the Accounts and Finance Division of the above	
		July 2003	Financial Manager of the same division of the above	
		Apr 2006	Financial Manager of the Corporate Division of the above	
		June 2007	Standing Corporate Auditor of the above (current position)	
		June 2007	Corporate Auditor of the Company (current position)	
4	Mineo Enomoto (December 12, 1950)	Apr 1978	Registered with The Japan Federation of Bar Associations	2,000 shares
		May 2000	Establishment of Mineo Enomoto Law Firm (current position)	
		June 2004	Outside Corporate Auditor of Sammy NetWorks Co., Ltd. (current position)	
		June 2004	Outside Corporate Auditor of SEGA CORPORATION (current position)	
		June 2005	Substitute Corporate Auditor of the Company	
		June 2006	Outside Corporate Auditor of NIPPON KOEI CO., LTD. (current position)	
		June 2007	Corporate Auditor of the Company (current position)	

- Notes:
- (1) There is no specific conflict of interest between the above nominees for Corporate Auditors and the Company.
 - (2) Corporate Auditor-nominees, Tomio Kazashi, Toshio Hirakawa and Mineo Enomoto are Outside Corporate Auditor-nominees..
 - (3) Rationale for the appointment of Outside Corporate Auditor-nominees, independence as Outside Corporate Auditors, and Limited Liability Agreements for Outside Corporate Auditors
 - (a) Rationale for the appointment of Outside Corporate Auditor-nominees and their independence
 - (i) We seek to appoint Mr. Kazashi and Mr. Hirakawa as an Outside Corporate Auditor so that the auditors of the Company may benefit from their extensive experience in business matters, and their experience and knowledge as a Corporate Auditor.
 - (ii) We seek to appoint Mr. Enomoto as an Outside Corporate Auditor so that the management of the Company may benefit from the viewpoint of his expertise as a lawyer and broad insight into management.
 - (iii) Mr. Hirawaka and Mr. Enomoto shall have served as an Outside Auditor of the Company for four years and two years, respectively, at the conclusion of this Ordinary General Meeting of Shareholders.
 - (iv) Neither Mr. Kazashi, Mr. Hirakawa nor Mr. Enomoto shall receive considerable cash payments or any other assets from the Company or business related to the Company (excluding remuneration for services rendered as Corporate Auditor), and nor have they received such payment in the past two years.
 - (v) Mr. Enomoto has one relative within the third degree who is currently employed by SEGA CORPORATION, a business related to the Company.
 - (vi) Mr. Kazashi has not served as an executive officer in any company in which the Company has acquired duties or obligations acquired through merger, spin-off or reorganization, or transfer of business in the past two years for any period immediately prior to the aforementioned event.
 - (b) Rationale for determining competence as an Outside Corporate Auditor
Mr. Enomoto has performed at a high level in corporate law as an expert lawyer. Thus, given Mr. Enomoto's deep insight into management, we judge him capable of properly performing the duties of an Outside Corporate Auditor.
 - (c) Improper execution of duties, preventive measures against reoccurrence of such, and follow-up responses
During Mr. Enomoto's term in office as Outside Corporate Auditor, there was an accident resulting in a fatality at Tokyo JOYPOLIS, a facility managed by company subsidiary SEGA CORPORATION, on April 18, 2005. Also, the Company was advised by the Fair Trade Commission on November 15, 2006 that it had violated the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors. Mr. Enomoto had no direct involvement in either of the aforementioned incidents. As Outside Corporate Auditor, however, he regularly made suggestions to the Board of Directors of the Company from the viewpoint of compliance with the relevant laws and regulations, and actively alerted the Company to risk management-related issues. Following the aforementioned incidents, Mr. Enomoto carried out discussions with the other auditors as a member of the Board of Corporate Auditors carried out his duty in issuing instructions for compliance with the relevant laws and regulations, development of regulations, and enhancement of preventive measures against reoccurrence of such incidents.
 - (d) Limited Liability Agreements
In accordance with Article 48 of the Articles of Incorporation, the Company has entered into a limited liability agreement with Mr. Enomoto. The details of the agreement are as follows: Under the agreement, the liability for damages shall be limited to the minimum amount stipulated in Article 423, Paragraph 1 of the Corporate Law, except where malicious intent or gross negligence is involved.

Item 4: To grant retirement benefits to a retiring Corporate Auditor and grant final retirement benefits following the abolishment of retirement benefits system for Officers

As Corporate Auditor, Mr. Kazutada Ieda will retire upon the expiration of his term of office at the conclusion of this Ordinary General Meeting of Shareholders, it is proposed to grant retirement benefits to him, in consideration of his services to the Company, in amounts within a reasonable range based on the Company's internal regulations. It is also proposed that the decisions as to the specific amount of money, timing and method of payment be entrusted to the Board of Corporate Auditors. The brief career profile of the retiring Corporate Auditor is as follows:

Name	Brief Career Profile
Kazutada Ieda	Oct 2004 Standing Corporate Auditor of the Company (current position)

Furthermore, it was resolved at the meeting of the Board of Directors held on May 13, 2009 to abolish, as of the conclusion of this Ordinary General Meeting of Shareholders, the retirement benefits system for Officers of the Company as part of the overall review of the remuneration scheme for officers. Accordingly, it is proposed to grant final retirement benefits commensurate with the length of their services as of the conclusion of this Ordinary General Meeting of Shareholders to four Director-nominees, Hajime Satomi, Keishi Nakayama, Okitane Usui, and Hisao Oguchi, who will be reappointed as Directors subject to the approval of Agenda Item 2, and incumbent Corporate Auditor-nominee, Hisashi Miyazaki, who will be reappointed as Corporate Auditor subject to the approval of Agenda Item 3, in consideration of their services to the Company, in amounts within a reasonable range based on the Company's internal regulations . It is also proposed that such payment be made upon their retirement and the decisions as to the specific amount of money and method of payment be entrusted to the Board of Directors for the Directors and to the consultation of Corporate Auditors for the Corporate Auditor.

Brief career profiles of the Directors and Corporate Auditor who will be entitled to the final grant of retirement benefits are follows:

Name	Brief Career Profile		
Hajime Satomi	Oct 2004	Chairman of the Board and Chief Executive Officer of the Company (current position)	
Keishi Nakayama	Oct 2004	Senior Managing Director of the Company	
	June 2005	Executive Vice President and Director of the Company	
	June 2007	Executive Vice President and Representative Director of the Company (current position)	
Okitane Usui	June 2008	Director of the Company (current position)	
Hisao Oguchi	Oct 2004	Vice Chairman and Director of the Company	
	June 2008	CCO and Director of the Company (current position)	
Hisashi Miyazaki	June 2007	Corporate Auditor of the Company (current position)	

Venue of the Fifth Ordinary General Meeting of Shareholders

1. Date and time: Thursday, June 18, 2009 at 10:00 a.m.

2. Venue: Convention Hall (B2)

The Prince Park Tower Tokyo

4-8-1 Shiba Koen, Minato-ku, Tokyo, 105-8563, Japan

<http://www.princejapan.com/ThePrinceParkTowerTokyo/index.asp>

Please note that the venue is The Prince Park Tower Tokyo, not the Tokyo Prince Hotel located nearby.

Access By Rail

Nearest Subway Stations:

- 2-minute walk to Akabanebashi Station (Oedo Line) – direct access to Roppongi, Aoyama, Shinjuku
- 3-minute walk to Shiba Koen Station (Mita Line)
- 9-minute walk to Daimon Station (Asakusa Line & Oedo Line) – direct access to Asakusa

Nearest JR Yamanote Line Station:

- 10-minute walk to Hamamatsucho Station – 2 stations to Shinagawa