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Securities Code: 6460

June 2, 2008

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 4th Ordinary General Meeting of Shareholders  
to be held on June 18, 2008**

You are cordially invited to attend the 4th 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 Wednesday, June 18, 2008 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 Tuesday, June 17, 2008**; 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 Tuesday, June 17, 2008**.

## Details of the Meeting

- 1. Date and time:** Wednesday, June 18, 2008 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 4<sup>th</sup> fiscal year (from April 1, 2007 to March 31, 2008) 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 4<sup>th</sup> fiscal year (from April 1, 2007 to March 31, 2008)

#### Matters to be resolved:

- Item 1:** To elect six (6) Directors  
**Item 2:** To elect one (1) Substitute Corporate Auditor

### 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, 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 Tuesday, June 17, 2008**. 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.evot.e.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.”
- (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 elect six (6) Directors

The terms of office of all seven (7) 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:

(\* New Nominees for Director)

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)	
		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 (Japan Electric Game Manufacturers' Association) (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	400,100 shares
		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	
		Jan 2005	Director of SEGA SAMMY ASSET MANAGEMENT INC. (now SEGA SAMMY INVESTMENT AND PARTNERS INC.) (current position)	
		Apr 2005	Director of Sammy Corporation	
		Apr 2005	Director of SEGA SAMMY GOLF ENTERTAINMENT INC.	
		June 2005	Director of Sammy NetWorks Co., Ltd. (current position)	
		June 2005	Director of SEGA TOYS, LTD.	
		June 2005	Executive Vice President and Director of the Company	
		June 2006	President and Representative Director of Wave Master Inc. (current position)	
		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)	
3	* Okitané Usui (October 31, 1958)	Oct 1993	Joined Sega Enterprises, Ltd. (now SEGA CORPORATION)	2,000 shares
		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)	

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)	22,400 shares
		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 (current position)	
		Aug	2005	CEO of SEGA HOLDINGS EUROPE LTD. (current position)	
		May	2006	Chairman of SEGA HOLDINGS U.S.A., Inc. (current position)	
		June	2007	Executive Vice President and Representative Director of SEGA CORPORATION	
		Feb	2008	Representative Director of the above	
		May	2008	Director of the above (current position)	
		May	2008	Director of Sammy Corporation (current position)	
5	Yuji Iwanaga (April 3, 1941)	Apr	1981	Registered with The Japan Federation of Bar Associations	0 shares
		Apr	1981	Joined Yanagita Sakuragi Law Office	
		Sep	1984	Partner of Lillick McHose and Charles Law Office (Now Pillsbury Winthrop Shaw Pittman LLP) (current position)	
		Dec	1984	Registered with the State Bar of California	
		Apr	2003	Outside Director of Manufacturers Bank (current position)	
		July	2005	Outside Director of JMS North America Corporation (current position)	
		July	2006	Outside Director of TAIYO YUDEN Co., Ltd. (current position)	
		June	2007	Outside Director of the Company (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
6	* Takeshi Natsuno (March 17, 1965)	Apr 1988	Joined Tokyo Gas Co., Ltd. as Associate, District Heating and Cooling Business (now Air-conditioning & Commercial Customer Development & Service Department)	0 shares
		Mar 1995	MBA, the Wharton School of the University of Pennsylvania	
		July 1995	Project Manager, Real Estate Development Department of Tokyo Gas Co., Ltd.,	
		June 1996	Executive Vice President, Director of Hypernet Inc.	
		Sep 1997	Joined NTT DoCoMo, Inc. (formerly NTT Mobile Communications Network, Inc.) as Media Director, Gateway Business Department	
		Sep 1999	Content Planning Senior Manager, Gateway Business Department of the above.	
		June 2000	Representative Director of D2 Communications, Inc.	
		Dec 2000	Director of i-Convenience, Inc.	
		July 2001	Managing Director, i-mode Strategy Department of NTT DoCoMo, Inc.	
		Jan 2004	Director of FeliCa Networks, Inc. (current position)	
		Mar 2004	Director of Crimson Football Club, Inc. (Vissel Kobe)	
		June 2005	Senior Vice President, Managing Director, Multimedia Services Department of NTT DoCoMo, Inc. (current position)	
		July 2005	Director, Sumitomo Mitsui Card Co., Ltd. (current position)	
		Oct 2005	Director of SuiCa Investment LLP (current position)	
		Nov 2005	Director, Tower Records Japan Inc.	
		Dec 2005	Director, Rakuten Auction, Inc.	
		Apr 2006	Director of D.N. Dream Partners LLP (current position)	
		June 2007	Director of DoCoMo.Com, Inc. (current position)	
		June 2007	Director of D2 Communications, Inc. (current position)	
		July 2007	Director of The JV Inc. (current position)	
		July 2007	Director of CXD Next Co., Ltd. (current position)	
		Sep 2007	Member of Chongquin Mayor's International Economics Advisory Council, China (current position)	
		Nov 2007	Member of Management Advisory Board of Tohoku Rakuten Eagles Baseball Team (current position)	
		May 2008	Guest Professor, Graduate School of Media and Governance of Keio University (current position)	

- 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. Mr Iwanaga will have served as an Outside Director for one year as of the close of this Ordinary General Meeting of Shareholders.
  - (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) 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.
  - (iv) 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.
  - (v) 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 2: To elect one (1) Substitute Corporate Auditor

To provide for a vacancy on the Board of Corporate Auditors, and to meet the minimum number of Corporate Auditors as stipulated in relevant laws and regulations, we ask our shareholders to elect one (1) Substitute Corporate Auditor. We have already obtained the approval of the Board of Corporate Auditors with respect to this proposal.

The nominee for the position of Substitute Corporate Auditor is shown below:

Name (Date of birth)	Brief Career Profile, Responsibilities at the Company and Status at Other Companies			Number of the Company's Shares Held
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.	
	June	1999	Managing Director of Cosmo Investment Trust and Investment Advisors Co., Ltd.	
	Apr	2000	Executive Officer, General Manager of Investment Trust Department of MEIJI Dresdner Asset Management Co., Ltd.	
	June	2005	Full-time Corporate Auditor of Sammy NetWorks Co., Ltd. (current position)	

- Notes:
- (1) There is no specific conflict of interest between the above nominee for Substitute Corporate Auditor and the Company.
  - (2) Tomio Kazashi is a Substitute for Outside Corporate Auditor-nominee.
  - (3) Rationale for the appointment of the Outside Corporate Auditor-nominee and independence as Outside Corporate Auditor:
    - (a) We seek to appoint Mr Kazashi as Outside Corporate Auditor so that the auditors of the Company may benefit from his extensive experience in business matters, and his experience and knowledge as a Corporate Auditor.
    - (b) Mr Kazashi shall not receive considerable cash payments or any other assets from the Company or businesses related to the Company (excluding remuneration for services rendered as Corporate Auditor), and nor has he received such payment in the past two years.
    - (c) Mr Kazashi has one relative within the third degree who is currently employed by Sammy Corporation, a business related to the Company.
    - (d) 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.

## **Venue of the Fourth Ordinary General Meeting of Shareholders**

**1. Date and time:** Wednesday, June 18, 2008 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