

Securities Code: 6457

June 5, 2009

To our shareholders,

Hideto Nishino

President

GLORY LTD.

3-1, Shimoteno 1-chome,

Himeji City, Hyogo

## **Notice of the 63rd Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of GLORY LTD. (the "Company"), which will be held as described below.

In the event that you are unable to attend the meeting in person, you are kindly requested to review the attached Reference Materials for the General Meeting of Shareholders, and exercise your voting rights by stating your approval or disapproval for each of the proposals in the enclosed Voting Card, and return the Voting Card to the Company, or vote via the Company's voting site\* at <<http://daiko-sb.gcan.jp>>. Whichever method you use, we ask that you please exercise your voting rights no later than 5:15 p.m., Thursday, June 25, 2009 (Tokyo time).

\*Please note that the voting site is only available in the Japanese language.

1. **Date & Time** Friday, June 26, 2009, 10:00 a.m.
2. **Place** Conference Room 67, Wing Building (6th Floor)  
GLORY LTD. Head Office  
3-1 Shimoteno 1-chome,  
Himeji City, Hyogo

### **3. Agenda**

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and the Reports of Independent Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements for the 63rd term (April 1, 2008 to March 31, 2009)
2. The Financial Statements for the 63rd term (from April 1, 2008 to March 31, 2009)

Proposals to be acted upon:

- Proposal No. 1 Distribution of Retained Earnings
- Proposal No. 2 Partial Amendments to the Articles of Incorporation
- Proposal No. 3 Election of Nine (9) Directors
- Proposal No. 4 Payment of Bonuses to Directors

This is a partial translation of the original Japanese text of the "Notice of the 63rd Ordinary General Meeting of Shareholders" prepared for the convenience of shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

## **REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS**

### **Proposal No. 1 Distribution of Retained Earnings**

Considering the return of profits to shareholders to be an important management task, the Company's policy in regard to distribution of profits is to continue stable dividends of ¥30 per share based on equity capital, with a target of returning profits at a rate of approximately 25% of consolidated net income after taking into consideration a variety of factors including consolidated financial standing of the Company.

In accordance with the above policy, the Company is proposing to pay a year-end dividend of ¥15 per share. As the Company previously paid out ¥15 per share as an interim-period dividend, the total dividend for the fiscal year will be ¥30 per share.

1. Type of dividend asset  
Cash
2. Allocation of dividend asset and total amount of allocation  
¥15 per share of common stock  
Total amount of payout: ¥1,024,345,590
3. Effective date of dividend payment  
June 29, 2009

### **Proposal No. 2 Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposed amendments
  - (1) With the enforcement of "the Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining of Trades of Stocks, Etc." (hereinafter, the "Settlement Rationalization Law") on January 5, 2009, it is legally deemed that the provision of the Articles of Incorporation of the Company regarding the issuance of share certificates has been repealed as of the same date. Accordingly, the Company proposes to delete the provisions regarding issuance of share certificates (Article 7 of the current Articles of Incorporation) and non-issuance of share certificates for fractional shares (Paragraph 2, Article 9 of the same), and to make necessary revisions to the provisions regarding beneficial shareholders (Article 10 of the same) and registry of beneficial shareholders (Paragraph 3, Article 12 of the same).  
Further, as the administrator of shareholders registry will handle the administrative work relating to the registry of lost share certificates for a period of one year from the day following the enforcement of the Settlement Rationalization Law, the Company proposes to establish a transition rule in the form of a supplement of the Articles of Incorporation.
  - (2) Due to the above revisions, article numbers of the Articles of Incorporation will also be changed.

## 2. Details of the amendments

Details of the amendments are as follows.

(Amended portions are underlined.)

<i>Present Articles of Incorporation</i>	<i>Proposed Amendment</i>
<p><u>Article 7 (Issuance of Share Certificates)</u>  <u>The Company shall issue share certificates representing shares in the Company.</u></p>	(Deleted)
Article <u>8</u> (Text omitted)	Article <u>7</u> (Text unchanged)
<p>Article <u>9</u> (Number of Shares Constituting One Unit of Shares and Non-Issuance of Share Certificates for Fractional Shares)  <u>1. The number of shares of the Company constituting one (1) unit shall be one hundred (100).</u>  <u>2. Notwithstanding the provisions of Article 7 hereof, the Company shall not issue any share certificates for shares less than one unit (“Fractional Shares”) unless otherwise provided for in the Share Handling Rules established by the Board of Directors (the “Share Handling Rules”).</u></p>	<p>Article <u>8</u> (Number of Shares Constituting One Unit of Shares)  The number of shares of the Company constituting one (1) unit shall be one hundred (100).    (Deleted)</p>
<p>Article <u>10</u> (Rights with Respect to Fractional Shares) Shareholders of the Company (<u>including beneficial shareholders; the same shall apply hereinafter</u>) may not exercise any rights other than those set forth below with respect to Fractional Shares they hold:  (1) Rights provided for in Paragraph 2, Article 189 of the Corporation Law.  (2) Right to make a demand pursuant to Paragraph 1, Article 166 of the Corporation Law.  (3) Right to receive allotments of offered Shares and offered Stock Acquisition Rights for the number of shares held.  (4) Right to make a demand under the following article.</p>	<p>Article <u>9</u> (Rights with Respect to Fractional Shares) Shareholders of the Company may not exercise any rights other than those set forth below with respect to Fractional Shares they hold:    (1) Rights provided for in Paragraph 2, Article 189 of the Corporation Law.  (2) Right to make a demand pursuant to Paragraph 1, Article 166 of the Corporation Law.  (3) Right to receive allotments of offered Shares and offered Stock Acquisition Rights for the number of shares held.  (4) Right to make a demand under the following article.</p>
Article <u>11</u> (Text omitted)	Article <u>10</u> (Text unchanged)

<i>Present Articles of Incorporation</i>	<i>Proposed Amendment</i>
<p>Article <u>12</u> (Administrator of Shareholders Registry)</p> <p>1. The Company shall have an administrator of the shareholders registry.</p> <p>2. The administrator of the shareholders registry and the location of its handling office shall be determined by resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>3. The preparation and keeping of the Company's shareholders registry (<u>including the registry of beneficial shareholders; the same shall apply hereinafter</u>), the list of stock acquisition rights <u>and the registry of lost share certificates</u>, and other administrative work relating to the <u>registries</u> and the list shall be entrusted to the administrator of the shareholders registry and shall not be handled by the Company itself.</p>	<p>Article <u>11</u> (Administrator of Shareholders Registry)</p> <p>1. The Company shall have an administrator of the shareholders registry.</p> <p>2. The administrator of the shareholders registry and the location of its handling office shall be determined by resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>3. The preparation and keeping of the Company's shareholders registry and the list of stock acquisition rights, and other administrative work relating to the registry and the list shall be entrusted to the administrator of the shareholders registry and shall not be handled by the Company itself.</p>
Articles <u>13-42</u> (Texts omitted)	Articles <u>12-41</u> (Texts unchanged)
(New)	<p><u>Supplemental Provision:</u>  <u>The preparation and keeping of the Company's registry of lost share certificates and other administrative work relating to such registry shall be entrusted to the administrator of the shareholders registry and shall not be handled by the Company itself.</u>  <u>This Supplemental Provision shall be effective until January 5, 2010, and shall be deleted as of January 6, 2010.</u></p>

### **Proposal No. 3 Election of Nine (9) Directors**

At the close of this General Meeting of Shareholders, the term of office will expire for all the nine (9) Directors.

Therefore we would like shareholders to elect nine (9) Directors.

The candidates for the position of Directors are as follows:

<i>No</i>	<i>Name (date of birth)</i>	<i>Brief personal history, position, responsibility, and the state of representation at other corporations and organizations</i>	<i>Number of shares in the Company owned by the candidate</i>
1	Hisao Onoe (Aug. 16, 1935)	<p>Jul. 1961 Joined the Company</p> <p>Jun. 1970 General Manager, General Affairs Dept.</p> <p>Dec. 1970 Director</p> <p>Dec. 1974 Managing Director</p> <p>Jan. 1978 Senior Managing Director</p> <p>Jan. 1980 Vice President &amp; Representative Director</p> <p>Jun. 1989 President &amp; Representative Director</p> <p>Jun. 2001 Chairman of the Board &amp; Representative Director (to present)</p> <p>[Representation at other corporations and organizations] President, Himeji Chamber of Commerce and Industry</p>	131,988

No	Name (date of birth)	Brief personal history, position, responsibility, and the state of representation at other corporations and organizations	Number of shares in the Company owned by the candidate
2	Hideto Nishino (Dec. 28, 1940)	Apr. 1963 Joined the Company Apr. 1989 General Manager, Card System Div. Jun. 1989 Director Jun. 1992 Managing Director Jun. 1995 Senior Managing Director Jun. 2000 Vice President & Representative Director Jun. 2001 President & Representative Director (to present)	22,476
3	Masatoshi Ushio (Jan. 1, 1945)	Apr. 1967 Joined the Company Apr. 1988 General Manager, Banking Systems & Equipment Div. 1 Jun. 1995 Director Jun. 2000 Managing Director Jun. 2004 Senior Managing Director Apr. 2005 General Manager, Money Handling Systems Business Headquarters Jun. 2006 Director (to present) Senior Managing Executive Officer Jun. 2007 Responsible for Engineering departments Jun. 2008 Responsible for Engineering functions (to present) Executive Vice President (to present)	16,284
4	Masakazu Hamano (Jul. 30, 1946)	Mar. 1969 Joined KOKUEI Shoji Co., Ltd. (now the Company). Apr. 1994 Tokyo Branch Manager, GLORY Shoji Co., Ltd. (now the Company) Jun. 1995 Director of GLORY Shoji Co., Ltd. Jun. 1999 Managing Director of GLORY Shoji Co., Ltd. Jun. 2006 Director (to present) Oct. 2006 Managing Executive Officer Company President, Financial Business Systems Company Jun. 2007 Responsible for Sales departments Senior Managing Executive Officer Jun. 2008 Responsible for Sales functions and Tokyo Headquarters (to present) Executive Vice President (to present)	8,800

## (TRANSLATION FOR REFERENCE ONLY)

<i>No</i>	<i>Name (date of birth)</i>	<i>Brief personal history, position, responsibility, and the state of representation at other corporations and organizations</i>	<i>Number of shares in the Company owned by the candidate</i>
5	Norishige Matsuoka  (Sep. 5, 1944)	Sep. 1996 Joined the Company Apr. 1997 General Manager, Management Planning Office Jun. 1997 Director Jun. 2001 Managing Director Jun. 2006 Director (to present) Managing Executive Officer (to present) Oct. 2006 General Manager, General Affairs Div. (to present) Jun. 2007 Responsible for Administrative departments Jun. 2008 Responsible for Corporate Administrative functions (to present) Senior Managing Executive Officer (to present)	11,200
6	Hirokazu Onoe  (Mar. 19, 1948)	Sep. 1970 Joined the Company Apr. 2000 General Manager, Vending Machine & Amusement Systems Business Div. Jun. 2001 Director Jun. 2004 Managing Director Apr. 2005 General Manager, Vending Machine, Amusement & Media Systems Business Jun. 2006 Director & Managing Executive Officer Oct. 2006 Company President, Vending Machine & Amusement Systems Company Jun. 2007 Managing Executive Officer Jun. 2008 Director & Managing Executive Officer (to present) General Manager, Management Planning Office Apr. 2009 General Manager, Corporate Strategy Div. (to present)	7,700
7	Terumichi Saeki  (Dec. 28, 1942)	Apr. 1968 Registered as Attorney-at-Law Joined Matsuda & Tamura Law Office Apr. 1973 Established Yashiro, Saeki & Nishigaki Law Firm (now Kitahama Law Office L.P.C.) (to present) Jan. 2002 Corporate Auditor, GLORY Shoji Co., Ltd. (now the Company) Jun. 2006 Director (to present)	2,600

No	Name (date of birth)	Brief personal history, position, responsibility, and the state of representation at other corporations and organizations	Number of shares in the Company owned by the candidate
8	Hiroki Sasaki (Feb. 15, 1942)	Apr. 1965 Joined Fuji Iron & Steel Co., Ltd. (now Nippon Steel Corporation) Jun. 1991 General Manager, Export Dept. -I of Nippon Steel Corporation Jun. 1995 Director of Nippon Steel Corporation Apr. 1999 Managing Director of Nippon Steel Corporation Jun. 2001 Vice President & Representative Director of Sanyo Special Steel Co., Ltd. Jun. 2002 President & Representative Director of Sanyo Special Steel Co., Ltd. Jun. 2007 Director & Senior Adviser of Sanyo Special Steel Co., Ltd. Jun. 2008 Director (to present)	1,300
9	Akira Niijima (Mar. 9, 1944)	Apr. 1969 Joined Pioneer Corporation Sep. 1995 President of Pioneer North America, Inc. Jun. 1997 Director of Pioneer Corporation Mar. 1998 General Manager, International Affairs Division of Pioneer Corporation Sep. 1999 General Manager, Corporate Planning Division of Pioneer Corporation Jun. 2000 Managing Director of Pioneer Corporation Jan. 2001 President, Home Entertainment Company of Pioneer Corporation Jun. 2002 Senior Managing Director of Pioneer Corporation Jun. 2004 Senior Managing Director & Representative Director of Pioneer Corporation Jun. 2008 Director (to present)	1,100

## Notes:

1. There is no special interest between the Company and the candidates.
2. Hiroki Sasaki and Akira Niijima are candidates for Outside Directors.
3. The following are items required to be noted about the candidates for Outside Directors:
  - (1) Reason for recommending the candidates for Outside Directors:
    - 1) Hiroki Sasaki possesses considerable experience and global knowledge as management executive and has been playing an important role, as an Outside Director, in ensuring transparency and fairness in the Company's management. Further, he has been providing the Company with valuable advice as a member of the Nomination Advisory Committee and the Compensation Advisory Committee of the Company. It is our judgment that we can strengthen our management organization further by receiving proper advice from him from an independent standpoint regarding our corporate management. We thus recommend his election to the board as an Outside Director for another year.
    - 2) Akira Niijima has accumulated considerable experience in both international and domestic businesses at an R&D oriented company similar to the Company and possesses valuable global knowledge. He has been playing an important role, as an Outside Director, in ensuring transparency and fairness in the Company's management. Further, he has been providing the Company with valuable advice as a member of the Nomination Advisory Committee and the Compensation Advisory Committee of the Company. It is our judgment that we can strengthen our management organization further by receiving proper advice from him from an independent standpoint regarding our corporate management. We thus recommend his election to the board as an Outside Director for another year.

(2) Number of years of service as Outside Director

- 1) At the close of this General Meeting of Shareholders, Hiroki Sasaki will have served as Outside Director for one year.
- 2) At the close of this General Meeting of Shareholders, Akira Nijima will have served as Outside Director for one year.

(3) Regarding agreements limiting the liability of Outside Directors

To enable Outside Directors to effectively fulfill their expected roles, the Articles of Incorporation of the Company provide that the Company may conclude agreements with Outside Directors to the effect that liability of Outside Directors be limited. The Company will maintain the existing agreement with each of the candidates for Outside Director, Hiroki Sasaki and Akira Nijima, if they are reelected as Outside Directors as proposed.

Brief summary of the said agreement is as follows:

\* The Outside Director shall be liable for damages up to the minimum amount of liability stipulated in Paragraph 1, Article 425 of the Corporation Law should he or she become liable for damages caused to the Company as a result of negligence in the performance of his or her duties.

\* The liability limitation described above shall be applicable in cases where the Outside Director performed the duties that became the cause of liability in good faith and without gross negligence.

#### **Proposal No. 4 Payment of Bonuses to Directors**

We propose to pay a total amount of ¥43,000,000 as bonuses to six (6) out of nine (9) Directors, excluding an Outside Director and non-executive Directors, who are in office at the end of the fiscal year taking into consideration the Company's business performance of the year.