

[Translation for Reference and Convenience Purposes Only]

This document is an abridged translation of the Japanese “Notice of Convocation of the 28th Annual Shareholders’ Meeting” and “Reference Documents for Exercising Voting Rights” of SQUARE ENIX CO., LTD. This translation is intended for reference and convenience purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities Code: 9684
June 6, 2008

To Our Shareholders:

Yoichi Wada,
President and Representative Director
SQUARE ENIX CO., LTD.
3-22-7, Yoyogi, Shibuya-ku, Tokyo

NOTICE OF CONVOCATION OF THE 28TH ANNUAL SHAREHOLDERS’ MEETING

You are cordially invited to attend the 28th Annual Shareholders’ Meeting of SQUARE ENIX CO., LTD. (the “Company”), which will be held as described hereunder.

In the event that you are unable to attend the Meeting, please examine the “Reference Documents for the Shareholders’ Meeting” provided below, and you may exercise your voting rights either in writing or via the Internet.

[Exercise of voting rights in writing (via mailing)]

Please indicate your approval or rejection of the respective agenda on the Voting Form enclosed herewith, and return the same to be delivered to us no later than 6:30 p.m., Friday, June 20, 2008 (Japan Standard Time).

[Exercise of voting rights via electronic method (the Internet)]

Please exercise your voting rights via the following website: <http://www.evotage.jp/>. Log-in ID and a tentative password will be required.

(Note: Voting via the Internet is not available to non-resident shareholders.)

(Note: Nominal shareholders such as trust banks (including custodians) who apply in advance for using the Electronic Voting Platform for Foreign and Institutional Investors operated by ICJ, Inc. may use that platform to exercise their voting rights through electronic devices, as provided in the Corporate Act.)

- 1. Time:** 10 a.m., June 21, 2008 (Saturday)
2. Place: Century Room, B1 Floor of Hyatt Regency Tokyo
(formerly, the Century Hyatt Tokyo)
2-7-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo

**3. Meeting Agenda:
Reports**

1. Business Report, Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements by Accounting Auditors and by the Board of Corporate Auditors for the 28th Term (April 1, 2007, through March 31, 2008)
2. Non-Consolidated Financial Statements for the 28th Term (April 1, 2007, through March 31, 2008)

[Translation for Reference and Convenience Purposes Only]

Items for Resolution

- First Item:** Appropriation of Surplus
- Second Item:** Election of Five (5) Directors
- Third Item:** Approval of the Plan for an Incorporation-Type Company Split
- Fourth Item:** Approval of Partial Amendments to the Articles of Incorporation
- Fifth Item:** Approval of Partial Amendments to the Exercise Conditions of the Stock Options
- Sixth Item:** Determination of Contents and Amount of Non-Monetary remunerations of Directors as Stock-Compensation-Type Options
- Seventh Item:** Approval of Payment of Final Retirement Remuneration to Directors and Corporate Auditors due to the Abolition of the Retirement Benefit Program

- END -

If you plan to attend the meeting in person, please present the enclosed Voting Form to the receptionist at the meeting place.

Should revisions be made to the Reference Documents for the Shareholders' Meeting, the Business Report (Japanese only), the Non-Consolidated Financial Statements and/or the Consolidated Financial Statements (Japanese only), such changes will be posted on the Company's Web site (<http://www.square-enix.com/jp/ir/j/>).

[Translation for Reference and Convenience Purposes Only]

REFERENCE DOCUMENTS FOR THE SHAREHOLDERS' MEETING

First Item: Appropriation of Surplus

It is the Company's policy to maintain a consistent and stable dividend payout while improving its profitability and financial strength, and achieving an optimal balance between its operating performance and returns to our shareholders. Taking this policy and the financial results of the term ended March 31, 2008 (the "Term") into account, it is proposed that the Company declare ordinary dividends for the Term as follows:

(i) Form of Dividends

Cash

(ii) Amount of Dividends per Share and the Total Amount thereof

In addition to the interim dividends of ten (10) yen per share distributed by the Company in December 2007, the Company proposes to distribute year-end dividends in the amount of twenty (20) yen per share of common stock.

If the foregoing proposal is approved, the aggregate amount of dividends paid for the Term will be 2,296,519,360 yen.

The aggregate annual dividends for the Term will be thirty (30) yen per share (including the interim dividends of ten (10) yen per share paid in December 2007), and the Company's consolidated dividend payout ratio for the Term will be 36.7%.

(iii) Effective Date for Dividends from Surplus

June 23, 2008 (Monday)

Second Item: Election of Five (5) Directors

The Company proposes to elect five (5) directors, as the term of office of the incumbent directors, Yoichi Wada, Keiji Honda, Yosuke Matsuda, Yukinobu Chida and Makoto Naruke, will expire at the close of this Annual Shareholders' Meeting.

The proposed candidates are as follows.

No.	Name (Date of Birth)	Career Summary (Representative Positions at Other Companies, if applicable)	Number of the Company's Shares Held
1	Yoichi Wada (May 28, 1959)	Apr. 1984 Joined Nomura Securities Co., Ltd. Apr. 2000 Joined SQUARE CO., LTD. (currently SQUARE ENIX CO., LTD.) Jun. 2000 Director Sep. 2001 Representative Director and COO Dec. 2001 Representative Director, President and CEO Apr. 2003 President and Representative Director, SQUARE ENIX CO., LTD. (incumbent) Feb. 2006 Chairman and Director, Taito Corporation Jul. 2006 President and Representative Director, Taito Corporation (incumbent)	1,700 shares

[Translation for Reference and Convenience Purposes Only]

No.	Name (Date of Birth)	Background (Representative Positions at Other Companies)	Number of the Company's Shares Held
2	Keiji Honda (December 29, 1957)	Apr. 1982 Joined NOMURA Co., Ltd. Oct. 1987 Joined former ENIX Corporation (dissolved upon a merger as of April 1, 1989) Apr. 1994 General Manager, Software Development Division, Product Planning, ENIX Corporation (currently SQUARE ENIX CO., LTD.) Jun. 1998 Director and General Manager, Software Development Division Oct. 2000 Representative Director, President and COO Apr. 2003 Executive Vice President and Representative Director, SQUARE ENIX CO., LTD. Jun. 2004 Executive Vice President and Director Jan. 2005 Chairman of the Board, SQUARE ENIX (China) CO., LTD. (incumbent) Oct. 2006 Executive Vice President and Representative Director, SQUARE ENIX CO., LTD. (incumbent)	5,625 shares
3	Yosuke Matsuda (April 27, 1963)	Apr. 1987 Joined Mitsui Life Insurance Company Limited May 1995 Joined Actus Audit Corporation Dec. 1998 Joined SQUARE CO., LTD. (currently SQUARE ENIX CO., LTD.) Jan. 2000 Retired SQUARE CO., LTD. Feb. 2000 Joined Showa Ota Ernst & Young Co., Ltd. Oct. 2001 Joined SQUARE CO., LTD. (currently SQUARE ENIX CO., LTD.) Senior Vice President Apr. 2003 Senior Vice President and General Manager, Accounting and Financial Division Jun. 2004 Director, Accounting and Finance, (incumbent) Feb. 2006 Director, Taito Corporation (incumbent)	200 shares
4	Yukinobu Chida (September 29, 1950)	Aug. 1982 Director, former ENIX Corporation (dissolved upon a merger as of April 1, 1989) Mar. 1988 Director, ENIX PRODUCTS Apr. 1989 Managing Director and General Manager, Product Development Division, ENIX Corporation (currently SQUARE ENIX CO., LTD.) Jul. 1992 Executive Director, Software Development Division, Publication Division, Toy Development Division and Publication Sales Division Apr. 1993 Executive Director and General Manager, Product Development Division Oct. 2000 Vice Chairman and Director Oct. 2002 Director Apr. 2003 Director, SQUARE ENIX CO., LTD. (incumbent)	256,688 shares

[Translation for Reference and Convenience Purposes Only]

No.	Name (Date of Birth)	Background (Representative Positions at Other Companies)	Number of the Company's Shares Held
5	Makoto Naruke (September 4, 1955)	Sep. 1982 Joined ASCII CORPORATION Oct. 1982 Dispatched to ASCII Microsoft Co., Ltd. Jun. 1986 Joined Microsoft Co., Ltd., General Manager, OEM Sales Division Sep. 1990 Director and General Manager, Marketing Division Nov. 1991 President and Representative Director May 2000 Director and Special Advisor May 2000 President and CEO, Inspire Corporation (incumbent) Jun. 2000 Director, SQUARE CO., LTD. (currently SQUARE ENIX CO., LTD.) Apr. 2003 Director, SQUARE ENIX CO., LTD. (incumbent)	0 share

- Notes:
1. There are no special interests between any candidate and the Company.
 2. Makoto Naruke is nominated as an outside director.
 3. Makoto Naruke is nominated as an outside director with the objective of reflecting his abundant experience and broad-ranging insight as a corporate executive in the Company's management.
 4. Makoto Naruke will have served as an outside director of the Company for a term of five years upon the close of this Annual Shareholders' Meeting.
 5. The Company has entered into a liability limitation agreement with Makoto Naruke that limits his liability to a maximum of 10 million yen or the amount prescribed by law, whichever is greater. If Mr. Naruke is elected, the Company plans to extend the term of that agreement.

[Translation for Reference and Convenience Purposes Only]

Third Item: Approval of the Plan for an Incorporation-Type Company Split

1. Reason for the incorporation-type company split

It is crucial for the Company to achieve mid- to long-term growth while maintaining profitability through the provision of high-quality, sophisticated content and services. However, the business environment has been changing as a result of increasingly diversified customer preferences and swiftly advancing technological innovation due to the rapid development of an IT and telecommunications infrastructure.

Within said business environment, the Company has determined it indispensable to implement a group company management system under which each member company's profitability and accountability are clearly measured, and strategic alliances, including capital affiliations with third parties, are facilitated. The Company, therefore, has decided to implement a pure holding company system.

The Company will become a holding company as of October 1, 2008, by changing its trade name to SQUARE ENIX HOLDINGS CO., LTD. At the same time, SQUARE ENIX CO., LTD., a new company to be incorporated by the company split will succeed to the businesses of the Company.

2. Outline of the plan for the incorporation-type company split

Plan for the Incorporation-Type Company Split (Copy)

SQUARE ENIX CO., LTD. (hereinafter "SQEX"; will change its trade name to SQUARE ENIX HOLDINGS CO., LTD., as of October 1, 2008), has prepared a plan for an incorporation-type company split (hereinafter the "Company Split Plan") with regard to an incorporation-type company split (hereinafter the "Company Split"), according to which SQEX will incorporate the new SQUARE ENIX CO., LTD. (hereinafter "New SQEX") by the Company Split that will succeed to rights and obligations held by SQEX regarding the existing businesses currently engaged in by SQEX, which consists of Games (offline), Games (online), Mobile Phone Content, Publication and Others (hereinafter the "Businesses").

Article 1 (Matters to Be Stipulated in the Articles of Incorporation of New SQEX)

The purposes, trade name, location of the head office, total number of shares authorized to be issued and other matters to be stipulated in the Articles of Incorporation of New SQEX shall be as described in Attachment 1, "Articles of Incorporation."

Article 2 (Names of Initial Directors and Corporate Auditors and Names of Accounting Auditors at the Incorporation of New SQEX)

The intended directors, corporate auditors and the Accounting Auditors of New SQEX at its incorporation shall be as follows:

(Directors at incorporation)	Yoichi Wada, Keiji Honda, Yosuke Matsuda and Yukinobu Chida
(Corporate auditors at incorporation)	Ryoichi Kobayashi and Nobuhiro Saito
(Accounting Auditors at incorporation)	Ernst & Young ShinNihon

Article 3 (Assets, Liabilities, Employment Agreements and Other Rights and Obligations to Be Succeeded)

1. Upon the Company Split, New SQEX shall succeed to from SQEX the assets, liabilities, employment agreements and other rights and obligations of SQEX (hereinafter the "Rights and Obligations"), which are stated in Attachment 2, "Schedule of Rights and Obligations To Be Succeeded."
2. Notwithstanding the preceding paragraph 1, any assets, liabilities, employment agreements and/or other rights and obligations that cannot be succeeded due to legal restrictions or under ordinance shall not be succeeded by New SQEX.
3. SQEX will be jointly and severally liable for all liabilities to be succeeded by New SQEX: provided, however, that the ultimate obligor of the said obligations shall be New SQEX as between SQEX and New SQEX.

Article 4 (Shares to Be Issued upon the Company Split)

New SQEX shall issue 30,000 shares of its common stock to SQEX upon the Company Split.

[Translation for Reference and Convenience Purposes Only]

Article 5 (Stated Capital and Reserves of New SQEX)

The amounts of stated capital and reserves of New SQEX shall be as shown below; provided, however, that the amounts may be changed taking into account the assets and liabilities of SQEX on the date of incorporation (as defined in Article 6 below).

- | | |
|---------------------------|--------------------------------------------------------------------------------------------------|
| 1. Stated Capital: | ¥1,500,000,000 |
| 2. Capital Reserve: | ¥0 |
| 3. Other Capital Surplus: | Amount to be obtained by reducing the Stated Capital from the paid-in capital upon incorporation |

Article 6 (Date of Incorporation of New SQEX)

The day on which New SQEX shall be registered for incorporation (hereinafter the “Date of Incorporation”) shall be October 1, 2008. If required due to unavoidable reasons such as procedural necessity, the Date of Incorporation may be changed.

Article 7 (Duty of Non-competition)

SQEX shall not assume the duty of non-competition with New SQEX under the Companies Act with regard to the Businesses on or after the Date of Incorporation.

Article 8 (Modification and Cancellation to the Conditions)

Should any material changes take place with regard to the Rights and Obligations due to any vis major or other reasons during the period from the completion of the Company Split Plan to the Date of Incorporation, SQEX may modify the relevant substance of the Company Split Plan or cancel the Company Split, as necessary.

Article 9 (Others)

SQEX may determine any other matters required for or necessary to the Company Split, in addition to the matters set forth herein in compliance with the purpose of the Company Split.

May 23, 2008

Yoichi Wada,
President and Representative Director
SQUARE ENIX CO., LTD.
3-22-7, Yoyogi, Shibuya-ku, Tokyo

[Translation for Reference and Convenience Purposes Only]

(Attachment 1) Articles of Incorporation of SQUARE ENIX CO., LTD.

**Articles of Incorporation
of
SQUARE ENIX CO., LTD.**

CHAPTER 1: General Provisions

(Trade Name)

Article 1 The trade name of the Company shall be *Kabushiki Kaisha* SQUARE ENIX, and in English it shall be SQUARE ENIX CO., LTD.

(Purpose)

Article 2 The purpose of the Company shall be to engage in the following businesses:

1. Planning, development, production and sale of software products and content, as well as provision of various information services;
2. Publication and printing;
3. Planning, development, manufacturing, distribution, sales, and lease of indoor/outdoor amusement machines;
4. Operation of amusement facilities;
5. Planning, development, manufacturing, distribution, sales and lease of toys, stationery products, textile goods, everyday sundries and electronic/electric appliances;
6. Distribution and sales of goods, and provision of related services over telecommunication systems;
7. Operation of restaurants;
8. Sales of foods, alcoholic beverages, chemical and pharmaceutical products;
9. Cargo transportation;
10. Sales and license of copyrights, patents, trademark rights, design rights, and any other intellectual property rights;
11. Management consulting, education, broadcasting, telecommunication, temporary worker dispatch, advertisement agency, insurance brokerage, real estate, amusement center operation, leisure service, and any other services;
12. Planning, development, production, and sales of products pertaining to, or in connection with those items listed above, as well as provision of related services; and
13. Any businesses pertaining to, or in connection with those items listed above.

(Location of Head Office)

Article 3 The head office of the Company shall be located in Shibuya-ku, Tokyo.

(Organs)

Article 4 The Company shall have the following organs in addition to the shareholders' meeting and directors:

- (1) Board of Directors,
- (2) Corporate Auditors, and
- (3) Accounting Auditors.

(Method of Public Notices)

Article 5 Public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to issue an electronic public notice due to an accident or any other unavoidable reason, public notices of the Company shall be issued in the *Nihon Keizai Shimbun* issued in Tokyo.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 2: Shares

(Total Number of Shares Authorized to Be Issued)

Article 6 The total number of shares authorized to be issued by the Company shall be 120,000 shares.

(Issuance of Share Certificates)

Article 7 The Company shall not issue share certificates pertaining to its shares.

(Restriction on Transfer of Shares)

Article 8 Transfer of any shares of the Company shall require the approval of the Board of Directors.

(Entry of Name Change for Shares)

Article 9 In requesting an entry of name change for shares of the Company, a written request in the form designated by the Company must be submitted, together with a document evidencing the cause for acquisition thereof.

(Registration of a Pledge and Indication of Trust Property)

Article 10 In requesting the registration of a pledge or the indication of trust property with respect to the shares of the Company, a written request in the form designated by the Company must be submitted. The same procedure shall apply to the deletion of registration or the indication described thereon.

(Fee)

Article 11 In case the requests, as set forth in the foregoing two (2) articles, are made to the Company, a fee designated by the Company must be paid for each.

(Record Date)

Article 12 1) The Company shall deem those shareholders with voting rights who are listed or recorded in the last shareholder registry as of March 31 of each year to be shareholders entitled to exercise voting rights at the annual shareholders' meeting pertaining to the aforesaid fiscal year.
2) In addition to the preceding paragraph 1, whenever necessary, upon giving prior public notice, the Company may fix the shareholders or registered pledgees on shares whose name appears or is recorded in the last shareholder registry as of another record date as the shareholders who are entitled to exercise their rights.

(Notification of Address and Others of Shareholders)

Article 13 Shareholders and registered pledgees of the Company, or statutory agents or representatives thereof, must notify their name, address and registered seal to the Company in the forms designated by the Company.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 3: Shareholders' Meetings

(Convocation)

- Article 14 1) The annual shareholders' meeting of the Company shall be convened within three (3) months from the day immediately following the last day of each fiscal year, and an extraordinary shareholders' meeting shall be convened whenever is deemed necessary.
- 2) In convening a shareholders' meeting, the notice of convocation shall be issued seven (7) days prior to the meeting. Provided, however, that the convocation procedure may be eliminated if all the shareholders with voting rights at such shareholders' meeting have declared the intention of consent in advance.
- 3) Unless otherwise provided for in laws and regulations, the President of the Company shall convene the shareholders' meeting.

(Chairman)

- Article 15 The President shall preside over the shareholders' meeting as chairman. In the event that the President is prevented from so acting, a chairperson shall be elected at the meeting.

(Resolutions)

- Article 16 Unless otherwise provided by laws and regulations or by the Articles of Incorporation, all resolutions of a shareholders' meeting shall be adopted by a majority of voting rights held by the attending shareholders.

(Elimination of Resolution)

- Article 17 In the case a director or a shareholder presents a proposal regarding any agenda item for resolution at a shareholders' meeting, the proposal shall be deemed to have been resolved for adoption thereof if all the shareholders entitled to exercise their voting rights have declared the intention of consent on said agenda item in writing or via an electromagnetic record.

(Exercise of Voting Rights by Proxy)

- Article 18 1) A shareholder may exercise his/her voting rights by authorizing another shareholder with voting rights to act as his/her agent. In this case, a shareholder or his/her agent shall submit to the Company a document evidencing his/her power of attorney for each shareholders' meeting.
- 2) A shareholder shall not allow more than one (1) shareholder to exercise his/her proxy.

(Minutes)

- Article 19 The minutes stating or recording the substance and results of the proceedings such as time, place, corporate officers present and the agenda of the shareholders' meeting, as well as the items stipulated in the ministerial ordinance of the Ministry of Justice, shall be prepared and kept for a period of ten (10) years from the respective dates of the shareholders' meetings by the Company at its head office with signature, name and seal or electronic signature thereon of the chairman and all the directors present.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 4: Directors

(Number of Directors)

Article 20 The number of directors of the Company shall not exceed twelve (12).

(Election of Directors)

- Article 21
- 1) Directors of the Company shall be elected by a shareholders' meeting resolution.
 - 2) The resolutions for the election of directors in the preceding paragraph 1) shall be adopted by a majority vote of shareholders present holding not less than one-third (1/3) of the shares with voting rights held by shareholders entitled to exercise their voting rights at a shareholders' meeting.
 - 3) Resolutions for the election of directors shall not be by cumulative voting.

(Term of Office of Directors)

- Article 22
- 1) The term of office of directors shall expire at the close of an annual shareholders' meeting relating to the last fiscal year that ends within one (1) year after their election to office.
 - 2) The term of office of directors who are elected to fill vacancies or in addition to those already in office shall be the same as the remaining terms of office of other directors in office.

(Representative Directors and Directors with Titles)

- Article 23
- 1) The Company may, upon resolution of the Board of Directors, appoint from amongst the directors one (1) Chairman of the Board of Directors, one (1) Vice Chairman, one (1) President and several Executive Vice Presidents, Executive Directors and Managing Directors.
 - 2) The President shall represent the Company.
 - 3) The Company may, upon resolution of the Board of Directors, appoint other Representative Directors from amongst the directors with titles in the preceding paragraph 1).

(Remunerations for Directors)

Article 24 Financial profits that the Company shall pay in consideration for execution of duties on corporate affairs (hereinafter "Remunerations") to directors shall be determined by a shareholders' meeting resolution.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 5: Board of Directors

(Authority of the Board of Directors)

Article 25 Important matters in executing duties on business affairs of the Company shall be determined by resolutions of the Board of Directors.

(Convocation of Meetings of the Board of Directors)

- Article 26
- 1) Unless otherwise provided for in laws and regulations, the President shall convene the meetings of the Board of Directors and act as the chairman thereof. In the event that the President is prevented from so acting, another director, in accordance with an order of priority previously determined by resolution of the Board of Directors, shall act as the chairman thereof.
 - 2) Notice of convocation for a meeting of the Board of Directors shall be given to all directors and corporate auditors three (3) days prior to each meeting; provided, however, that this period may be shortened in case of emergency.
 - 3) Meetings of the Board of Directors may be held without following the procedures for convening a meeting if all the directors and corporate auditors have given prior consent thereon.

(Resolutions of the Board of Directors)

- Article 27
- 1) Resolutions of the Board of Directors shall be adopted by a majority of the directors present given that the attending directors shall constitute in number a majority of the total number of directors.
 - 2) In the case a director has presented a proposal regarding any agenda item to be resolved at the meeting of the Board of Directors in accordance with Article 370 of the Companies Act, the proposal shall be deemed to have been resolved for adoption thereof at the meeting of the Board of Directors if all the directors (limited to those who are entitled to participate in voting thereof) have declared the intention of consent on said agenda item in writing or via an electronic record (excluding cases where any corporate auditor has expressed an objection thereto).

(Minutes of the Board of Directors Meetings)

- Article 28
- 1) The chairman, directors and corporate auditors present shall inscribe their name and affix their seal or put their electronic signature on the minutes stating or recording the substance and results of the proceedings at the meetings of the Board of Directors.
 - 2) The minutes of the Board of Directors shall be kept by the Company at its head office for a period of ten (10) years from the date of relevant meeting of the Board of Directors.

(Board of Directors Regulations)

Article 29 The matters concerning the Board of Directors shall be governed by, in addition to laws and regulations or the Articles of Incorporation, the Board of Directors Regulations established by the Board of Directors.

(Limitation of Liabilities of Directors)

Article 30 Pursuant to the provision of Article 426, Paragraph 1 of the Companies Act, the Company may release its directors (including former directors) from liabilities for damages to the extent permitted by laws and regulations, in accordance with resolutions of the Board of Directors.

(Limitation of Liabilities of Outside Directors)

Article 31 Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the outside directors to limit his/her liability for damages; provided, however, that the limit of the liability under such an agreement shall be a predetermined amount that is ¥10,000,000 or more or an amount set by relevant laws and regulations, whichever is greater.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 6: Corporate Auditors

(Number of Corporate Auditors)

Article 32 The number of corporate auditors of the Company shall not exceed four (4).

(Election of Corporate Auditors)

Article 33 1) Corporate auditors shall be elected by a shareholders' meeting resolution.
2) The resolutions for the election of corporate auditors in the preceding paragraph 1) shall be adopted by a majority vote of shareholders present holding not less than one-third (1/3) of the shares with voting rights held by shareholders entitled to exercise their voting rights at a shareholders' meeting.

(Term of Office of Corporate Auditors)

Article 34 1) The term of office of corporate auditors shall expire at the close of an annual shareholders' meeting relating to the last fiscal year that ends within four (4) years after their election to office.
2) The term of office of a corporate auditor who is elected to fill a vacancy shall be the same as the remaining term of office of the retired predecessor.

(Remunerations for Corporate Auditors)

Article 35 Remunerations for corporate auditors shall be determined by a shareholders' meeting resolution.

(Limitation of Liabilities of Corporate Auditors)

Article 36 1) Pursuant to the provision of Article 426, Paragraph 1 of the Companies Act, the Company may release its corporate auditors (including former corporate auditors) from liabilities for damages to the extent permitted by laws and regulations, in accordance with resolutions of the Board of Directors.
2) Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the outside corporate auditors to limit his/her liability for damages; provided, however, that the limit of the liability under such an agreement shall be a predetermined amount that is ¥10,000,000 or more or an amount set by relevant laws and regulations, whichever is greater.

CHAPTER 7: Accounts

(Fiscal Year)

Article 37 The fiscal year of the Company shall commence on April 1 of each year and shall end on March 31 of the following year.

(Record Date for the Appropriation of Surplus)

Article 38 1) The record date for payment of year-end dividends shall be March 31 of each year.
2) The record date for payment of interim dividends shall be September 30 of each year.
3) In addition to the provisions of the two (2) preceding paragraphs, the Company may pay dividends from surplus by specifying another record date.

(Prescription Period for Payment of Dividends, etc.)

Article 39 1) If, in cases where the property for dividends is cash, the payment thereof remains unclaimed for three (3) full years after the date of commencement of the payment, the Company shall be released from the obligation to make such payment.
2) No interest shall accrue on dividends from surplus.

[Translation for Reference and Convenience Purposes Only]

CHAPTER 8: Supplementary Provisions

(Shares to Be Issued at the Incorporation)

Article 40 The total number of shares to be issued upon the incorporation of the Company shall be as follows:

Number of shares to be issued: 30,000 shares

(Initial Fiscal Year)

Article 41 The initial fiscal year of the Company shall be from the Date of Incorporation to March 31, 2009.

[Translation for Reference and Convenience Purposes Only]

(Attachment 2) Schedule of Rights and Obligations to Be Succeeded

Upon the Company Split, New SQEX shall succeed to from SQEX the assets, liabilities, employment agreements, and any other rights and obligations of SQEX described below, which are belonging to the Businesses as of the Date of Incorporation.

The value and amounts of assets and liabilities, which are included in the Rights and Obligations to be succeeded, are evaluated based on the computations of the balance sheet and other financial statements as of March 31, 2008, and shall be finally ascertained by adding or subtracting increases/decreases that will have accrued until the day immediately preceding the Date of Incorporation.

1. Assets and liabilities to be succeeded

(1) Current assets

- i) A part of cash and deposits belonging to the Businesses.
- ii) Accounts receivable, inventories, content production account, supplies, prepaid expenses, deferred tax assets, other accounts receivable, allowance for doubtful accounts and all other current assets that belong to the Businesses.

(2) Non-current assets

- i) Property and equipment
Property and equipment such as buildings, tools, equipment and fixtures and other property and equipment that belong to the Businesses.
- ii) Intangible assets
Software and all other intangible assets that belong to the Businesses.
- iii) Investments and other assets
Affiliated company shares, long-term loans, long-term prepaid expenses, investments in voluntary partnerships, deposits, allowance for doubtful accounts and all other investments and other assets that belong to the Businesses. However, affiliated company shares with regard to SQUARE ENIX OF AMERICA HOLDINGS, INC., SQUARE ENIX LTD., SQUARE ENIX (China) CO., LTD., SQUARE ENIX WEBSTAR NETWORK TECHNOLOGY (BEIJING) CO., LTD., Taito Corporation, Community Engine Inc., StyleWalker, Inc., Smile lab Inc., and SG lab Inc. shall be excluded.

(3) Current liabilities

Accounts payable, other accounts payable, accrued expenses, deposits received, reserve for bonuses, allowance for sales returns and all other current liabilities that belong to the Businesses.

(4) Non-current liabilities

Allowance for retirement benefits and long-term deposits received that belong to the Businesses.

2. Employment agreements to be succeeded

Upon the Company Split, New SQEX shall succeed to the employment agreements between SQEX and all its employees as well as related rights and obligations thereunder.

[Translation for Reference and Convenience Purposes Only]

3. Other rights and obligations to be succeeded

(1) Intellectual property rights (excluding those succeeded pursuant to Item 1. above)

Copyrights (including those set forth in Articles 27 and 28 of the Copyright Act), neighboring rights, trademark rights, patents, domain names, utility model rights, know-how, design rights and all other intellectual property rights (including rights to have registration for all the aforementioned rights) throughout the world; provided, however, that the intellectual property rights mentioned below in i) and ii) shall be excluded. Furthermore, SQEX shall grant license to New SQEX the right to exploit the intellectual property rights that are held by SQEX as of the Date of Incorporation and are recognized by SQEX as necessary for New SQEX's operation of the Businesses.

- i) Major trademark rights and other trademark rights under which such major trademark rights are included as major components and for which SQEX has filed applications or registered in worldwide countries including Japan,; and
- ii) Major domain names that SQEX has already registered with the competent authorities in worldwide countries including Japan.

(2) Contracts other than the employment agreements

New SQEX shall succeed to contractual status and the rights and obligations pertaining thereto with regard to the sub-contract agreements, service agreements, license agreements, development entrustment agreements, production agreements, distribution agreement, rental agreements, sales agreements, trading agreements, master trading agreements, lease contracts, loan agreements and all other agreements belonging to the Business (excluding those enumerated below).

- i) Stock option agreements for directors and employees of SQEX, New SQEX and their subsidiaries;
- ii) Guarantee agreements, loan agreements with subsidiaries and affiliated companies, joint venture agreements, accounting audit agreements, real estate rental/leasing contracts with subsidiaries and affiliated companies, several personnel-related contracts, contracts on stock-handling-related clerical operations, several contracts on banking transactions, several insurance contracts, convertible bond-related contracts; and
- iii) Other contracts in association with the assets (excluding intellectual property) and liabilities that are not succeeded by New SQEX.

(3) Regulatory permits and licenses

New SQEX shall succeed to all the permits, licenses, approvals, registrations, notifications and others that are related to the Businesses, in accordance with relevant laws and regulations.

3. Outline of the substance set forth in Article 205 of the Enforcement Regulations of the Companies Act

(1) Propriety of the consideration

i) Total number of the consideration

The Company will become a holding company as of October 1, 2008, changing its trade name to SQUARE ENIX HOLDINGS CO., LTD (hereinafter "SQEX"). At the same time, SQUARE ENIX CO., LTD., (hereinafter "New SQEX") a new company to be incorporated by an incorporation-type company split (hereinafter "Company Split"), will succeeds to rights and obligations in whole in connection with the businesses of SQEX.

New SQEX will newly issue 30,000 shares of common stock upon the Company Split and deliver them in whole to SQEX. The number of shares of common stock to be issued by New SQEX is permitted to be voluntarily determinable because the net assets of SQEX will not change due to the Company Split and all these shares will be delivered to SQEX. As a result, such number has been determined to be 30,000 by taking into account certain important factors such as the assets and liabilities to be succeeded by New SQEX.

ii) Propriety of the amounts of stated capital and capital reserve etc. for New SQEX

The amounts of stated capital and capital reserve additional paid-in capital for the newly established corporation via an incorporation-type company split have been determined as indicated below, from the viewpoint of achieving agile and flexible capital policy in view of the assets to be assumed by the Company that will be established via an incorporation-type company split and future business activities.

[Translation for Reference and Convenience Purposes Only]

(1) Stated Capital:	¥1,500,000,000
(2) Capital Reserve:	¥0
(3) Other Capital Surplus:	Amount to be obtained by reducing the stated capital and capital reserve from the paid-in capital at incorporation

The Company believes that the above items i) and ii) are appropriate.

[Translation for Reference and Convenience Purposes Only]

Fourth Item: Approval of Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

- (1) On the condition that the Third Item of the meeting agenda is approved by this Annual Shareholders' Meeting, the Company intends to cause the new SQUARE ENIX CO., LTD., a newly established corporation that will be incorporated via an incorporation-type company split, to assume the existing businesses currently engaged in by the Company, which consist of games, online games, mobile content, publications and others, while becoming itself a holding company. In association with these measures, the Company proposes to change its trade name and purposes.
- (2) The Company proposes to modify the wording and make other alterations in the pursuit of consistency among the style, words and terms used and usage thereof.

The amendments to the Articles of Incorporation shall come into effect as of October 1, 2008, on the condition that the Third Item of the meeting agenda is approved by the meeting as proposed, and the validity of the incorporation-type company split therein takes place as intended herein.

2. Major Amendments

Proposed amendments regarding trade name and purposes of the Company are as follows:

(Underlines indicate amendments.)

Current Provisions	Proposed Amendments
<p>(Corporate Name) Section 1 The corporate name of the Company shall be <u>Kabushiki-gaisha SQUARE ENIX</u>. The corporate name in English shall be <u>SQUARE ENIX CO., LTD.</u></p> <p>(Business Purposes) Section 2 The business purposes of the Company shall be <u>as follows:</u></p> <ol style="list-style-type: none"> 1. <u>Planning, development, production, and sales of software and content, as well as provision of various information services;</u> 2. <u>Publication and Printing;</u> 3. <u>Planning, development, manufacturing, distribution, sales and lease of indoor/outdoor amusement machines;</u> 4. <u>Operation of amusement machine facilities;</u> 5. <u>Planning, development, manufacturing, distribution, sales and lease of toys, stationery products, textile goods, everyday sundries, and electronics/electronic appliances;</u> 6. <u>Distribution and sales of goods, and provisions of related services over telecommunication systems;</u> 7. <u>Operation of restaurants;</u> 8. <u>Sales of foods, alcoholic beverages, chemical and pharmaceutical products;</u> 9. <u>Cargo transportation;</u> 10. <u>Sales and license of copyrights, patents, trademarks, design rights, and any other intellectual property rights;</u> 11. <u>Management consulting, education, broadcasting, telecommunication, temporary worker dispatch,</u> 	<p>(Corporate Name) Section 1 The corporate name of the Company shall be <u>Kabushiki-gaisha SQUARE ENIX HOLDINGS</u>. The corporate name in English shall be <u>SQUARE ENIX HOLDINGS CO., LTD.</u></p> <p>(Business Purposes) Section 2 The business purposes of the Company shall be <u>management and control of companies and any other entities that are engaged in the following businesses, through ownership of shares or interests in those entities, as well as doing any businesses pertaining thereto or in connection therewith:</u></p> <ol style="list-style-type: none"> 1. <u>Planning, development, production, and sales of content;</u> 2. <u>Planning, development, production, and sales of any other products;</u> 3. <u>Planning, development, and provision of various services; and</u> 4. <u>Any other businesses pertaining to or in connection with the items listed above.</u> <p>(2) <u>The Company may be engaged in the businesses listed in the precedent subparagraph, and any other businesses pertaining thereto or in connection therewith.</u></p>

[Translation for Reference and Convenience Purposes Only]

<p><u>advertisement agency, insurance brokerage, real estate, amusement center operation, leisure service, and any other services;</u></p> <p>12. <u>Planning, development, production, and sales of products pertaining to, or in connection with those items listed above, as well as provision of related services; and</u></p> <p>13. <u>Any businesses pertaining to, or in connection with those items listed above.</u></p> <p>(Amendments to the following sections consist only of terminological adjustments, and therefore their translation has been omitted from this document.)</p>	
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

[Translation for Reference and Convenience Purposes Only]

Fifth Item: Approval of Partial Amendments to the Exercise Conditions of the Stock Options

With regard to the stock options being held by the Company's employees whose employment agreements will be succeeded to by SQUARE ENIX CO., LTD., a new corporation that will be incorporated via an incorporation-type company split on the condition that the Third Item of the meeting agenda is approved as proposed, the Company proposes to partially amend the exercise conditions of each stock option so that such employees can continue to exercise their rights to stock options for the Company even after their employment agreements are succeeded to by SQUARE ENIX CO., LTD.

The amendments are as described below. (Underlines indicate amendments.)

1. Stock options that were issued pursuant to the resolution of the Annual Shareholders' Meeting of SQUARE CO., LTD., held on June 22, 2002, and succeeded to by SQUARE ENIX CO., LTD., due to the merger between ENIX CO., LTD., and SQUARE CO., LTD.

Exercise conditions of the stock options:

(Before the amendment)

A person entitled to the stock options shall have a position of director or employee of the Company when he/she exercises the stock options.

(After the amendment)

A person entitled to the stock options shall be a director, an employee, or any other equivalent of the Company or its subsidiary when he/she exercises the stock options.

There is no change in other conditions to exercise the stock options.

2. Stock options that were issued pursuant to the resolution of the Annual Shareholders' Meeting of SQUARE ENIX CO., LTD., held on June 19, 2004.

Exercise conditions of the stock options:

(Before the amendment)

A person entitled to the stock options shall have a position of director or employee of the Company or director or employee of any of SQUARE ENIX U.S.A., INC., SQUARE ENIX EUROPE LTD. or UIEvolution, INC., when he/she exercises the stock options.

(After the amendment)

A person entitled to the stock options shall be a director, an employee, or any other equivalent of the Company or its subsidiary when he/she exercises the stock options.

There is no change in other conditions to exercise the stock options.

3. Stock options that were issued pursuant to the resolution of the Annual Shareholders' Meeting of SQUARE ENIX CO., LTD., held on June 18, 2005 (Series 1 and 2)

Exercise conditions of the stock options:

(Before the amendment)

A grantee of the stock options shall have a position of director or employee of the Company or director or employee of any of SQUARE ENIX, INC., SQUARE ENIX LTD., UIEvolution, INC., or SQUARE ENIX (China) CO., LTD., when he/she exercises the stock options.

(After the amendment)

A grantee of the stock options shall be a director, an employee, or any other equivalent of the Company or its subsidiary when he/she exercises the stock options.

There is no change in other conditions to exercise the stock options.

In addition to the stock options above, there are also stock options issued pursuant to the resolution of the Board of Directors meeting held on November 19, 2007 (Series 4 and 5). However, there is no change in the conditions to exercise the stock options as they include the same conditions as described above.

[Translation for Reference and Convenience Purposes Only]

Sixth Item: Determination of Contents and Amount of Non-Monetary Remunerations for Directors as Stock-Compensation-Type Options

The Company reviewed the current remuneration system for directors and corporate auditors and resolved, at the Board of Directors meeting held on May 23, 2008, to abolish, as of the close of this Annual Shareholders' Meeting, the current retirement benefit program, which is generally understood that such a program is seniority-oriented, for those corporate officers and to plan to introduce an incentive stock option to directors as stock-compensation type options for the purposes of sharing the merits and risks of stock price changes with our shareholders and thereby further strengthening the directors' motivation and incentive to contribute to the improvement of the share price and Company profits.

As a consequence, the Company proposes an amendment of contents and amount of the non-monetary remunerations of directors as stock options (250 million yen per annum) that were approved at the 27th Annual Shareholders' Meeting held on June 23, 2007 to the effect that stock-compensation-type stock options subject to not more than 90,000 shares of the Company's common stock (hereinafter the "Stock Options") are issued, provided that the eligible directors will be entitled to exercise the Stock Options on and after the day following their retirement date and further that the amount to be paid upon the exercise of each Stock Option shall be one (1) yen per share. The Stock Options will be issued in addition to the monetary remunerations of directors that were approved at the 26th Annual Shareholders' Meeting held on June 24, 2006.

The Stock Options shall be subject to annual limitation of 250 million yen per annum (the non-monetary remunerations for outside directors shall not exceed 125 million per annum, and the non-monetary remunerations for other directors shall not exceed the amount calculated by deducting the aggregate amount actually paid to outside directors in a certain year from 250 million yen per annum), calculated as the product of the number of the allotted Stock Options and the fair values thereof, which are derived from the application of the Black-Scholes option pricing model.

The number of incumbent directors is five (5) (including one (1) outside director), and will not change in the event that the Second Item is approved at this Annual Shareholders' Meeting.

- (1) Type and the total number of shares to be issued if the Stock Options are fully exercised
The total number of shares of common stock to be issued upon the exercise of the Stock Options shall not exceed 90,000 per annum.
In the event that the Company conducts a stock split, a reverse stock split or any appropriate adjustment of the number of shares issued and outstanding, the Company shall take certain measures that the Company deems necessary.
- (2) Number of the Stock Options to be granted
The number of the Stock Options to be granted shall not exceed 900 per annum. The number of shares to be issued upon the exercise of each Stock Option (hereinafter the "Number of Shares Granted") shall be 100, provided, however, that the Number of Shares Granted shall be similarly adjusted in the event that the total number of shares to be issued upon the exercise of the Stock Options is adjusted as provided in (1) above.
- (3) Amount to be paid for the grant of the Stock Options
The directors are not required to pay money in consideration of the grant of the Stock Options.
- (4) The amount of capital contribution to be invested upon the exercise of each Stock Option
The amount of capital contribution to be invested upon the exercise of a Stock Option shall be the product of the amount to be paid per share (one (1) yen) to be issued upon the exercise of the Stock Options multiplied by the Number of Shares Granted.
- (5) Exercise period for the Stock Options
The Stock Options shall be exercisable for a period within twenty (20) years from the date of allocation of such Stock Options, which shall be designated by resolution of the Board of Directors.
- (6) Exercise conditions of the Stock Options
 - (i) A grantee of the Stock Options may exercise the Stock Options for a period of only one (1) year on and after the day following the date when he/she leaves the position as the Company's director.
 - (ii) If a grantee of the Stock Options dies, the Stock Options may be inherited to his/her heir(s).
 - (iii) Other conditions to exercise the Stock Options shall be determined in the Stock Options agreement to be entered into by and between each grantee of the Stock Options and the Company.

[Translation for Reference and Convenience Purposes Only]

(7) Limitations on the transfer or assignment of the Stock Options

The transfer or assignment of the Stock Options is subject to approval by the Board of Directors.

(8) Other details of the Stock Options

Other details regarding the Stock Options shall be determined by the Board of Directors, which will determine the subscription matters for the Stock Options.

Seventh Item: Approval of Payment of Final Retirement Remuneration to Directors and Corporate Auditors due to the Abolition of the Retirement Benefit Program

As mentioned above in the Sixth Item, the Company resolved, at the Board of Directors meeting held on May 23, 2008, to abolish the retirement benefit program for directors and corporate auditors as of the close of this Annual Shareholders' Meeting.

Consequently, the Company proposes that final retirement benefit be paid to five (5) directors; Yoichi Wada, Keiji Honda, Yosuke Matsuda, Yukinobu Chida and Makoto Naruke, and four (4) corporate auditors, Ryoichi Kobayashi, Tamotsu Iba, Norikazu Yahagi and Ryuji Matsuda, in consideration of their service to the Company with regard to their tenure until the close of this Annual Shareholders' Meeting in amounts within a reasonable range and in accordance with the Company's retirement benefit program rules .

Presentation timing shall be when each eligible officer retires from his position, and the specific amounts of benefit and the method of payment shall be entrusted to the Board of Directors for the directors, and to deliberation among the corporate auditors for the corporate auditors.

The career summary of the eligible directors and corporate auditors is as follows:

Name	Career Summary	
Yoichi Wada	Apr. 2003	President and Director (incumbent)
Keiji Honda	Jun. 1998	Director
	Oct. 2000	President and Director
	Apr. 2003	Executive Vice President and Director (incumbent)
Yosuke Matsuda	Jun. 2004	Director (incumbent)
Yukinobu Chida	Aug. 1982	Director
	Apr. 1989	Managing Director
	Jul. 1992	Executive Director
	Oct. 2000	Vice Chairman and Director
	Oct. 2002	Director (incumbent)
Makoto Naruke	Apr. 2003	Director (incumbent)
Ryoichi Kobayashi	Jun. 2007	Corporate Auditor (incumbent)
Tamotsu Iba	Apr. 2003	Corporate Auditor (incumbent)
Norikazu Yahagi	Apr. 2003	Corporate Auditor (incumbent)
Ryuji Matsuda	Jun. 2007	Corporate Auditor (incumbent)

- END -