

The following is an unofficial English translation of the Notice of Convocation at the 12th Ordinary General Meeting of Shareholders of Jupiter Telecommunications Co., Ltd., held on March 28, 2006. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

March 13, 2006

To Those Shareholders with Voting Rights

Tomoyuki Moriizumi
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Jupiter Telecommunications Co., Ltd.
1-30, Shiba Daimon 1-chome, Minato-ku,
Tokyo

NOTICE OF THE 12TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 12th Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the Exercise of Voting Rights, indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, impress your seal thereon and return the form by March 27, 2006.

- 1. Date and Time** 10 a.m., Tuesday, March 28, 2006
- 2. Place** Akasaka Prince Hotel, Goshiki 2F, Goshikinoma
1-2, Kioi-cho, Chiyoda-ku, Tokyo
- 3. Agenda of the Meeting:**
- Matters to be reported:**
- (1) The Business Report, the Consolidated Balance Sheet, the Consolidated Statement of Income and Audit Reports of the Accounting Auditor and the Board of Statutory Auditors for the Consolidated Statutory Reports for the 12th Fiscal Term (from January 1, 2005, to December 31, 2005)
 - (2) The Non-Consolidated Balance Sheet and the Non-Consolidated Statement of Income for the 12th Fiscal Term (from January 1, 2005, to December 31, 2005)

Proposals to be resolved:

- Proposal No. 1:** Approval of the Proposal for Disposition of Deficit for the 12th Fiscal Term
- Proposal No. 2:** Reduction of Capital Reserve
(The general nature of the proposal is described on page 3 of the attached Reference Documents for the Exercise of Voting Rights.)
- Proposal No. 3:** Partial Amendments to the Articles of Incorporation
(The general nature of the proposal is described on pages 3–14 of the attached Reference Documents for the Exercise of Voting Rights.)
- Proposal No. 4:** Election of 13 Directors

- Proposal No. 5:** Election of One Statutory Auditor
- Proposal No. 6:** Granting of Retirement Benefits to Retiring Director
- Proposal No. 7:** Presentation of Retirement Benefits to Retiring Directors and Statutory Auditors for Termination Resulting from the Abolition of the Retirement Benefits System for Directors and Statutory Auditors
- Proposal No. 8:** Issuance of the Stock Acquisition Rights as Stock-Compensation-Type Stock Options
(The general nature of the proposal is described on pages 19–21 of the attached Reference Documents for the Exercise of Voting Rights.)

When you attend the 12th Ordinary General Meeting of Shareholders of the Company, please submit the enclosed form of Proxy Card at the reception desk.

Reference Documents for the Exercise of Voting Rights

1. Total number of voting rights held by all shareholders: 6,363,800

2. Proposals and references

Proposal No. 1: Approval of the Proposal for Disposition of Deficit for the 12th Fiscal Term

The details of this proposal are as stated on page 33 of the translation of Business Report 2005.

Though the Company has tried to be profitable for the last fiscal term, a current loss has been reported for two consecutive years due to one-time write-off of fees related to former syndicated loans as a result of subsequent refinancing.

Proposal No. 2: Reduction of Capital Reserve

To eliminate the loss brought forward and enable the implementation of a flexible capital strategy in the future, it is proposed, pursuant to Article 289, Paragraph 2, of the Commercial Code, that the Company reduce ¥60,396,000,000, which is more than one-fourth of the capital, from the capital reserve and, out of that reduction, allocate ¥18,166,218,910 to replenish the capital deficiency and transfer ¥42,229,781,090 to other capital surplus.

Proposal No. 3: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

- (1) In anticipation of the upcoming implementation of the Corporate Law (Law No. 86 of 2005) enacted on July 26, 2005, relevant additions and modifications will be made as follows.
- (2) Based on the implementation of the Corporate Law, in the case of a company acquiring its own shares from a certain shareholder, the company may, by a provision in its articles of incorporation, eliminate the requirement that all shareholders be permitted to add themselves as sellers for such transaction. Regarding this point, paragraph 7 will be newly added in the current Article 10 (the amended Article 11) concerning Preferred Shares.
- (3) In order to clarify that general meetings of shareholders shall be convened in Minato-ku, Tokyo or an area adjacent thereto, Paragraph 2 will be newly added in the current Article 11 (the amended Article 12).
- (4) Based on the implementation of the Corporate Law, as written resolutions of the board of directors will now be permitted, Paragraph 3 will be newly added in the current Article 19 (the amended Article 22).
- (5) In order to ensure notification of board of statutory auditors meetings, the notice time for convocation will be shortened to that provided in the Corporate Law.
- (6) Based on the implementation of in the Corporate Law, a company's articles of incorporation may excuse the liability of the accounting auditor by a resolution of the board of directors, and may provide for matters regarding execution of liability limitation agreements with an outside statutory auditor and with the accounting auditor. In order to enable the outside auditors and accounting auditor to sufficiently fulfill their roles, Paragraph 2 in the current Article 27 (the amended Article 31) and Article 33, titled Accounting Auditor, will both be newly added.
- (7) As there is no longer any director or statutory auditor to whom current supplementary provisions Articles 32 and 33 apply, these two Articles will be deleted.

(8) In order to designate the date of effectiveness of the above modifications, a supplementary provision, Article 38, will be added.

(9) In addition to the above, the article entitled Standing Statutory Auditors will be deleted, technical modifications will be made to the words and expressions, and the articles will be renumbered due to the insertion of new provisions.

2. The amendments and the reasons therefor are shown below.

(Changes are underlined.)

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>ARTICLE 4. METHOD OF PUBLIC NOTICE</p> <p>All public notices by the Company shall be made in the “Nihon Keizai Shinbun”.</p>	<p>ARTICLE 4. METHOD OF PUBLIC NOTICE</p> <p>All public notices by the Company shall be made in the “Nihon Keizai Shinbun” (*1)</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<p>ARTICLE 5. TOTAL NUMBER OF SHARES</p> <p>(1) The Company is authorized to issue common shares as well as <u>dividend preferred shares</u> (the “Preferred Shares”) as provided in Article <u>10</u> hereof.</p> <p>(2) The total number of shares authorized to be issued by the Company shall be 20,000,000 shares, consisting of 15,000,000 common shares and 5,000,000 Preferred Shares; <u>provided that if any Preferred Shares or common shares are retired, the number of shares so retired shall be subtracted from the total number of shares authorized to be issued.</u></p>	<p>ARTICLE 5. TOTAL NUMBER OF SHARES <u>AUTHORIZED TO BE ISSUED</u></p> <p>(1) The Company is authorized to issue common shares as well as preferred shares (the “Preferred Shares”) as provided in Article <u>11</u> hereof.</p> <p>(2) The total number of shares authorized to be issued by the Company shall be 20,000,000 shares, consisting of 15,000,000 common shares and 5,000,000 Preferred Shares.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<p>[New Provision]</p>	<p><u>ARTICLE 6. ISSUANCE OF SHARE CERTIFICATES</u></p> <p><u>The Company shall issue share certificates in connection with its shares.</u></p>	In anticipation of the upcoming implementation of the Corporate Law, a new provision will be added.
<p>ARTICLE <u>6</u>. PURCHASE OF COMPANY’S OWN SHARES</p> <p>The Company may purchase shares of the Company when such purchase is resolved at a meeting of the Board of Directors, as stipulated in Article <u>211-3</u>, paragraph <u>1</u>, item <u>2</u> of the <u>Commercial Code</u>.</p>	<p>ARTICLE <u>7</u>. PURCHASE OF COMPANY’S OWN SHARES</p> <p>The Company may purchase shares of the Company when such purchase is resolved at a meeting of the Board of Directors, as stipulated in Article <u>165</u>, paragraph 2 of the <u>Corporate Law</u>.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<p>ARTICLE <u>7</u>. SHARE HANDLING RULES</p> <p>The denomination of share certificates to be issued by the Company, <u>registration of transfers of shares</u>, handling of requests for purchase of fractional shares and any other procedures for shares and fractional shares, as well as fees and charges therefor, shall be governed by laws, regulations, these Articles of</p>	<p>ARTICLE <u>8</u>. SHARE HANDLING RULES</p> <p>The denomination of share certificates to be issued by the Company, <u>entering into or recording onto the shareholders’ register</u> (as used herein, this term includes <u>the register of beneficial shareholders</u>), handling of requests for purchase of fractional shares and any other procedures for shares and fractional shares, as well as</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
Incorporation or the Share Handling Rules established by the Board of Directors.	fees and charges therefor, shall be governed by laws, regulations, these Articles of Incorporation or the Share Handling Rules established by the Board of Directors.	
<p><u>ARTICLE 8. TRANSFER AGENT</u></p> <p>(1) The Company shall have a <u>transfer agent for its shares and fractional shares.</u></p> <p>(2) The <u>transfer agent</u> and its place of business shall be designated by resolution of the Board of Directors.</p> <p>(3) The shareholders' register (<u>as used herein, this term includes the register of beneficial shareholders</u>), the register of fractional shares and the lost-share-certificate register of the Company shall be kept at the place of business of the <u>transfer agent, and</u> any clerical matters for shares <u>and</u> fractional shares, such as registration of transfers of shares, registration of pledges, recording of trust assets, delivery of share certificates, acceptance of notifications, and requests for purchase of fractional shares, shall be handled by the <u>transfer agent</u> and not directly by the Company.</p>	<p><u>ARTICLE 9. SHAREHOLDERS' REGISTER MANAGER</u></p> <p>(1) The Company shall have a <u>shareholders' register manager.</u></p> <p>(2) The <u>shareholders' register manager</u> and its place of business shall be designated by resolution of the Board of Directors.</p> <p>(3) The shareholders' register, the register of fractional shares, <u>the share purchase warrant register</u> and the lost-share-certificate register of the Company shall be kept at the place of business of the <u>shareholders' register manager, and entering into or recording onto the shareholders' register, the register of fractional shares, the share purchase warrant register and the lost-share-certificate register of the Company</u> or any clerical matters for shares, <u>fractional shares and share purchase warrants</u>, such as registration of transfers of shares, registration of pledges, recording of trust assets, delivery of share certificates, acceptance of notifications, and requests for purchase of fractional shares, shall be handled by the <u>shareholders' register manager</u> and not directly by the Company.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<p><u>ARTICLE 9. RECORD DATE</u></p> <p>(1) The Company shall regard those shareholders (as used herein, this term includes beneficial shareholders) having voting rights whose names have been entered or recorded in the last shareholders' register as at the <u>closing of accounts</u> of each year as the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders held with respect to the <u>closing of accounts for the</u> year.</p> <p>(2) In addition to the preceding paragraph, the Company may temporarily fix a record date by giving prior public notice if so required to determine those entitled to exercise their right as shareholders, registered pledgees or holders of fractional shares.</p>	<p><u>ARTICLE 10. RECORD DATE</u></p> <p>(1) The Company shall regard those shareholders (as used herein, this term includes beneficial shareholders) having voting rights whose names have been entered or recorded in the last shareholders' register as at the <u>final day</u> of each <u>business</u> year as the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders held with respect to the <u>business</u> year.</p> <p>(2) In addition to the <u>provision of the preceding</u> paragraph, the Company may temporarily fix a record date by giving prior public notice if so required to determine those entitled to exercise their right as shareholders, registered <u>share</u> pledgees or holders of fractional shares.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<u>ARTICLE 10. PREFERRED SHARES</u>	<u>ARTICLE 11. PREFERRED SHARES</u>	In anticipation of the upcoming

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>(1) The Company shall <u>pay the profit dividends</u> to the holders of the Preferred Shares (the “Preferred Shareholders”) and the registered pledgees of Preferred Shares (the “Registered Preferred Pledgees”) in preference to the holders of common shares (the “Common Shareholders”) and the registered pledgees of common shares (the “Registered Common Pledgees”) as follows:</p> <p>(i) the <u>preferred dividends</u> in an amount up to two thousand and five hundred yen per share per year of the Preferred Shares, as specified by a resolution of the meeting of the Board of Directors <u>upon issuance thereof, shall be paid</u> (the “Preferred Dividends”); provided that <u>in a business year in which the Company paid interim dividends, the Preferred Dividends is equal to the amount of Preferred Interim Dividends deducted from the amount above;</u></p> <p>(ii) if the amount of the <u>profit dividends</u> to be <u>paid</u> to the Preferred Shareholders or the Registered Preferred Pledgees is short of the amount of Preferred Dividends in any given business year, such shortfall amount shall accumulate in the following business year or thereafter to the extent determined by a resolution of the meeting of Board of Directors <u>upon</u> issuance of the Preferred Shares; and</p> <p>(iii) No dividends shall be <u>paid</u> to the Preferred Shareholders or Registered Preferred Pledgees in excess of the Preferred Dividends.</p> <p>(2) In the event that the Company <u>pays</u> interim dividends, as provided in Article <u>30</u> hereof, the Company shall <u>pay</u> to Preferred Shareholders and Registered Preferred Pledgees, in preference to the Common Shareholders and Registered Common Pledgees, an amount that was approved by a resolution of the Board of Directors <u>Meeting</u> and that is up to half of the Preferred Dividends per share of the Preferred Shares (the “Preferred Interim</p>	<p>(1) The Company shall <u>distribute the surplus in pecuniary form</u> to the holders of the Preferred Shares (the “Preferred Shareholders”) and the registered <u>share</u> pledgees of Preferred Shares (the “Registered Preferred <u>Share Pledgees</u>”) whose names have been entered or recorded in the last shareholders’ register <u>as of the final day of each business year</u> in preference to the holders of common shares (the “Common Shareholders”) and the registered <u>share</u> pledgees of common shares (the “Registered Common <u>Share Pledgees</u>”) as follows:</p> <p>(i) the <u>surplus</u> in an amount up to two thousand and five hundred yen per share per year of the Preferred Shares, as specified by a resolution of the meeting of the Board of Directors <u>for the issuance of the Preferred Shares</u> (the “Preferred Dividends”) <u>shall be distributed</u>; provided that <u>if any Preferred Interim Dividends provided in paragraph 2 below have been distributed with respect to a record date fixed during the same business year as the record date for the Preferred Dividends, the amount to be distributed shall be equal to the amount of the Preferred Dividends less the amount of such Preferred Interim Dividends;</u></p> <p>(ii) if the amount of the dividends to be <u>distributed</u> to the Preferred Shareholders or the Registered Preferred <u>Share Pledgees</u> is short of the amount of Preferred Dividends in any given business year, such shortfall amount shall accumulate in the following business year or thereafter to the extent determined by a resolution of the meeting of Board of Directors <u>for the</u> issuance of the Preferred Shares; and</p> <p>(iii) No dividends shall be <u>distributed</u> to the Preferred Shareholders or Registered Preferred <u>Share Pledgees</u> in excess of the <u>amount of the</u> Preferred Dividends.</p> <p>(2) In the event that the Company <u>distributes</u> interim dividends <u>in pecuniary form</u>, as provided in Article <u>36</u> hereof, the Company shall <u>distribute</u> to Preferred Shareholders and Registered Preferred <u>Share Pledgees</u>, in preference to the Common Shareholders and Registered Common <u>Share Pledgees</u>, an amount that was approved by a resolution of the <u>meeting of the</u> Board of Directors and that is up to half of the Preferred Dividends</p>	<p>implementation of the Corporate Law, new provisions will be added. In addition, as the Corporate Law will expressly allow in-kind distribution of the surplus, a modification will be made to this article to expressly provide that the Preferred Dividends will be distributed only in pecuniary form. Furthermore, as such implementation will allow the company, by a provision in its articles of incorporation, to eliminate the requirement that all shareholders be permitted to add themselves as sellers in the case of the company acquiring its own shares, paragraph 7 will be newly added.</p>

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>Dividends”).</p> <p>(3) In case of distribution of the residual assets, the Company shall pay fifty thousand yen per share of the Preferred Shares to the Preferred Shareholders or the Registered Preferred Pledges in preference to the Common Shareholders and Registered Common Pledges. Residual asset amounts exceeding fifty thousand yen per share shall not be distributed to the Preferred Shareholders or the Registered Preferred Pledges.</p> <p>(4) The Company may purchase <u>and retire</u> all or <u>a</u> part of the Preferred Shares at fifty thousand yen per share of the Preferred Shares plus accrued and unpaid dividends <u>at any time on and after January 1, 2005.</u></p> <p>(5) Except as otherwise provided by laws and regulations, the Preferred Shareholders or the Registered Preferred Pledges <u>shall</u> have no voting rights at the general meeting of shareholders.</p> <p>(6) [Articles Omission]</p> <p>[New Provision]</p>	<p>per share of the Preferred Shares (the “Preferred Interim Dividends”).</p> <p>(3) In case of distribution of the residual assets, the Company shall pay fifty thousand yen per share of the Preferred Shares to the Preferred Shareholders or the Registered Preferred <u>Share</u> Pledges in preference to the Common Shareholders and Registered Common <u>Share</u> Pledges. Residual asset amounts exceeding fifty thousand yen per share shall not be distributed to the Preferred Shareholders or the Registered Preferred <u>Share</u> Pledges.</p> <p>(4) The Company may purchase all or part of the Preferred Shares at fifty thousand yen per share of the Preferred Shares plus accrued and unpaid dividends <u>on the date on which a specific event occurs that was provided for by a resolution of the meeting of the Board of Directors for the issuance of the Preferred Shares. Partial purchase shall be made through lottery.</u></p> <p>(5) Except as otherwise provided by laws and regulations, the Preferred Shareholders or the Registered Preferred <u>Share</u> Pledges <u>shall</u> have no voting rights at the general meeting of shareholders.</p> <p>(6) [Same as Current]</p> <p>(7) <u>The Company may purchase from a particular Preferred Shareholder all or part of the Preferred Shares held thereby with a resolution of the general meeting of shareholders. In such case, the Preferred Shareholders other than such particular Preferred Shareholder may not request to have themselves added as sellers.</u></p>	
<p>ARTICLE <u>11</u>. TIME OF CONVOCATION</p> <p>An ordinary general meeting of shareholders of the Company shall be convened within three (3) months from the <u>day next following the date of the closing of accounts</u> of each year, and an extraordinary general meeting of shareholders shall be convened from time to time whenever necessary.</p> <p>[New Provision]</p>	<p>ARTICLE <u>12</u>. TIME <u>AND PLACE</u> OF CONVOCATION</p> <p>(1) <u>An ordinary general meeting of shareholders of the Company shall be convened within three (3) months from the final day of each business year, and an extraordinary general meeting of shareholders shall be convened from time to time whenever necessary.</u></p> <p>(2) <u>A general meeting of shareholders of the Company shall be convened in Minato-ku, Tokyo or an area adjacent thereto.</u></p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made. In addition, in order to clarify that general meetings of shareholders shall be convened in Minato-ku, Tokyo or an area adjacent thereto, Paragraph 2 will be newly added.</p>

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>ARTICLE <u>12</u>. CONVENER AND CHAIRMAN</p> <p>Pursuant to the resolution of the Board of Directors, the general meetings of shareholders shall be convened by the President, and he shall act as chairman at such meetings. Should the President be unable to act, another Director, in the order determined in advance by the Board of Directors, shall act in his place.</p>	<p>ARTICLE <u>13</u>. CONVENER AND CHAIRMAN</p> <p>Pursuant to the resolution of a <u>meeting of</u> the Board of Directors, the general meetings of shareholders shall be convened by the President, and he shall act as chairman at such meetings. Should the President be unable to act, another Director, in the order determined in advance by the Board of Directors, shall act in his place.</p>	<p>This provision is amended in the English translation, which does not affect the Japanese version.</p>
<p>ARTICLE <u>13</u>. REQUIREMENTS FOR ORDINARY RESOLUTIONS</p> <p>Except as otherwise provided by laws, regulations or these Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present at such meeting in person or by proxy.</p>	<p>ARTICLE <u>14</u>. REQUIREMENTS FOR ORDINARY RESOLUTIONS</p> <p>Except as otherwise provided by laws, regulations or these Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present at such meeting in person or by proxy. (*2)</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>14</u>. EXERCISE OF VOTING RIGHT BY PROXY</p> <p>Any shareholder may exercise his/her voting right by appointing, as proxy, another shareholder having voting rights in the Company. In such case, the shareholder or the proxy shall be required to submit to the Company a document evidencing his/her power of representation.</p>	<p>ARTICLE <u>15</u>. EXERCISE OF VOTING RIGHT BY PROXY</p> <p>Any shareholder may exercise his/her voting right by appointing, as proxy, another shareholder having voting rights in the Company. In such case, the shareholder or the proxy shall be required to submit to the Company a document evidencing his/her power of representation. (*3)</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>15</u>. MINUTES</p> <p>The substance of the proceedings of the general meetings of shareholders <u>and</u> the results thereof must be entered or recorded in the minutes of the meetings, and the chairman and the Directors present must affix their names and seal impressions or their electronic signatures to these minutes.</p>	<p>ARTICLE <u>16</u>. MINUTES</p> <p>The substance of the proceedings of the general meetings of shareholders, the results thereof <u>and other matters provided in the laws and regulations</u> must be entered or recorded in the minutes of the meetings, and the chairman and the Directors present must affix their names and seal impressions or their electronic signatures to these minutes.</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>15-2</u>. Shareholders' Meeting for holders of a Particular Class of Shares</p> <p>The provisions of <u>Articles 12 to 15</u> hereof shall be applied <i>mutatis mutandis</i> to a Preferred Shares shareholders' meeting.</p>	<p>ARTICLE <u>17</u>. SHAREHOLDERS' MEETING FOR HOLDERS OF A PARTICULAR CLASS OF SHARES</p> <p>The provisions of <u>Article 12, paragraph 2 to Article 16</u> hereof shall be applied <i>mutatis mutandis</i> to a Preferred Shares shareholders' meeting.</p>	<p>Modifications will be made to this article to reflect the renumbering of the relevant articles to be applied <i>mutatis mutandis</i>.</p>
<p>[New Provision]</p>	<p><u>ARTICLE 18. ESTABLISHMENT OF BOARD OF DIRECTORS</u></p> <p><u>The Company shall have a Board of Directors.</u></p>	<p>In anticipation of the upcoming implementation of the Corporate Law, a new provision will be added.</p>

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>ARTICLE <u>16</u>. ELECTION</p> <p>(1) Not less than three (3) Directors shall be elected <u>at</u> a general meeting of shareholders.</p> <p>(2) The election of Directors shall be resolved by a majority of the votes of the shareholders present who <u>hold</u> and represent one-third (1/3) or more of the total number of voting rights.</p> <p>(3) [Articles Omission]</p>	<p>ARTICLE <u>19</u>. ELECTION <u>OF DIRECTORS</u></p> <p>(1) Not less than three (3) Directors shall be elected <u>by a resolution of</u> a general meeting of shareholders.</p> <p>(2) The election of Directors shall be resolved by a majority of the votes of the shareholders present who <u>are entitled to exercise their voting rights</u> and represent one-third (1/3) or more of the total number of voting rights.</p> <p>(3) [Same as Current]</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>17</u>. TERM OF OFFICE OF DIRECTORS</p> <p>(1) The term of office of each Director shall expire upon the close of the ordinary general meeting of shareholders in respect of the last of the <u>fiscal</u> years ending within one (1) year after their <u>assumption of</u> office.</p> <p>(2) [Articles Omission]</p>	<p>ARTICLE <u>20</u>. TERM OF OFFICE OF DIRECTORS</p> <p>(1) The term of office of each Director shall expire upon the close of the ordinary general meeting of shareholders in respect of the last of the <u>business</u> years ending within one (1) year after their <u>election to</u> office.</p> <p>(2) [Same as Current]</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>18</u>. REPRESENTATIVE DIRECTORS AND EXECUTIVE DIRECTORS</p> <p>(1) <u>By resolution of the</u> Board of Directors, some of the <u>Representative</u> Directors <u>shall be appointed</u> to represent the Company.</p> <p>(2) [Articles Omission]</p>	<p>ARTICLE <u>21</u>. REPRESENTATIVE DIRECTORS AND EXECUTIVE DIRECTORS</p> <p>(1) <u>The Board of Directors shall appoint</u> some of the Directors to represent the Company <u>by a resolution of its meeting</u>.</p> <p>(2) [Same as Current]</p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.</p>
<p>ARTICLE <u>19</u>. MEETINGS OF THE BOARD OF DIRECTORS</p> <p>(1) [Articles Omission]</p> <p>(2) A notice of a meeting of the Board of Directors shall be sent to each Director and Statutory Auditor two (2) weeks prior to the date of the meeting, provided that this period may be shortened in case of urgent necessity or may be omitted subject to the consent of all the Directors and Statutory Auditors.</p> <p>[New Provision]</p>	<p>ARTICLE <u>22</u>. MEETINGS OF THE BOARD OF DIRECTORS</p> <p>(1) [Same as Current]</p> <p>(2) A notice of a meeting of the Board of Directors shall be sent to each Director and Statutory Auditor two (2) weeks prior to the date of the meeting, provided that this period may be shortened in case of urgent necessity or may be omitted subject to the consent of all the Directors and Statutory Auditors. (*4)</p> <p>(3) <u>In the case where all Directors (only those Directors that can participate in the resolution regarding agenda items) consent to the agenda items of a meeting of the Board of Directors by way of a paper document or electromagnetic form, the Company shall deem that a meeting of</u></p>	<p>In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made. In addition, as such implementation will allow written resolutions of the board of directors, Paragraph 3 will be newly added (which will cause the current Paragraph 3 to be renumbered as Paragraph 4).</p>

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
(3) [Articles Omission]	<p><u>the Board of Directors has passed a resolution approving such agenda items; provided that the foregoing shall not apply in the event that a Statutory Auditor objects.</u></p> <p>(4) [Same as Current]</p>	
<p>ARTICLE <u>20</u>. REMUNERATION</p> <p>The amount of remuneration <u>and retirement allowance to be paid to Directors</u> shall be determined by the resolution of a general meeting of shareholders.</p>	<p>ARTICLE <u>23</u>. REMUNERATION, ETC.</p> <p>The amount of <u>the Directors' remuneration, bonuses and other property interests to be received from the Company as consideration for the performance of duties (the "Remuneration, etc.")</u> shall be determined by the resolution of a general meeting of shareholders.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
<p>ARTICLE <u>21</u>. EXEMPTION OF DIRECTORS' LIABILITIES</p> <p>(1) In accordance with the provision of Article <u>266</u>, paragraph <u>12</u> of the <u>Commercial Code</u>, the Company may exempt a Director (including a person who was a Director in the past), by a resolution of the Board of Directors, from liability for <u>any act</u> mentioned in Article <u>266</u>, paragraph <u>1</u>, <u>item 5</u> of the <u>Commercial Code</u>, to the extent prescribed by laws and regulations.</p> <p>(2) In accordance with the provision of Article <u>266</u>, paragraph <u>19</u> of the <u>Commercial Code</u>, the Company may enter into a liability limitation agreement for <u>any act</u> mentioned in Article <u>266</u>, paragraph <u>1</u>, <u>item 5</u> of the <u>Commercial Code</u> with outside <u>directors</u>; provided that the maximum amount of <u>their</u> liability pursuant to such agreement shall be the higher of either an amount that has been previously determined and which shall not be less than 5,000,000 yen, or the amount provided by laws and regulations.</p>	<p>ARTICLE <u>24</u>. EXEMPTION OF DIRECTORS' LIABILITIES</p> <p>(1) In accordance with the provision of Article <u>426</u>, paragraph <u>1</u> of the <u>Corporate Law</u>, the Company may exempt a Director (including a person who was a Director in the past), by a resolution of a <u>meeting of</u> the Board of Directors, from liability for <u>damages</u> mentioned in Article <u>423</u>, paragraph <u>1</u> of the <u>Corporate Law</u>, to the extent prescribed by laws and regulations.</p> <p>(2) In accordance with the provision of Article <u>427</u>, paragraph <u>1</u> of the <u>Corporate Law</u>, the Company may enter into a liability limitation agreement for <u>an outside director's liability for damages</u> mentioned in Article <u>423</u>, paragraph <u>1</u> of the <u>Corporate Law</u> with <u>such outside director</u>; provided that the maximum amount of <u>the</u> liability pursuant to such agreement shall be the higher of either an amount that has been previously determined and which shall not be less than 5,000,000 yen, or the <u>minimum liability limit</u> amount provided by laws and regulations.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
[New Provision]	<p>ARTICLE <u>25</u>. ESTABLISHMENT OF STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS</p> <p><u>The Company shall have Statutory Auditors and a Board of Statutory Auditors.</u></p>	In anticipation of the upcoming implementation of the Corporate Law, a new provision will be added.
<p>ARTICLE <u>22</u>. ELECTION OF STATUTORY AUDITORS</p> <p>(1) Not less than three (3) Statutory Auditors shall be elected <u>at</u> a general meeting of shareholders.</p>	<p>ARTICLE <u>26</u>. ELECTION OF STATUTORY AUDITORS</p> <p>(1) Not less than three (3) Statutory Auditors shall be elected <u>by a resolution of</u> a general meeting of shareholders.</p>	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
(2) The election of Statutory Auditors shall be resolved by a majority of the votes of the shareholders present who <u>hold</u> and represent one-third (1/3) or more of the total number of voting rights.	(2) The election of Statutory Auditors shall be resolved by a majority of the votes of the shareholders present who <u>are entitled to exercise their voting rights</u> and represent one-third (1/3) or more of the total number of voting rights.	
ARTICLE <u>23</u> . TERM OF OFFICE OF STATUTORY AUDITORS (1) The term of office of Statutory Auditors shall expire upon the close of the ordinary general meeting of shareholders in respect of the last of the <u>fiscal</u> years ending within four (4) years after their <u>assumption of office</u> . (2) [Articles Omission]	ARTICLE <u>27</u> . TERM OF OFFICE OF STATUTORY AUDITORS (1) The term of office of Statutory Auditors shall expire upon the close of the ordinary general meeting of shareholders in respect of the last of the <u>business</u> years ending within four (4) years after their <u>election to office</u> . (2) [Same as Current]	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
ARTICLE <u>24</u> . FULL-TIME STATUTORY AUDITORS (1) <u> </u> The Statutory Auditors shall <u>elect</u> from among <u>themselves</u> one (1) or more full-time Statutory Auditors. (2) <u> </u> The Statutory Auditors shall <u>elect from among themselves standing Statutory Auditors</u> .	ARTICLE <u>28</u> . FULL-TIME STATUTORY AUDITORS The <u>Board of Statutory Auditors</u> shall <u>appoint</u> from among <u>the Statutory Auditors</u> one (1) or more full-time Statutory Auditors <u>by a resolution of its meeting</u> . [Deleted]	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made. In addition, the provision regarding the election of a Statutory Auditor to fill a vacancy will be deleted.
ARTICLE <u>25</u> . MEETING OF BOARD OF STATUTORY AUDITORS (1) A notice of a meeting of the Board of Statutory Auditors shall be sent to each Statutory Auditor <u>two (2) weeks</u> prior to the date of the meeting, provided that this period may be shortened in case of urgent necessity or may be omitted subject to the consent of all the Statutory Auditors. (2) [Articles Omission]	ARTICLE <u>29</u> . MEETING OF BOARD OF STATUTORY AUDITORS (1) A notice of a meeting of the Board of Statutory Auditors shall be sent to each Statutory Auditor <u>one (1) week</u> prior to the date of the meeting, provided that this period may be shortened in case of urgent necessity or may be omitted subject to the consent of all the Statutory Auditors. (2) [Same as Current]	In order to ensure notification of board of statutory auditors meetings, the notice time for convocation will be shortened to that provided in the Corporate Law.
ARTICLE <u>26</u> . REMUNERATION The amount of <u>remuneration and retirement allowance</u> to be paid to Statutory Auditors shall be determined by the resolution of a general meeting of shareholders.	ARTICLE <u>30</u> . REMUNERATION, <u>ETC.</u> The amount of <u>Remuneration, etc.</u> to be paid to Statutory Auditors shall be determined by the resolution of a general meeting of shareholders.	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
ARTICLE <u>27</u> . EXEMPTION OF STATUTORY AUDITORS' LIABILITIES In accordance with the provision of Article <u>280</u> , paragraph 1 of the	ARTICLE <u>31</u> . EXEMPTION OF STATUTORY AUDITORS' LIABILITIES (1) <u> </u> In accordance with the provision of Article <u>426</u> , paragraph 1 of the	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made. In addition, as such implementation will allow the company, by a provision in its

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<p>Commercial Code, the Company may exempt a Statutory Auditor (including a person who was a Statutory Auditor in the past) from liability, by a resolution of the Board of Directors, to the extent prescribed by laws and regulations.</p> <p>[New Provision]</p>	<p>Corporate Law, the Company may exempt a Statutory Auditor (including a person who was a Statutory Auditor in the past) from liability <u>for damages mentioned in Article 423, paragraph 1 of the Corporate Law</u>, by a resolution of <u>a meeting of the Board of Directors</u>, to the extent prescribed by laws and regulations.</p> <p>(2) <u>In accordance with the provision of Article 427, paragraph 1 of the Corporate Law, the Company may enter into a liability limitation agreement for an outside statutory auditor's liability for damages mentioned in Article 423, paragraph 1 of the Corporate Law with such outside statutory auditor; provided that the maximum amount of the liability pursuant to such agreement shall be the higher of either an amount that has been previously determined and which shall not be less than 5,000,000 yen, or the minimum liability limit amount provided by laws and regulations.</u></p>	<p>articles of incorporation, to enter into a liability limitation agreement with an outside statutory auditor, Paragraph 2 will be newly added.</p>
<p>[New Chapter]</p> <p>[New Provision]</p>	<p><u>CHAPTER 6. ACCOUNTING AUDITOR</u></p> <p><u>ARTICLE 32. ESTABLISHMENT OF ACCOUNTING AUDITOR</u></p> <p><u>The Company shall have an Accounting Auditor.</u></p>	<p>In anticipation of the upcoming implementation of the Corporate Law, a new chapter and provision will be added.</p>
<p>[New Provision]</p>	<p><u>ARTICLE 33. EXEMPTION OF ACCOUNTING AUDITOR'S LIABILITIES</u></p> <p>(1) <u>In accordance with the provision of Article 426, paragraph 1 of the Corporate Law, the Company may exempt an Accounting Auditor (including a person who was an Accounting Auditor in the past) from liability for damages mentioned in Article 423, paragraph 1 of the Corporate Law, by a resolution of a meeting of the Board of Directors, to the extent prescribed by laws and regulations.</u></p> <p>(2) <u>In accordance with the provision of Article 427, paragraph 1 of the Corporate Law, the Company may enter into a liability limitation agreement for an Accounting Auditor's liability for damages mentioned in Article 423, paragraph 1 of the Corporate Law with such Accounting Auditor; provided that the maximum amount of the liability pursuant to such agreement shall be the higher of either an amount that has been previously determined and which shall not be less than 5,000,000 yen, or the</u></p>	<p>The implementation of the Corporate Law will allow the company's articles of incorporation to excuse the liability of the accounting auditor by a resolution of the board of directors and to provide for matters regarding execution of a liability limitation agreement with the accounting auditor. In order to enable the accounting auditor to sufficiently fulfill its role, relevant provisions will be newly added.</p>

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
	<u>minimum liability limit amount provided by laws and regulations.</u>	
CHAPTER <u>6</u> . ACCOUNTING ARTICLE <u>28</u> . BUSINESS YEAR The business year of the Company shall be from January 1 of each year through December 31 of the same year, <u>and its accounts shall be closed at the end of each business year.</u>	CHAPTER <u>7</u> . ACCOUNTING ARTICLE <u>34</u> . BUSINESS YEAR The business year of the Company shall be <u>one (1) year</u> from January 1 of each year through December 31 of the same year.	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
ARTICLE <u>29</u> . DIVIDENDS <u>Dividends may be paid</u> to the shareholders or registered pledgees whose names have been entered or recorded in the shareholders' register and to the holders of fractional shares whose names have been entered or recorded in the register of fractional shares, as <u>at the closing of accounts</u> of each <u>fiscal</u> year.	ARTICLE <u>35</u> . YEAR-END DIVIDENDS <u>The Company shall, subject to a resolution of a general meeting of shareholders, distribute the surplus</u> to the shareholders or registered <u>share</u> pledgees whose names have been entered or recorded in the <u>last</u> shareholders' register and to the holders of fractional shares whose names have been entered or recorded in the <u>last</u> register of fractional shares, as <u>of the final day</u> of each <u>business</u> year.	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
ARTICLE <u>30</u> . INTERIM DIVIDENDS The Company may, subject to resolution of the Board of Directors, make <u>interim dividends</u> to the shareholders or registered pledgees whose names have been entered or recorded in the last shareholders' register and to the holders of fractional shares whose names have been entered or recorded in the register of fractional shares, as of June 30 of each year.	ARTICLE <u>36</u> . INTERIM DIVIDENDS The Company may, subject to a resolution of <u>a meeting</u> of the Board of Directors, make <u>a surplus distribution provided in Article 454, paragraph 5 of the Corporate Law</u> to the shareholders or registered <u>share</u> pledgees whose names have been entered or recorded in the last shareholders' register and to the holders of fractional shares whose names have been entered or recorded in the <u>last</u> register of fractional shares, as of June 30 of each year.	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
ARTICLE <u>31</u> . PRESCRIBED TIME FOR PAYMENT OF DIVIDENDS If receipt of any <u>dividends and/or interim dividends</u> has not been made after the lapse of three (3) full years from the date of <u>commencement of payment</u> , the Company shall be exempt from the obligation to make such <u>payment</u> .	ARTICLE <u>37</u> . PRESCRIBED TIME FOR PAYMENT OF DIVIDENDS If receipt of any <u>surplus distribution</u> has not been made after the lapse of three (3) full years from the date <u>on which the delivery of the distributed assets is offered</u> , the Company shall be exempt from the obligation to make such <u>delivery</u> .	In anticipation of the upcoming implementation of the Corporate Law, relevant modifications will be made.
CHAPTER <u>7</u> . SUPPLEMENTARY PROVISIONS <u>ARTICLE 32. TERM OF OFFICE OF DIRECTORS</u> <u>Notwithstanding Article 17, paragraph 1 hereof, the term of office of those Directors who are in office before the close of the ordinary general meeting of</u>	CHAPTER <u>8</u> . SUPPLEMENTARY PROVISIONS [Deleted]	As there is no longer any director to whom current supplementary provisions apply, this supplementary provision will be deleted.

Current Articles of Incorporation	Amended Articles of Incorporation	Reasons for the Amendment
<u>shareholders in respect of the first fiscal year ending any day after September 4, 2004 shall be two (2) years.</u>		
<u>ARTICLE 33. TERM OF OFFICE OF STATUTORY AUDITORS</u> <u>Notwithstanding Article 21, paragraph 1 hereof, the term of office of those Statutory Auditors who are in office before the close of the ordinary general meeting of shareholders in respect of the first fiscal year ending any day after May 1, 2002 shall be three (3) years.</u>	[Deleted]	As there is no longer any statutory auditor to whom current supplementary provisions apply, this supplementary provision will be deleted.
[New Provision]	<u>ARTICLE 38. ENFORCEMENT OF CORPORATE LAW</u> <u>The modification of these Articles of Incorporation shall become effective as of the date on which the Corporate Law (Law No. 86 of 2005) becomes effective.</u>	In order to designate the date of effectiveness of the above modifications, this provision will be added.

(*1) ~ (*4) *These provisions are amended in the Japanese version, which do not affect the English translation.*

Proposal No. 4: Election of 13 Directors

The terms of office of all 13 Directors will expire at the conclusion of this meeting. Accordingly, the election of the following 13 Directors is proposed.

The candidates for Director are as follows:

1. Mr. Tomoyuki Moriizumi Born: January 13, 1948

April 1970	Joined Sumitomo Corporation
January 1995	Chairman, Phoenixcor Inc.
October 1996	Representative Director and President, Jupiter Shop Channel Co., Ltd.
February 2000	Representative Director and President and Chief Executive Officer, Jupiter Programming Co., Ltd.
	Representative Director and President, Jupiter Satellite Broadcasting Co., Ltd.
April 2000	Corporate Officer, Sumitomo Corporation
January 2003	Joined Jupiter Telecommunications Co., Ltd.
March 2003	Representative Director and President and Chief Executive Officer, Jupiter Telecommunications Co., Ltd.

2. Mr. Gregory Armstrong Born: September 27, 1946

January 1971	Joined Viacom Cablevision of SF
August 1994	Senior Vice President of Cable Operations, Tele-Communications International, Inc.
January 1998	Managing Director, Latin America, Liberty Media International, Inc.
September 2000	Executive Vice President and Chief Operating Officer, On Command Corporation
January 2002	Representative Director and Executive Vice President and Chief Operating Officer, Jupiter Telecommunications Co., Ltd.

3. Mr. Mineo Fukuda Born: November 4, 1951

April 1975	Joined Recruit Co., Ltd.
June 1991	Director of Board, Recruit Co., Ltd.
June 1999	Executive Director of Board, Recruit Co., Ltd.
June 2001	Joined Kadokawa Shoten Publishing Co., Ltd. as an Executive Director
June 2002	Representative Director and President, Kadokawa Shoten Publishing Co., Ltd.
April 2003	Executive Director and Chief Operating Officer, Kadokawa Holdings Inc.
	Representative Director and President, Kadokawa Shoten Publishing Co., Ltd.
April 2005	Executive Director, Kadokawa Holdings Inc.
	Representative Director and President, Kadokawa Shoten Publishing Co., Ltd.
February 2006	Executive Director, Kadokawa Holdings Inc.

4. Mr. Akihiko Haruyama Born: September 12, 1955

April 1979	Joined ITOCHU Corporation
July 1990	Manager of Merchant Banking Group, Long-Term Credit Bank of Japan, Ltd.
April 1999	Director of Corporate Sales Division, NTT DoCoMo, Inc.
February 2001	Joined CASTY Inc.
January 2002	President and Chief Executive Officer, CASTY Inc.
November 2003	Chief Financial Officer, Jupiter Telecommunications Co., Ltd.

March 2004 Managing Director, Jupiter Telecommunications Co., Ltd.
January 2006 Chief Financial Officer and General Manager,
Accounting & Finance Division

5. Mr. Michael Losier Born: May 17, 1957

January 1981 Joined United Cable Television
March 1995 Joined Tele-Communications International, Inc.
VP, Marketing, Jupiter Telecommunications Co., Ltd.
July 1998 Joined AT&T Broadband as VP, Marketing Control Division
July 2000 Joined Liberty Media International, Inc.
GM in charge of Digital Project, Jupiter Telecommunications Co., Ltd.
September 2004 Director, SVP, Marketing Jupiter Telecommunications Co., Ltd.

6. Mr. Shunzo Yamaguchi Born: September 4, 1946

April 1970 Joined Sumitomo Corporation
June 1994 Assistant Manager, CATV Business Dept.
November 1997 VP, Engineering, Jupiter Telecommunications Co., Ltd.
April 1998 VP, Network Engineering Dept.
December 2000 SVP, Engineering
October 2004 Director
January 2006 General Manager, Engineering Division and AIT Division

7. Mr. Toru Kato Born: February 12, 1964

April 1988 Joined Sumitomo Corporation
April 1995 Team Leader, Business Planning in Video Media Business Dept.
March 1997 Head of Business Planning Office, Jupiter Programming
April 2000 Corporate Officer and Head of Business Planning,
Softbank Broad Media
September 2003 VP, Business Development Dept., Jupiter Telecommunications Co., Ltd.
April 2004 SVP, Business Development
March 2005 Director
November 2005 SVP, Service Strategy and VP, Product Development Dept.
January 2006 General Manager, Service Strategy Division

8. Mr. Shingo Yoshii Born: August 23, 1947

April 1971 Joined Sumitomo Corporation
October 1995 General Manager, Machinery & Electronics Dept. in Nagoya Office
April 2000 Corporate Officer, Deputy General Manager, Media Business Division
General Manager, Planning & Coordination Dept.,
Media, Electronics & Information Business Group
General Manager, Information & Telecommunications Business Dept. No. 1
April 2002 Corporate Officer, General Manager, Media Division
General Manager, CATV & Satellite Dept
March 2003 Director, Jupiter Telecommunications Co., Ltd.
April 2003 Executive Officer, General Manager, Media Division
General Manager, CATV & Satellite Dept., Sumitomo Corporation
October 2003 Executive Officer, General Manager, Media Division

Sumitomo Corporation
April 2005 Managing Executive Officer, General Manager, Media, Electronics & Network
Business Unit, Sumitomo Corporation
June 2005 Member of Board, Managing Executive Officer,
Media, Electronics & Network Business Unit, Sumitomo Corporation

9. Mr. Seiichi Morimoto Born: January 4, 1957

April 1981 Joined Sumitomo Corporation
October 1998 Seconded to Sumisho Telemate from Media Business Division
April 2001 Seconded to SC ComTechs Co., Ltd. from Media Business Division
April 2003 Deputy General Manager, Cable TV Dept., Sumitomo Corporation
October 2003 General Manager, Cable TV Dept., Sumitomo Corporation

10. Mr. Daisuke Mikogami Born: July 7, 1959

April 1983 Joined Sumitomo Corporation
April 1999 Assistant Manager, Information & Electronics Dept.
April 2001 Director, SC Com Techs Co., Ltd.
April 2004 General Manager, Network Managing Business Dept.,
Sumisho Electronics Co., Ltd.
August 2005 General Manager, SSE Company Network Management Business Dept.,
Sumisho Computer Systems Corporation
November 2005 Deputy General Manager, Cable TV Dept., Sumitomo Corporation

11. Ms. Miranda Curtis Born: November 26, 1955

May 1992 Joined Tele-Communications International Inc.
January 1995 Director, Jupiter Telecommunications Co., Ltd.
September 1996 Executive Vice President, Tele-Communications International, Inc.
February 1999 President, Liberty Media International, Inc.
June 2004 Senior Vice President and President Asia Region,
Liberty Media International, Inc.
June 2005 President, Liberty Global Japan, Liberty Global, Inc.

12. Mr. Graham Hollis Born: January 9, 1952

July 1994 Joined Tele-Communications International Inc.
May 1995 Executive Vice President & Chief Financial Officer, Tele-Communications
International, Inc.
March 1998 Auditor, Jupiter Telecommunications Co., Ltd.
September 2000 Director, Jupiter Telecommunications Co., Ltd.
June 2004 Senior Vice President and Treasurer, Liberty Media International, Inc.
June 2005 Executive Vice President and Chief Operating Officer,
Liberty Global Japan, Liberty Global, Inc.

13. Mr. Yasushige Nishimura Born: October 25, 1935

April 1959 Joined Sumitomo Corporation
January 1995 President, Jupiter Telecommunications Co., Ltd.
March 1998 Advisor, Jupiter Telecommunications Co., Ltd.

November 1998	Advisor in Japan, Liberty Media Corporation
September 2000	Director, Jupiter Telecommunications Co., Ltd.
February 2004	Representative Director, Mediatti Communications Co., Ltd.
June 2004	Advisor in Japan, Liberty Media International, Inc.
June 2005	Executive Advisor, Japan, Liberty Global Japan, Liberty Global, Inc.

Notes:

1. *Shingo Yoshii, Seiichi Morimoto, Daisuke Mikogami, Miranda T. C. Curtis and Graham E. Hollis satisfy the required conditions for Outside Directors as stipulated in Article 188, Paragraph 2, Item 7-2, of the Commercial Code.*
2. *No conflict of interest exists between the Company and any of the other candidates for Director.*

Proposal No. 5: Election of One Statutory Auditor

Following the resignation of Statutory Auditor Hitoshi Yoshimura, the election of one Statutory Auditor to fill the vacancy is proposed. The term of office of the Substitute Auditor expires at the expiration of office of the Statutory Auditor according to the Company rule. The Board of Statutory Auditors has previously given its approval to this proposal.

The candidate for Statutory Auditor is as follows:

Mr. Michael Erickson Born: April 9, 1966

September 1988	Joined KPMG LLP
September 1995	Director of Accounting & Finance, CareerTrack, Inc.
September 1996	Director of Finance, Liberty Media International, Inc.
December 1997	Vice President & Controller, Liberty Media International, Inc.
April 2001	Vice President, Investor Relations, Liberty Media Corporation
August 2005	Senior Vice President, Operations & Development, Liberty Global Japan, Liberty Global, Inc.

Notes:

1. *The candidate for Statutory Auditor, Michael Erickson, satisfies the required conditions for outside auditor as stipulated in Article 18, Paragraph 1, of the Law for Special Provisions for the Commercial Code concerning Audits, etc., of Corporations.*
2. *No conflict of interest exists between the Company and the candidate for Statutory Auditor.*

Proposal No. 7: Granting of Retirement Benefits to Retiring Director

It is proposed that retirement benefits be granted to Director Yukihiro Yoshida who will retire at the conclusion of the meeting, in appreciation of his meritorious service to the Company, in amounts within a reasonable range based on the specified standards of the Company.

It is also proposed that the decisions as to the specific amounts of money, timing and method of payment be entrusted to the Board of Directors.

The career of the retiring Director is summarized as follows:

Mr. Yukihiro Yoshida

September 2003	Executive Vice President
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Proposal No. 7: Presentation of Retirement Benefits to Retiring Directors and Statutory Auditors for Termination Resulting from the Abolition of the Retirement Benefits System for Directors and Statutory Auditors

The Company has decided to abolish the retirement benefits system for Directors and Statutory Auditors at the conclusion of this ordinary general meeting of shareholders in accordance with a resolution at the Board of Directors meeting held on February 27, 2006, and the consultation of the Statutory Auditors.

To terminate the system, on the condition that Proposal No. 4 is approved as originally proposed, the Company proposes to present retirement benefits to six Directors to be reappointed and one Statutory Auditor in tenure of office according to their respective service periods until the conclusion of this meeting, in amounts within a reasonable range based on the specified standards of the Company.

It is also proposed that the timing of payment is when the respective Directors or Statutory Auditor retire and the decisions as to the specific amounts of money and method of payment be entrusted to the Board of Directors for the Directors and to the consultation of the Statutory Auditors for the Statutory Auditor.

The careers of the Directors and Statutory Auditor to whom these retirement benefits will be presented are as follows.

Mr. Tomoyuki Moriizumi

March 2003 President and Chief Executive Officer

Mr. Gregory Armstrong

January 2002 Executive Vice President and Chief Operating Officer

Mr. Akihiko Haruyama

March 2004 Managing Director

Mr. Michael Losier

September 2004 Director

Mr. Shunzo Yamaguchi

October 2004 Director

Mr. Toru Kato

March 2005 Director

Tsuguhito Aoki

March 2005 Statutory Auditor

Proposal No. 8: Issuance of the Stock Acquisition Rights as Stock-Compensation-Type Stock Options

It is proposed that the Company issue stock acquisition rights as stock-compensation-type stock options to Directors (limited to those who are engaged in the operation of the business), Statutory Auditors (excluding part-time Auditors) and executive officers or supervisory employees of the Company, appointed by the Board of Directors, in accordance with Article 280, Paragraph 20, and Article 280, Paragraph 21, of the Commercial Code, as described in the following:

1. Reason for issuing stock acquisition rights on especially favorable conditions

As the compensation for Directors, Statutory Auditors and executive officers or supervisory employees of the Company with central roles, the Company intends to issue stock acquisition rights as stock-compensation-type stock options, for the purpose of motivating and raising morale in order to achieve improved results, as well as increasing their awareness on stock prices and performance of the Company and sharing not only the advantages of higher share values but also the risks of lower share prices with shareholders, as the “Outline of the stock acquisition rights” below indicates. The compensation program will be provided without consideration to Directors, Statutory Auditors and executive officers or supervisory employees of the Company, who are appointed by the Board of Directors, and the holders are allowed to exercise his or her rights on the next day of the retirement of the position, and the payment required for one share is one (1) yen.

Note: As a result of a recent thorough review of its compensation plans for Directors and Statutory Auditors, the Company intends to abolish the conventional retirement benefits system for Directors and Statutory Auditors and, instead, issue stock acquisition rights as stock-compensation-type stock options without compensation, on the condition of obtaining approval of the Ordinary General Meeting of shareholders each year for the Directors and Statutory Auditors in tenure.

2. Outline of the stock acquisition rights

(1) Objects of allotment of stock acquisition rights

Directors of the Company (limited to those who are mainly engaged in the operation of the business), Statutory Auditors (excluding part-time Auditors) and executive officers or supervisory employees of the Company who are appointed by the Board of Directors.

(2) Class and number of shares to be issued or transferred upon exercise of the stock acquisition rights

Not exceeding 500 shares of the common stock of the Company.

In the event that the number of shares to be granted (defined below) is adjusted as described in (3) below, the aforementioned number will be the adjusted number of shares to be granted, multiplied by the total number of stock acquisition rights to be issued.

(3) Total number of stock acquisition rights to be issued

Not exceeding 500.

The number of shares to be issued or transferred upon exercise of each stock acquisition right (hereinafter “number of shares to be granted”) shall be one (1).

However, in the event that the Company carries out a share split or a share consolidation of its common stock on and after the day when the stock acquisition rights are issued (hereinafter “the day of issuance”), the number of shares to be granted shall be adjusted proportionally according to the ratio of the share split or share consolidation. The resulting fractions of less than one share occurring upon such adjustment shall be discarded.

Number of stock after adjustment = Number of stock before adjustment × split/merger ratio

When unavoidable reasons that necessitate an adjustment of the number of shares to be granted may arise, such as if the Company carries out a merger (*kyushu-gappei* or *shinsetsu-gappei*), a de-merger (*shinsetsu-bunkatsu* or *kyushu-bunkatsu*), or the like, the number of

shares to be granted shall be adjusted within a reasonable range, taking into account the conditions of such merger, de-merger or the like.

(4) Issue price of the stock acquisition rights

Without consideration.

(5) Amount to be paid upon exercise of each stock acquisition right

The amount to be paid upon exercise of each stock acquisition right shall be one (1) yen per share to be issued or transferred upon exercise of each stock acquisition right, multiplied by the number of shares to be granted. (Please refer to “Reason for issuing stock acquisition rights on especially favorable conditions” above.)

(6) Exercisable period of the stock acquisition rights

It will be decided by the Company’s Board of Directors within the period from April 1, 2006, to March 31, 2026.

(7) Other conditions for exercising the stock acquisition rights

In the event that the holder of the stock acquisition rights loses his or her position as Director, Statutory Auditor, executive officer or supervisory employee, he or she can exercise his or her stock acquisition right during the period up to two years from the following day after the position was lost (hereinafter “starting date of exercising the right”) within the exercisable period of the stock acquisition rights as stated above.

Notwithstanding the above, when the reasons referred to in (a) or (b) below arise, the holder of the stock acquisition rights can exercise his or her right within the respective period prescribed.

(a) If the holder of stock acquisition rights does not see his or her starting date of exercising the right before March 31, 2026, he or she can exercise his or her right on April 1, 2026, or thereafter.

(b) In the event that a proposal for a merger agreement under which the Company shall be merged and a surviving company does not stipulate how to inherit the obligations related to the stock acquisition rights, or a *kabushiki-koukan* (share-for-share exchange) or a *kabushiki-iten* (share transfer) agreement under which the Company shall become a wholly owned subsidiary and a parent company does not stipulate how to inherit the obligations related to the stock acquisition rights is approved at an Ordinary General Meeting of Shareholders, the holder of stock acquisition rights can exercise his or her right during the period of 15 days from the day after such proposal is approved.

The holder of the rights cannot exercise a part of the stock acquisition rights.

(8) Cause and conditions for cancellation of the stock acquisition rights

The Company may cancel, without consideration, stock acquisition rights when the holder of the stock acquisition rights can no longer exercise such rights.

(9) Restrictions on transfer of the stock acquisition rights

Any transfer of the stock acquisition rights shall be subject to the approval of the Board of Directors.

3. Outline of Allotment of Stock Acquisition Rights

Stock acquisition rights are allotted upon conclusion of the “Stock Acquisition Rights Contract” between the Company and the person to be allotted such right. The Contract prescribes the conditions for allotting the stock acquisition rights that are regarded reasonable by the Company’s Board of Directors in consideration of the purposes for issuing the rights.