

The following is an unofficial English translation of the Notice of Extraordinary Shareholders' Meeting and Class Shareholders' Meeting of Common Shareholders of Jupiter Telecommunications Co., Ltd. to be held on June 28, 2013. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

June 13, 2013

To Those Shareholders with Voting Rights

Shuichi Mori, President and Co-CEO
Jupiter Telecommunications Co., Ltd.
8-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING AND
CLASS SHAREHOLDERS' MEETING OF COMMON SHAREHOLDERS**

Jupiter Telecommunications Co., Ltd. (the "Company") will convene an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") and a class shareholders' meeting consisting of the shareholders holding the common shares of the Company (the "Class Shareholders' Meeting") as described below and you are cordially invited to attend.

The Company will submit "Partial amendment to the articles of incorporation regarding the wholly call provisions" as Agenda Item No. 2 of the Extraordinary Shareholders' Meeting, and since this requires a resolution under Article 111, Paragraph 2, Item (i) of the Companies Act, the Company will also convene the Class Shareholders' Meeting.

If you are unable to attend, you can exercise your voting rights in writing. Please review the Reference Documents for the Exercise of Voting Rights for the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting of Common Shareholders, 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 to arrive before 5:45 p.m., Thursday, June 27, 2013.

1. Date and Time: 10 a.m., Friday, June 28, 2013
2. Place: Station Conference Tokyo, Sapia Hall
5th Floor, Sapia Tower, 1-7-12, Marunouchi, Chiyoda-ku, Tokyo
(Please be informed that the meetings will be held at a different place from the 19th Ordinary General Meeting of Shareholders.)
3. Agenda for the Meeting:
[Extraordinary Shareholders' Meeting]
Matters to be resolved
Agenda Item No. 1: Partial amendment to the articles of incorporation regarding the issue of class shares
Agenda Item No. 2: Partial amendment to the articles of incorporation regarding the wholly call provisions
Agenda Item No. 3: Acquisition of common shares subject to wholly call

[Class Shareholders' Meeting]
Matter to be resolved
Agenda Item: Partial amendment to the articles of incorporation regarding the wholly call provisions
4. Determined Matters Regarding Convocation:
If voting rights are to be exercised by a proxy, only another shareholder with voting rights for that meeting may act as proxy. In such case, submission of a document to prove the right of proxy is required.
If voting rights are to be exercised diversely, the voting person must notify the Company in writing of such intention and the reasons therefor no later than 3 days prior to the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting.

When you attend the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting of Common Shareholders, please submit the enclosed Proxy Card form at the reception desk.
If any correction is made to the Reference Documents for the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting of Common Shareholders, such information will be posted on the Company's Internet web site (<http://www.jcom.co.jp/ir/>).

EXTRAORDINARY SHAREHOLDERS' MEETING

Reference Documents for the Exercise of Voting Rights for the Extraordinary Shareholders' Meeting

Agenda Item No. 1: Partial amendment to the articles of incorporation regarding the issue of class shares

1. Reason for proposal

As announced in the Company's press release dated April 11, 2013 titled "Notice Regarding Results of Joint Tender Offer for Share Certificates Etc. of Jupiter Telecommunications Co., Ltd. by KDDI Corporation and NJ Corporation and Changes in the Parent Company and the Largest and Major Shareholder," KDDI CORPORATION ("KDDI") and NJ K.K. ("NJ"; KDDI and NJ collectively, the "Tender Offerors"), the voting rights of which are owned in equal number by Sumitomo Corporation ("Sumitomo"), conducted the tender offer (the "Tender Offer") for all of the Company's issued common shares and the Company's stock acquisition rights on and after February 27, 2013, and the Tender Offer concluded on April 10, 2013. As a result of the Tender Offer, as of April 17, 2013 (the date on which the account settlement of the Tender Offer commences), KDDI holds 2,930,816 shares (a 42.69% (rounded off to the nearest two decimal places; hereinafter the same) shareholding ratio, and including 152,904 shares of the Company's common shares entrusted to Mizuho Trust & Banking Co., Ltd. for the securities custodial trust which fall under the share certificates, etc. held by KDDI pursuant to Article 7, Paragraph 1, Item 1 of the Enforcement Order of the Financial Instruments and Exchange Act (Cabinet Order No. 321, 1965; as amended), and NJ holds 553,679 shares of the Company's common shares (an 8.07% shareholding ratio) and 1,922 stock acquisition rights of the Company (the number of shares of the Company's common shares upon conversion is 1,922 shares). In combining those shares with 2,777,912 shares of the Company's common shares (a 40.47% shareholding ratio) held by Sumitomo, the number of shares of the Company's common shares held by Sumitomo and the Tender Offerors amounts to 6,262,407 shares (a 91.23% shareholding ratio). The "shareholding ratio" is a percentage, calculated using a denominator of 6,864,645 shares that is the number of the shares that is equal to 6,947,813 shares (which is the total number of issued shares of the Company as of March 31, 2013 indicated in the quarterly report for the first quarter of the 20th fiscal year filed by the Company on May 14, 2013) less 83,168 shares (which is the number of treasury shares held by the Company as of March 31, 2013).

As announced in Sumitomo and the Tender Offerors' joint statement released on February 26, 2013 titled "Notice on Joint Tender Offer for Share Certificates etc. of Jupiter Telecommunications Co., Ltd. by KDDI CORPORATION and NJ K.K. (Notice on Raise in the Tender Offer Price Announced on October 24, 2012)" and KDDI and NJ's tender offer registration statement dated February 27, 2013, Sumitomo and KDDI have come to share the understanding that based on the awareness that the business environment surrounding the Company has been becoming gradually severer, in order to maintain and improve the Company's competitive advantage and realize the Company's sustainable growth by permanently providing high-quality services satisfactory to customers, it is extremely important to enable proactive investment in the Company of management resources held by both companies, by deepening the alliance between Sumitomo, KDDI and the Company and privatizing the Company and establishing a joint management system by Sumitomo and KDDI. Specifically, further accelerating various measures including expanding the business scale through the integration of the cable TV business of the Company and that of Japan Cablenet Limited ("JCN"), a member of the KDDI group, is of great importance. Moreover, it is also critical to establish a management system that enables the Company to work on revolutionary new products and new services by devoting management resources including research and development and capital expenditure to such projects from a medium to long term perspective, while avoiding, through privatizing the Company, aiming for a short-term improvement in performance with its focus on the capital market, where corporate value might be evaluated by a short-term fluctuation of performance, as a listed company. Sumitomo and KDDI concluded that it would be best for them to conduct a series of transactions (the "Transaction") for the purpose of the implementation of the Tender Offer and the subsequent acquisition by either Sumitomo, KDDI, and NJ or Sumitomo and KDDI of all the issued shares of the Company (excluding, however, the treasury shares held by the Company) and to jointly manage the Company equally at an investment ratio of 50:50, and executed the Shareholders Agreement between Sumitomo and KDDI regarding the joint operation of the Company.

As announced in the Company's press release dated February 26, 2013 titled "Notice of Company's Opinion on Joint Tender Offer for Share Certificates etc. of the Company by KDDI Corporation and NJ Corporation," taking into consideration the advices received from Mitsubishi UFJ Morgan Stanley Securities Co., Ltd, the Company's financial adviser, and Mori Hamada & Matsumoto, the Company's legal advisor as well as the content of the written reports dated October 23, 2012 and February 25, 2013 (the "Written Reports") of the third-party committee consisting of Mr. Shiro Kuniya, an attorney at Oh-Ebashi LPC & Partners, Mr. Nobumichi Hattori, a visiting professor of Graduate School of Finance, Accounting and Law of Waseda University, and Mr. Toru Mio, a representative director of Mio &

Company Inc. and Oct Advisors Inc., and the content of the share price valuation reports (the “Share Price Valuation Reports”) and the fairness opinions (the “Fairness Opinions”) dated October 23, 2012 and February 25, 2013 of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd, the Company carefully discussed and examined the terms of the Transaction including the Tender Offer.

The Company concluded, based on the discussions and examinations above, that the Transaction would contribute to an increase in the corporate value of the Company in light of potential business expansion as a result of the integration of the cable television business of JCN and the Company, the effective utilization of the management resources of Sumitomo and KDDI, and the deepening of relations with Sumitomo and KDDI in various business areas, including the media industry. Also, the Company concluded that the price of the purchase, etc. of the Company’s common shares in the Tender Offer (the “Tender Offer Price”) which is 123,000 yen per common share is appropriate and that the Tender Offer provides the Company’s shareholders with a reasonable opportunity to sell their shares when taking into consideration (i) that the Tender Offer Price exceeded the upper end of calculation results of the DCF analyses and comparable companies analyses, and it was determined in the Fairness Opinions that the Tender Offer Price was appropriate for the Company’s shareholders from a financial perspective, (ii) that the price was raised from the initial tender offer price of 110,000 yen that was announced on October 24, 2012, as a result of the discussions and negotiations of raising the tender offer price with Sumitomo and KDDI, and (iii) that it is reported in the Written Reports that the Tender Offer Price was appropriate even considering trends in the stock market on and after October 24, 2012. For the stock acquisition rights, the Company also concluded that the purchase price of the stock acquisition rights provided the stock acquisition right holders with a reasonable opportunity to sell their stock acquisition rights, because the purchase price of each stock acquisition right was calculated by multiplying the Tender Offer Price less the exercise price of the stock acquisition rights by the number of common shares allotted for each stock acquisition right exercised.

Taking into account the points described above as well as requests from Sumitomo and KDDI, the Company recently decided to take the following procedures (collectively the “Privatizing Procedures”) necessary for Sumitomo, KDDI and NJ to hold all of the issued shares of the Company subject to the approval of the shareholders at the Extraordinary Shareholders’ Meeting and the Class Shareholders’ Meeting:

- (i) To partially amend the Company’s articles of incorporation by establishing provisions to the effect that the Company may issue class A shares (the “Class A Shares”) separately from the existing common shares and preferred shares on the terms prescribed in Article 10 of the proposed amendment to the articles of incorporation as described in 2 below (“Procedure 1”);
- (ii) To further partially amend the Company’s articles of incorporation after the amendment in accordance with Procedure 1, by establishing provisions to the effect that all common shares issued by the Company are subjected to a call option entitling the Company to buy them back in their entirety (meaning the provision on the matters provided for in Article 108, Paragraph 1, Item (vii) of the Companies Act; hereinafter the same) (the Company’s common shares after being subjected to a call option entitling the Company to buy them back in their entirety shall be hereinafter referred to as the “Common Shares Subject to Wholly Call”), and to prescribe the provisions to the effect that if the Company acquires all of the Common Shares Subject to Wholly Call (excluding, however, the treasury shares held by the Company; hereinafter the same) by the special resolution of the shareholders’ meeting, the Company will deliver the Class A Shares at the ratio of 1/694,478 of a share in exchange for one Common Share Subject to Wholly Call (“Procedure 2”); and
- (iii) Pursuant to Article 171, Paragraph 1 of the Companies Act and the Company’s articles of incorporation after the amendment in accordance with Procedures 1 and 2, the Company will acquire all of the Common Shares Subject to Wholly Call by the special resolution of the shareholders’ meeting, and deliver to the holders of Common Shares Subject to Wholly Call (other than the Company) the Class A Shares at the ratio of 1/694,478 of a share per one Common Share Subject to Wholly Call held by the relevant shareholders as the acquisition price in exchange for such acquisition. The number of the Class A Shares to be delivered as the acquisition price to each shareholder other than Sumitomo and KDDI is expected to be a fractional number less than one share. Cash will be ultimately delivered to each shareholder who receives Class A Shares less than one share in accordance with the provisions of Article 234 of the Companies Act and other relevant laws and ordinances (“Procedure 3”).

If a fractional number of Class A Shares less than one share arises from the delivery of the Class A Shares as the acquisition price for the Common Shares Subject to Wholly Call, the Company will sell the Class A Shares equivalent to the total sum of the fractions (in cases where the total sum includes a fractional number less than one share, such fraction will be rounded down pursuant to Article 234, Paragraph 1 of the Companies Act), and will deliver the proceeds of that sale to the shareholders in proportion to the fractions attributed to them.

With respect to the sale procedures described above, the Company plans to sell the Class A Shares to NJ with the permission of the court in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act. The sale price of the Class A Shares in this case will, if the necessary permission of the court is obtained, be set as the price in which the cash equivalent to the number of the Common Shares Subject to Wholly Call held by each holder of Common Shares Subject to Wholly Call multiplied by 123,000 yen (the Tender Offer Price) may be delivered to each shareholder.

This Agenda Item is to propose the Privatizing Procedure “Procedure 1,” wherein provisions will be newly established to the effect that the class shares (the Class A Shares) differing from the common shares that will be delivered in exchange for the acquisition of all the common shares may be issued, in order to allow for the execution of Procedure 2 by which the articles of incorporation are amended to the effect that the common shares of the Company will be subjected to the call option entitling the Company to buy them back in their entirety. Other necessary amendments are also made. Because the Company does not plan to issue preferred shares for the time being, the provisions of the articles of incorporation regarding preferred shares are deleted.

2. Details of amendment

The articles of incorporation are amended as follows. The partial amendment to the articles of incorporation in relation to this Agenda Item will become effective at the time that this Agenda Item is approved by the Extraordinary Shareholders’ Meeting.

(Amended portions are underlined)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter II Shares</p> <p>Article 5 TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED</p> <p>(1) The Company is authorized to issue common shares as well as <u>preferred shares (the “Preferred Shares”)</u> as provided in Article 10 hereof.</p> <p>(2) The total number of shares authorized to be issued by the Company shall be 20,000,000 shares, <u>consisting of 15,000,000 common shares and 5,000,000 Preferred Shares.</u></p>	<p style="text-align: center;">Chapter II Shares</p> <p>Article 5 TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED</p> <p>(1) The Company is authorized to issue common shares as well as <u>class A shares (the “Class A Shares”)</u> as provided in Article 10 hereof.</p> <p>(2) The total number of shares authorized to be issued by the Company shall be 20,000,000 shares, <u>consisting of which the number of common shares authorized to be issued by the Company shall be 15,000,000 shares and the number of Class A Shares authorized to be issued by the Company shall be 15,000,000 shares.</u></p>
<p>Article 10 <u>PREFERRED SHARES</u></p> <p>(1) <u>The Company shall distribute the surplus in pecuniary form to the holders of the preferred Shares (the “Preferred Shareholders”) and the registered share pledgees of Preferred Shares (the “Registered Preferred Share Pledgees”) whose names have been recorded in the last shareholders’ register as of the final day of each business year in preference to the holders of common shares (the “Common Shareholders”) and the registered share pledges of common shares (the “Registered Common Share Pledgees”) as follows:</u></p> <p>(i) <u>the surplus 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 for the issuance of the Preferred Shares (the “Preferred Dividends”) shall be distributed; provided that 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</u></p>	<p>Article 10 <u>CLASS A SHARES</u></p> <p>(1) <u>If the Company distributes its residual assets, the Company shall pay to the holders of Class A Shares (the “Class A Shareholders”) or registered share pledgees who hold pledges over Class A Shares (the “Registered Class A Share Pledgees”) 1 yen (the “Class A Residual Asset Distribution Amount”) per Class A Share, with priority over the holders of common shares (the “Common Shareholders”) or registered share pledges who hold pledges over common shares (the “Registered Common Share Pledgees”). If the Company distributes its residual assets to the Common Shareholders or the Registered Common Share Pledgees after the distribution of the Class A Residual Asset Distribution Amount to the Class A Shareholders or the Registered Class A Share Pledgees, the Class A Shareholders or the Registered Class A Share Pledgees shall receive the distribution of the residual assets per Class A Share in the amount equal to the residual asset distribution amount per common share.</u></p>

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;

(ii) if the amount of the dividends to be distributed to the Preferred Shareholders or the Registered Preferred Share 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 for the issuance of the Preferred Shares; and

(iii) No dividends shall be distributed to the Preferred Shareholders or Registered Preferred Share Pledgees in excess of the amount of the Preferred Dividends.

(2) In the event that the Company distributes interim dividends in pecuniary form, as provided in Article 36 hereof, the Company shall distribute to Preferred Shareholders and Registered Preferred Share Pledgees, in preference to the Common Shareholders and Registered Common Share Pledgees, an amount that was approved by a resolution of the meeting of the Board of Directors and that is up to half of the Preferred Dividends per share of the Preferred Shares (the "Preferred Interim Dividends").

(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 Share Pledgees in preference to the Common Shareholders and Registered Common Share Pledgees. Residual asset amounts exceeding fifty thousand yen per share shall not be distributed to the Preferred Shareholders or the Registered Preferred Share Pledgees.

(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 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.

(5) Except as otherwise provided by laws and regulations, the Preferred Shareholders or the Registered Preferred Share Pledgees shall have no voting rights at the general meeting of shareholders.

(6) Except as otherwise provided by applicable law, no consolidation or split of shares shall be made with respect to the Preferred Shares.

(7) 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.

Paragraphs (2) through (7) (Deleted)

Agenda Item No. 2: Partial amendment to the articles of incorporation regarding the wholly call provisions

1. Reason for proposal

In this Agenda Item, the Privatizing Procedure “Procedure 2” is proposed, whereby the Company’s articles of incorporation as amended pursuant to Agenda Item No. 1 are further partially amended so that provisions of the articles of incorporation are established to the effect that if all of the common shares issued by the Company are to be Common Shares Subject to Wholly Call by subjecting the common shares to the call option entitling the Company to buy them back in their entirety, and if the Company acquires all of the Common Shares Subject to Wholly Call by the special resolution of the shareholders’ meeting in accordance with such wholly call provisions, the Company will deliver the Class A Shares authorized to be newly issued pursuant to the amendment to the articles of incorporation in Agenda Item No. 1 at the ratio of 1/694,478 of a share in exchange for one Common Share Subject to Wholly Call. Other necessary amendments are also made.

2. Details of amendment

The articles of incorporation are amended as follows. The partial amendment to the articles of incorporation in relation to this Agenda Item will become effective on August 2, 2013 on the condition that Agenda Item No. 1 and Agenda Item No. 3 are both approved by the Extraordinary Shareholders’ Meeting as proposed and that the proposal of the proposed amendment to the articles of incorporation to the same effect as described in this Agenda Item is approved by the Class Shareholders’ Meeting as proposed.

(Amended portions are underlined)

Articles of Incorporation as Amended by Agenda Item No. 1	Additionally Proposed Amendment
<p>Chapter II Shares (Newly established)</p>	<p>Chapter II Shares</p> <p><u>Article 10-2 Provisions of Wholly Call</u> <u>The Company shall be entitled to buy back the common shares issued by the Company in their entirety by the resolution of the shareholders’ meeting. In the case of the acquisition of all of the common shares, the Company shall deliver the Class A Shares at the ratio of 1/694,478 of a share per one common share in exchange for the acquisition of the common shares.</u></p> <p><u>Supplementary Provisions</u></p> <p><u>Article 1 The provisions of Article 10-2 of these Articles of Incorporation shall become effective on August 2, 2013, and this Article shall be deleted upon the expiration of the same date.</u></p>

Agenda Item No. 3: Acquisition of Common Shares Subject to Wholly Call

1. Reason for proposal (reason for the necessity for acquiring all of the Common Shares Subject to Wholly Call)

As explained in Agenda Item No. 1, the Company concluded that the Transaction will contribute to an increase in the corporate value of the Company, that the Tender Offer Price is appropriate, and that the Tender Offer provides the Company’s shareholders with a reasonable opportunity to sell their shares. Consequently, the Company decided to take the Privatizing Procedures subject to the approval of the shareholders at the Extraordinary Shareholders’ Meeting and the Class Shareholders’ Meeting.

In this Agenda Item, the Privatizing Procedure “Procedure 3” is proposed, and the Company will acquire all of the Common Shares Subject to Wholly Call and deliver the Class A Shares authorized to be newly issued pursuant to the amendment to the articles of incorporation pursuant to Agenda Item No. 1 in exchange for such acquisition by the special resolution of the shareholders’ meeting under the Company’s articles of incorporation as amended pursuant to Article 171, Paragraph 1 of the Companies Act, Agenda Item No. 1 and Agenda Item No. 2.

The Class A Shares will be delivered to the holders of Common Shares Subject to Wholly Call other than the Company at the ratio of 1/694,478 of one share per one Common Share Subject to Wholly Call. As explained in Agenda Item No. 1, the number of the Class A Shares to be delivered by the Company to each shareholder other than Sumitomo and KDDI is set to be a fractional number less than one share.

In terms of the fractions of Class A Shares less than one share which will arise from such delivery to the shareholders, the Company will sell the Class A Shares equivalent to the total sum of the fractions (in cases where the total sum includes a fractional number less than one share, such fraction will be rounded down pursuant to Article 234, Paragraph 1 of the Companies Act), and will deliver the proceeds of that sale to the shareholders in proportion to the fractions attributed to them.

With respect to the sale procedures described above, the Company plans to sell the Class A Shares to NJ with the permission of the court in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act. The sale price of the Class A Shares in this case will, if the necessary permission of the court is obtained, be set as the price in which the cash equivalent to the number of the Common Shares Subject to Wholly Call held by each shareholder of Common Shares Subject to Wholly Call multiplied by 123,000 yen (the Tender Offer Price) may be delivered to each shareholder.

2. Details of acquisition of Common Shares Subject to Wholly Call

(1) Matters relating to the acquisition price delivered in exchange for the acquisition of the Common Shares Subject to Wholly Call and allotment thereof

Pursuant to the Company's articles of incorporation after the amendment pursuant to Article 171, Paragraph 1 of the Companies Act, Agenda Item No. 1 and Agenda Item No. 2, the Company will deliver the Class A Shares on the acquisition date (as set out below) at the ratio of 1/694,478 of a share to the holders of the Common Shares Subject to Wholly Call other than the Company, whose names have been entered in the latest register of shareholders as of the record date to be separately designated (scheduled to be August 1, 2013) in exchange for the acquisition of the Common Shares Subject to Wholly Call held by the relevant shareholders.

(2) Acquisition date

August 2, 2013

(3) Other matters

This acquisition of the Common Shares Subject to Wholly Call in relation to this Agenda Item will become effective on the condition that the proposals of Agenda Item No. 1 and Agenda Item No. 2 are both approved by the Extraordinary Shareholders' Meeting as proposed, that the proposal of partial amendment to the articles of incorporation to the same effect as that of Agenda Item No. 2 is approved by the Class Shareholders' Meeting as proposed, and that the partial amendment to the articles of incorporation in relation to Agenda Item No. 2 becomes effective. The Company would like to ask shareholders to leave other matters to the absolute discretion of the board of directors of the Company.

CLASS SHAREHOLDERS' MEETING OF COMMON SHAREHOLDERS

Reference Documents for the Exercise of Voting Rights for the Class Shareholders' Meeting

Agenda Item: Partial amendment to the articles of incorporation regarding the wholly call provisions

1. Reason for proposal

As explained in Agenda Item No. 1 of the Extraordinary Shareholders' Meeting (pp 2 through 6 of the Reference Documents for the Exercise of Voting Rights for the Extraordinary Shareholders' Meeting), the Company concluded that the Transaction will contribute to an increase in the corporate value of the Company, that the Tender Offer Price is appropriate, and that the Tender Offer provides the Company's shareholders with a reasonable opportunity to sell their shares. Consequently, the Company decided to take the Privatizing Procedures subject to obtaining the approval of the shareholders at the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting.

In this Agenda Item, the Privatizing Procedure "Procedure 2" is proposed, whereby the Company's articles of incorporation as amended pursuant to Agenda Item No. 1 of the Extraordinary Shareholders' Meeting are further partially amended so that provisions of the articles of incorporation are newly established to the effect that all of the common shares issued by the Company are to be Common Shares Subject to Wholly Call by subjecting the common shares to the call option entitling the Company to buy them back in their entirety. The Company is a "corporation with class shares" (as defined under Article 2, Item (xiii) of the Companies Act), thus in order to make the amendment to its articles of incorporation necessary for conducting Procedure 2, it is required to obtain approval of the class shareholders' meeting consisting of the shareholders holding the common shares of the Company, pursuant to Article 111, Paragraph 2, Item (i) of the Companies Act. Accordingly, the Company hereby convenes the Class Shareholders' Meeting together with the Extraordinary Shareholders' Meeting and asks the shareholders for their approval. If this Agenda Item is approved by the Class Shareholders' Meeting as proposed, Agenda No. 2 of the Extraordinary Shareholders' Meeting is approved by the Extraordinary Shareholders' Meeting as proposed, and the amendment to the articles of incorporation in relation to Procedure 2 becomes effective, then all common shares issued by the Company will be Common Shares Subject to Wholly Call.

Please be informed that when Agenda Item No. 3 of the Extraordinary Shareholders' Meeting is approved by the Extraordinary Shareholders' Meeting as proposed, after Procedure 2, the Company is to acquire all of the Common Shares Subject to Wholly Call from the shareholders (Procedure 3). The acquisition price to be paid by the Company to the shareholders in exchange for such acquisition will be the Class A Shares authorized to be newly issued pursuant to the amendment to the articles of incorporation in Agenda Item No. 1 of the Extraordinary Shareholders' Meeting, and the number of the Class A Shares to be allotted to the shareholders per one Common Share Subject to Wholly Call will be 1/694,478 of a share, so that the number of the Class A Shares to be delivered to all shareholders other than Sumitomo and KDDI will be a fractional number less than one share.

2. Details of amendment

The articles of incorporation are amended as follows. The partial amendment to the articles of incorporation in relation to this Agenda Item will become effective on August 2, 2013 on the condition that Agenda Item No. 1, Agenda Item No. 2, which has the same effect as described in this Agenda Item, and Agenda Item No. 3 are all approved by the Extraordinary Shareholders' Meeting as proposed.

(Amended portions are underlined)

Articles of Incorporation as Amended by Agenda Item No. 1 of the Extraordinary Shareholders' Meeting	Additionally Proposed Amendment
Chapter II Shares (Newly established)	Chapter II Shares <u>Article 10-2 Provisions of Wholly Call</u> <u>The Company shall be entitled to buy back the common shares issued by the Company in their entirety by the resolution of the shareholders' meeting. In the case of the acquisition of all of the common shares, the Company shall deliver the Class A Shares at the ratio of 1/694,478 of a share per one common share in exchange for the acquisition of the common shares.</u>

Supplementary Provisions

Article 1 The provisions of Article 10-2 of these Articles of Incorporation shall become effective on August 2, 2013, and this Article shall be deleted upon the expiration of the same date.