

June 29, 2006

Company Name: Unipres Corporation

Title and Name of Representative: Satoru Nito, President and Representative Director  
(Securities Code No. 5949, TSE First Section)

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### **Notice Concerning the Issue of Stock Options (Stock Acquisition Rights)**

With the aim of providing further incentive and motivation to improve consolidated performance and with the approval of the Ordinary General Meeting of Shareholders of June 29, 2006, pursuant to Article 239 of the Company Law, Unipres Corporation passed a resolution at a meeting of its Board of Directors on June 29, 2006 to determine the terms and conditions of offering stock acquisition rights to its directors, corporate auditors, advisors, counselors, executive officers and employees and to certain directors of its consolidated subsidiaries, and to solicit those persons to subscribe to such offered stock acquisition rights, pursuant to Article 238, Paragraph 2 of the Company Law.

1. Name of offered stock acquisition rights

Unipres Corporation No. 3 Stock Acquisition Rights

2. Total number of offered stock acquisition rights

6,980 units

The total number of offered stock acquisition rights is the number to be granted under the current plan. If the total number of offered stock acquisition rights actually granted falls short of the number shown above because of shortage of applications or other circumstances, the offered stock acquisition rights shall be issued in the total number to be allotted.

3. Class and number of shares to be issued upon the exercise of offered stock acquisition rights

The class of shares to be issued upon the exercise of offered stock acquisition rights shall be shares of Unipres common stock, and the number of shares to be issued for each offered stock acquisition right (hereinafter "the Number of Shares Granted") shall be 100.

However, in the event that the Company carries out a stock split (including the gratis allotment of the shares of the Company's common stock; the same hereinafter with respect to stock splits), or a reverse stock split, the Number of Shares Granted shall be adjusted in accordance with the following formula. Fractions of a share resulting from this adjustment shall be discarded.

$$\begin{array}{l} \text{Adjusted} \\ \text{Number of} \\ \text{Shares} \\ \text{Granted} \end{array} = \begin{array}{l} \text{Pre-adjustment} \\ \text{Number of} \\ \text{Shares Granted} \end{array} \times \begin{array}{l} \text{Ratio of stock split or reverse} \\ \text{stock split} \end{array}$$

In addition to the foregoing, the Number of Shares Granted shall be adjusted within reasonable limits in the event that unavoidable circumstances necessitating such adjustment arise.

#### 4. Value of assets to be paid in upon the exercise of offered stock acquisition rights

The value of assets to be paid in upon the exercise of the offered stock acquisition rights shall be the amount to be paid per share of stock granted (hereinafter "Exercise Price") multiplied by the Number of Shares Granted.

The Exercise Price shall be the higher of either the average daily closing price (hereinafter "Closing Price")—any fraction shall be rounded up to the nearest yen—of the Company's common stock on the Tokyo Stock Exchange on each day (excluding days on which the Company's shares are not traded) of the month preceding the month in which the offered stock acquisition rights are allotted (hereinafter "Allotment Date"), as stipulated in 14. below, or the Closing Price of the day immediately preceding the Allotment Date (or in the event that there is no closing price on that date, the Closing Price of the immediately preceding day on which the Company's shares were traded).

#### 5. Adjustment of the Exercise Price

In the event of (i) or (ii) regarding the Company's common stock after the Allotment Date, the Exercise Price shall be adjusted in accordance with the following formulas (hereinafter "Exercise Price Adjustment Formula"). Fractions of a yen resulting from this adjustment shall be rounded up to the nearest yen.

(i) In the event of a stock split or reverse stock split:

$$\begin{array}{l} \text{Adjusted} \\ \text{Exercise} \\ \text{Price} \end{array} = \begin{array}{l} \text{Pre-adjustment} \\ \text{Exercise Price} \end{array} \times \frac{1}{\begin{array}{l} \text{Ratio of split or reverse stock} \\ \text{split} \end{array}}$$

(ii) In the event that the Company issues new shares or disposes of its own shares at a price less than the market price (excluding the sale of its own shares pursuant to Article 194 of the Company Law [request for the sale of odd-lot shares by odd-lot shareholders], the conversion of securities to be converted into the Company’s common stock or convertible securities, and the exercise of stock acquisition rights with which the grant of the Company’s common stock can be requested [including stock acquisition rights attached to bonds with stock acquisition rights]):

$$\text{Adjusted Exercise Price} = \text{Pre-adjustment Exercise Price} \times \frac{\text{Number of shares already issued} + \frac{\text{Number of newly issued shares} \times \text{Paid-in price per new share}}{\text{Market price}}}{\text{Number of shares already issued} + \text{Number of newly issued shares}}$$

- (1) The “Number of shares already issued” in the Exercise Price Adjustment Formula above is the number of shares already issued by the Company as of the Allotment Date, or if there is no Allotment Date, the number of shares one month prior to the date in question, less the total number of common shares owned by the Company as treasury stock on the date in question.
- (2) In the event that the Company disposes of its own shares, “Number of newly issued shares” shall be read as “Number of treasury stock shares disposed of.”

In addition to the above, in the event that unavoidable circumstances arise after the Allotment Date that necessitate the adjustment of the Exercise Price, such as the gratis allotment of other types of shares to ordinary shareholders and the distribution of the shares of other companies as dividends, the Exercise Price shall be adjusted within reasonable limits after taking into consideration the conditions, etc. of such allotment or dividends, etc.

6. Exercise period for offered stock acquisition rights

From July 11, 2008 to June 30, 2014

7. Matters pertaining to the increase in capital and capital reserve upon the issue of shares through the exercise of offered stock acquisition rights

i) The amount of capital to be increased in the event of the issue of shares upon the exercise of offered stock acquisition rights shall be half the limit on the increase in capital, etc. as calculated according to Article 40, Paragraph 1 of the Corporate Calculation Regulations.

Fractions of a yen resulting from this calculation shall be rounded up to the nearest yen.

ii) The amount of capital reserve to be increased in the event of the issue of shares upon the exercise of offered stock acquisition rights shall be the limit on the increase in capital, etc. mentioned in i) above less the amount of capital to be increased as stipulated in i) above.

#### 8. Restriction on acquisition of offered stock acquisition rights by transfer

The acquisition of offered stock acquisition rights by transfer shall require approval by a resolution of the Company's Board of Directors.

#### 9. Acquisition clause for offered stock acquisition rights

If the General Meeting of Shareholders resolves (or in case the resolution of the General Meeting of Stockholders is not required, if the Board of Directors resolves or the Representative Executive Officer decides) to approve any of the proposals (i) to (v) below, the Company may acquire free of charge the stock acquisition rights on a date separately determined by the Board of Directors.

- (i) A proposal for merger agreements in which the Company becomes the extinct company
- (ii) A proposal for spin-off agreements or spin-off plans in which the Company becomes a spin-off company
- (iii) A proposal for share exchange or share transfer plans in which the Company becomes a wholly owned subsidiary
- (iv) A proposal for an amendment to the Articles of Incorporation stipulating the necessity of the Company's approval of the acquisition of the concerned shares by transfer as contents of all shares to be issued by the Company
- (v) A proposal for an amendment to the Articles of Incorporation stipulating the necessity of the Company's approval of the acquisition of the concerned shares by transfer as contents of the shares to be issued upon the exercise of the stock acquisition rights or for stipulating the acquisition of all shares of this relevant class based on the resolution of the General Meeting of Shareholders

#### 10. Policy to determine the extinguishment of offered stock acquisition rights upon organizational restructuring and issuance of stock acquisition rights by the reorganized company

In the event the Company merges (limited to the case where the Company becomes extinct as a result of the merger), merges and spins off, newly spins off, exchanges shares or transfers shares (hereinafter collectively referred to as "Organizational Restructuring"), stock acquisition rights of the joint stock companies listed in Article 236, Paragraph 1, Item 8, (a) to (e) of the Company

Law (hereinafter “Reorganized Company”) shall be granted to each holder of the stock acquisition rights remaining at the time Organizational Restructuring takes effect (hereinafter “Remaining Stock Acquisition Rights”) in accordance with the following conditions. In this event, the Remaining Stock Acquisition Rights shall become extinct, and the Reorganized Company shall newly issue stock acquisition rights, provided, however, that this shall be limited to the case where the grant of stock acquisition rights of the Reorganized Company according to the following conditions is stipulated in the merger by absorption agreement, new merger agreement, merger and spin-off agreement, new spin-off plan, share exchange agreement or share transfer plan.

- i) Number of stock acquisition rights of the Reorganized Company to be granted  
The same number of stock acquisition rights as those held by holders of Remaining Stock Acquisition Rights shall be granted.
- ii) Class of shares of the Reorganized Company to be issued upon the exercise of stock acquisition rights  
Common stock of the Reorganized Company.
- iii) Number of shares of the Reorganized Company to be issued upon the exercise of stock acquisition rights  
To be determined according to 3. above after taking into consideration the conditions, etc. of Organizational Restructuring.
- iv) Value of assets to be contributed upon the exercise of stock acquisition rights  
The value of the assets to be paid in upon the exercise of each stock acquisition right to be granted shall be the amount paid after restructuring obtained by adjusting the Exercise Price stipulated in 4. above after taking into consideration the conditions, etc. of Organizational Restructuring multiplied by the number of shares of the Reorganized Company to be issued upon the exercise of the stock acquisition rights as determined in accordance with iii) above.
- v) Exercise period for stock acquisition rights  
Starting from the later of either the starting date of the exercise period for stock acquisition rights as stipulated in 6. above or the effective date of Organizational Restructuring and ending on the expiration date for the exercise of offered stock acquisition rights as stipulated in 6. above.
- vi) Matters pertaining to the increase in capital and capital reserve in the case of issue of shares upon the exercise of stock acquisition rights  
To be determined in accordance with 7. above.
- vii) Restriction on acquisition of stock acquisition rights by transfer  
The acquisition of stock acquisition rights by transfer shall require approval by a resolution

of the Reorganized Company's Board of Directors.

viii) Acquisition clause for stock acquisition rights

To be determined in accordance with 9. above.

ix) Other conditions for the exercise of stock acquisition rights

To be determined in accordance with 12. below.

11. Fractions of less than one share arising upon the exercise of offered stock acquisition rights

Fractions of less than one share in the number of shares to be granted to holders of offered stock acquisition rights who exercised stock acquisition rights shall be rounded down.

12. Other conditions for the exercise of offered stock acquisition rights

If a stock acquisition right holder waives his or her offered stock acquisition right, he or she may not exercise the offered stock acquisition right.

13. Amount to be paid for offered stock acquisition rights

No payment shall be required in exchange for stock acquisition rights.

14. Allotment Date of offered stock acquisition rights

July 10, 2006

15. Section to receive requests for exercise of offered stock acquisition rights

Human Resources & General Administration department of the Company (or any other section in charge of the relevant affairs from time to time)

16. Payment-handling bank for the exercise of offered stock acquisition rights

Shizuoka Bank, Fuji Chuo Branch (or its successor bank or successor branch, if any)

17. Persons to whom offered stock acquisition rights shall be allotted

8 directors, 4 corporate auditors, 1 advisor, 3 counselors, 9 executive officers, and 49 employees of the Company and 6 directors of the Company's subsidiaries