

June 3, 2015

To Those Shareholders with Voting Rights

Yoshio Okubo
Representative Director
Nippon Television Holdings, Inc.
6-1, Higashi Shimbashi 1-chome,
Minato-ku, Tokyo

NOTICE OF CONVOCAION OF THE 82ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 82nd Ordinary General Meeting of Shareholders of Nippon Television Holdings, Inc. ("the Company"). The Meeting will be held as described below.

If you are unable to attend on the day of the Meeting, you may exercise your voting rights using any of the following methods. You are therefore requested to review the following Reference Documents for the General Meeting of Shareholders and cast your vote by 6 p.m. on Thursday, June 25, 2015.

(Exercising Voting Rights by Mail)

Cast your vote on the items of business on the enclosed Voting Rights Exercise Form and return it by mail so that it arrives by the above deadline.

(Exercising Voting Rights via the Internet)

Access the Company's designated website for exercising voting rights (<http://www.web54.net>), use your Exercise of Voting Rights Code and Password on the enclosed Voting Rights Exercise Form, and then cast your vote on the items of business while following the instructions on the screen.

When exercising voting rights via the Internet, please review the Guidance for the Exercise of Voting Rights via the Internet on pages 15 and 16.

1. Date and Time

10 a.m., Friday, June 26, 2015

2. Place

KEIO PLAZA HOTEL TOKYO 5F Concord Ballroom

2-2-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

*Please refer to the map at the end of this notice.

3. Agendas of the Meeting

Matters to be Reported:

1. Business Report and Consolidated Financial Statements for the 82nd Fiscal Term (from April 1, 2014 to March 31, 2015) and Reports of Audit on the Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board Members
2. Non-Consolidated Financial Statements for the 82nd Fiscal Term (from April 1, 2014 to March 31, 2015)

Items of Business:

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|---------------------------------|--|
| First Item of Business: | Appropriation of Surpluses |
| Second Item of Business: | Partial Amendments to Articles of Incorporation |
| Third Item of Business: | Election of Twelve (12) Board Directors |
| Fourth Item of Business: | Election of Two (2) Audit & Supervisory Board Members |
| Fifth Item of Business: | Election of One (1) Alternate Audit & Supervisory Board Member |
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1. For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting.
2. If voting rights have been exercised more than once using the Voting Rights Exercise Form and the Internet, votes that arrive the latest will be treated as effective. If votes in both formats are received on the same day, votes cast via the Internet will be treated as effective.
3. If voting rights have been exercised more than once via the Internet, the final vote will be treated as effective.
4. Whenever amendments occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, they will be published on the Company's website (<http://www.ntvhd.co.jp/ir/holder/meeting/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Information

First Item of Business: Appropriation of Surpluses

The Company regards the return of profit to shareholders as an important management issue, and has a basic policy of providing a consistent and stable return to shareholders while taking into account the need to maintain sufficient internal reserves to be able to flexibly respond to changes in the operating environment, to strengthen the earnings base, and to carry out proactive business development.

Based on this policy, we propose to pay a year-end dividend of ¥20 per share for the fiscal year under review.

Payment of year-end dividends

(1) Type of Dividend:

Cash

(2) Amount of Dividend:

¥20 per share of the Company's common stock. The total dividend will be ¥5,074,770,400.

(3) Effective Date:

June 29, 2015

Second Item of Business: Partial Amendments to Articles of Incorporation

1. Grounds for amendments

- (1) In order to prepare for the future expansion of business activities and expansion into new business areas, it is proposed to provide for additional objectives and purposes in Article 2 (Objectives and Purposes) of the current Articles of Incorporation, and due to the new establishment of such items, it is proposed to amend the numbering of the subsequent items.
- (2) As a result of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) entering into force on May 1, 2015, the scope of the board directors, audit & supervisory board members etc. who may enter into agreements for limitation of liability has changed. Accordingly, it is proposed to partially amend the provisions of Article 30 (Exemption from Liability of Board Directors) and Article 40 (Exemption from Liability of Audit & Supervisory Board Members) of the current Articles of Incorporation so that board directors (excluding executive directors, etc.) other than outside board directors and audit & supervisory board members other than outside audit & supervisory board members may fully perform their expected roles. The proposed amendments to Article 30 (Exemption from Liability of Board Directors) have been approved by each audit & supervisory board member.

[Translation for Reference and Convenience Purposes Only]

2. Details of amendments

Details of the amendments are as follows.

(Amendments are indicated below with underlines.)

Current Articles of Incorporation	After amendments (proposed)
<p>Article 2. Objectives and Purposes (Omitted) (1) through (20) (Omitted) (21) Temporary employment agency business; <u>and</u> (Newly established) (Newly established) (22) (Omitted) 2. (Omitted)</p>	<p>Article 2. Objectives and Purposes (No change) (1) through (20) (No change) (21) Temporary employment agency business; (22) <u>Acquiring, holding, managing, operating and disposing of, securities, contributions, equities and similar (not limited to securities, etc. of companies, etc. engaged in the businesses set out in each item above);</u> (23) <u>Managing the business activities (not limited to business activities relating to the businesses set out in each item above) of, or otherwise providing management advice, consulting services or advisory services to, subsidiaries and affiliates, etc.; and</u> (24) (No change) 2. (No change)</p>
<p>Article 30. Exemption from Liability of Board Directors (Omitted) 2. The Company may enter into agreements with any <u>outside board director</u> to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act to the amount prescribed in the laws and regulations, in the case where such <u>outside board director</u> was acting in good faith and was not grossly negligent in performing his/her duties as <u>an outside board director</u>.</p>	<p>Article 30. Exemption from Liability of Board Directors (No change) 2. The Company may enter into agreements with any board <u>director (excluding those who are executive directors, etc.)</u> to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act to the amount prescribed in the laws and regulations, in the case where such board <u>director</u> was acting in good faith and was not grossly negligent in performing his/her duties as <u>a board director</u>.</p>
<p>Article 40. Exemption from Liability of Audit & Supervisory Board Members (Omitted) 2. The company may enter into agreements with any <u>outside audit & supervisory board member</u> to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act to the amount prescribed in laws and regulations, in the case where such <u>outside audit & supervisory board member</u> was acting in good faith and was not grossly negligent in performing his/her duties as <u>an outside audit & supervisory board member</u></p>	<p>Article 40. Exemption from Liability of Audit & Supervisory Board Members (No change) 2. The company may enter into agreements with any <u>audit & supervisory board member</u> to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act to the amount prescribed in laws and regulations, in the case where such <u>audit & supervisory board member</u> was acting in good faith and was not grossly negligent in performing his/her duties as <u>an audit & supervisory board member</u>.</p>

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Third Item of Business: Election of Twelve (12) Board Directors

The term of office of all of the current twelve (12) Board Directors will expire upon the close of the 82nd Ordinary General Meeting of Shareholders. We therefore propose the election of twelve (12) Board Directors.

The nominees for Board Directors are as follows:

No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)		Number of the Company's Shares Held
1	Yoshio Okubo (July 8, 1950)	<p>June 2003 General Manager, Political News Department, The Yomiuri Shimbun Tokyo Head Office</p> <p>June 2007 Senior Deputy Managing Editor, The Yomiuri Shimbun</p> <p>June 2008 Corporate Officer, Director General, Media Strategies, The Yomiuri Shimbun</p> <p>June 2009 Director, Director General, Media Strategies, The Yomiuri Shimbun</p> <p>June 2010 NTV Board Director, Operating Officer</p> <p>June 2011 NTV Representative Director, President</p> <p>April 2012 Representative Director, NTV Network Preparatory Corporation (now NTV Network Corporation)</p> <p>October 2012 NTV Representative Director, President</p> <p>October 2012 Representative Director, President, NTV Network Corporation (current)</p> <p>June 2014 NTV Representative Director, President, Chairman of Business Audit Committee in charge of Corporate Strategy (current)</p> <p>(Significant Positions Concurrently Held)</p> <p>Representative Director, President, NTV Network Corporation</p> <p>Board Director, The Yomiuri Shimbun Holdings</p> <p>Auditor, The Yomiuri Shimbun Tokyo Head Office</p> <p>Director, Yomiuri Giants</p> <p>Outside Director, Yomiuri Land Co., Ltd.</p>		38,579
2	Hiroshi Watanabe (July 11, 1952)	<p>April 1976 Joined NTV</p> <p>February 2005 NTV Director General, Programming</p> <p>January 2006 NTV Director General, Production</p> <p>June 2008 NTV Operating Officer, Director General, Production</p> <p>March 2009 NTV Operating Officer, Director General, News, Chief Commentator, Commentators Committee, Chairman of News Code Committee</p> <p>June 2009 NTV Board Director, Operating Officer</p> <p>June 2012 NTV Board Director, Managing Officer</p> <p>October 2012 NTV Executive Board Director</p> <p>June 2013 NTV Senior Executive Board Director</p> <p>June 2013 Board Director, Senior Managing Officer, NTV Network Corporation (current)</p> <p>June 2014 Representative Director, Chairman, AX-ON Inc. (current)</p> <p>June 2014 NTV Senior Executive Board Director in charge of Nippon TV Group Management Strategy Committee and Group Strategy Planning (current)</p> <p>(Significant Positions Concurrently Held)</p> <p>Representative Director, Chairman, AX-ON Inc.</p>		34,352

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No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)		Number of the Company's Shares Held
3	Yoshinobu Kosugi (February 8, 1954)	<p>April 1976 Joined NTV</p> <p>June 2004 NTV Director General, Sales</p> <p>March 2007 NTV Director General, Programming</p> <p>June 2008 NTV Operating Officer, Director General, Programming</p> <p>June 2009 Representative Director, President, AX-ON Inc.</p> <p>June 2011 NTV Board Director, Operating Officer</p> <p>June 2012 NTV Board Director, Managing Officer</p> <p>October 2012 NTV Executive Board Director</p> <p>June 2013 NTV Senior Executive Board Director</p> <p>June 2013 Board Director, Senior Managing Officer, NTV Network Corporation (current)</p> <p>October 2014 NTV Senior Executive Board Director in charge of Multi-Platform Convergence Strategy (current)</p>		25,089
4	Kimio Maruyama (April 7, 1954)	<p>April 1979 Joined NTV</p> <p>July 2007 NTV Director General, Sports</p> <p>December 2007 Transferred as a NTV employee from the NTV Human Resources to Yomiuri Telecasting Corporation as Director General, Programming</p> <p>January 2008 Transferred as a NTV employee from the NTV Human Resources to Yomiuri Telecasting Corporation as Operating Officer, Director General, Programming</p> <p>June 2010 NTV Operating Officer, Director General, Sales</p> <p>June 2011 NTV Board Director, Operating Officer, Director General, Sales</p> <p>June 2012 NTV Board Director, Managing Officer</p> <p>October 2012 NTV Executive Board Director</p> <p>October 2012 Board Director, Managing Officer, NTV Network Corporation (current)</p> <p>July 2013 Vice Chairman, CNplus Production, Inc. (current)</p> <p>June 2014 NTV Executive Board Director in charge of Financial Management, Executive Manager of Personal Information Management Office (current)</p> <p>(Significant Positions Concurrently Held) Vice Chairman, CNplus Production, Inc.</p>		23,989

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No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)		Number of the Company's Shares Held
5	Koichi Akaza (November 14, 1958)	<p>July 2002 General Manager, Secretariat, The Yomiuri Shimbun Tokyo Head Office</p> <p>December 2005 Chief Commentator, Editor, Member of Commentators Committee, The Yomiuri Shimbun</p> <p>June 2007 General Manager, Political News Department, The Yomiuri Shimbun</p> <p>June 2009 Deputy Director General, Media Strategies, The Yomiuri Shimbun</p> <p>June 2010 Corporate Officer, Director General, Media Strategies, The Yomiuri Shimbun</p> <p>June 2011 Director, Director General, Media Strategies, The Yomiuri Shimbun</p> <p>June 2012 Representative Director, President, BS Nippon Corporation (current)</p> <p>October 2012 NTV Board Director (current)</p> <p>June 2014 Board Director, Operating Officer, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held) Representative Director, President, BS Nippon Corporation</p>		11,434
6	Akira Ishizawa (October 14, 1956)	<p>April 1980 Joined NTV</p> <p>July 2008 NTV General Manager, Executive Administration</p> <p>July 2009 NTV Director General, Corporate Administration</p> <p>December 2009 NTV Director General, Programming</p> <p>July 2011 NTV Operating Officer, General Manager, President's Office</p> <p>June 2012 NTV Senior Operating Officer, General Manager, President's Office</p> <p>October 2012 NTV Director General, Corporate Strategy</p> <p>June 2013 NTV Board Director</p> <p>June 2013 Board Director, Operating Officer, NTV Network Corporation (current)</p> <p>June 2014 NTV Board Director in charge of Corporate Administration, Advisor to Corporate Strategy (in charge of Human Resources, Labor Relations, Information Security Management), Executive Manager of Personal Information Management Office, Vice Chairman of Business Audit Committee (current)</p>		13,591

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No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)	Number of the Company's Shares Held
7	Tsuneo Watanabe (May 30, 1926)	<p>May 1991 Representative Director, President, Chief Editor, The Yomiuri Shimbun</p> <p>June 1991 NTV Board Director (current)</p> <p>June 1992 Director, Yomiuri Land Co., Ltd. (current)</p> <p>January 2004 Representative Director, Chairman, Chief Editor, The Yomiuri Shimbun Holdings (current)</p> <p>June 2005 Representative Director, Chairman, The Yomiuri Giants</p> <p>October 2012 Board Director, NTV Network Corporation (current)</p> <p>June 2014 Director, Executive Advisor, The Yomiuri Giants (current)</p> <p>(Significant Positions Concurrently Held)</p> <p>Representative Director, Chairman, Chief Editor, The Yomiuri Shimbun Holdings</p> <p>Director, Executive Advisor, The Yomiuri Giants</p> <p>Outside Director, Yomiuri Land Co., Ltd.</p>	0
8	Hiroshi Maeda (October 17, 1926)	<p>April 1977 Public Prosecutor of the Supreme Public Prosecutors' Office</p> <p>December 1983 Administrative Vice-Minister for Justice</p> <p>December 1985 Superintending Prosecutor of the Tokyo High Public Prosecutors' Office</p> <p>March 1988 Prosecutor General</p> <p>May 1990 Director, Sogo Building Management Company (now Japan Reliance Service Corporation) (current)</p> <p>June 1990 Registered as a lawyer (current)</p> <p>June 2005 NTV Board Director (current)</p> <p>October 2012 Board Director, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held)</p> <p>Lawyer, Hiroshi Maeda Law Offices</p> <p>Outside Director, Japan Reliance Service Corporation</p>	0

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No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)		Number of the Company's Shares Held
9	Takashi Imai (December 23, 1929)	<p>June 1993 Representative Director, President, Nippon Steel Corporation (now Nippon Steel & Sumitomo Metal Corporation)</p> <p>July 1995 Statutory Auditor, Nippon Life Insurance Company (current)</p> <p>April 1998 Representative Director, Chairman, Nippon Steel Corporation (now Nippon Steel & Sumitomo Metal Corporation)</p> <p>May 1998 Chairman, Japan Federation of Economic Organizations (now Keidanren)</p> <p>June 2002 Director, Japan Securities Finance Co., Ltd. (current)</p> <p>June 2007 NTV Board Director (current)</p> <p>June 2008 Honorary Chairman, Colleague, Nippon Steel Corporation (now Nippon Steel & Sumitomo Metal Corporation) (current)</p> <p>October 2012 Board Director, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held) Honorary Chairman, Colleague, Nippon Steel & Sumitomo Metal Corporation Outside Director, Japan Securities Finance Co., Ltd. Outside Auditor, Nippon Life Insurance Company</p>		0
10	Ken Sato (November 17, 1943)	<p>June 1985 Budget Examiner, Budget Bureau, Ministry of Finance</p> <p>June 1992 Deputy Director-General, Finance Bureau, Ministry of Finance</p> <p>July 1997 Director General, Bureau of Defense Policy, Japan Defense Agency</p> <p>January 2000 Administrative Vice Minister, Japan Defense Agency</p> <p>July 2004 Vice Chairman, Institute for International Policy Studies</p> <p>December 2009 President, Institute for International Policy Studies (current)</p> <p>May 2011 Director, AEON Co., Ltd. (current)</p> <p>June 2011 NTV Board Director (current)</p> <p>October 2012 Board Director, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held) President, Institute for International Policy Studies Outside Director, AEON Co., Ltd.</p>		47,200
11	Tadao Kakizoe (April 10, 1941)	<p>January 1992 Director, National Cancer Center</p> <p>April 2002 Chief Director, National Cancer Center</p> <p>March 2007 President, Japan Cancer Society (current)</p> <p>April 2007 President Emeritus, National Cancer Center</p> <p>June 2009 Director, TERUMO CORPORATION (current)</p> <p>June 2011 NTV Board Director (current)</p> <p>October 2012 Board Director, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held) President, Japan Cancer Society Outside Director, TERUMO CORPORATION</p>		0

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No.	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)	Number of the Company's Shares Held
12	Yasushi Manago (May 11, 1954)	<p>July 2001 Budget Examiner, Budget Bureau, Ministry of Finance</p> <p>July 2004 Counselor, Minister's Secretariat, Ministry of Finance</p> <p>July 2006 Deputy Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 2009 Deputy Vice Minister, Ministry of Finance</p> <p>July 2010 Director-General of the Budget Bureau, Ministry of Finance</p> <p>August 2012 Administrative Vice Minister, Ministry of Finance</p> <p>October 2013 Visiting Professor, Institute of Business Law and Comparative Law and Politics, Graduate Schools for Law and Politics, The University of Tokyo (current)</p> <p>February 2014 Registered as a lawyer (current)</p> <p>February 2014 Of Counsel, Nishimura & Asahi LPC (current)</p> <p>June 2014 Auditor, The Yomiuri Shimbun West Japan Head Office (current)</p> <p>June 2014 NTV Board Director (current)</p> <p>June 2014 Board Director, NTV Network Corporation (current)</p> <p>(Significant Positions Concurrently Held) Lawyer, Of Counsel, Nishimura & Asahi LPC Auditor, The Yomiuri Shimbun West Japan Head Office</p>	0

Notes:

1. The nominee, Kimio Maruyama, concurrently serves as Vice Chairman of CNplus Production, Inc., with which a subsidiary of the Company has business transactions concerning the production and sales of broadcast programs for overseas markets, etc.
2. The nominee, Tsuneo Watanabe, concurrently serves as Representative Director of The Yomiuri Shimbun Holdings, and The Yomiuri Shimbun Tokyo Head Office, a wholly owned subsidiary of that company, and subsidiaries of the Company engage in transactions concerning the purchase, etc., of television broadcasting rights for professional baseball games.
3. The nominee, Ken Sato, is President of the Institute for International Policy Studies, with which a subsidiary of the Company has business transactions such as the payment of membership fees.
4. The nominee, Yasushi Manago is Lawyer and Of counsel of Nishimura & Asahi LPC. The Company obtains legal advice from this firm when necessary, but Mr. Manago does not handle any of the Company's legal issues.
5. There are no special conflicts of interest between the other nominees for Board Director and the Company.
6. The nominees, Tsuneo Watanabe, Hiroshi Maeda, Takashi Imai, Tadao Kakizoe and Yasushi Manago, are candidates for Outside Board Director.
7. Notes on Outside Board Director Nominees
 - (1) Tsuneo Watanabe was nominated for Outside Board Director because it was desired that his insightful opinions based on his considerable experience as manager of the newspaper company and as an influential figure in the press would be reflected in the management of the Company.
Although Tsuneo Watanabe concurrently serves as a Representative Director of The Yomiuri Shimbun Holdings, which is the Company's largest shareholder, the Company and The Yomiuri Shimbun Holdings conduct mutually independent decision making with regard to financial and business policies. Therefore, from the perspectives of effectiveness and professionalism, the Company believes Mr. Watanabe can fully perform a supervisory function over the Company's management as an Outside Director.
Mr. Watanabe's period of service as an Outside Board Director of the Company will be twenty four years upon the closing of the Meeting.
 - (2) Hiroshi Maeda was nominated for Outside Board Director because it was desired that his insightful opinions based on his extensive experience in the legal community would be reflected in the management of the Company and was desired to supervise and guide the Company's compliance and related activities.

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Mr. Maeda does not have experience dealing directly with corporate management, but it is believed that his advanced knowledge of legal affairs and adequate insights, stemming from his experience as a lawyer and Prosecutor General can guide corporate management and will enable him to fulfill the duties of Outside Board Director for the Company.

Mr. Maeda's period of service as an Outside Board Director of the Company will be ten years upon the closing of the Meeting.

- (3) Takashi Imai was nominated for Outside Board Director because it was desired that his insightful opinions based on his extensive experience as a corporate executive and a business leader would be reflected in the management of the Company.

Mr. Imai's period of service as an Outside Board Director of the Company will be eight years upon the closing of the Meeting.

- (4) Tadao Kakizoe was nominated for Outside Board Director because he has extensive contacts in a variety of fields in Japan and overseas through his commitment to medical science, and therefore it was determined that his wide range of insight, which is not limited to the medical community, would be reflected in the management of the Company.

Mr. Kakizoe does not have experience dealing directly with corporate management, but it is believed that his advanced knowledge and experience in serving as Chief Director of the National Cancer Center and adequate insights to guide corporate management will enable him to fulfill the duties of Outside Board Director for the Company.

Mr. Kakizoe's period of service as an Outside Board Director of the Company will be four years upon the closing of the Meeting.

- (5) Yasushi Manago was nominated for Outside Board Director because it was desired that his considerable experience at a governmental agency and extensive range of insightful opinions on fiscal and monetary affairs, the economy and legal affairs would be reflected in the management of the Company.

Mr. Manago does not have experience dealing directly with corporate management, but it is believed that his adequate knowledge for control over corporate management obtained through his experience as an Administrative Vice Minister of Minister of Finance and a lawyer will enable him to fulfill the duties of Outside Board Director for the Company.

Mr. Manago's period of service as an Outside Board Director of the Company will be one year upon the closing of the Meeting.

- (6) Tsuneo Watanabe, Hiroshi Maeda, Takashi Imai, Tadao Kakizoe, and Yasushi Manago are non-executive directors of NTV Network Corporation, a subsidiary of the Company.

Tsuneo Watanabe is also a non-executive director of Yomiuri Telecasting Corporation, an affiliate of the Company.

8. The Company notified the Tokyo Stock Exchange that Board Directors Hiroshi Maeda, Takashi Imai, Tadao Kakizoe and Yasushi Manago would serve as independent officers under the rules of the Tokyo Stock Exchange. In the event that four Board Directors are reappointed, they will continue as independent officers.

9. Tsuneo Watanabe, Hiroshi Maeda, Takashi Imai, Tadao Kakizoe and Yasushi Manago all currently serve as Outside Board Directors of the Company. The Company has concluded the limited liability contracts with each of these five Outside Board Directors that set their total maximum liability at the lowest liability provided for in Article 425, Paragraph 1, of the Companies Act. In the event that these Outside Board Directors are reappointed, it is the Company's intention to extend the aforementioned limited liability contracts with them.

In addition, provided that Resolution No. 2 (Partial Amendment of the Articles of Incorporation) is adopted, the Company intends to conclude such limited liability contract with Ken Sato.

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Fourth Item of Business: Election of Two (2) Audit & Supervisory Board Members

The term of office of the current Audit & Supervisory Board Members, Kenji Kase and Kojiro Shiraishi, will expire upon the close of this Meeting. We therefore propose the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its prior accord to this Fourth Item of Business.

The nominees for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Brief Personal History and Position in the Company (Significant Positions Concurrently Held)		Number of the Company's Shares Held
1	Kojiro Shiraishi (September 8, 1946)	June 2011 Representative Director, President, The Yomiuri Shimbun Holdings June 2011 Representative Director, President, Executive Editor, The Yomiuri Shimbun Tokyo Head Office June 2011 Director, The Yomiuri Giants June 2011 NTV Audit & Supervisory Board Member (current) November 2011 Director, Owner, The Yomiuri Giants (current) June 2012 Representative Director, President, Executive Editor, The Yomiuri Shimbun Holdings (current) June 2012 Representative Director, President, The Yomiuri Shimbun Tokyo Head Office (current) October 2012 Audit & Supervisory Board Member, NTV Network Corporation (current) (Significant Positions Concurrently Held) Representative Director, President, Executive Editor, The Yomiuri Shimbun Holdings Representative Director, President, The Yomiuri Shimbun Tokyo Head Office Director, Owner, The Yomiuri Giants		0
2	Toshinori Kanemoto* (August 24, 1945)	April 1968 Joined National Police Agency April 1992 Director General, Kumamoto Prefecture Police Headquarters, August 1995 Director General, the International Affairs Department, National Police Agency October 1996 President, ICPO-INTERPOL August 2000 President, National Police Academy April 2001 Director of Cabinet Intelligence, Cabinet Secretariat, Government of Japan January 2007 Registered as a lawyer (current) February 2007 Of Counsel, City-Yuwa Partners (current) June 2008 Corporate Auditor, Nippon Mining Holdings, Inc. (now JX Holdings, Inc.) (current) June 2011 Director, Nomura Holdings, Inc. (current) June 2011 Director, Nomura Securities Co., Ltd. (current) (Significant Positions Concurrently Held) Lawyer, Of Counsel, City-Yuwa Partners Outside Corporate Auditor, JX Holdings, Inc. Outside Director, Nomura Holdings, Inc. Outside Director, Nomura Securities Co., Ltd.		0

Notes:

1. A nominee marked with * is a nominee for new appointment to Audit & Supervisory Board Member.

2. The nominee, Kojiro Shiraishi, concurrently serves as Representative Director of The Yomiuri Shimbun Holdings and The Yomiuri Shimbun Tokyo Head Office, a wholly owned subsidiary of the aforementioned company, as well as Director and Owner of The Yomiuri Giants. The Company has business transactions concerning the purchase, etc., of television broadcasting rights for professional baseball games with The Yomiuri Shimbun Tokyo Head Office. In addition, the Company has a business relationship related to the use of recorded footage of baseball players with The Yomiuri Giants.
3. There are no special conflicts of interest between Mr. Kanemoto and the Company.
4. The nominees, Kojiro Shiraishi and Toshinori Kanemoto, are candidates for Outside Audit & Supervisory Board Members.
5. Notes on Audit & Supervisory Board Member Nominees
 - (1) Kojiro Shiraishi was nominated for Outside Audit & Supervisory Board Member because it was desired that his insightful opinions, based on his extensive experience as manager of the newspaper company and as an influential figure in the press, serve in the supervision of the management of the Company.

Mr. Shiraishi concurrently serves as a Representative Director of The Yomiuri Shimbun Holdings and The Yomiuri Shimbun Tokyo Head Office, a subsidiary of The Yomiuri Shimbun Holdings, both of which are major shareholders of the Company. However, The Yomiuri Shimbun Holdings, The Yomiuri Shimbun Tokyo Head Office, and the Company conduct mutually independent decision making with regard to financial and business policies. Therefore, from the perspectives of effectiveness and professionalism, the Company believes Mr. Shiraishi can fully perform an audit function over the execution of business duties by the Company's Board Directors as an Outside Audit & Supervisory Board Member.

Although he is currently Outside Audit & Supervisory Board Member of the Company, while he was in his post, the programs broadcasted by the Company (at the time Nippon Television Network Corporation) included some inappropriate content (*news every.*: "Food and Radiation: The Dangers of Drinking Water" (broadcasted on April 25, 2012) and *Geino ★Bang: The Golden* (broadcasted on May 4 of the same year)), the Company provided explanations on television, on its website, etc. about how these incidents occurred, the action the Company would be taking, and so on. Later, we received an opinion concerning these incidents from the Broadcasting Ethics & Program Improvement Organization (BPO)'s Committee for the Investigation of Broadcasting Ethics.

He has made various statements about how we will adhere to laws and regulations, broadcasting standards, etc., and ensure that our programs do not face public criticism, and after these incidents occurred, he took responsibility for them, by, for example, making recommendations for preventing recurrences.

His term as Audit & Supervisory Board Member will be four years upon the closing of this meeting.
 - (2) Toshinori Kanemoto was nominated for Outside Audit & Supervisory Board Member because he possesses a wealth of experience working for government organizations and broad knowledge of compliance and the field of law in general, and the Company would therefore like Mr. Kanemoto to supervise the Company's management.

Although he does not have experience dealing directly with corporate management, having served as President of ICPO-INTERPOL and as a lawyer, he has sufficient knowledge for the supervising of corporate management. We therefore deem him suitable to properly fulfill his duties as Audit & Supervisory Board Member of the Company.

He also serves as an Outside Auditor of Nomura Securities Co., Ltd., which was issued with a business improvement order by the Financial Services Agency in August 2012 for improperly managing information relating to a company that was making a public offering of shares. He made statements from the perspective of legal compliance on a day-to-day basis, for example, at meetings of the board of directors. He also took responsibility for and made various statements on compliance concerning initiatives aimed at ensuring that the improvement measures adopted were implemented and would continue to function effectively.
 - (3) Kojiro Shiraishi serves as an Audit & Supervisory Board Member of NTV Network Corporation, a subsidiary of the Company and as a non-executive director of The Sapporo Television Broadcasting Co., Ltd., an affiliate of the Company.
6. Toshinori Kanemoto meets the Tokyo Stock Exchange's criteria for an independent officer, and we intend to notify the Exchange of his appointment as an independent officer.

[Translation for Reference and Convenience Purposes Only]

7. Mr. Shiraishi currently serves as Outside Audit & Supervisory Board Member of the Company. The Company has concluded a limited liability contract with him that sets his total maximum liability at the lowest liability provided for in Article 425, Paragraph 1, of the Companies Act. In the event he is reappointed, it is the Company's intention to extend the aforementioned limited liability contract with him. If the appointment of Mr. Kanemoto is approved, the Company intends to conclude a limited liability contract with him as described above.

[Translation for Reference and Convenience Purposes Only]

Fifth Item of Business: Election of One (1) Alternate Audit & Supervisory Board Member

We propose the election of one (1) alternate Audit & Supervisory Board Member to prepare for a possible vacancy in terms of the number of Audit & Supervisory Board Members stipulated by laws and regulations.

The Audit & Supervisory Board has given its prior accord to this Fifth Item of Business.

The nominee for alternate Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal History (Significant Positions Concurrently Held)		Number of the Company's Shares Held
Katsuhiro Masukata (February 16, 1943)	May 1965	Joined NTV	31,316
	June 1997	NTV Director General, Network	
	June 2000	NTV Operating Officer, Director General, Corporate Administration	
	March 2001	Representative Director, President, CS Nippon Corporation	
	June 2003	Representative Director, Chairman, CS Nippon Corporation	
	June 2003	NTV Board Director, Operating Officer, Director General, Human Resources	
	June 2004	NTV Board Director, Managing Officer	
	June 2007	NTV Board Director, Senior Managing Officer	
	June 2010	NTV Board Director, Executive Vice President	
	June 2011	Representative Director, President, NTV Group Holdings Inc. (now NTV Group Planning Inc.)	
	October 2012	Representative Director, Chairman, NTV Group Planning Inc.	
	October 2012	NTV Board Director	
	June 2014	NTV Alternate Audit & Supervisory Board Member	

Notes:

1. There are no special conflicts of interest between the nominee for alternate Audit & Supervisory Board Member, Katsuhiro Masukata, and the Company.
2. Mr. Masukata has been nominated to serve as an alternate to Audit & Supervisory Board Member Yasuhiro Nose in the event that the latter becomes unavailable to fulfill his duties.

Guidance for the Exercise of Voting Rights via the Internet

*Handling of the exercise of voting rights via the Internet

1. You can exercise your voting rights via the Internet only by accessing the dedicated website designated by the Company:

<http://www.web54.net>

2. You need the “Exercise of Voting Rights Code” and “Password,” both of which are printed on the enclosed Voting Rights Exercise Form.
3. If you have exercised your voting rights several times via the Internet, only the final execution shall be deemed as your effective exercise of voting rights.
4. If you have exercised your voting rights both by sending the Voting Rights Exercise Form and via the Internet, the latest one that arrives shall be deemed as your effective exercise of voting rights. If they arrive at the Company on the same day, only the one via the Internet shall be deemed and handled as your effective exercise of voting rights.
5. Please complete procedures for exercising voting rights via the Internet before 6 p.m. on Thursday, June 25, 2015.

*Handling of your Password

1. The Password is the vital means to identify each person as a qualified shareholder with voting rights for voting at the Ordinary General Meeting of Shareholders. Therefore, please carefully secure your password at all times.
2. The Company will not reissue a Password even if you lose it. We will not accept inquiries about passwords over the phone.
3. The Password will become unavailable by locking the voting procedure on the screen if you input the wrong data a certain fixed number of times. In this case, follow the instructions on the screen.
4. Please note that this Password is applicable only for this Ordinary General Meeting of Shareholders. The Company will provide a new Password to shareholders when the next general meeting of shareholders is held.

*PC system requirements for accessing the website for exercising voting rights

Please confirm that your personal computer satisfies the following system requirements:

1. The screen resolution is 800 (horizontal) × 600 (vertical) dots or higher pixels (SVGA)
2. Application(s) to be installed
 - (1) Microsoft® Internet Explorer Ver. 5.01 SP2 or later
 - (2) Adobe® Acrobat® Reader® Ver. 4.0 or later, or Adobe® Reader® Ver. 6.0 or later
 - * Microsoft® and Internet Explorer are registered trademarks or trademarks of Microsoft Corporation of the United States in the United States and other countries.
 - * Adobe® Acrobat® Reader® and Adobe® Reader® are registered trademarks or trademarks of Adobe Systems Incorporated in the United States and other countries.
 - * These software products are distributed free of charge from the respective companies at their websites.
3. Various expenses regarding the Internet (e.g., fee for connection with the provider, communication charge) shall be borne by the shareholders who exercise their voting rights via the Internet.
4. Due to firewall settings, communication via your Internet connection may be restricted. Please check this with your system administrator.
5. This website uses a pop-up function. If your system is configured to automatically block the pop-up function, please lift such blocking before you exercise your voting rights via the Internet.
6. Mobile phones cannot be used.

[Translation for Reference and Convenience Purposes Only]

***Inquiries on the operating method of your PC and other matters**

1. If you have any inquiries about the operation of your personal computer regarding the exercise of voting rights via the website, contact the following:

Securities Agency Web Support (Dedicated dial-in) Sumitomo Mitsui Trust Bank, Limited Phone: 0120-652-031 (Business hours: 9 a.m.–9 p.m.)
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2. If you have any inquiries (e.g., registered address, number of shares held) other than 1. above, please contact the following:

- (1) Shareholders with Accounts at Securities Companies

Please contact your securities company.
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- (2) Shareholders without Accounts at Securities Companies (Shareholders with Special Accounts)

Securities Agency Business Center Sumitomo Mitsui Trust Bank, Limited Phone: 0120-782-031 (Business hours: 9 a.m.–5 p.m. except for Saturdays, Sundays and national holidays)
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Map for General Shareholders' Meeting Venue

Place: KEIO PLAZA HOTEL TOKYO 5F Concord Ballroom

2-2-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

Telephone Number: (03) 3344-0111

[Directions]

- Via JR lines, Keio Line, Odakyu Line, Tokyo Metro lines, Toei Oedo Line: An approximately 10-minute walk from Shinjuku Station (West Exit)
- Via Toei Oedo Line: An approximately 5-minute walk from Tochomae Station, just outside Exit B1 of the underground passageway
- The reception desk will open at 9 a.m. on the day of the meeting.
- A gift will be distributed to attending shareholders, but only one gift will be given to each attending shareholder, regardless of the number of voting rights exercise forms the shareholder possesses.

KEIO PLAZA HOTEL TOKYO 5F Concord Ballroom

Nishi-Shinjuku, Shinjuku-ku, Tokyo 150-0011

+81-3-3344-0111

