

November 22, 2005

Company name: Fullcast Co., Ltd.  
President and CEO: Takehito Hirano  
(Stock code: 4848; Stock Exchange listing: First Section of the Tokyo Stock Exchange)  
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To whom it may concern:

### **Notification Concerning the Grant of Stock Option**

(Issuance of share acquisition rights pursuant to the provisions of Sections 20 and 21 of Article 280 of the Commercial Code of Japan)

This is to inform you that we decided in a meeting of the board of directors on November 21, 2005 to submit a bill to the 13th regular general meeting of shareholders of the Company slated for December 21, 2005 for issuing subscription rights as part of stock option for members of the board, auditors and employees of the Company and its subsidiaries as given below:

#### **Details:**

1. The reason for the needs to issue the subscription rights under particularly favorable conditions for those other than shareholders

We will issue the subscription rights free of charge with the aim at improving business performances through enhancing the morale and enthusiasm of members of the board, auditors and employees of the Company and its subsidiaries even further.

2. The outline of the subscription rights

(1) Those eligible for being allotted the subscription rights

Members of the board, auditors and employees of the Company and its subsidiaries.

(2) The type and number of stock for the subscription rights

Maximum of 4,000 common shares of the Company (1.45% of the total number of shares outstanding).

In the case the Company splits or consolidates its shares of common stock, the number of shares unused to exercise share acquisition rights shall be adjusted according to the following formula, whereby any fraction less than one (1) share shall be omitted.

Adjusted number of shares = Pre-adjustment number of shares × Ratio of stock split (or consolidation)

In addition, if the Company merges or consolidates with other corporation and these subscription rights are handed down, or if the Company divides the corporation, or swaps or transfer stocks; thereby becoming a complete parent company, it will adjust the number of stocks, which is deemed necessary.

(3) Total number of the subscription rights

The allotment will be up to 4,000. (The number of shares per subscription right is one (1). However, if the number of shares is adjusted as provided by the aforementioned (2), the same will be applied.)

(4) The cost of issuing the subscription rights

The subscription rights will be issued free of charge.

(5) Amount paid at the time of executing the subscription rights

To calculate the amount paid per subscription right, multiple the amount paid to be determined according to the following by the number of shares per subscription right provided by the aforementioned (3). The amount of paid per share will be calculated as follows: multiple an average of closing prices for regular transaction of common stocks in the Company in the month prior to the month in which the subscription rights are to be issued (except days when transactions are not made) on the Tokyo Stock Exchange by 1.03 (figures below one (1) yen are to be discarded). However, if the said amount falls short of the closing price on the day when the subscription rights are issued (if there is no closing price for the day, the closing price of the most immediate preceding day), the closing price of the day when they are issued will be applied.

If the Company issues new shares at a price that is lower than the market price (except cases of execution of the subscription rights), the paid-in amount per share shall be adjusted according to the following formula, and resultant figures under one (1) yen shall be rounded up to the nearest one (1) yen.

$$\text{Amount paid for new shares after adjustment} = \left( \frac{\text{Number of outstanding shares} + \frac{\text{Number of new shares issued} \times \text{Amount paid per share}}{\text{Market value per share}}}{\text{Market value per share}} \right) \times \text{Market value per share}$$

Moreover, when the Company implements stock split or reverse stock split, the amount paid would be adjusted according to the following formula and figures below one (1) yen resulting from such adjustment will be rounded up.

$$\text{Amount paid after adjustment} = \text{Amount paid before adjustment} \times \frac{1}{\text{Ratio of stock split/reverse stock split}}$$

Furthermore, if the Company merges or consolidates with other corporation after the date of issuance and these subscription rights are handed down, or if the Company divides the corporation, or swaps stocks with or transfer them to other corporation; thereby becoming a complete parent company, the amount paid which is deemed necessary will be adjusted.

(6) Term of executing the subscription rights

The term of executing the subscription rights will be determined by the board of directors, which is within the time period of five (5) years from the date of issuing the subscription rights.

(7) Terms and conditions for executing the subscription rights

- (a) Those subscription rights holders are required to be members of the board, auditors or employees of the Company and its subsidiaries at the time of executing the subscription rights.
- (b) However, the condition (a) above does not apply if they retire upon expiration of their term of office, or due to mandatory retirement age, or for any other good reason. The details have to be in compliance with the provisions given in the subscription rights allocation agreement described in the (d) below.
- (c) When a subscription rights holder dies, his/her heir would be able to execute the rights. This has to be in compliance with the provisions given in the subscription rights allocation agreement described in the (d) below.
- (d) Other terms and conditions have to be based upon resolutions by this general meeting of shareholders and the board of directors and in compliance with the subscription rights allocation agreement to be signed between the Company and the subscription rights holder.

(8) Reasons and conditions for eliminating the subscription rights

- (a) When a subscription rights holder ceases to be eligible for executing the subscription rights, the Company will be able to eliminate the relevant subscription rights free of charge.
- (b) When either a bill to approve a contract for merger in which the Company will become extinct, or a bill to approve a plan or contract for dividing the company in which the Company is divided, or a bill to approve a stock swap or transfer contract in which the Company becomes a complete subsidiary, is passed at the Company's general meeting of shareholders, the Company will be able to eliminate the subscription rights free of charge.

(9) Restrictions on the transfer of the subscription rights

Transferring the subscription rights will be subject to the approval by the board of directors.

Notes:

1. The aforementioned resolution is subject to the approval of the bill for the "Issuance of subscription rights as stock option" at the Company's 13th regular meeting of shareholders slated for December 21, 2005.
2. Concerning the issuance of share acquisition rights, which was resolved at the 11th annual meeting of shareholders held on December 19, 2003, it has been decided that 2,229 common shares of the Company shall be issued in a period from and including January 1, 2006 to December 30, 2008.