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To whom it may concern

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Notice regarding execution of basic agreement relating to management integration through transition of Nippon Television Network Corporation, BS Nippon Corporation, and CS Nippon Corporation to a certified broadcasting holding company structure (by company split, short-form share exchange, and trade name change) and establishment of subsidiary (successor preparatory company) of Nippon Television Network Corporation

Nippon Television Network Corporation (TSE First Section 9404; “NTV”), BS Nippon Corporation (“BSN”), and CS Nippon Corporation (“CSN”) (collectively, the “Companies”) hereby announce, as follows, that they have reached a basic agreement about carrying out a management integration in which NTV becomes a certified broadcasting holding company through an absorption-type company split (the “Company Split”) and share exchanges (the “Share Exchanges” or individually the “Share Exchange,” and together with the Company Split, the “Transition”) with an effective date of October 1, 2012 (scheduled), and that the Companies have entered into the “Basic Agreement” (the “Basic Agreement”) relating to the management integration upon resolutions by each of their boards of

directors at the meetings thereof held today, and that NTV also has resolved to establish “Nippon Television Bunkatsu Junbi Kabushiki Kaisha,” a wholly owned subsidiary of NTV, as a preparation company for the Company Split (the “Successor Preparatory Company”) in April 2012 (scheduled) upon resolution by the board of directors at the meeting thereof held today.

Pursuant to the Transition, NTV is planning to submit a proposal for amendment of its articles of incorporation, including changing its trade name, subject to the Transition taking effect, to “Nippon Television Holdings, Inc.” (“NTVHD”), to its ordinary shareholders meeting scheduled to be held on June 28, 2012. In accordance with the purpose of the “Action Plan for Consolidating Trading Units” announced by the Japanese stock exchanges, NTV resolved today to split each of its shares of common stock into 10 shares (the “Stock Split”) and to change the share unit number of NTV’s common stock from 10 to 100 on the effective date of the Company Split in order to make 100 shares the trading unit of common stock (the “Trading Unit Change”) in advance of the Transition. For further details of the Stock Split and Trading Unit Change, please refer to “Notice regarding stock split, trading unit change, and partial amendment to the articles of incorporation” announced as of today by NTV.

It is planned that NTV will execute a company split agreement with the Successor Preparatory Company for the Company Split (the “Company Split Agreement”) by around May 10, 2012 (scheduled), and NTV, BSN, and CSN will execute share exchange agreements regarding the Share Exchanges (the “Share Exchange Agreements” or individually the “Share Exchange Agreement”), the details for which will be announced promptly once those agreements have been executed. Please note that the Transition is subject to the approval of the shareholders meetings of each of the Companies, the authorizations of the relevant authorities, the Stock Split taking effect, and so on. Further, the transition of NTV to a certified broadcasting holding company structure is subject to certification by the Minister of Internal Affairs and Communications under Article 159 Paragraph 1 of the Broadcasting Act.

Particulars

I. Background to and purpose of the management integration through the Transition

1. Background to and purpose of the Transition

The environment surrounding the media content industry, in particular television broadcasting, is entering a period of drastic reform in the midst of the technological innovation brought about by digitalization, the shift to broadband, and mobile technology, together with the evolution of transmission channels and devices, changes to the legal system, as well as structural changes to Japanese society as a whole.

In the case of television broadcasting, which is the core of the media, terrestrial broadcasting in analog form ended in July 2011 with the exception of some regions, and moved into the era of full digitalization of broadcasting. The replacement of television receivers accompanying those changes has given rise to an increasing number of types of media from which to choose or content that can be viewed. Further, the rise of the Internet has not only changed the way that users interact with media, but has begun to cause the acceleration of structural changes in the industry such as giving birth to the new “social media” and the like. It is also clear that factors such as the decrease in the working age population and changes in domestic demand will greatly affect the future of the media content industry.

Under these circumstances, there is a pressing need for companies in the media content industry to explore possibilities for maintained growth through measures such as collaboration and cooperation among the media, restructuring through rationalization or the like, and taking on the challenge of new business opportunities.

The NTV group is composed of NTV and 33 subsidiaries as well as 21 affiliates, and is involved in the content business, real estate rental/leasing business, and other businesses, with broadcasting as its core business. NTV, which is a specified terrestrial basic broadcasting business operator, was established in 1952 as a pioneer in terrestrial television broadcasting and began broadcasting in August 1953, and has always been aware of the “social responsibility of broadcasting” from the time of its first broadcast to the present, has worked hard to deliver broadcasting that is accurate and timely and to create programs that reach the hearts of the people of Japan, and has aimed to contribute to society through the creation of a new broadcasting culture. In its mid-term business management plan formulated at the beginning of fiscal 2006, the group set the target of attaining the position of number one in four fields ((i) number one in broadcasting revenue, (ii) number one in growth rate of non-broadcasting revenue, (iii) number one in content distribution sales, and (iv) number one in customer satisfaction), and the group as a whole has been working towards achieving these goals. As one result of this, in 2011 the broadcasting business of the group won, for the first time in eight years, the triple crown title for annual household viewer ratings (in the All Day (6 a.m. to 12 a.m.), Prime Time (7 p.m. to 11 p.m.), and Golden Time (7 p.m. to 10 p.m.) slots), which substantially affects broadcasting revenue. The group is also solidly growing in the non-broadcasting businesses of film and media commerce through efforts such as active promotion of plans, and research and development of products.

BSN was established in 1998 and began regular broadcasts in December 2000. BSN is an equity-method affiliate of NTV, and operates as a satellite basic broadcasting business (commercial broadcast) as a new key media for the 21st century, utilizing the broadcasting and production knowhow that NTV has cultivated in terrestrial broadcasting, and aiming to “contribute to endeavors such as the enrichment of the lives of the people of Japan, creation of diverse culture, and the building of a vitalized society.” In addition to owning superior content such as live broadcasts of Yomiuri Giants professional league baseball games, BSN is also focusing its energies on strengthening its program lineup such as with cultural programs, travel programs, and overseas dramas mainly from Asia. In the 2010 fiscal year ratings survey, BSN won first place for three time slots, namely All-Day (6 a.m. to 12 a.m.), Prime Time (7 p.m. to 11 p.m.), and Golden Time (7 p.m. to 10 p.m.). BS digital broadcasting is significantly increasing its media power, with the number of potential viewer households for BS digital broadcasting having increased to 37.65 million, according to the February 2012 survey. With these factors as a background, BSN plans to provide appealing programs into the future by making efforts in the strategic programming rearrangement that takes into account “viewership targets by broadcast time slot,” and the strengthening of production capability for live information programs.

CSN was established in 2001 and began regular broadcasts in March 2002. Like BSN, CSN is an equity-method affiliate of NTV, and is a satellite basic broadcasting business (paid broadcast) that operates on six channels (such as “NTV G+,” “Nittele NEWS24,” and “Nittele Plus”), utilizing the broadcasting and production knowhow cultivated by NTV and the special characteristics of digital transmission. Among these channels, “Nittele Plus”, which is a self-managed channel, has gained popularity by actively arranging programming that includes shows such as new and old famous dramas and variety programs of NTV. Direct subscriptions to CSN are increasing favorably, with 1.325 million households (as of March 1, 2012) as a total of “SkyPerfect! e2” and “SkyPerfect!”, and 4.98 million households when including cable television stations and transmissions to fiber IPTV. CSN plans to promote the paid subscription business by seeking to accelerate subscriptions to these channels through working together with program suppliers to broadcast programs that are filled with

individuality and appeal.

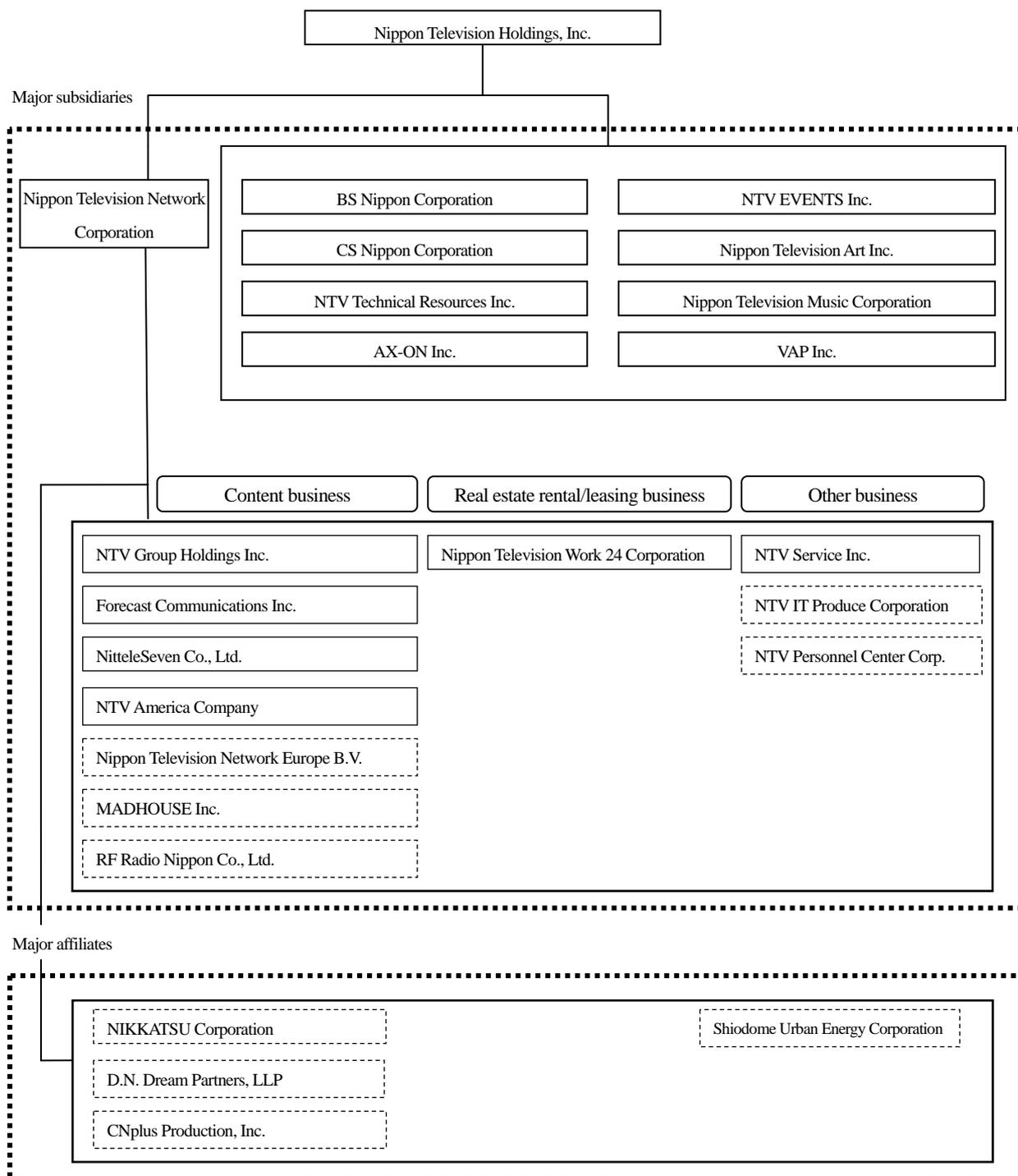
NTV, BSN, and CSN have collaborated in such activities as broadcasting, program production, and program supply, and have each brought such efforts to fruition through their respective independent management until now. However, although significant growth cannot be expected in the television advertising market in the future, it is anticipated that the competition among broadcasting organizations, whether commercial or fee-based, will only grow more intense, due to factors such as the arrival of the broadcasting satellite (BS) multichannel era and the shakeup of communications satellite (CS) broadcast channels. In order to ride out these difficulties, NTV, BSN, and CSN carried out examination at length about measures to develop a comprehensive media strategy that would make the most of the strengths of each company, and as a result of such examination decided that “building a closer capital relationship” is necessary for the maximization of corporate value of the Companies, and, to this end, reached a conclusion that the best strategy for structuring a new group system is to transition to a certified broadcasting holding company structure.

For the transition to a certified broadcasting holding company structure, the following transactions will be conducted concurrently: (i) an absorption-type company split in which NTV will be the splitting company, and the rights and obligations relating to all businesses of NTV other than certain group operations management business (the “Businesses”) will be assumed by the Successor Preparatory Company, in accordance with Article 757 of the Companies Act and (ii) share exchanges in which NTV will become the wholly owning parent company in share exchanges, and BSN and CSN will become wholly owned subsidiaries in share exchange, in accordance with Article 767 of the Companies Act. By making six of the companies with content production or distribution function that are currently under the NTV group into companies directly owned by NTVHD alongside NTV, BSN, and CSN, along with the transition to a certified broadcasting holding company structure, we will promote the integration and strengthening of NTV group’s two core competencies, “broadcasting and other media” and “content production”.

NTV will change its trade name to “Nippon Television Holdings, Inc.” on the condition that the Transition takes effect.

August 2013 will mark 60 years since NTV first began operations. The transition to the certified broadcasting holding company structure will be a fresh start towards the next 60 years and NTV will continue to take on “reforms and new challenges” into the future in order to expand and grow as a leading company in the media content industry.

Nippon Television Holdings group companies outline (as of October 2012)



Notes: indicates consolidated subsidiaries indicates equity method subsidiaries and affiliates
 The name and business purposes of NTV Group Holdings Inc. are scheduled to be changed to suit the Transition.

2. Scheme of the Transition and trade name change

Transition to a certified broadcasting holding company structure will be carried out through an absorption-type company split in which NTV is the splitting company and in which the rights and obligations relating to the Businesses of NTV are assumed by the Successor Preparatory Company and through share exchanges in which NTV becomes the wholly owning parent company in share exchanges and BSN and CSN become wholly owned subsidiaries in share exchanges, so that NTV acquires the issued shares of BSN and CSN (except for those shares of BSN and CSN already held by NTV).

For the transition to a certified broadcasting holding company structure and in advance of the Company Split, it is under consideration that the shares of four companies with content production function (all of those shares are held by NTV Group Holdings Inc. (“NTVGHD”), a wholly owned subsidiary of NTV) will be transferred to NTVHD, and such companies will be made direct subsidiaries of NTVHD, by having NTVGHD distribute dividends in kind.

NTV will change its trade name to “Nippon Television Holdings, Inc.” and the Successor Preparatory Company will change its trade name to “Nippon Television Network Corporation,” on the condition that the Transition takes effect.

3. Benefits of the Transition

Certified broadcasting holding companies are entitled to have as subsidiaries multiple terrestrial broadcast stations, one BS broadcast station, and one CS broadcasting station which uses a maximum of two transponders. Through the Company Split and the Share Exchanges, the Successor Preparatory Company (the trade name of which will change to “Nippon Television Network Corporation”), BSN, and CSN will be wholly owned subsidiaries of NTVHD, a certified broadcasting holding company. It is under consideration that six of the companies with content production or distribution functions under the NTV group will be made direct subsidiaries of NTVHD. The following benefits can be expected from transitioning to a certified broadcasting holding company structure:

- (a) Promoting integrated management of the three transmission platforms (terrestrial, BS, and CS) with terrestrial television broadcasting as the core business, and facilitating the maximization of content value;
- (b) Strengthening content production capabilities, which are the greatest strong points of the group, and promoting greater expansion into, and increase in revenue within, markets for not just broadcasting but every kind of transmission platform such as the Internet;
- (c) Providing efficient distribution of management resources, and promoting integration of strategic functions and actively taking on the challenge of new businesses; and
- (d) Providing more expeditious decision making, more maneuverability in business execution, and more efficient management upon the promotion of an appropriate governance system.

4. Schedule of the Transition

Approval of the Basic Agreement by board of directors (the Companies)	March 29, 2012 (Thursday)
Approval of the establishment of the Successor Preparatory Company by board of directors (NTV)	March 29, 2012 (Thursday)
Execution of the Basic Agreement (the Companies)	March 29, 2012 (Thursday)
Record date for ordinary shareholders meetings (the	March 31, 2012 (Saturday)

Companies)	
Establishment of the Successor Preparatory Company	During April 2012 (scheduled)
Approval of the definitive agreement by board of directors (the Companies)	May 10, 2012 (Thursday) (scheduled)
Approval of the Company Split Agreement and Share Exchange Agreements by board of directors (NTV)	May 10, 2012 (Thursday) (scheduled)
Approval of the Share Exchange Agreements by board of directors (BSN and CSN)	May 10, 2012 (Thursday) (scheduled)
Execution of the definitive agreement (the Companies)	May 10, 2012 (Thursday) (scheduled)
Execution of the Company Split Agreement (NTV and the Successor Preparatory Company)	May 10, 2012 (Thursday) (scheduled)
Execution of the Share Exchange Agreements (the Companies)	May 10, 2012 (Thursday) (scheduled)
Approval of the Share Exchange Agreement by Ordinary shareholders meeting (CSN)	June 18, 2012 (Monday) (scheduled)
Approval of the Share Exchange Agreement by Ordinary shareholders meeting (BSN)	June 21, 2012 (Thursday) (scheduled)
Approval of the Company Split Agreement and trade name change by Ordinary shareholders meeting (NTV)	June 28, 2012 (Thursday) (scheduled)
Effective date for distribution of dividends in kind by NTVGHD	September 30, 2012 (Sunday) (scheduled)
Record date for the Stock Split (NTV)	September 30, 2012 (Sunday) (scheduled)
Effective date for the Stock Split (NTV)	October 1, 2012 (Monday) (scheduled)
Effective date for the Company Split (NTV)	October 1, 2012 (Monday) (scheduled)
Effective date for the Share Exchanges (the Companies)	October 1, 2012 (Monday) (scheduled)
Date for trade name change (NTV and the Successor Preparatory Company)	October 1, 2012 (Monday) (scheduled)

Note 1 The “Companies” in the table above are NTV, BSN, and CSN.

Note 2 The status of the license holder regarding NTV’s radio station licenses will be assumed by the Successor Preparatory Company. The Transition will not take effect unless any of the following is obtained: (i) necessary permissions and authorizations from relevant government agencies (including certification from the Minister for Internal Affairs and Communications under Article 159 Paragraph 1 of the Broadcasting Act regarding becoming a certified broadcasting holding company) in order for NTV to become a certified broadcasting holding company, (ii) necessary permissions and authorizations from relevant government agencies (including the permission from the Minister for Internal Affairs and Communications under Article 20 Paragraph 2 of the Radio Act with respect to the assumption of NTV’s radio station licenses as a specified basic terrestrial broadcasting station and others) in order for the Successor Preparatory Company to become a specified basic terrestrial broadcasting station, or (iii) necessary permissions, authorizations, or the like from relevant government authorities for the Company Split. The Transition will take effect on the condition precedent that (i) immediately before the Transition takes effect, both the Company Split and the Share Exchanges are certain to take effect upon the arrival of the relevant time, and (ii) the Stock Split is in effect as of the effective date of the Transition.

- Note 3 The schedule for the Transition may change, upon consultation between the Companies, as a result of carrying out procedures in the future.
- Note 4 NTV will conduct the Share Exchanges as a “short-form share exchange” under Article 796 Paragraph 3 of the Companies Act, which does not require any approval by the shareholders meeting.

II. Overview of the Company Split and Establishment of the Successor Preparatory Company

1. Schedule of the Company Split and Establishment of the Successor Preparatory Company

Please refer to “4. Schedule of the Transition” of “I. Background to and purpose of the management integration through the Transition” above.

2. Method of the Company Split

For the Transition, an absorption-type company split where NTV is the splitting company and the Successor Preparatory Company assumes the Businesses will be conducted after establishing the Successor Preparatory Company as a wholly owned subsidiary of NTV in advance of the Company Split in order for the Businesses to start smoothly on the effective date of the Company Split.

An overview of the Successor Preparatory Company is as follows.

(1) Company name	Nippon Television Bunkatsu Junbi Kabushiki Kaisha
(2) Location	1-6-1 Higashi-Shimbashi, Minato-ku, Tokyo
(3) Name and title of representative	Yoshio Okubo, Representative Director
(4) Business	Basic broadcasting business and general broadcasting business based on the Broadcasting Act and planning, production and sales of broadcast programs, and any other businesses related to broadcasting
(5) Incorporation date	During April 2012 (scheduled)
(6) Stated capital	100 million yen
(7) FY end	March 31
(8) Major shareholders and holding ratios	Nippon Television Network Corporation, 100%

Note The Successor Preparatory Company will change its trade name to “Nippon Television Network Corporation” on October 1, 2012 (scheduled) on the condition that the Transition takes effect.

3. Others

The details of the Company Split such as detailed allotment in the Company Split, capital change due to company split, rights and obligations to be assumed by the Successor Preparatory Company, prospects of the performance of obligations, general outline of business units to be split, and status after the Company Split are not determined yet, and will be announced promptly once determined.

III. Overview of the Share Exchanges

1. Schedule of the Share Exchanges

Please refer to “4. Schedule of the Transition” of “I. Background to and purpose of the

management integration through the Transition” above.

2. Method of the Share Exchanges

The Share Exchanges will be completed through share exchanges in which NTV becomes the wholly owning parent company in share exchange and BSN becomes NTV’s wholly owned subsidiary in share exchange and through a share exchange in which NTV becomes the wholly owning parent company in share exchange and CSN becomes NTV’s wholly owned subsidiary in share exchange. Approval for the Share Exchanges, which are short-form share exchanges provided for in Article 796 Paragraph 3 of the Companies Act for NTV, is not planned to be obtained for NTV at its shareholders meeting, while such approval is planned to be obtained for BSN at its ordinary shareholders meeting scheduled to be held on June 21, 2012, and for CSN at its ordinary shareholders meeting scheduled to be held on June 18, 2012.

3. Details of allotment of Shares for the Share Exchanges

Company name	NTV	BSN	CSN
Details of allotment of Shares for the Share Exchanges	1	26	58
		(for reference: before the Stock Split) 2.6	(for reference: before the Stock Split) 5.8

Note 1 Share allotment ratio for the Share Exchanges

26 shares of common stock of NTV will be allotted and delivered per share of common stock of BSN, and 58 shares of common stock of NTV will be allotted and delivered per share of common stock of CSN. Shares will not be allotted to the shares of common stock of BSN and CSN held by NTV in the Share Exchanges.

However, if any circumstance arises or is found that would materially affect such ratios, NTV, BSN and CSN may change the above share exchange ratios upon consultation and agreement among the Companies.

Note 2 The Stock Split and change in share unit number

In accordance with the purpose of the “Action Plan for Consolidating Trading Units” announced by the Japanese stock exchanges, NTV will set September 30, 2012 (scheduled) as a record date, and split each of the shares of common stock of NTV into 10 shares effective on October 1, 2012 (scheduled date) which is the effective date of the Company Split, as well as change the share unit number of common stock from 10 to 100 effective on October 1, 2012. The above ratios and shares of common stock delivered by NTV are figures that are conditional upon the Stock Split taking effect.

Note 3 Number of new shares (planned) to be delivered through the Share Exchanges by NTV

10,176,600 shares of common stock (The shares held by NTV as treasury stock will not be delivered in the Share Exchanges.)

The above figure is based on the total number of shares of issued stock, as of December 31, 2011, of BSN (500,000 shares), and of CSN (60,000 shares).

Because BSN and CSN are planning to cancel all of the treasury stock held by each of BSN and CSN by the time immediately preceding the acquisition of all of the issued shares of BSN and CSN by NTV through the Share Exchanges, the above number of new shares to be delivered by NTV might change.

Note 4 Handling of shares less than one unit

Please note that although shareholders that receive allocation of stock of NTV in a number comprising less than one unit (100 shares) will not be able to sell such allocated shares on the Tokyo Stock Exchange or other financial instruments exchange, such shareholders that come to hold less than one unit of stock will have the right to request NTV (which will be “Nippon Television Holdings, Inc.” after the trade name change accompanying the Transition) to purchase the shares less than one unit that such shareholders hold.

4. Handling of share options and bonds with share options pursuant to the Share Exchanges

Because BSN and CSN, which will become wholly owned subsidiaries in share exchanges, have not issued any share options or bonds with share options, there are no matters to be mentioned for this item.

5. Basis for calculating details of allotment of shares in the Share Exchanges

(1) Basis for calculation

In order to ensure fairness in the calculation of the share exchange ratios to be used in the Share Exchanges, NTV engaged Nomura Securities Co., Ltd. (“Nomura Securities”), BSN engaged es Networks Co., Ltd. (“es Networks”), and CSN engaged Sumitomo Mitsui Banking Corporation Co., Ltd. (“SMBC”) to calculate share exchange ratios to be used in the Share Exchanges, and they each received from their respective calculation institution a written statement of calculation of share exchange ratios.

Nomura Securities calculated the share exchange ratios for NTV, BSN, and CSN using the average market share price method, comparable companies method, and discounted cash flow (“DCF”) method. The results of its calculations based on these methods are as set out in the table below. The calculated ranges of the share exchange ratios below are the calculated ranges for the shares of common stock of BSN and CSN for 1 share of common stock in NTV, and the figures are based on the assumption that the Stock Split is effective.

	Method Used	BSN	CSN
(i)	Average market share price method	14~50	46~124
(ii)	Comparable companies method	16~49	53~121
(iii)	DCF method	28~29	53~59

The calculation record date used for the average market share price method was March 27, 2012, and Nomura Securities used the closing price on the calculation record date and the average closing share prices for the 1-week period preceding the calculation record date, the 1-month period preceding the calculation record date, the 3-month period preceding the calculation record date, and the 6-month period preceding the calculation record date. Also, because BSN and CSN are not listed and there is therefore no market price for their shares, the range of the ratio was calculated using the results of the calculations based on the comparable companies method, which is a market-based calculation method.

In calculating the share exchange ratios, Nomura Securities in principle used the information provided to it by the Companies and the information and the like generally publicly available. It used that information and other such materials on the assumption that they were all accurate and complete, and it did not make any attempt to independently verify their accuracy or

completeness. It has not independently valuated, appraised, or audited the assets or liabilities of any of the Companies or their affiliates (including any assets or liabilities off the books and any contingent liabilities) and it has not requested any third-party calculation institution to perform any such valuation, appraisal, or audit. Furthermore, it has assumed that the financial forecasts (including profit plans and other such information) provided by the Companies were reasonably prepared based on the best forecasts and judgments that could be made by the Companies' respective managements at the time that information was provided.

es Networks conducted analyses and calculated the share exchange ratios for NTV and BSN using the average market share price method and the DCF method. The results of its calculations based on these methods are as set out in the table below. The calculated ranges of the share exchange ratios below are the calculated ranges for the shares of common stock of BSN for 1 share of common stock in NTV, and the figures are based on the assumption that the Stock Split is effective.

	Method Used	BSN
(i)	Average market share price method	24~29
(ii)	DCF method	20~23

The calculation record date used for the average market share price method was March 27, 2012, and es Networks used the average closing share prices over the 1-month period preceding the calculation record date, the 3-month period preceding the calculation record date, and the 6-month period preceding the calculation record date. Also, because BSN is not listed and there is therefore no market price for its shares, the range of the ratio was calculated using the results of the calculations based on the comparable companies method, which is a market-based calculation method.

In calculating the share exchange ratios, es Networks in principle used the information provided to it by the Companies and the information generally publicly available. It used that information and other such materials on the assumption that they were all accurate and complete, and it did not make any attempt to independently verify their accuracy or completeness. It has not independently valuated, appraised, or audited the assets or liabilities of any of the Companies or their affiliates (including any assets or liabilities off the books and any contingent liabilities) and it has not requested any third-party calculation institution to perform any such valuation, appraisal, or audit. Furthermore, it has assumed that the financial forecasts (including profit plans and other such information) provided by the Companies were reasonably prepared based on the best forecasts and judgments that could be made by the Companies' respective managements at the time that information was provided.

SMBC conducted analyses and calculated the share exchange ratios for NTV and CSN using the average market share price method and the DCF method. The results of its calculations based on these methods are as set out in the table below. The calculated ranges of the share exchange ratios below are the calculated ranges for the shares of common stock of CSN for 1 share of common stock in NTV, and the figures are based on the assumption that the Stock Split is effective.

	Method Used	CSN
(i)	Average market share price method	83~86
(ii)	DCF method	55~60

The calculation record date used for the average market share price method was March 27,

2012, and SMBC used the average closing share prices over the 1-month period preceding the calculation record date and the 3-month period preceding the calculation record date. Also, because CSN is not listed and there is therefore no market price for its shares, the range of the ratio was calculated using the results of the calculations based on the comparable companies method, which is a market-based calculation method.

In calculating the share exchange ratios, SMBC in principle used the information provided to it by the Companies and the information generally publicly available. It used that information and other such materials on the assumption that they were all accurate and complete, and it did not make any attempt to independently verify their accuracy or completeness. It has not independently valued, appraised, or audited the assets or liabilities of any of the Companies or their affiliates (including any assets or liabilities off the books and any contingent liabilities) and it has not requested any third-party calculation institution to perform any such valuation, appraisal, or audit. Furthermore, it has assumed that the financial forecasts (including profit plans and other such information) provided by the Companies were reasonably prepared based on the best forecasts and judgments that could be made by the Companies' respective managements at the time that information was provided.

(2) Processes for calculations

As noted above, NTV engaged Nomura Securities, BSN engaged es Networks, and CSN engaged SMBC to calculate the share exchange ratios to be used in the Share Exchanges, and with reference to the results of the calculations of those third parties and, further, as a result of comprehensively taking into account the financial circumstances, the state of assets, the future prospects, and other such factors of each of the Companies and, furthermore, after thorough deliberate discussions of the share exchange ratios, the Companies came to the conclusion and agreed on March 29, 2012 that ultimately the above share exchange ratios are reasonable.

(3) Relationships with third-party calculation institutions

None of Nomura Securities, es Networks, or SMBC, the third-party calculation institutions, constitutes a "related party" of NTV, BSN, or CSN. There are no major conflicts of interest that ought to be noted in relation to the Share Exchanges.

6. Possibility and reasons for delisting

The shares of NTV will continue to be listed on the First Section of the Tokyo Stock Exchange after the Transition.

7. Measures to ensure fairness

To ensure fairness in the Share Exchanges, NTV engaged Nomura Securities, BSN engaged es Networks, and CSN engaged SMBC as their respective third-party calculation institutions that are independent from the Companies, and each of the Companies received a statement of calculation of share exchange ratios for the purpose of constituting the basis of their agreement on the share exchange ratio to be used in the Share Exchanges.

None of the Companies has obtained from the third-party calculation institutions stated above a written opinion (a so-called fairness opinion) to the effect that the share exchange ratio is fair for their respective shareholders from a financial perspective.

NTV engaged Mori Hamada & Matsumoto, BSN engaged Marunouchi Sogo Law Office, and CSN engaged Nakamura, Tsunoda & Matsumoto as their respective legal advisers, and they

each received advice on the procedures of share exchanges and the method, process and other matters of decision-making of share exchanges.

8. Measures to avoid conflicts of interest

NTV holds 39.52% of the total number of BSN's issued shares and 33.50% of the total number of CSN's issued shares, and BSN and CSN constitute affiliates of NTV accounted for under the equity method. The Yomiuri Shimbun Holdings ("Yomiuri") directly or indirectly holds 22.28% of the total number of NTV's issued shares, 11.0% of the total number of BSN's issued shares, and 20.0% of the total number of CSN's issued shares (as of February 29, 2012).

Given these capital relationships, in order to eliminate the possibility of conflict of interest, Representative Director and President Yoshio Okubo, who concurrently serves as director of CSN, and Outside Director Tsuneo Watanabe, who concurrently serves as director of BSN, did not participate in the deliberations or resolution relating to the Basic Agreement at NTV's board of directors meeting held today. All attending directors of NTV's board (excluding Mr. Okubo and Mr. Watanabe) today unanimously adopted a resolution to execute the Basic Agreement.

Similarly, in order to eliminate the possibility of conflict of interest on BSN's part, Outside Director Tsuneo Watanabe, who concurrently serves as chairman and chief editor of Yomiuri and outside director of NTV, Outside Director Kojiro Shiraishi, who concurrently serves as president of Yomiuri did not participate in the deliberations or resolution relating to the Basic Agreement at BSN's board of directors meeting held today. Also in order to eliminate the possibility of conflict of interest on BSN's part, Director Toru Onodera, who is on secondment from NTV and maintains his position as an employee of NTV, abstained from voting in the resolution. All attending directors of BSN's board (excluding Mr. Watanabe, Mr. Shiraishi, and Mr. Onodera) today unanimously adopted a resolution to execute the Basic Agreement.

And in order to eliminate the possibility of conflict of interest on CSN's part, Outside Director Yoshio Okubo, who concurrently serves as representative director and president of NTV, Director Tetsushi Shibata, who is on secondment from NTV and maintains his position as an employee of NTV, and Director Koji Umamo, who is on secondment from Kabushiki Kaisha The Yomiuri Shimbun Tokyo which is a wholly owned subsidiary of Yomiuri ("The Yomiuri Shimbun Tokyo") and maintains his position as an employee of The Yomiuri Shimbun Tokyo, did not participate in the deliberations or resolution relating to the Basic Agreement at CSN's board of directors meeting held today. All attending directors of CSN's board (excluding Mr. Okubo, Mr. Shibata, and Mr. Umamo) today unanimously adopted a resolution to execute the Basic Agreement.

9. Overview of parties to the Share Exchanges (as of December 31, 2011)

(1) Company name	Nippon Television Network Corporation	BS Nippon Corporation	CS Nippon Corporation
(2) Location	1-6-1 Higashi-Shimbashi, Minato-ku, Tokyo	14 Nibancho, Chiyoda-ku, Tokyo	14 Nibancho, Chiyoda-ku, Tokyo
(3) Name and title of representative	Yoshio Okubo, Representative Director, President	Koichi Fuwa, President	Takaaki Takao, President
(4) Businesses	Basic broadcasting business and general broadcasting business based on the	(1) Basic broadcasting business based on the Broadcasting Act	(1) 110 degrees east longitude CS satellite basic broadcasting business based on the

	Broadcasting Act and planning, production and sales of broadcast programs, and any other businesses related to broadcasting	(2) Planning, production, sales, advertising and promotion businesses for various software such as broadcast programs (3) Planning, production, sales and ticketing for various performance events such as music, art, theater and sports	Broadcasting Act (2) Planning, production and sales of broadcast programs (3) Any other businesses related to broadcasting
(5)	Stated capital	18,575,997,144 yen	25 billion yen
(6)	Incorporation date	October 28, 1952	December 2, 1998
(7)	Issued shares	25,364,548 shares	500,000 shares
(8)	FY end	March 31	March 31
(9)	Number of employees	3,239 (consolidated)	49 (non-consolidated)
(10)	Major business partners	Dentsu Inc. Hakuhodo DY Media Partners Incorporated Asatsu-DK Inc.	Dentsu Inc. Hakuhodo DY Media Partners Incorporated Nippon Television Network Corporation SKY Perfect JSAT Holdings Inc. Nippon Television Network Corporation Jupiter Telecommunications Co., Ltd. I-Cast, Inc.
(11)	Major trading banks	Mizuho Corporate Bank, Ltd. Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd. Mizuho Corporate Bank, Ltd. Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd. Mizuho Bank, Ltd.
(12)	Major shareholders and holding ratios	The Yomiuri Shimbun Holdings 14.84% Yomiuri Telecasting Corporation 6.20% The Yomiuri Shimbun Tokyo 5.37% Japan Trustee Services Bank, Ltd. (Trust Account) 4.57% CB New York Orbis SICAV 4.38% CB New York Orbis Funds 3.71%	Nippon Television Network Corporation 39.52% The Yomiuri Shimbun Tokyo 11.00% Yomiuri Telecasting Corporation 6.00% Panasonic Corporation 5.00% Chukyo TV. Broadcasting Co., Ltd 4.01% Toshiba Corporation 4.00% Nippon Telegraph 3.50% Nippon Television Network Corporation 33.50% The Yomiuri Shimbun Tokyo 15.00% Teikyo University 10.00% Ito-Yokado Co., Ltd. 9.00% NTT DoCoMo, Inc. 5.00% The Yomiuri Shimbun, Seibu 5.00% Toshiba Corporation 4.00% SEGA Corporation 3.50%

	Teikyo University 3.53%	And Telephone East Corporation 2.98%	Sony Corporation 3.00%
	The Master Trust Bank of Japan, Ltd. (Trust Account) 3.19%	NEC Corporation 2.50%	NEC Corporation 3.00%
	NTT DoCoMo, Inc. 2.99%	The Sapporo Television Broadcasting Co., Ltd. 2.00%	Toyota Motor Corporation 3.00%
	Recruit Co., Ltd. 2.54%	Fukuoka Broadcasting System Corporation 2.00%	
		Sumitomo Mitsui Banking Corporation 2.00%	
		The Bank of Tokyo- Mitsubishi UFJ, Ltd. 2.00%	

(13)	Relationships among the parties		
Capital relationships	NTV holds 39.52% of the total number of BSN's issued shares and 33.50% of the total number of CSN's issued shares.		
Personnel relationships	One outside director of NTV serves concurrently as an outside director of BSN, one director of NTV serves concurrently as an auditor of BSN, one director of NTV serves concurrently as an outside auditor of BSN, and one outside auditor of NTV serves concurrently as an outside director of BSN. One director of NTV serves concurrently as a director of CSN and two directors of NTV serve concurrently as outside auditors of CSN. Twelve employees of NTV are seconded to BSN and two employees of NTV are seconded to CSN (including secondment while concurrently serving as employees of NTV), and one employee of NTV serves concurrently as a director of BSN and one employee of NTV serves concurrently as a director of CSN.		
Trade relationships	NTV sells, and is entrusted with creating, BS digital broadcast programs of BSN. BSN broadcasts some programs of NTV via network broadcasting. NTV is involved in activities such as supplying CS digital broadcast programs of CSN. In addition, NTV leases the building that it owns to BSN and CSN.		
Whether or not "related party"	BSN and CSN are affiliates of NTV and constitute a "related party."		

Note 1 Although the name of Representative Director and President Koichi Fuwa of BSN is stated in (3) Name and title of representative, Representative Director and Senior Managing Director Haruhisa Murokawa is currently the representative of BS Nippon Corporation due to the death and retirement of Koichi Fuwa on February 6, 2012.

Note 2 Ratios for the capital relationships in (13) are ratios as of February 29, 2012.

(14) Business results and financial position over the last three years

NTV (consolidated)

(Units: millions of yen, except where indicated otherwise.)

FY end	FY 2009	FY 2010	FY 2011
Consolidated net assets	400,417	416,366	427,496
Consolidated total assets	498,457	513,788	528,398
Consolidated net assets per share (yen)	15,853.59	16,661.03	17,113.94
Consolidated net sales	324,563	296,933	297,894
Consolidated operating profit	12,214	23,562	31,670
Consolidated recurring profit	16,225	27,184	38,702
Consolidated net income	5,622	16,595	21,048
Consolidated net income per share (yen)	227.70	676.43	859.69
Dividends per share (yen)	180.00	290.00	290.00

BSN (non-consolidated)

(Units: millions of yen, except where indicated otherwise.)

FY end	FY 2009	FY 2010	FY 2011
Net assets	9,464	10,275	12,002
Total assets	10,242	10,965	12,805
Net assets per share (yen)	18,929.69	20,551.71	24,004.15
Net sales	6,043	6,764	8,324
Operating profit	579	772	1,701
Recurring profit	628	813	1,768
Net income	624	811	1,726
Net income per share (yen)	1,249.00	1,622.02	3,452.44
Dividends per share (yen)	-	-	-

Note Article 444 Paragraph 3 of the Companies Act does not apply to BSN, so the above financial figures are non-consolidated figures.

CSN (non-consolidated)

(Units: millions of yen, except where indicated otherwise.)

FY end	FY 2009	FY 2010	FY 2011
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Net assets	2,821	3,106	3,475
Total assets	3,074	3,644	4,056
Net assets per share (yen)	47,020.52	51,772.09	57,931.33
Net sales	2,830	3,109	3,524
Operating profit	203	422	703
Recurring profit	204	422	704
Net income	203	285	399
Net income per share (yen)	3,393.97	4,751.57	6,659.23
Dividends per share (yen)	-	500.00	1,000.00

Note Article 444 Paragraph 3 of the Companies Act does not apply to CSN, so the above financial figures are non-consolidated figures.

IV. Status after company split and stock exchanges

1. Status of listed company (holding company) after the Company Split and the Stock Exchanges

(1)	Company name	Nippon Television Holdings, Inc.
(2)	Address	1-6-1 Higashi-Shimbashi, Minato-ku, Tokyo
(3)	Name and title of representative	Yoshio Okubo, Representative Director
(4)	Businesses	Group operations management business
(5)	Stated Capital	18.6 billion yen
(6)	FY end	31 March
(7)	Net assets (consolidated)	TBD
(8)	Total assets (consolidated)	TBD

Note 1 On October 1, 2012 (scheduled), NTV will change its trade name to “Nippon Television Holdings, Inc.” on the condition that the Transition takes effect.

Note 2 The details of the board members after the transition to a certified broadcasting holding company structure will be announced after due consideration.

2. Overview of accounting processes

Because the Company Split constitutes a transaction between a wholly owning parent company and a wholly owned subsidiary, the Company Split will constitute a “transaction under common control” under the “Accounting Standards for Business Combinations” (Accounting Standard No. 21) and no goodwill (or gain on negative goodwill) is anticipated to arise.

The Share Exchanges are anticipated to constitute an “acquisition” under the “Accounting Standards for Business Combinations” and purchase accounting is anticipated to be applied, under which NTV will be a purchasing company. Goodwill (or gain on negative goodwill) is anticipated to arise in association with the Share Exchanges, but the amount is to be determined.

3. Future Prospects

The group, chiefly the three broadcasting business companies, will establish an integration preparation committee, and will examine and pursue goals such as an optimal group structure that focuses on strengthening specific integration synergies and content production ability. After the Transition, the Companies will promptly announce the forecast for business results for FY 2015 and the medium-term management plan as the Nippon Television Holdings group, once these are determined.

(Reference) Forecasts for current business results of NTV (as announced on February 2, 2012) and previous business results

(Units: millions of yen)

	Net sales	Operating profit	Recurring profit	Net income
Forecasts for current business results (consolidated) (FY 2012)	300,500	29,300	34,000	19,300
Previous business results (consolidated) (FY 2011)	297,894	31,670	38,702	21,048

Note Financial figures for FY 2011 are figures based on the information contained in the “securities report” filed by NTV on June 30, 2011.

End