

March 8, 2006

Corporate name: Future System Consulting Corp.
Code: 4722, Tokyo Stock Exchange Section 1
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Future System Consulting Corp. Grants Stock Options Via New Share Subscription Rights

Future System Consulting Corp. announces that at a meeting held on March 8, 2006, its Board of Directors approved a resolution to submit a proposal at the Company's 17th Ordinary General Meeting of Shareholders, to be held on March 23, 2006, to grant new share subscription rights to be issued as stock options at preferential terms to non-stockholders in accordance with the details set out below pursuant to Article 280-20 and Article 280-21 of the Commercial Code of Japan.

1. Reason for granting new share subscription rights at preferential terms to non-stockholders
New share subscription rights are being granted free of charge as stated in the details of 3. to non-stockholders to further motivate them to improve the business results of group companies and to promote business expansion in the best interests of stockholders and enhance corporate value.
2. Persons qualifying for new share subscription rights
Some directors and employees of the Company and its affiliates and outside partners supporting the Company in its business operations who have been approved at a meeting of the Board of Directors (hereinafter "Qualified Persons" .)
3. Details of new share subscription rights
(1) Type and number of shares to be issued or transferred upon exercise of new share subscription rights
A maximum of 8,000 shares of common stock of the Company
In the event that the Company's shares are split or consolidated, the number of issued or transferred shares shall be adjusted according to the following formula. However, this adjustment shall only be made with respect to new share subscription rights that have not been exercised at the time in question.

$$\text{No. of shares after adjustment} = \text{No. of shares before adjustment} \times \text{Ratio of stock split or consolidation}$$

In addition to the above, if the Company is involved in a merger with another company and the new share subscription rights in question are taken over, or the Company is involved in a spin-off, the Company shall carry out any adjustment of the number of shares that is deemed necessary.

(2) Total number of new share subscription rights to be issued
A maximum of 8,000 rights (number of shares of the common stock of the Company to be issued or transferred for each new share subscription right: 1 share. However, this shall be similarly adjusted if the Company has adjusted the number of shares as set out in (1).)

(3) Issue price of new share subscription rights
No consideration shall be paid.

(4) Amount to be paid in upon exercise of a new share subscription right

The amount to be paid upon the exercise of one new share subscription right shall be the amount to be paid per share, determined as follows, multiplied by the number of shares to be issued or transferred upon the exercise of one new share subscription right as set out in (2).

The paid-in-amount per share shall be the average of the daily closing prices of the Company's stock posted in ordinary trading on the Tokyo Stock Exchange each day (excluding days when no actual trading took place) in the month preceding the month when the new share subscription rights are issued, multiplied by 1.05, with any fractions less than one yen rounded up to the nearest whole number.

However, if this amount is less than the closing price on the day on which the new share subscription rights are issued (if no actual trading took place, the closing price on the day directly preceding that) multiplied by 1.05, then the paid-in amount shall be that closing price.

If the Company's shares are split or consolidated, the paid-in-amount per share shall be adjusted according to the following formula, and any fractions less than one yen arising as a result of this adjustment shall be rounded up to the nearest whole number.

$$\text{Paid-in amount after adjustment} = \text{Paid-in amount before adjustment} \times \frac{1}{\text{Ratio of stock split or consolidation}}$$

Moreover, if the Company issues new shares or disposes of treasury stock at a price below the market price (except in cases where this is a result of exercising new share subscription rights), the Company shall adjust the paid-in amount per share according to the following formula, and any fractions less than one yen arising as a result of this adjustment shall be rounded up to the nearest whole number.

$$\text{Paid-in amount after adjustment} = \text{Paid-in amount before adjustment} \times \frac{\text{No. of already issued shares} + \text{No. of newly issued shares} \times \text{Paid-in amount per share}}{\text{Share price before new issue}}$$
$$\text{Number of already issued shares} + \text{No. of extra shares as result of new issue}$$

In the above formula "number of already issued shares" shall be the number of shares remaining after the number of treasury shares held by the Company is deducted from the total number of shares issued and outstanding of the Company, and if the Company disposes of treasury shares, "the number of newly issued shares" shall be read as the number of treasury shares disposed of."

Moreover, if the Company is involved in a merger with another company and the new share subscription rights in question are taken over, or if the Company is involved in a spin-off, the company shall adjust the exercise price as deemed necessary.

(5) Exercise period

From March 23, 2008 to March 22, 2016

(6) Conditions of exercise

- i) The grantees of new share subscription rights who were directors and employees of the Company or its affiliates at the time of issue shall be required to be directors or employees of the Company or its affiliates when they exercise their rights. However, grantees of new share subscription rights may still exercise their rights after losing their positions as directors or employees of the Company provided they satisfy certain conditions prescribed in the contract granting new share subscription rights mentioned in v) (hereinafter referred to as “the contract granting new share subscription rights.”)
- ii) In the case of grantees of new share subscription rights who were outside partners supporting the Company’s business operations, it shall be a requirement that, at the time they exercise their rights, the supportive relationship still exists and transactions with the Company satisfy certain conditions prescribed in the contract granting new share subscription rights. In addition, prior to the exercise of their rights, they should obtain the approval of the Board of Directors of the Company concerning the number of new rights for share subscription to be exercised and the timing at which they are exercised. However, if they become a director, corporate auditor or employee of another company in a competitive relationship with the Company, or the director, corporate auditor or employee of a company under the control of the said other company, they will lose their rights.
- iii) No new share subscription right can be given in pledge or otherwise disposed of.
- iv) In the event of the death of grantees of new share subscription rights, their heirs may exercise their new share subscription rights. This shall not apply in the event of death before the start of the exercise period.
- v) Any other term and condition for the exercise of new share subscription rights shall be governed by a contract granting new share subscription rights to be entered into between the Company and each grantee based on a resolution of the General Meeting of Shareholders and a meeting of the Board of Directors held thereafter.

(7) Events and conditions to cancel new share subscription rights

- i) In the event that a merger agreement under which the Company shall be merged is approved or the proposition for the approval of a share exchange agreement or a share transfer under which the Company shall become a wholly-owned subsidiary is approved at a General Meeting of Shareholders, the Company may cancel all the new share subscription rights without consideration.
- ii) In the event that Grantees of new share subscription rights cease to be qualified to exercise their new share subscription rights or have forfeited their new share subscription rights based on the provisions of (6), the Company may cancel such new share subscription rights without consideration.

(8) Restriction on transfer of new share subscription rights

Any transfer of new share subscription rights shall be subject to approval by the Board of Directors.

Note: The details outlined above shall be conditional to the approval of the resolution at the 17th Ordinary General meeting of Shareholders, to be held on March 23, 2006.