

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities identification code: 9436
(May 26, 2025)

To our shareholders:

Yasuaki Miyakura
Representative Director and President

Okinawa Cellular Telephone Company
1-2-1 Matsuyama, Naha City, Okinawa, Japan

NOTICE OF THE 34TH ANNUAL GENERAL SHAREHOLDERS' MEETING

We announce that the 34th Annual General Shareholders' Meeting of Okinawa Cellular Telephone Company (the "Company") is to be held as described below.

When convening this General Shareholders' Meeting, the Company takes measures to provide information that constitutes the content of the Reference Documents for the General Shareholders' Meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access one of the websites using the relevant internet address shown below to review the information.

[Company's Website]

https://okinawa-cellular.jp/ir/status/ir_stock_meeting/ (in Japanese)

[Website for Materials for General Shareholder's Meeting]

<https://d.sokai.jp/9436/teiji/> (in Japanese)

If you are unable to attend the meeting in person on the day of the meeting, you may exercise your voting rights in writing or via the internet. To do so, please review the Reference Documents for the General Shareholders' Meeting and then exercise your voting rights via the internet, etc. or in writing as indicated in the "Guidelines for Exercising Voting Rights" no later than 5:30 p.m., Wednesday, June 11, 2025 (Japan Standard Time).

Notice Concerning the Way the General Shareholders' Meeting is Run

- Shareholders in wheelchairs should inform us at Reception desk so that our staff can assist you.
- If you wish to have a caregiver or interpreter (including sign language interpreter) in attendance, please let us know at the reception desk on the day of the event.
- Please note that since the number of seats at the venue is limited, we will guide you to the second venue, etc. if the seats at the original venue are full.
- Information on the way the meeting is run will be posted on the website below.

https://okinawa-cellular.jp/ir/status/ir_stock_meeting/ (in Japanese)

1. Date and Time: Thursday, June 12, 2025, at 10:00 a.m. (Japan Standard Time)

* Reception is scheduled to open at 9:00 a.m.

2. Venue: 2F Conference Room, Okinawa Cellular Building
1-2-1 Matsuyama, Naha City, Okinawa, Japan

3. Purposes

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 34th Term (from April 1, 2024, to March 31, 2025), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 34th Term (from April 1, 2024, to March 31, 2025)

Items to be resolved:

- | | |
|--------------------|--|
| Proposal 1: | Appropriation of surplus |
| Proposal 2: | Election of nine (9) Directors |
| Proposal 3: | Election of one (1) Audit & Supervisory Board Member |
| Proposal 4: | Payment of bonuses to Directors |

- Resolutions Concerning the Convocation

Please refer to the “Guidelines for Exercising Voting Rights.”

- Matters Concerning Reference Documents for the General Shareholders’ Meeting

These paper-based Notice of the Annual General Shareholders’ Meeting and Reference Documents for the General Shareholders’ Meeting will be delivered to shareholders who have not requested delivery of paper-based documents.

We are sending paper-based documents including matters subject to measures for electronic provision to shareholders who have requested for delivery of paper-based documents. However, the following matters are not provided in the paper-based documents delivered to shareholders in accordance with the provisions of laws and regulations and Paragraph 2 of Article 16 of the Articles of Incorporation.

- (i) Business Report: “6. The Organization to Ensure Appropriate Operations” and “7. Summary of the Operational Status of the Organization to Ensure Appropriate Operations”
- (ii) Notes to the Consolidated Financial Statements
- (iii) Notes to the Non-Consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements described on this document are part of the documents audited by the Accounting Auditor in preparing an accounting audit report and part of the documents audited by the Audit & Supervisory Board Members in preparing an audit report.

- Matters Concerning Revision of Matters Subject to Electronic Provision Measures

If revisions to the matters subject to electronic provision measures arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned Company’s website and the website for materials for the General Shareholders’ Meeting.

Guidelines for Exercising Voting Rights

The right to vote at the General Shareholders' Meeting is an important right of all shareholders.

We would like to ask you to exercise your voting rights upon reviewing the Reference Documents for the General Shareholders' Meeting shown below.

You can exercise your voting rights in one of the following three ways.

To exercise voting rights in person at the General Shareholders' Meeting	Please indicate your approval or disapproval of the proposals on the voting form and submit it to the venue Reception of the General Shareholders' Meeting to be held at 10:00 a.m., Thursday, June 12, 2025 (Japan Standard Time) (Reception starts at 9:00 a.m. on the same day)
To exercise voting rights via the internet	Please follow the instructions on the screen and enter your approval or disapproval of the proposals no later than 5:30 p.m., on Wednesday, June 11, 2025 (Japan Standard Time).
To exercise voting rights in writing (by mail)	Please indicate your approval or disapproval of the proposals on the voting form and return it by postal mail to reach us no later than 5:30 p.m., on Wednesday, June 11, 2025 (Japan Standard Time).

Reference Documents for the General Shareholders' Meeting

Proposal 1: Appropriation of surplus

The Company regards the return of profits to its shareholders as a key management priority. The Company adopts the basic policy of ensuring the stable and continuous payment of dividends while maintaining financial soundness.

In order to express gratitude to its shareholders for their constant support, and with a view to business development aimed at improving future business results, the Company plans to pay a year-end dividend of 64 yen per common share.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
64 yen per common share of the Company
Total amount of dividends: 3,013,721,728 yen
- (3) Effective date of distribution of dividends of surplus
June 13, 2025

Proposal 2: Election of nine (9) Directors

The tenure of all eight (8) Directors will expire at the close of this Annual General Shareholders' Meeting. Furthermore, Director Hajime Oshiro has retired by resignation on March 10, 2025.

Therefore, the Company proposes that nine (9) Directors, including three (3) new Directors, be elected.

The selection of the candidates for Directors were determined by the Board of Directors after deliberation and recommendation by the Nomination and Compensation Committee of which the majority of the members are Independent Outside Directors.

The candidates for Directors are as follows:

No.	Name		Gender	Outside Director	Independent Director	Position and responsibilities in the Company	Attendance at Board of Directors meetings
1	Yasuaki Miyakura	[Reelection]	Male			Representative Director and President, and Head of the Well-being Office Member of the Nomination and Compensation Committee	100% (7/7 times)
2	Ikuo Marugome	[Reelection]	Male			Representative Director and Executive Officer, General Manager of the Engineering Division	100% (7/7 times)
3	Hiroki Kuniyoshi	[Reelection]	Male			Director, Managing Executive Officer, General Manager of Corporate Division, and General Manager of the Corporate DX Promotion Department of Corporate Division	100% (9/9 times)
4	Kyuji Uechi	[Reelection]	Male			Director and Executive Officer, Supervising General Manager of Sales Management Division	100% (7/7 times)
5	Hikaru Aharen	[Reelection]	Male	○	○	Director and Member of the Nomination and Compensation Committee	100% (9/9 times)
6	Tomoko Nakayama	[Reelection]	Female			Director	100% (9/9 times)
7	Miki Fuchibe	[New election]	Female	○	○	Audit & Supervisory Board Member	100% (9/9 times)
8	Tatsuki Yogi	[New election]	Male	○	○		—
9	Makoto Takahashi	[New election]	Male				—

- Notes:
1. Yasuaki Miyakura, Ikuo Marugome and Kyuji Uechi were elected as directors at the 33rd Annual General Shareholders' Meeting held on June 13, 2024, so this figure is their attendance at the Board of Directors meetings held after their appointment.
 2. The number of meetings of the Board of Directors attended by Miki Fuchibe is the number of times she attended as an Audit & Supervisory Board Member.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yasuaki Miyakura (July 10, 1962) [Reelection]	<p>Apr. 1990 Joined IDO Corporation (now KDDI CORPORATION)</p> <p>Apr. 2009 General Manager of Consumer Sales Planning Department of Consumer Sales Planning Division of KDDI CORPORATION</p> <p>Apr. 2013 Deputy General Manager of Consumer Sales Division of Consumer Business Sector of KDDI CORPORATION</p> <p>Apr. 2016 Administrative Officer and General Manager of Customer Service Division of Products & Customer Service Sector of KDDI CORPORATION</p> <p>Oct. 2018 Administrative Officer of KDDI CORPORATION, Representative Director and President of CHUBU TELECOMMUNICATIONS CO., INC</p> <p>Apr. 2019 Executive Officer of KDDI CORPORATION, Representative Director and President of CHUBU TELECOMMUNICATIONS CO., INC</p> <p>Apr. 2023 Special Advisor to the Company</p> <p>June. 2023 Executive Officer and Vice President of the Company</p> <p>June. 2024 Representative Director and President, and Head of the Well-being Office of the Company, and Director of OTNet Company, Incorporated (present position)</p>	2,700
<p>Reason for nominating the candidate for Director</p> <p>Yasuaki Miyakura has a wealth of experience and broad insight in all aspects of management, and as Representative Director and President since June 2024, he has promoted the determination and implementation of the Company's management policies and business strategies, leading to business growth for the entire group. The Company judges that he will be able to continue to appropriately perform his duties as a Director toward the sustainable growth and medium- to long-term enhancement of the corporate value of the Company and its group companies. Therefore, the Company has again nominated him for the position of Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Ikuo Marugome (November 26, 1963) [Reelection]	<p>Apr. 1984 Joined Kokusai Denshin Denwa Co., Ltd. (now KDDI CORPORATION)</p> <p>Apr. 2016 Deputy General Manager of Operation Division of Technology Sector of KDDI CORPORATION</p> <p>Apr. 2018 Administrative Officer in charge of Global Consumer Business Sector of KDDI CORPORATION KDDI Summit Global Myanmar Co., Ltd., Executive Advisor to CEO</p> <p>Apr. 2019 Administrative Officer in charge of Global Consumer Business Sector of KDDI CORPORATION KDDI Summit Global Myanmar Co., Ltd., CTO</p> <p>Oct. 2021 Administrative Officer and Deputy General Manager of Network Technical Development Division of Technology Sector of KDDI CORPORATION</p> <p>Apr. 2023 Managing Executive Officer and Deputy General Manager of Engineering Division of the Company Senior Managing Executive Officer of OTNet Company, Incorporated</p> <p>June. 2023 Managing Executive Officer and Deputy General Manager of Engineering Division of the Company Senior Managing Director of OTNet Company, Incorporated</p> <p>June. 2024 Representative Director and Executive Officer, Executive Vice President, General Manager of Engineering Division of the Company, and President and Representative Director of OTNet Company, Incorporated (present position)</p>	900
<p>Reason for nominating the candidate for Director</p> <p>Ikuo Marugome has extensive experience in all aspects of technology. As director in charge of the Engineering Division, he steady advances diverse engineering-related operations, particularly the construction and operation of networks, which is the foundation of the communications business, and promotes the secure management and sophistication of the communications business. The Company judges that he will be able to continue to appropriately perform his duties as a Director toward the sustainable growth and medium- to long-term enhancement of the corporate value of the Company and its group companies. Therefore, the Company has nominated him for the position of Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hiroki Kuniyoshi (December 20, 1963) [Reelection]	<p>June 1992 Joined the Company</p> <p>Apr. 2014 Executive Officer, General Manager of Sales Planning Department and General Manager of Business Enhancement Department of the Company</p> <p>Sept. 2017 Representative Director and President of OKINAWA CELLULAR AGRI & MARCHE CORPORATION</p> <p>Apr. 2020 Executive Officer, Deputy General Manager of Sales Division, in charge of Consumer Business Department and Customer Service Department, and General Manager of Business Enhancement Department of the Company</p> <p>June 2021 Director, General Manager of Sales Division, Business Enhancement Department, and Project Promotion Department of the Company</p> <p>Feb. 2022 Director and General Manager of Sales Division and Solution Sales Department of the Company</p> <p>Apr. 2023 Director and General Manager of Sales Management Division and Consumer Sales Division of the Company</p> <p>June 2023 Director, Executive Officer, and General Manager of Sales Management Division and Consumer Sales Division of the Company</p> <p>Apr. 2024 Director, Managing Executive Officer, and General Manager of Corporate Division of the Company</p> <p>Apr. 2025 Director, Managing Executive Officer, General Manager of Corporate Division, and General Manager of the Corporate DX Promotion Department of the Company (present position)</p>	4,400
<p>Reason for nominating the candidate for Director</p> <p>Hiroki Kuniyoshi plays a central role in the planning and promotion of new businesses at the Company, and has general management knowledge from his experience as the Representative Director and President of one of the Company's group companies. In addition, as the officer in charge of the Company's Corporate Division, he promotes the reinforcement of a sound governance system for the entire Group and an environment that allows employees to work in a variety of different ways. The Company judges that he will be able to continue to appropriately perform his duties as a Director towards sustained growth the further strengthening of the governance system sustainable of the Company and its group companies. Therefore, the Company has nominated him for the position of Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Hikaru Aharen (August 26, 1964) [Reelection] Independent Director Outside Director	Apr. 1994	Certified as an attorney in the Okinawa Bar Association	2,900
		Mar. 2000	Director of the Hikari Law Office (now Hikari Law Office, LPC) (present position)	
		June 2011	Outside Audit & Supervisory Board Member of The Okinawa Electric Power Company	
		Apr. 2015	Chairman of the Okinawa Bar Association	
		Apr. 2015	Chairman of the Naha City Equity Commission (present position)	
		July 2017	Member of the Okinawa Prefectural Public Safety Commission (present position)	
		Dec. 2017	Chairman of the Okinawa Prefectural Public Safety Commission	
		June. 2019	Director of the Company (present position)	
Reason for nominating the candidate for Director and a summary of expected roles Hikaru Aharen has abundant experience and considerable insight as an attorney, along with a thorough knowledge of corporate law. Although he has never been involved in the management of a company except as an Outside Director, the Company judges that he is capable of contributing to the sustainable enhancement of the Company's corporate value by providing advice on the management of the Company and appropriately supervising the execution of businesses based on his expertise and considerable insight. Therefore, the Company has again nominated him for the position of Outside Director. If his election is approved, the Company also expects him to serve as the Chairman of the Nomination and Compensation Committee, to be involved in the selection of candidates for the Company's Directors, decisions on remuneration for Directors and other matters from an objective and neutral standpoint. Special interests There are no special interests between the Company and Hikaru Aharen.				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)		Number of the Company's shares owned
6	Tomoko Nakayama (May 9, 1968) [Reelection]	Apr. 2015	General Manager of Consumer Business Planning Division of Consumer Business Sector of KDDI CORPORATION	—
		Apr. 2018	Deputy General Manager of Consumer Business Planning Division and Corporate Strategy Planning Division of KDDI CORPORATION	
		Apr. 2020	Executive Officer, Deputy General Manager of Personal Business Planning Division of Personal Business Sector and Corporate Strategy Planning Division of KDDI CORPORATION	
		Apr. 2022	Executive Officer, General Manager of Personal Business Planning Division of Personal Business Sector and Deputy General Manager of Technology Sector of KDDI CORPORATION	
		June 2022	Director of the Company (present position)	
		Apr. 2024	Executive Officer, Deputy General Manager of Core Technology Sector, and Deputy Executive Director of Personal Business Sector of KDDI CORPORATION (present position)	
Reason for nominating the candidate for Director Tomoko Nakayama has extensive experience in the business, corporate strategy, and technology divisions at the parent company, KDDI CORPORATION, as well as insight required for stable operation and enhancement of the communications business. The Company wishes to leverage her experience and outstanding insight in its businesses for decision-making about the Company's business activities. Therefore, the Company has again nominated her for the position of Director.				
7	Miki Fuchibe (October 6, 1953) [New election] Independent Director Outside Director	May 1985	Founding Representative Director and President of Business Land Co., Ltd. (present position)	800
		Mar. 1993	Founding Senior Managing Director of JCC Co., Ltd.	
		Sept. 2014	Vice chair of JCC Co., Ltd.	
		Apr. 2018	Chairperson of Okinawa Association of Corporate Executives (present position)	
		May 2018	Chairman and Representative Director of JCC Co., Ltd. (present position)	
		June 2023	Audit & Supervisory Board Member of the Company (present position)	
Reason for nominating the candidate for Director and a summary of expected roles Miki Fuchibe has extensive experience and insight stemming from her roles in management in Okinawa-based companies. The Company expects that she will leverage her experience and insight in decision-making about the Company's business activities and contribute to the sustainable growth of the Company as an Outside Director. Therefore, the Company has again nominated her for the position of Outside Director. If her election is approved, the Company also expects her to serve as a member of the Nomination and Compensation Committee to be involved in the selection of candidates for the Company's Directors, decisions on remuneration for Directors and other matters from an objective and neutral standpoint. Special interests There are no special interests between the Company and Miki Fuchibe.				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Tatsuki Yogi (March 19, 1965) [New election] Independent Director Outside Director	<p>July 2010 General Manager of the Business Department of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD.</p> <p>June 2015 Director of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD.</p> <p>June 2017 Managing Director of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD.</p> <p>June 2018 Representative Director and President of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD.</p> <p>June 2019 Outside Director of The Okinawa Electric Power Company (present position)</p> <p>June 2024 Director and Chair of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD. (present position)</p>	—
<p>Reason for nominating the candidate for Director and a summary of expected roles Tatsuki Yogi has extensive experience and insight stemming from his roles in management in Okinawa-based companies. The Company expects that he will leverage his experience and insight in decision-making about the Company's business activities and contribute to the sustainable growth of the Company as an Outside Director. Therefore, the Company has nominated him for the position of Outside Director.</p> <p>If his election is approved, the Company also expects him to serve as a member of the Nomination and Compensation Committee to be involved in the selection of candidates for the Company's Directors, decisions on remuneration for Directors and other matters from an objective and neutral standpoint.</p> <p>Special interests Although Tatsuki Yogi serves as Director and Chair of THE DAIDO FIRE AND MARINE INSURANCE CO., LTD., most business transactions between THE DAIDO FIRE AND MARINE INSURANCE CO., LTD. and the Company are routine and account for less than 1% of the net sales for each company. Furthermore, THE DAIDO FIRE AND MARINE INSURANCE CO., LTD. holds shares in the Company, but its holding ratio is less than 1% which has no effect on the independence of Outside Directors.</p>			
9	Makoto Takahashi (October 24, 1961) [New election]	<p>Apr. 2003 Executive Officer of KDDI CORPORATION</p> <p>June 2007 Managing Executive Officer and Director of KDDI CORPORATION</p> <p>June 2010 Senior Managing Executive Officer and Representative Director of KDDI CORPORATION</p> <p>June 2016 Executive Vice President and Representative Director of KDDI CORPORATION</p> <p>Apr. 2018 Representative Director and President of KDDI CORPORATION</p> <p>Apr. 2023 CEO (Chief Executive Officer) of KDDI CORPORATION</p> <p>Apr. 2025 Chairman and Representative Director of KDDI CORPORATION (present position)</p>	—
<p>Reason for nominating the candidate for Director From April 2018 to March 2025, Makoto Takahashi led the management of the parent company, KDDI CORPORATION, as its Representative Director and President, and contributed to its sustainable growth and medium- to long-term enhancement of the corporate value. The Company believes that he will use his abundant experience and insight to make decisions concerning the Company's business activities. Therefore, the Company has nominated him for the position of Director.</p>			

Notes: 1. The following candidates for Director have special interests in the Company:

Tomoko Nakayama and Makoto Takahashi: Both candidates serve the parent company, KDDI CORPORATION, as executive officers of Core Technology Sector, and Deputy Executive Director and Director and Chair of Personal Business Sector, respectively. The Company's relationship with KDDI CORPORATION is specified in "1. Items concerning the Status of the Corporate Group (9) Important Information on Parent Company and Subsidiaries" in the Business Report.

There are no special interests between the Company and the other candidates.

2. Miki Fuchibe's name on the family register is Miki Fuchibe (same in Romanized letters, but different in Kanji script).

3. Hikaru Aharen, Miki Fuchibe, and Tatsuki Yogi are candidates for Outside Director.
4. The Company has registered Hikaru Aharen as an Independent Director in accordance with the regulations of the Tokyo Stock Exchange, Inc. In the event that his reelection is approved, the Company plans to continue to appoint him as Independent Director. Furthermore, Miki Fuchibe and Tatsuki Yogi satisfy the requirements for independent officers as defined by the Tokyo Securities Exchange. If both are elected and assume office, they will also serve as independent directors.
5. In the last ten years, Yasuaki Miyakura, Ikuo Marugome, Tomoko Nakayama, Makoto Takahashi have served in executive positions for the parent company, KDDI CORPORATION. Their positions and responsibilities are indicated in their career summaries.
6. In the last ten years, Yasuaki Miyakura has served as Representative Director and President of CHUBU TELECOMMUNICATIONS CO., INC, which is a subsidiary of the Company's parent company, KDDI CORPORATION.
7. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with Hikaru Aharen and Tomoko Nakayama to limit their liabilities for damages as prescribed in Article 423, Paragraph 1 of the said Act. The maximum amount of liability limitation under said agreements is as stipulated by laws and regulations. The Company plans to continue the agreements with each Director in the event that their reelections are approved. If Miki Fuchibe, Tatsuki Yogi, and Makoto Takahashi are elected and assume office, the Company also plans to enter into a limited liability agreement with each of them.
8. KDDI CORPORATION, the parent of the Company, has entered into a Directors and Officers Liability Insurance (D&O Insurance) Contract with an insurance company, with the Directors and other officers of KDDI CORPORATION and its group companies as insured persons, under which the Company bears the amount equivalent to the insurance premiums for the Directors and other officers of the Company. If each candidate for Director is elected and assumes office as a Director at this General Shareholders' Meeting, they will be insured under the said Directors and Officers Liability Insurance (D&O Insurance) Contract.
9. The term of office for Hikaru Aharen as an outside Director is six years.
10. Miki Fuchibe is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, her tenure will have been two years. Furthermore, at the conclusion of this Annual General Shareholders' Meeting she will retire as outside Audit & Supervisory Board Member by resignation.
11. "Number of the Company's shares owned" indicates the number of shares held by each candidate for Director as of the end of the current fiscal term under review (March 31, 2025).

Proposal 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Miki Fuchibe will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The candidate Kyoko Nakayama, is not to be elected as a substitute for Audit & Supervisory Board Member Miki Fuchibe, and her term of office will expire at the conclusion of the Annual General Shareholders' Meeting relating to the last fiscal year ending within four years after her election.

The submission of this proposal has been subject to the deliberation and recommendation by the Nomination and Compensation Committee of which the majority of the members are comprised of Independent Outside Directors, and the consent of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Members is as follows:

Name (Date of birth)	Career summary, position and responsibilities in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
Kyoko Nakayama (November 17, 1973)	Oct. 2003 Joined Yamauchi Certified Public Accountant Licensed Tax Accountant Office	—
[New election]	Dec. 2003 Registered as a Certified Tax Accountant	
	May 2007 Registered as a Certified Public Accountant	
	June 2016 Outside Audit & Supervisory Board Member of The Bank of The Ryukyus, Ltd.	
	Feb. 2019 Senior Partner at JTS Tax Accountants' Corporation (present position)	
	Sept. 2024 Part-time auditor at The University of the Ryukyus (present position).	
Independent Director		
Outside Director		
Reason for nominating the candidate for Audit & Supervisory Board Member Kyoko Nakayama has extensive experience and a high level of insight as a certified tax accountant and a certified public accountant, and has considerable knowledge of finance and accounting. The Company has nominated her as a candidate for Audit & Supervisory Board Member because we believe that her extensive experience, knowledge, and expertise will enable us to further enhance corporate governance through her monitoring of overall management and appropriate auditing activities. She has never been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Audit & Supervisory Board Member based on the above reasons. Special interests There are no special interests between the Company and Kyoko Nakayama.		

- Notes:
1. Kyoko Nakayama's name on the family register is Kyoko Toda.
 2. Kyoko Nakayama is a candidate for outside Audit & Supervisory Board Member.
 3. Kyoko Nakayama satisfies the requirements for independent officers as defined by the Tokyo Securities Exchange, and in the event that her election is approved, she will also serve as an independent director.
 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, in the event that Kyoko Nakayama is appointed, the Company intends to enter into a limited liability agreement with her to limit her liabilities for damages as prescribed in Article 423, Paragraph 1 of the said Act. Furthermore, the maximum amount of liability limitation under said agreement is as stipulated in legislation.
 5. KDDI CORPORATION, the parent of the Company, has entered into a Directors and Officers Liability Insurance (D&O Insurance) Contract with an insurance company, with the Directors and other officers of KDDI CORPORATION and its group companies as insured persons, under which the Company bears the amount equivalent to the insurance premiums for the Audit & Supervisory Board Members and other officers of the Company. If Kyoko Nakayama is elected and assumes office as Audit & Supervisory Board Member at this General Shareholders' Meeting, she will be insured under the said Directors and Officers Liability Insurance (D&O Insurance) Contract.

(Reference) Expertise and experience of Directors and Audit & Supervisory Board Members (skill matrix)

If Proposals 2 and 3 are approved as originally proposed at this General Shareholders' Meeting, the composition of the Directors and Audit & Supervisory Board Members and their respective main skills, experience, and knowledge will be as follows:

Name	Position	Expertise and experience, etc.					
		Management/ Management strategy	Communica- tion/Tech- nology	Sales/ Marketing	Corporate governance	HR development/ Diversity	DX/ New business
Yasuaki Miyakura	Director	•		•	•	•	•
Ikuo Marugome	Director	•	•				•
Hiroki Kuniyoshi	Director	•		•	•		•
Kyuji Uechi	Director	•		•			•
Hikaru Aharen	Director (Outside)	•			•		
Tomoko Nakayama	Director	•	•	•		•	•
Miki Fuchibe	Director (Outside)	•		•		•	
Tatsuki Yogi	Director (Outside)	•		•	•		
Makoto Takahashi	Director	•	•	•	•	•	•
Haruhiko Masuda	Audit & Supervisory Board Member	•			•		•
Masatoshi Asato	Audit & Supervisory Board Member (Outside)	•			•		
Yoshio Kadekaru	Audit & Supervisory Board Member (Outside)	•			•		
Kyoko Nakayama	Audit & Supervisory Board Member (Outside)	•			•	•	

* The above list highlights fields, etc. where the Officers' skills are especially expected but does not represent all the expertise, experience, etc., possessed by each officer.

[Definitions of skills and reasons for the adoption]

Management/ Management strategy	A wide range of knowledge and experience regarding overall management strategies required to establish and implement medium- to long-term management and growth strategies in line with the Company's management philosophy and to supervise the effectiveness of these strategies.
Communication/ Technology	Expertise, including knowledge of cutting-edge technologies, required for the construction, secure operation, and sophistication of a network that serves as the foundation of the communications business as the Company's main business and for the achievement of technology innovation and carbon neutrality, among others.
Sales/Marketing	Knowledge and experience in marketing and sales required to provide optimal products and services as well as added value to all customers and establish and implement marketing strategies for new customers.
Corporate governance	Extensive experience and expertise in overall risk management and corporate governance required to establish an appropriate governance structure, which will serve as the foundation of the Company's continuous business expansion and increase the effectiveness of supervising the entire Group's management.
HR development/ Diversity	Knowledge and experience in human resources, education, and promoting women's participation required to establish and implement strategies regarding human resources diversification, personnel training and HR development/diversity, which are important factors to promote management sustainably in line with the Company's management philosophy and to supervise these initiatives.
DX/New business	Expertise and experience required to explore new businesses for the expansion of growth domains centered on the communication business; establish and implement DX-related strategies; and promote innovation.

Proposal 4: Payment of bonuses to Directors

Taking into consideration the business performance of the Company for the current fiscal year, the Company proposes to pay bonuses to Directors excluding Outside Directors totaling 30 million yen to four (4) incumbents as of the end of the current fiscal year. The Company proposes that the amounts paid to each Director be left to the discretion of the Board of Directors.

In addition, the amounts paid to each Director have been calculated based on the “(v) Policy Regarding Determining the Details of Remuneration, etc. for Officers, c. Policy for Determining the Details of Remuneration, etc. for Individual Directors,” which is stated in the Business Report (Japanese only).

The total amount of bonuses for Directors in this proposal has been determined by the Board of Directors after comprehensive consideration of the Company’s performance and other factors, and after deliberations and recommendations by the Nomination and Compensation Committee of which the majority of the members are Independent Outside Directors. Therefore, the Company judges the amount to be appropriate.