

## Directors and Audit & Supervisory Board Members (As of June 26, 2014)

### Directors



#### Tadashi Onodera

Chairman

- '01.6 President
- '05.6 President and Chairman
- '10.12 Chairman (Current position)
- '13.6 Director, Kyocera Corporation (Current position)
- '14.6 Director, Daiwa Securities Group Inc. (Current position)



#### Takashi Tanaka

President

- '07.6 Associate Senior Vice President, Director
- '10.6 Senior Vice President, Director
- '10.12 President (Current position)
- '13.6 General Manager, Corporate & Marketing Communications Sector (Current position)



#### Hirofumi Morozumi

Executive Vice President  
Director

- '07.6 Senior Vice President, Director
- '10.4 General Manager, Corporate Sector (Current position)
- '10.6 Executive Vice President, Director (Current position)



#### Makoto Takahashi

Senior Vice President  
Director

- '07.6 Associate Senior Vice President, Director
- '10.3 Director of Jupiter Telecommunications Co., Ltd.
- '10.6 Senior Vice President, Director (Current position)
- '11.4 General Manager, Business Development Sector (Current position)



#### Yuzo Ishikawa

Senior Vice President  
Director

- '10.6 Associate Senior Vice President, Director
- '11.6 Senior Vice President, Director
- '12.4 General Manager, Consumer Business, Solution Business, Global Business and Product Sector (Current position)
- '14.3 Director of Jupiter Telecommunications Co., Ltd. (Current position)
- '14.6 Senior Vice President, Director\*1 (Current position)



#### Masahiro Inoue

Associate Senior Vice President  
Director

- '10.6 Associate Senior Vice President, Director (Current position)
- '11.4 Associate General Manager, Technology Sectors (Engineering and Operations) (Current position)



#### Hideo Yuasa

Associate Senior Vice President  
Director

- '10.6 Associate Senior Vice President, Director (Current position)
- '11.4 President, Chubu Telecommunications Co., Inc. (Current position)



#### Tsutomu Fukuzaki

Associate Senior Vice President  
Director

- '06.10 Vice President
- '12.4 Associate Senior Vice President, General Manager, Consumer Sales Division (Current position)
- '13.6 Director (Current position)



#### Hidehiko Tajima

Associate Senior Vice President  
Director

- '10.4 Vice President
- '13.4 Associate Senior Vice President, General Manager, Global Consumer Business Division, Global Business Sector (Current position)
- '13.6 Director (Current position)



#### Yoshiaki Uchida

Associate Senior Vice President  
Director

- '13.4 Vice President
- '14.4 Associate Senior Vice President, General Manager, Technology Sector General Manager, Technical Planning Division
- '14.6 Associate Senior Vice President, General Manager, Technical Planning Division, Director (Current position)



#### Tetsuo Kuba

Director\*2

- '09.4 President and Representative Director, President and Executive Officer of Kyocera Corporation
- '13.4 Chairman of the Board and Representative Director of Kyocera Corporation (Current position)
- '13.6 Director of KDDI (Current position)



#### Nobuyori Kodaira

Director\*2

- '10.6 Senior Managing Director of Toyota Motor Corporation
- '11.6 Director and Senior Managing Officer of Toyota Motor Corporation
- '12.6 Executive Vice President of Toyota Motor Corporation (Current position)
- '13.6 Director of KDDI (Current position)



#### Shinji Fukukawa

Director\*2,4

- '88.6 Retired as Vice-Minister of Ministry of International Trade and Industry
- '88.12 Senior Advisor of Global Industrial and Social Progress Research Institute (Current position)
- '02.11 Chairman of Japan Industrial Partners, Inc. (Current position)
- '11.12 Chairman of Jetstar Japan Co., Ltd. (Current position)
- '12.12 Chairman of Toyo University (Current position)
- '14.6 Director of KDDI (Current position)

### Audit & Supervisory Board Members

Yoshinari Sanpei

Hiroshi Kobayashi

Takeshi Abe\*4

Kishichiro Amae\*3,4

Yukihisa Hirano\*3,4

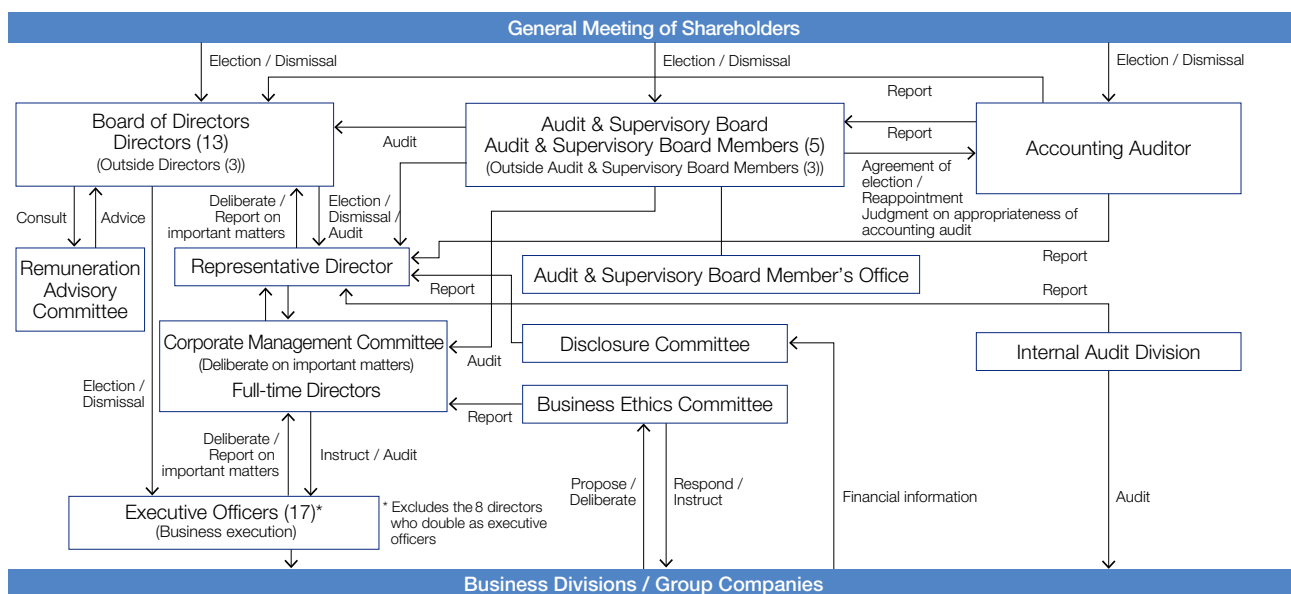
\*1 Promoted to the position of Director with representative rights

\*2 Outside directors

\*3 Outside Audit & Supervisory Board Members

\*4 Outside director Shinji Fukukawa, Audit & Supervisory Board Members Takeshi Abe, Kishichiro Amae and Yukihisa Hirano are independent directors pursuant to Rule 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

## Corporate Governance Framework (As of June 18, 2014)



## Overview of the Governance Structure (As of June 18, 2014)

Configuration	Company with Audit & Supervisory Board Members system
Number of Directors	13
	Of which, outside Directors: 3
	Of which, independent director: 1
Director appointments	1 year
Average age of Directors	61.1 years
Number of Audit & Supervisory Board Members	5
	Of which, outside Audit & Supervisory Board Members: 3
	Of which, independent auditors: 3

## Reasons for Appointment as Directors and Audit & Supervisory Board Members

Outside Directors	Tetsuo Kuba	Mr. Kuba was appointed because of his demonstrated effectiveness in the management of one of the Company's principal shareholders, his extensive experience as a director of other companies, and the perspective rooted in broad-based insight that he brings to supervising the Company's business activities.
	Nobuyori Kodaira	Mr. Kodaira was appointed because of his demonstrated effectiveness in the management of one of the Company's principal shareholders, his extensive experience as a director and auditor of other companies, and the perspective rooted in broad-based insight that he brings to supervising the Company's business activities.
	Shinji Fukukawa (Independent director)	Mr. Fukukawa was appointed to apply the extensive experience and broad-based insight he has developed over numerous years as an executive officer in public administration and at various foundations involving the execution of operations at those organizations to supervising the Company's business activities. Given his career history, we judge that no danger exists of conflicts of interest with general shareholders, consider him appropriate as a director, and have appointed him as an independent director.
Outside Audit & Supervisory Board Members	Takeshi Abe (Independent auditor)	Mr. Abe was appointed because of the extensive experience and broad-based insight he has developed over numerous years as an executive officer in public administration and at various foundations involving the execution of operations at those organizations. Consequently, he has been appointed to supervise overall management from a position independent from that of a director with the objective of promoting even more appropriate auditing. Mr. Abe's tenure as executive officer at the Development Bank of Japan, Inc., was short. A substantial amount of time has passed since he retired from that position, and he currently receives no benefits from that organization. Given the fact that he hails from organizations involved in administrative operations, we recognize that he has scant relationship with KDDI. Consequently, we judge that no danger exists of conflicts of interest with general shareholders, consider him appropriate as an auditor, and have appointed him as an independent auditor.
	Kishichiro Amae (Independent auditor)	Mr. Amae has extensive experience gained through many years as a diplomat and in the execution of operations at various organizations. Consequently, he has been appointed to supervise overall management from a position independent from that of a director with the objective of promoting even more appropriate auditing. Given his career history, we judge that no danger exists of conflicts of interest with general shareholders, consider him appropriate as an auditor, and have appointed him as an independent auditor.

Outside Audit & Supervisory Board members	Yukihisa Hirano (Independent auditor)	Mr. Hirano has extensive experience and expertise as a corporate manager. Consequently, he has been appointed to supervise overall management from a position independent from that of a director with the objective of promoting even more appropriate auditing. An appropriate amount of time has passed since Mr. Hirano retired from his position as president of Toyota Motor Corporation, and he currently receives no benefits from that organization. In addition, after retiring he served as president of the Central Japan International Airport Co., Ltd., and we recognize that he currently has no relationship with Toyota Motor Corporation. Consequently, we judge that no danger exists of conflicts of interest with general shareholders, consider him appropriate as an auditor, and have appointed him as an independent auditor.
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## Meetings Convened (FY2013)

	(Times)
Regular Board of Directors meetings	8
Extraordinary meetings of the Board of Directors	1
Attendance by Outside Directors	88.9%

## Key Decisions Made (FY2013)

Advance redemption of bonds	Advanced redemption after having met conditions for 120% call option on zero coupon convertible bonds due 2015 with subscription rights to shares.
Introduction of shareholder benefits	Introduction of shareholder benefits for shareholders registered in the registry of shareholders as of March 31 of each year who own one or more share-trading units. (Applies to shareholders registered in the registry of shareholders as of March 31, 2014)
Conclusion of JCN share transfer agreement with J:COM	As part of the procedure for merging J:COM and JCN, transfer of KDDI's holdings of shares in JCN to J:COM.
Conclusion of merger agreement between J:COM and JCN	Merger of the two companies as part of a strategy to increase the scale of the KDDI Group's CATV business and promote sustainable growth.

## Remuneration for Directors and Audit & Supervisory Board Members (FY2013)

Executive classification	Total remuneration	Total remuneration by type			Number of corresponding executives
		Basic remuneration	Stock options	Bonus	
Directors (Excluding Outside Directors)	574	385	—	188	12
Outside Directors	20	20	—	—	4
Audit & Supervisory Board Members (Excluding Outside Audit & Supervisory Board Members)	47	47	—	—	2
Outside Audit & Supervisory Board Members	40	40	—	—	3

Notes:

- \* The above-stated remuneration for Board members included amounts for 2 Directors and 2 Outside Directors who stepped down at the end of the 29th Annual Meeting of Shareholders, held on June 19, 2013.
- \* The maximum annual remuneration for Audit & Supervisory Board Members was set at ¥100 million by a resolution of the 28th Annual Meeting of Shareholders, held on June 20, 2012. This amount is based on the Company's fiscal year.
- \* Remuneration amounts outlined above included the following Board members' bonuses, which were defined as being linked to performance and no more than 0.1% of consolidated net income for the applicable fiscal year by a resolution of the 27th Annual Meeting of Shareholders, held on June 16, 2011.
- \* For "Policies Regarding Decisions on the Contents of Remuneration," "Policies on Remuneration for Directors," "Policies on Remuneration for Audit & Supervisory Board Members," and "State of Corporate Governance", please refer to the website "CSR (Environment & Society)" section on the KDDI website.  
<http://www.kddi.com/english/corporate/csr/>

## IR Activities (FY2013)

We received the "Award from Securities Analysts for Excellence in Corporate Disclosure" eight times from the Securities Analysts Association of Japan's Corporate Disclosure Study Group.

	(Times)
Individual meetings with institutional investors	970
Financial results briefing	4
Overseas road shows	12
Seminars for individual investors	32