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TSE Code 9433

May 26, 2010

To our shareholders

3-10-10, Iidabashi, Chiyoda-ku, Tokyo  
(Headquarters: 2-3-2, Nishishinjuku, Shinjuku-ku, Tokyo)

**KDDI Corporation**

President and Chairman Tadashi Onodera

## NOTICE OF THE 26TH ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 26th Annual Meeting of Shareholders

**If you are unable to attend the meeting, you may vote by mail or on the Internet, or by other means. In order to exercise your rights by mail or on the Internet, please review the attached Reference Documents for the Meeting of Shareholders, indicate your approval or disapproval of the proposals on the enclosed document, and return it so that it reaches us by 5:30 pm on Wednesday, June 16, 2010, or vote at the Exercise of Voting Rights site (<http://www.evote.jp/>).**

### Notice of Meeting

**1. Date:** Thursday, June 17, 2010, at 10:00 a.m.

**2. Place:** Shinagawa Prince Hotel, Annex Tower 5F 'Prince Hall' 4-10-30, Takanawa, Minato-ku, Tokyo

**3. Objectives:**

- Reporting:**
1. The 26th term (from April 1, 2009 to March 31, 2010) business report, consolidated financial documents and accounting auditor / board of auditor's consolidated financial document audit report.
  2. The 26th term (from April 1, 2009 to March 31, 2010) financial documents report.

**Agenda:**

**Proposal 1:** Appropriation of Retained Earnings

**Proposal 2:** Partial Changes to the Articles of Incorporation

**Proposal 3:** Election of 13 Members of the Board

**Proposal 4:** Election of 2 Auditors

**Proposal 5:** Issue of Premiums to Members of the Board

**Business reports, consolidated financial documents, financial documents and auditing reports necessary for the shareholder meeting are listed on the "Report for the 26th Business Period" (pages 2-45) provided separately.**

**4. Decisions to be made at the Meeting**

Please refer to the 'Guide to the Exertion of Voting Rights' following.

- \* If you plan to attend the meeting, please submit the enclosed Exercise of Voting Rights forms to the receptionist at the meeting.
- \* In case of any changes to the Reference Documents for the Meeting of Shareholders, business reports, consolidated financial documents and financial documents for the Meeting, the changes will be posted on the Company's website located at <http://www.kddi.com/>.

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[Guide to the Exertion of Voting Rights]

**1. In cases where voting rights have been exercised both in writing and through the Internet**

In cases where there has been a doubling up of voting rights in written and Internet form, those given by the Internet will be taken as valid.

**2. In cases where voting rights have been exercised multiple times on the Internet**

In cases where voting rights have been exercised more than once using the Internet, the final vote will be considered the valid one. Also, where voting rights have been exercised by computer and mobile phone, the final vote cast will be considered the valid one.

**3. Using the Internet to exercise voting rights**

If you decide to use the Internet to exercise your voting rights, please read the following in advance. If you intend to attend the meeting in person, voting in writing or using the Internet is unnecessary.

(1) The Exertion of Voting Rights Site

- 1) Exercise of voting rights by the Internet can only be made by access from computer or mobile phone (EZweb, i-mode or Yahoo! phones) to the site selected by the company for that purpose (<http://www.evote.jp/>).
- 2) Exercise of voting rights by computer may not be possible due to the shareholder's Internet setup, such as use of a firewall when accessing the Internet, use of anti-virus software or use of a proxy server.
- 3) Exercise of voting rights by mobile phone may be made through EZweb, i-mode or Yahoo! Phone services. To preserve security, phone models that do not allow information transmission or encrypted transmissions (SSL transmissions) will not be usable. Phones that are able to read QR-Code may make use of the given QR-Code to access the site.
- 4) Exercise of voting rights by the Internet may be made up to 5:30 pm (though the service is not available daily from 2 am to 5 am) on Wednesday, June 16, 2010, though we recommend voting earlier. Please inquire to the hot line if you have any questions. ('i-mode' 'Yahoo!' and 'QR-Code' are all trademarks or registered trademarks of NTT Docomo Inc., Yahoo! Inc., and Denso Wave Inc. respectively)



(2) Using your Voting Rights with the Internet

- 1) At the voting site (<http://www.evote.jp/>) please use the log-in ID and temporary password given on your Exertion of Voting Rights Form and follow the on-screen instructions to input your opinion for or against.
- 2) To protect against illegal access by persons other than shareholders ("spoofing") and manipulation of voting details, please be aware that shareholders using the site will be asked to change their temporary password.
- 3) Whenever a general shareholders meeting is convoked, new log-in IDs and passwords will be given.

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- (3) **Costs Incurred in Accessing the Exertion of Voting Rights Site**  
Costs incurred in accessing the exertion of voting rights site (Internet connection fees, telephone fees, etc.) will be the responsibility of the shareholder. Similarly, fees required in the use of mobile phones such as packet transmission fees or other fees will also be the responsibility of the shareholder.
- (4) **Receiving Notice of the Shareholders' Meeting**  
Shareholders can, if they wish, be informed of the next meeting of shareholders by e-mail by applying to do so by computer on the exercise of voting rights site. (Mobile phones cannot be used to apply, nor may the mail address in question be a mobile phone one).

Thank you for your attention

**System or other inquiries:**  
**Mitsubishi UFJ Trust and Banking Corporation Securities Representative Division (Hot Line)**  
**Phone: (0120) 173-027 (available 9 am to 9 pm free dial)**

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## Reference Documents for the Meeting of Shareholders

### Proposals and References

**Proposal 1:** Appropriation of Retained Earnings  
The Company wishes to appropriate retained earnings as indicated below.

- (1) Details of the year-end dividend  
Recognizing the fact that distribution of profits to shareholders is a major business management issue, the Company's basic policy is to maintain a stable distribution of profits along with preserving the financial stability of the Company. Having broadly considered the need to express our appreciation to shareholders for their constant support as well as the need to develop our business to improve future performance, we propose the year-end dividend for the financial year under review as follows.
  - 1) Type of asset distributed as dividend:  
Cash
  - 2) Allocation of the asset distributed as dividend and the total amount thereof:  
6,500 yen per share of the Company's common stock.  
The total distributed will be 28,951,734,500 yen.
  - 3) Effective date of dividend distribution from retained earnings:  
June 18, 2010
  
- (2) Other details concerning disposal of the retained earnings  
Regarding internal reserves, in order to strengthen the business-management base in preparation for proactive development of operations in the future, we propose the following.  
Increased item in retained earnings and the amount thereof:  
General reserve: 148,100,000,000 yen  
Decreased item in retained earnings and the amount thereof:  
Retained earnings carried forward: 148,100,000,000 yen

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**Proposal 2:** Partial Changes to the Articles of Incorporation

It is proposed that the current articles of incorporation be partially revised in accordance with the change proposal below.

- (1) Reason for the proposal  
 Due to the diversification of the Company's operations, we would like to add to the objectives stipulated by the articles of incorporation in order to enable the conduct of operations for the purchase and sale of pre-owned goods. Specifically, we plan to provide principally corporate clients with pre-owned office automation equipment such as personal computers in conjunction with the Company's services.
- (2) Description of changes  
 The changes are as follows.

(Changes are underlined)

Present	New articles (Draft)
Article 2 (Purposes) The Company aims to run the following business operations.	Article 2 (Purposes) The Company aims to run the following business operations.
(1)– (29) (Details omitted)	(1)– (29) (Not changed)
(Newly established)	<u>(30) Collection, processing, restoration, maintenance, sale, and lease of pre-owned goods</u>
(30) (Details omitted)	<u>(31)</u> (Not changed)

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**Proposal 3:** Election of 13 Members of the Board  
The term of office of all the 10 current Members of the Board expires at the close of this Annual Meeting of Shareholders. With a view to strengthening the business-management base even further by adding 3 Members of the Board, it is proposed that 13 Members of the Board be elected.  
The candidates for Member of the Board are as follows:

Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
1	Tadashi Onodera (February 3, 1948)	June 1989: Member of the Board June 1995: Managing Director June 1997: Executive Vice President June 2001: President Member of the Board June 2005: President and Chairman (Current position)	397 Shares
2	Kanichiro Aritomi (October 12, 1947) (New appointment)	August 2005: Supervisory Deputy Director-General of Ministry of Internal Affairs and Communications (International) July 2006: Supervisory Deputy Director-General of Ministry of Internal Affairs and Communications (Post/Telecommunications) July 2007: President, the Foundation for MultiMedia Communications August 2009: Special Adviser (Current position)	13 Shares
3	Hirofumi Morozumi (May 2, 1956)	June 1995: Member of the Board June 2001: Vice President April 2003: Associate Senior Vice President June 2003: Member of the Board Associate Senior Vice President June 2007: Member of the Board Senior Vice President (Current position) Officer, General Affairs, Personnel, Business Strategies March 2010: Director of Jupiter Telecommunications Co., Ltd. (Current position) April 2010: General Manager, Corporate Sector (Current position)	31 Shares
4	Takashi Tanaka (February 26, 1957)	June 2007: Member of the Board Associate Senior Vice President (Current position) August 2007: President of Wireless Broadband Planning Inc. (now UQ Communications Inc.) (Current position) April 2009: Solution Business Officer April 2010: Officer, Solution Business Sector, Consumer Business Sector, Mobile Technology Sector (Current position)	11 Shares

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Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
5	Makoto Takahashi (October 24, 1961)	<p>June 2007: Member of the Board, Associate Senior Vice President (Current position)</p> <p>April 2009: General Manager, Consumer Service and Product Sector</p> <p>March 2010: Director of Jupiter Telecommunications Co., Ltd. (Current position)</p> <p>April 2010: General Manager, Group Strategy Sector (Current position)</p>	29 Shares
6	Yoshiharu Shimatani (October 28, 1950)	<p>April 2003: Vice President</p> <p>April 2009: Technology Officer</p> <p>June 2009: Member of the Board, Associate Senior Vice President (Current position)</p> <p>April 2010: General Manager, Technology Sector, Officer, Operations Sector, Engineering Sector, (Current Position)</p>	14 Shares
7	Masahiro Inoue (November 7, 1952) (New appointment)	<p>April 1978: Joined Kyocera Corporation</p> <p>June 1997: Director of Kyocera Corporation</p> <p>January 2005: Associate Senior Vice President (Current position)</p> <p>April 2005: General Manager, "au" Business Sector, "au" Service &amp; Product Planning Division</p> <p>October 2005: General Manager, Consumer Business Sector, "au" Business Sector, "au" Service &amp; Product Planning Division</p> <p>April 2007: General Manager, Mobile Technology Sector</p> <p>April 2010: General Manager, Mobile Technology Sector (Current Position)</p>	10 Shares

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Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
8	Yuzo Ishikawa (October 19, 1956) (New appointment)	September 1985: Joined the Company June 2000: Member of the Board June 2001: Vice President (Current Position) June 2002: General Manager, Network Business Sector, Network Domestic Sales Division April 2003: General Manager, Solution Business Sector, Solution Domestic Sales Division October 2005: General Manager, Network Solution Business Sector, Network Solution Domestic Sales Division December 2005: General Manager, Solution Business Sector, Network Solution Business Sector, Network Solution Domestic Sales Division April 2007: General Manager, Solution Business Sector, Network Solution Business Sector General Manager, Solution Business Sector, Network Solution Business Sector, Network Solution Domestic Sales Division October 2007: General Manager, Solution Business Sector, ICT Solution Business Sector October 2008: General Manager, Solution Business Sector, ICT Solution Business Sector General Manager, Solution Business Sector, FMC Solution Business Sector April 2009: General Manager, Solution Business Sector (Current Position) June 2009: Director of UQ Communications Inc. (Current position)	35 Shares



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Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
9	Hideo Yuasa (August 3, 1955) (New appointment)	<p>October 1988: Joined the Company</p> <p>April 2003: Vice President(Current position)</p> <p>April 2004: General Manager, Mobile Solution Business Sector, Mobile Solution Sales Division</p> <p>December 2005: General Manager, Solution Business Sector, Mobile Solution Business Sector General Manager, Solution Business Sector, Mobile Solution Business Sector, Mobile Solution Sales Division</p> <p>April 2006: General Manager, Solution Business Sector, Mobile Solution Business Sector</p> <p>October 2007: General Manager, Solution Business Sector, FMC Solution Business Sector</p> <p>October 2008: General Manager, Consumer Business Sector, Consumer Sales Sector</p> <p>April 2009: General Manager, Consumer Sales Sector</p> <p>April 2010: General Manager, Consumer Business Sector (Current position)</p>	8 Shares
10	Hiromu Naratani (February 6, 1952) (New appointment)	<p>April 1974: Joined Toyota Motor Sales Corporation</p> <p>January 2003: Executive Director</p> <p>May 2003: Vice President (Current position)</p> <p>April 2004: General Manager, "au" Business Sector, "au" Business Strategy Division</p> <p>April 2005: General Manager, Marketing Division</p> <p>April 2010: General Manager, Corporate Communications &amp; Marketing Sector (Current position)</p>	0 Shares
11	Makoto Kawamura (August 13, 1949)	<p>June 2001: Director of Kyocera Corporation</p> <p>June 2005: President and Representative Director of Kyocera Corporation</p> <p>April 2009: Chairman of the Board and Representative Director of Kyocera Corporation (Current position)</p> <p>June 2009: Member of the Board (Current position)</p>	3 Shares

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Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
12	Shinichi Sasaki (December 18, 1946)	June 2001: Director of Toyota Motor Corporation June 2003: Managing Officer of Toyota Motor Corporation June 2005: Senior Managing Director of Toyota Motor Corporation June 2006: Member of the Board (Current position) Executive Vice President and Representative Director of Toyota Motor Corporation (Current position)	0 Shares
13	Tsunehisa Katsumata (March 29, 1940)	October 2002: President of Tokyo Electric Power Company June 2006: Member of the Board (Current position) June 2008: Chairman of Tokyo Electric Power Company (Current position)	3 Shares

- Notes: 1. The candidates for the Board of Directors with a special interest in the Company are as follows.  
 Mr. Takashi Tanaka: President of UQ Communications Inc. (Scheduled to become Chairman on June 14, 2010), a competitor in electronic communications with KDDI, and also in a commercial relationship with KDDI.  
 Mr. Makoto Kawamura: Chairman of the Board and Representative Director of Kyocera Corporation, a company in a commercial relationship with KDDI.  
 Mr. Shinichi Sasaki: Senior Executive Vice President and Representative Director of Toyota Motor Corporation, a company in a commercial relationship with KDDI.  
 Mr. Tsunehisa Katsumata: Chairman of Tokyo Electric Power Company, a competitor in electronic communications with KDDI and also in a commercial relationship with KDDI.
2. There are no special interests between the other candidates and the Company.
  3. Messrs. Makoto Kawamura, Shinichi Sasaki and Tsunehisa Katsumata are candidates for outside board membership.
  4. Proposal for the appointment of these candidates for outside board membership is because of their abundant experience in business and ability to bring wide-ranging insight into the supervision of the Company's business activities.
  5. The period of term for Mr. Makoto Kawamura and Shinichi Sasaki as an outside board member will be one year from the end of this Meeting. The period of term for Tsunehisa Katsumata will be four years.
  6. Mr. Tsunehisa Katsumata is an independent director pursuant to Rule 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

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**Proposal 4:** Election of 2 Auditors

The auditor Mr. Nobuo Nezu will retire from his position due to the expiration of his term of office at the close of this Annual Meeting of Shareholders. Further, Mr. Susumu Ohshima retired from his position as auditor for personal reasons on December 31, 2009. It is proposed that 2 auditors be elected as replacements.

Regarding the selection of the candidates for the position of auditor, the candidates have been selected because of their professional experience and insight as Vice Presidents of the Company in order to conduct audits appropriately. Moreover, the agreement of the Board of Auditors has been obtained for the submission of this proposal.

The candidates for Auditor are as follows:

Candidate Number	Name (Date of Birth)	Primary Position, Profile, and Significant Concurrent Positions	Number of KDDI Corporation Shares Owned
1	Masataka Iki (January 2, 1951) (New appointment)	May 1991: Joined IDO Corporation October 2007: Executive Director General Manager, Corporate Purchasing Division October 2008: Vice President (Current position) April 2010: General Manager, Corporate Sector, Corporate Purchasing Division (Current position)	6 Shares
2	Yoshinari Sanpei (February 3, 1952) (New appointment)	April 1991: Joined Hokkaido Cellular Telephone Company October 2006: Executive Director June 2007: General Manager, General Administration & Human Resources Division October 2008: Vice President (Current position) April 2010: General Manager, Corporate Sector, General Administration & Human Resources Division, (Current position)	4 Shares

Notes 1. There is no special interest between the candidates for Auditor and the Company.

2. It is proposed that candidate for the position of auditor Mr. Yoshinari Sanpei replaces Mr. Susumu Ohshima, who retired from his position as auditor. Therefore, pursuant to the articles of incorporation of the Company, his term of office will expire upon completion of the term of office of the said retired auditor (at the close of the 2012 (28th) Annual Meeting of Shareholders).

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**Proposal 5:** Issue of Premiums to Members of the Board

To give reward for their endeavors of this financial year, in consideration of the profits for this financial year, previous payment history and other factors, a total of 61.2 million yen is to be paid to the 10 Members of the Board (7.5 million yen of this amount for the three outside board membership) The amount for each Member of the Board is decided by the board of directors.

Further, based on the “Issue of Revision of Remuneration Amount for Auditors” which was approved by the 25th Annual Meeting of Shareholders convened on June 18, 2009, payment of Board Member premiums to auditors was abolished from this fiscal year.

Thank you for your attention