

Notice Concerning Partial Changes to Articles of Incorporation

Tokyo: KDDI Corporation (the “Company”) hereby announces that at the meeting of the Board of Directors held today, it resolved to submit the proposal “Partial Changes to the Articles of Incorporation” for approval at the 28th Annual Meeting of Shareholders scheduled to be held on June 20, 2012. The details are as follows.

1. Reason for Proposal

- (1) As a result of the enforcement of the “Law for Partial Revision of the Broadcast Act etc.” (Act No. 65 of 2010 Law), the Act on Broadcast on Telecommunications Services was integrated under the Broadcast Act. Accordingly, we would like to partially revise the wording of Article 2 (Purpose) of the current articles of incorporation.
- (2) Taking into consideration the intent of the “Action Plan for Consolidating Trading Units” that was announced by all domestic stock exchanges of Japan on November 27, 2007, the Company resolved at the meeting of the Board of Directors held on April 25, 2012, to conduct a 1:100 share split with an effective date of October 1, 2012; to adopt a share-trading-unit system whereby one share-trading unit of stock is 100 shares; and, in accordance with the provisions of the Companies Act, to make changes to Article 6 (Total Number of Authorized Shares) of the current articles of incorporation and newly establish Article 7 (Share-Trading Unit). (The number of investment units will not actually change following the implementation of the aforementioned share split and the adoption of the share-trading-unit system.)
In conjunction with the above revisions, we would like to newly establish Article 8 (Rights Concerning Shares Less Than One Unit) and Article 9 (Adding to Holdings of Shares Less Than One Unit) of the proposed revised version of the articles of incorporation; and to make necessary changes to Article 12 (Record Date of Annual Meeting of Shareholders) of the current articles of incorporation.
- (3) Considering the enhancement of corporate governance to be an important management challenge, the Company elects Outside Directors and Outside Auditors. Looking to invite suitably capable persons as Outside Directors and Outside Auditors in the future as well, and to ensure that these roles are performed as expected to the fullest extent, in accordance with the provisions of the Companies Act, we would like to newly establish Article 29 (Limitation-of-Liability Contracts with Outside Directors) and Article 37 (Limitation-of-Liability Contracts with Outside Auditors) of the proposed revised version of the articles of incorporation. The Company has obtained the consent of each Auditor to propose the new establishment of the aforementioned Article 29 of the proposed revised version of the articles of incorporation.
- (4) In addition, we would like to revise the numbering of the other articles as required by the new establishment of articles.

2. Description of Changes

The changes are as shown in the attachment.

3. Schedule

June 20, 2012 (planned)	Holding of 28th Annual Meeting of Shareholders
Same day	Effective date of changes to articles of incorporation

Please note that the effective date for the changes relating to the section (2) in “1. Reason for Proposal” shall be October 1, 2012.

Attachment

(Changes are underlined.)

Present		Proposed articles	
Chapter 1	General Provisions	Chapter 1	General Provisions
Article 1	(Details omitted)	Article 1	(Not changed)
Article 2 (Purpose)	The purpose of the Company shall be to engage in the following businesses.	Article 2 (Purpose)	The purpose of the Company shall be to engage in the following businesses.
(1) to (26)	(Details omitted)	(1) to (26)	(Not changed)
(27)	Broadcasting services under the <u>Act on Broadcast on Telecommunications Services</u>	(27)	Broadcasting services under the <u>Broadcast Act</u>
(28) to (31)	(Details omitted)	(28) to (31)	(Not changed)
Article 3 to Article 5	(Details omitted)	Article 3 to Article 5	(Not changed)
Chapter 2	Shares	Chapter 2	Shares
Article 6 to Article 7	(Details omitted) (Newly established)	Article 6 to Article 7	(Not changed)
		Article 8 (<u>Rights Concerning Shares Less Than One Unit</u>)	<u>Shareholders of the Company can only exercise the following rights and no others with respect to shares less than one unit that they hold.</u>
		(1)	<u>Rights prescribed in each item of Article 189, Paragraph 2, of the Companies Act;</u>
		(2)	<u>Rights to make request under Article 166, Paragraph 1, of the Companies Act;</u>
		(3)	<u>The rights to receive allocation of shares offered and to subscribe for new shares offered in proportion to the number of shares held; and</u>
		(4)	<u>The rights to make request stipulated in the following article.</u>
	(Newly established)	Article 9 (<u>Adding to Holdings of Shares Less Than One Unit</u>)	<u>As provided for in the Share Handling Regulations, shareholders of the Company may demand that the Company sell to them a number of shares that together with their holding of shares less than one unit will constitute one unit.</u>
Article 8 to Article 10	(Details omitted)	Article 10 to 12	(Not changed)
Chapter 3	Meeting of Shareholders	Chapter 3	Meeting of Shareholders
Article 11	(Details omitted)	Article 13	(Not changed)

Present	Proposed articles
<p>Article <u>12</u> (Record Date of Annual Meeting of Shareholders)</p> <p>1. The Company shall deem shareholders whose names appear in the latest Registry of Shareholders on March 31st of every year to be the shareholders entitled to exercise their rights in the Annual Meeting of Shareholders for that respective year.</p> <p>2. Notwithstanding the preceding paragraph, where deemed necessary, the Company, by the resolution of the Board of Directors and by issuing prior public notice, shall be entitled to deem any shareholder or registered pledgee of shares whose name appears in the latest Registry of Shareholders to be one of the shareholders or registered pledgees of shares entitled to exercise their rights.</p>	<p>Article <u>14</u> (Record Date of Annual Meeting of Shareholders)</p> <p>1. The Company shall deem shareholders whose names appear in the latest Registry of Shareholders on March 31st of every year <u>as shareholders with voting rights</u> to be the shareholders entitled to exercise their rights in the Annual Meeting of Shareholders for that respective year.</p> <p>2. Notwithstanding the preceding paragraph, where deemed necessary, the Company, by the resolution of the Board of Directors and by issuing prior public notice, shall be entitled to deem any shareholder or registered pledgee of shares whose name appears in the latest Registry of Shareholders to be one of the shareholders or registered pledgees of shares entitled to exercise their rights.</p>
<p>Article <u>13</u> to Article <u>17</u> (Details omitted)</p>	<p>Article <u>15</u> to <u>19</u> (Not changed)</p>
<p>Chapter 4 Directors and Board of Directors</p>	<p>Chapter 4 Directors and Board of Directors</p>
<p>Article <u>18</u> to Article <u>26</u> (Details omitted)</p> <p>(Newly established)</p>	<p>Article <u>20</u> to Article <u>28</u> (Not changed)</p> <p>Article <u>29</u> (<u>Limitation-of-Liability Contracts with Outside Directors</u>) <u>Under the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into individual contracts with each Outside Director limiting the extent of liability for damage as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage based on said contracts is the amount prescribed in laws and regulations.</u></p>
<p>Chapter 5 Auditors and Board of Auditors</p>	<p>Chapter 5 Auditors and Board of Auditors</p>
<p>Article <u>27</u> to Article <u>33</u> (Details omitted)</p> <p>(Newly established)</p>	<p>Article <u>30</u> to Article <u>36</u> (Not changed)</p> <p>Article <u>37</u> (<u>Limitation-of-Liability Contracts with Outside Auditors</u>) <u>Under the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into individual contracts with each Outside Auditor limiting the extent of liability for damage as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage based on said contracts is the amount prescribed in laws and regulations.</u></p>
<p>Chapter 6 Accounts</p>	<p>Chapter 6 Accounts</p>
<p>Article <u>34</u> to Article <u>37</u> (Details omitted)</p>	<p>Article <u>38</u> to Article <u>41</u> (Not changed)</p>
<p>Supplementary Provisions</p>	<p>Supplementary Provisions</p>
<p>Article 1</p>	<p>Article 1</p>
<p>The effective date for the changes to Article 6, the new establishment of Article 7 and the necessary renumbering of the other existing articles shall be October 1, 2012.</p>	<p>The effective date for the changes to Article 6, the new establishment of Article 7 <u>to Article 9</u> and the necessary renumbering of the other existing articles shall be October 1, 2012.</p>
<p>Article 2</p> <p>(Details omitted)</p>	<p>Article 2</p> <p>(Not changed)</p>