

[Translation]

ARTICLES OF INCORPORATION

Chapter 1

General Provisions

Article 1. (Trade Name)

1. The Company shall be called “KDDI Kabushiki Kaisha”.
2. The Company shall be called “KDDI CORPORATION” in English

Article 2. (Purpose)

The purpose of the Company shall be to engage in the following businesses:

- (1) Telecommunications business as provided for in the Telecommunications Business Act;
- (2) Research, development, manufacturing, operation, maintenance, sale, and lease of telecommunications equipment;
- (3) Research, development, production, operation, maintenance, sale, and lease of telecommunications software;
- (4) Market research and system development for telecommunications;
- (5) Research, development, production, installation (including installation of telecommunications facilities on expressways), operation, maintenance, sale, and lease of telecommunications facilities and associated facilities, as well as contracting for such work;
- (6) Research, development, design, laying, construction, installation, operation, maintenance, sale, and lease of submarine cable systems and associated facilities, as well as contracting for such work;
- (7) Design, execution, and supervision of construction work for telecommunications facilities, civil engineering work, and construction work, as well as contracting for such work;
- (8) Survey work and research of the oceans , as well as contracting for such work;
- (9) Information processing service business and information provision service business;
- (10) Consulting and system engineering for each of the foregoing items;
- (11) Services using telecommunications lines consisting of agency service for administration and communication, intermediary and agency service for received orders or the like, interpretation, conference service, and document translation business;
- (12) Information-gathering, research, and studies on international and domestic telecommunications business, etc.;
- (13) Real property utilization and parking lot business;
- (14) Financial business;
- (15) Agency business for billing and payment;
- (16) Non-life insurance agency business and business related to solicitation of life insurance;
- (17) Travel agency business, and international and domestic freight forwarding agency business;
- (18) Personnel-dispatching business;

- (19) Warehousing business and customs clearance business;
- (20) Publishing business;
- (21) Management of restaurants, pharmaceutical and household goods stores, accommodations, sports facilities, conference rooms, party and meeting halls, etc.;
- (22) Export-import, sale, lease, rental, and installment sale of office equipment, office consumables, books, periodicals, automobiles, home appliances, food, etc.;
- (23) Design, planning, and implementation of education and training regarding telecommunications, language, computer technology, teaching in preparation for qualifying exams, etc.;
- (24) Pre-acquisition planning, acquisition, management, intermediacy, and sale of industrial property rights, technical know-how, software, copyrights and other intangible property rights, as well as research, analysis, and sale of the technical information related to these intangible property rights;
- (25) Advertising business;
- (26) First class consigned freight forwarding business based on the Consigned Freight Forwarding Business Act;
- (27) Broadcasting services under the Broadcast Act;
- (28) Planning, production, and sale of broadcast programs;
- (29) Bank agency service;
- (30) Collection, processing, restoration, maintenance, sale, and lease of pre-owned goods;
- (31) Power generation business and management and operation of such business, as well as business related to supply, sale, etc. of electricity;
- (32) Sale of medical equipment etc. and planning, management and sale of goods in healthcare-related business;
- (33) Sale of alcoholic beverages;
- (34) Financial instruments intermediary service; and
- (35) All business that are incidental to or related to those mentioned in the preceding items, and other necessary business to achieve the purpose for each of the foregoing items.

Article 3. (Location of Head Office)

The Company shall have its head office in Shinjuku-ku, Tokyo, Japan.

Article 4. (Bodies)

The Company shall establish the following bodies other than Meeting of Shareholders and Directors:

- (1) Board of Directors
- (2) Audit & Supervisory Board Member
- (3) Audit & Supervisory Board
- (4) Accounting Auditors

Article 5. (Method of Public Notices)

The Company's method of public notice shall be by electronic public notice. However, in case of problems or other unavoidable circumstances that preclude public notice by electronic public notice, the public notice shall be made by publication in "The Nikkei" newspaper (the Nihon Keizai Shimbun).

Chapter 2

Shares

Article 6. (Total Number of Authorized Shares)

The total number of authorized shares to be issued by the Company shall be forty hundred million (4,200,000,000).

Article 7. (Share Unit Number)

The number of shares constituting one (1) share unit of the Company shall be one hundred (100).

Article 8. (Rights of Holders of Shares Less than One (1) Unit)

Shareholders of the Company may only exercise the following rights and no others with respect to shares of less than one unit that they hold.

- (1) Rights as provided for in each item of Article 189, paragraph 2 of the Companies Act;
- (2) Right to demand under Article 166, paragraph 1 of the Companies Act;
- (3) The right to receive an allotment of shares offered and stock acquisition rights offered in proportion to the number of shares held; and
- (4) The right to demand as stipulated in the following article.

Article 9. (Adding to Holdings of Shares Less Than One Unit)

As provided for in the Share Handling Rules of the Company, shareholders of the Company may demand that the Company sell to them a number of shares that together with their holding of shares of less than one unit will constitute one unit.

Article 10. (Acquisition of Own Shares)

The Company may acquire its own shares in market transactions and other forms by resolution of the Board of Directors in accordance with the provisions of Article 165, paragraph 2 of the Companies Act.

Article 11. (Share Handling Rules)

The handling of shares and stock acquisition rights of the Company, and the procedures and the fees involved in the exercise of right of shareholders shall be in accordance with laws and regulations and the Articles of Incorporation of the Company as well as the Share Handling Rules established by the Board of Directors.

Article 12. (Administrator of Shareholder Registry)

1. The Company shall have an administrator of the shareholder registry.
2. The administrator of the shareholder registry and the location of its office shall be designated by resolution of the Board of Directors, and public notice shall be issued thereof.
3. Matters related to the registry of shareholders and the registry of stock acquisition rights of the Company including the preparation and keeping thereof, shall be entrusted to the administrator of the shareholder registry, and the Company shall not handle such business.

Chapter 3

Meeting of Shareholders

Article 13. (Convocation)

1. The Annual Meeting of Shareholders of the Company shall be convened within three (3) months from the end of each business year.
2. Besides the preceding paragraph, an Extraordinary Meeting of Shareholders may be convened when necessary.

Article 14. (Record Date of Annual Meeting of Shareholders)

1. The Company shall deem shareholders with voting rights whose names are recorded on the latest registry of shareholders on March 31 of each year to be the shareholders entitled to exercise their rights in the Annual Meeting of Shareholders for that respective business year.
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 on a certain date to be one of the shareholders or registered pledgees of shares entitled to exercise their rights.

Article 15. (Person Authorized to Convene a Meeting of Shareholders)

1. Unless otherwise provided for in laws and regulations, the President shall convene a Meeting of Shareholders by resolution of the Board of Directors.
2. In the case where the President is unable to so act, one of the other Directors, selected in the order previously determined by the Board of Directors, shall convene the Meeting of Shareholders.

Article 16 . (Chairperson of a Meeting of Shareholders)

1. The President shall preside over a Meeting of Shareholders.
2. In the case where the President is unable to so act, one of the other Directors, selected in the order previously determined by the Board of Directors, shall preside over the Meeting of Shareholders.

Article 17 . (Deemed Provision of Reference Documents, etc. for a Meeting of Shareholders by Using the Internet as Disclosure)

The Company may deem to have provided the information relating to the items to be entered or indicated in reference documents for Meetings of Shareholders, business reports, financial statements, and consolidated financial statements regarding the convocation of a Meeting of Shareholders to the shareholders by disclosing them using the Internet, as stipulated by the applicable Ordinances of the Ministry of Justice.

Article 18. (Method of Resolution)

1. Unless otherwise provided for by laws and regulations or in the Articles of Incorporation of the Company, the resolution of a Meeting of Shareholders shall be made by a majority of votes of the attending shareholders who are entitled to exercise voting rights.
2. The resolution of a Meeting of Shareholders that follows Article 309, paragraph 2 of the Companies Act shall be made by at least two thirds (2/3) of the votes of the shareholders attending the Meeting of Shareholders where the shareholders having at least one third (1/3) of the voting rights of shareholders who are entitled to exercise voting rights attend.

Article 19. (Voting by Proxy)

1. A shareholder may authorize one person, who is entitled to exercise voting rights of the Company, to exercise the voting rights for the shareholder as a proxy in a Meeting of Shareholders; provided, however, that such person is a shareholder of the Company.
2. The shareholder or his/her proxy shall submit a written document to the Company to evidence his/her authorization to act on behalf of the principal at each Meeting of Shareholders.

Chapter 4

Directors and Board of Directors

Article 20. (Number of Directors)

The Company shall have not more than twenty (20) Directors.

Article 21. (Election of Directors)

1. Directors shall be elected by resolution of a Meeting of Shareholders.
2. Regarding the resolution for the election of the preceding paragraph, the election shall be determined by a majority of the votes of the shareholders attending the Meeting of Shareholders where the shareholders having at least one third (1/3) of the voting rights of shareholders who are entitled to exercise voting rights attend. Resolution for the election of Directors shall not be subject to cumulative voting.

Article 22. (Terms of Directors)

1. The term of office of each Director shall expire at the conclusion of the Annual Meeting of Shareholders of the last business year ended within one year after being elected.
2. The term of office of each Director elected as the replacement for a retired Director shall expire at the expiration of the remaining term of the retired Director.
3. The term of office of each Director elected to increase the number of Directors shall expire at the expiration of the remaining term of the other current Directors.

Article 23. (Appointment of Executive Directors and Delegation of Honorary Advisor and Senior Corporate Advisor)

1. The Board of Directors may appoint the Chairman, the President and one or more Vice-chairmen by resolution of the Board of Directors.
2. The Board of Directors may delegate Honorary Advisor and Senior Corporate Advisor by resolution of the Board of Directors.

Article 24. (Representative Directors)

1. The President of the Company shall be a Representative Director.
2. Besides the preceding paragraph, the Board of Directors may appoint the Representative Directors from among the Directors by resolution of the Board of Directors.

Article 25. (Remunerations of Directors)

The economic benefits received from the Company as compensation for executing the duties, such as remunerations and bonuses (hereinafter referred to as “remunerations”) of the Directors shall be determined by resolution of a Meeting of Shareholders.

Article 26. (Person Authorized to Convene Meeting of the Board of Directors)

Notice to convene a meeting of the Board of Directors shall be dispatched to each Director and each Audit & Supervisory Board Member no later than three (3) days prior to the day of such meeting; provided, however, that in case of urgency, such period may be shortened.

Article 27. (Omission of Resolution made at a meeting of the Board of Directors)

If all Directors (limited to those who can participate in the resolution of the resolution item) agree with the resolution item of the Board of Directors in writing or by electromagnetic record, the said resolution item shall be deemed to be passed by the Board of Directors. However, this shall not be applied if any objections are expressed by any Audit & Supervisory Board Members.

Article 28. (Board of Directors Rules)

Matters regarding the Board of Directors shall be handled in accordance with laws and regulations and the Articles of Incorporation of the Company as well as the Board of Directors Rules established by the Board of Directors.

Article 29. (Limitation-of-Liability Contracts with Directors)

Under the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into individual contracts with each Director (excluding Executive Directors, etc.) limiting the extent of liability for damages as provided for in Article 423, paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages based on said contracts shall be the amount prescribed in laws and regulations.

Chapter 5

Audit & Supervisory Board Member and Audit & Supervisory Board

Article 30. (Number of Audit & Supervisory Board Members)

The Company shall have not more than five (5) Audit & Supervisory Board Members.

Article 31. (Election of Audit & Supervisory Board Members)

1. Audit & Supervisory Board Members shall be elected by resolution of a Meeting of Shareholders.
2. Regarding the resolution for the election of the preceding paragraph, the election shall be determined by a majority of the votes of the shareholders attending the Meeting of Shareholders where the shareholders having at least one third (1/3) of the voting rights of shareholders who are entitled to exercise voting rights attend.

Article 32. (Terms of Audit & Supervisory Board Members)

1. The term of office of each Audit & Supervisory Board Member shall expire at the conclusion of the Annual Meeting of Shareholders of the last business year ended within four years after being elected.
2. The term of office of each Audit & Supervisory Board Member elected as the replacement for a Audit & Supervisory Board Member who has retired before the end of his/her term shall expire at the expiration of the remaining term of the retired Audit & Supervisory Board Member.

Article 33. (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board shall appoint one or more full-time Audit & Supervisory Board Members from among all the Audit & Supervisory Board Members by resolution of the Audit & Supervisory Board.

Article 34. (Remunerations of the Audit & Supervisory Board Members)

The remunerations of the Audit & Supervisory Board Members shall be determined by resolution of a Meeting of Shareholders.

Article 35. (Convocation of Meeting of the Audit & Supervisory Board)

Notice to convene a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the day of such meeting; provided, however, that in case of urgency, such period may be shortened.

Article 36. (Audit & Supervisory Board Rules)

Matters regarding Audit & Supervisory Board shall be handled in accordance with laws and regulations and the Articles of Incorporation of the Company as well as the Audit & Supervisory Board Rules established by the Audit & Supervisory Board.

Article 37. (Limitation-of-Liability Contracts with Audit & Supervisory Board Members)

Under the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into individual contracts with each Audit & Supervisory Board Member limiting the extent of liability for damages as provided for in Article 423, paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages based on said contracts shall be the amount prescribed in laws and regulations.

Chapter 6

Accounts

Article 38. (Business Year)

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

Article 39. (Year-end Dividend)

The Company shall distribute dividends from surplus by cash (hereinafter referred to as “year-end dividend”) to the shareholders or registered pledgees of shares whose names are recorded on the latest registry of shareholders as of March 31 of each year, based on a resolution of the Meeting of Shareholders.

Article 40. (Interim Dividend)

The Company, by resolution of the Board of Directors, may distribute dividends from surplus in accordance with Article 454, paragraph 5 of the Companies Act (hereinafter referred to as “interim dividend”) to the shareholders or registered pledgees of shares whose names are recorded on the latest registry of shareholders as of September 30 of each year.

Article 41. (Period of Exclusion concerning Year-end Dividends, etc.)

If year-end dividends and interim dividends have not been received after the lapse of three (3) years after the date of the start of the payment thereof, the Company shall be exempted from the payment thereof.

Created on May 14, 1984
Amended on September 11, 1984
Amended on April 1, 1985
Amended on June 20, 1985
Amended on June 22, 1987
Amended on June 27, 1989
Amended on June 24, 1992
Amended on June 25, 1993
Amended on June 29, 1994
Amended on June 27, 1997
Amended on June 26, 1998
Amended on October 1, 2000
Amended on April 1, 2001
Amended on June 26, 2001
Amended on June 25, 2002
Amended on June 24, 2003
Amended on June 24, 2004
Amended on June 24, 2005
Amended on June 15, 2006
Amended on June 20, 2007
Amended on June 19, 2008
Amended on June 18, 2009
Amended on June 17, 2010
Amended on April 25, 2012
Amended on June 20, 2012
Amended on October 1, 2012
Amended on April 1, 2013
Amended on June 19, 2013
Amended on April 1, 2015
Amended on June 17, 2015
Amended on June 22, 2016
Amended on June 20, 2018