

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 code: 9424

May 31, 2024

To: Shareholders

Frank Seiji Sanda, Representative Director-Chairman

**Japan Communications Inc.**

1-28 Toranomom 4-chome, Minato-ku, Tokyo

## NOTICE OF THE 28TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to notify you that the 28th Ordinary General Meeting of Shareholders of Japan Communications Inc. (the “Meeting”) will be held as follows.

If you are not able to attend the Meeting, please exercise your voting rights in writing (meaning the voting rights exercise form designated by the Company) or via the Internet by no later than the deadline (Tuesday, June 25, 2024, at 6:00 p.m. (JST)).

For the points to keep in mind in attendance at the Meeting and the method of exercising voting rights in writing or via the Internet, please refer to pages 3 to 4 of this document (available in Japanese only).

**1. Date and time:** Wednesday, June 26, 2024, at 10:00 a.m. (JST)  
(Reception opens at 9:00 a.m. (JST))

**2. Venue:** Tokyo American Club B2F  
Room name: Manhattan

1-2 Azabudai 2-chome, Minato-ku, Tokyo

\*Please refer to an information map on the back cover of this document (available in Japanese only).

### 3. Purposes

#### Items to be reported:

1. Report on the Business Report and the Consolidated Financial Statements for the 28th Fiscal Year (from April 1, 2023, to March 31, 2024) and Results of the Audits of Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors
2. Report on the Non-consolidated Financial Statements for the 28th Fiscal Year (from April 1, 2023 to March 31, 2024)

#### Items to be resolved:

**Proposal No. 1** Election of Two Directors

**Proposal No. 2** Revision of the Total Amount of Monetary Remuneration (Salary) for Directors

**Proposal No. 3** Revision of the Total Amount of Monetary Remuneration (Salary) for Corporate Auditors

**Proposal No. 4** Introduction of Monetary Remuneration (Performance-based Remuneration) for Directors (excluding Outside Directors)

<Information on measures for electronic provision>

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (the “items subject to measures for electronic provision”) in electronic format, and posts them on the Company’s website and each of the websites below:

The Company’s website:

<https://www.j-com.co.jp> (TOP page) (in Japanese)

<https://www.j-com.co.jp/en> (TOP page) (in English) \*This URL is added only for this English version.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/9424/teiji/> (in Japanese)

Tokyo Stock Exchange’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (in English) \*

\*This URL is added only for this English version.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each website above.

<Information on exercise of voting rights>

If you exercise your voting rights both in writing and via the Internet, the Company will deem your exercise via the Internet valid.

1. Exercise of voting rights in writing

- Please indicate your approval or disapproval of a proposal on the voting rights exercise form and return it so that it arrives by no later than the deadline (Tuesday, June 25, 2024, at 6:00 p.m. (JST)).
- If neither approval nor disapproval of a proposal is indicated on the voting rights exercise form, the Company will deem that you indicated your approval of the proposal.

2. Exercise of voting rights via the Internet

- Please access the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) (the “voting rights exercise website”) on your personal computer or smartphone and enter your approval or disapproval of a proposal by no later than the deadline (Tuesday, June 25, 2024, at 6:00 p.m. (JST)).
- If you exercise your voting rights on the voting rights exercise website multiple times, the vote exercised last will be treated as the valid one.

- To institutional investors

If you preliminarily applied for the use of the Electronic Voting System Platform operated by ICJ, Inc., you can use the platform.

<Notice of the Resolution>

We will give Notice of the Resolution of the Meeting by posting on the Company’s website (<https://www.j-com.co.jp/en>) (available in Japanese only). We would appreciate your understanding in advance.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Election of Two Directors

Among the Directors currently serving, the terms of office of two Directors, Naohisa Fukuda and Yoshihiko Yamada will expire at the conclusion of the Meeting. Accordingly, we would like to propose the election of two Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility as Director of the Company	Number of the Company's shares owned
1	Naohisa Fukuda (July 21, 1962) (Reelection)	<p>Nov. 1982      Joined Maebashi Language Academy</p> <p>July 1985      Founded Gunma Database Systems, Inc. Representative Director and President</p> <p>Mar. 1986      Graduated from Faculty of Literature, The University of Tokyo</p> <p>June 1992      Completed Tuck School of Business (MBA) at Dartmouth</p> <p>July 1992      Joined Andersen Consulting (current Accenture)</p> <p>Sep. 1993      Joined Apple Computer Japan, Inc. (current Apple Japan, Inc.)</p> <p>Nov. 1997      Director of Business Operations</p> <p>Dec. 1999      Director of Marketing</p> <p>June 2001      Vice President, Head Office (United States), Apple Computer, Inc. (current Apple Inc.)</p> <p>Apr. 2002      Senior Vice President, the Company</p> <p>June 2004      Director</p> <p>July 2004      Chief Financial Officer</p> <p>June 2006      Managing Director</p> <p>Mar. 2010      Representative Senior Managing Director</p> <p>June 2012      Representative Director-Vice President</p> <p>June 2015      Representative Director-President (current position)</p> <p>Nov. 2018      Representative Director-President, my FinTech Inc.</p> <p>Apr. 2021      Chairman (non-full-time), Maebashi Institute of Technology (current position)</p> <p>Oct. 2022      Outside Director, Mebuku Ground Inc. (current position)</p> <p>Apr. 2024      Representative Director-Chairman, my FinTech Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director-Chairman, my FinTech Inc. Chairman (non-full-time), Maebashi Institute of Technology Outside Director, Mebuku Ground Inc.</p>	345,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Naohisa Fukuda has been involved in the management of some of the world's leading global companies and is well versed in computer technology, marketing and business strategy. He joined the Company in 2002 as a Vice President, and has accumulated extensive management experience, having served as Head of the Product Division, CFO, and Managing Director, as the successor to Frank Seiji Sanda, the Company's founder and Representative Director-President at the time. After becoming Representative Director-President in June 2015, he established alliances with a number of partner companies based on the business strategy he formulated in the following January 2016. From 2018 onward, he envisions a FinTech platform business as the cornerstone of the Company's future growth and is strongly promoting the commercialization of this business, including through collaboration with Mebuku Ground Inc., a public-private partnership company in Maebashi City. In February 2024, he reached an agreement with NTT DOCOMO, INC., for the interconnection of voice and SMS networks and is preparing to start providing new services through this interconnection in May 2026. Based on such track record and abilities, the Company judges that he will be appropriate to continue to serve as Director of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility as Director of the Company	Number of the Company's shares owned
2	Yoshihiko Yamada (May 11, 1951) (Reelection) (Candidate for Outside Director)	<p>Mar. 1974      Graduated from Faculty of Economics, Keio University</p> <p>Apr. 1974      Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Holdings Corporation)</p> <p>Apr. 2003      Vice President and Head of Systems Business Division, Panasonic AVC Networks Company</p> <p>June 2004      Executive Officer and Head of North America Headquarters Chairperson, Matsushita Electric Corporation of America</p> <p>Apr. 2007      Managing Executive Officer, Matsushita Electric Industrial Co., Ltd. (current Panasonic Holdings Corporation)</p> <p>Apr. 2010      In charge of Industry Sales</p> <p>June 2010      Managing Director</p> <p>June 2011      Representative Senior Managing Director</p> <p>Jan. 2012      In charge of Devices</p> <p>Apr. 2013      President, Automotive &amp; Industrial Systems Company</p> <p>Apr. 2014      Representative Director-Vice President, In charge of Overseas Strategic Regions</p> <p>June 2016      Standing Advisor</p> <p>June 2016      Outside Director of the Company (current position)</p> <p>Nov. 2017      Vice President, Gigafactory, Tesla, Inc.</p> <p>Nov. 2019      Outside Director, Gogoro Inc. (Taiwan) (current position)</p> <p>Apr. 2022      Outside Director, WOTA CORP. (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director, Gogoro Inc. (Taiwan) Outside Director, WOTA CORP.</p>	10,000 shares
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles</p> <p>Yoshihiko Yamada has extensive knowledge and experience gained as a manager of a leading Japanese electrical equipment company and as an executive of an American automobile manufacturer. He was appointed as an Outside Director of the Company in June 2016 and has been responsible for ensuring the reasonableness and appropriateness of the decision-making of the Company and supervise the execution of operations. The Company judges that he will be appropriate to continue to serve as Outside Director of the Company because, based on his track record and abilities, he is expected to ensure the reasonableness and appropriateness of the decision-making of the Company and supervise the execution of operations mainly from the standpoint of managing a global company.</p>			

- Notes:
1. Interests between Naohisa Fukuda, a candidate for Director, and the Company
    - (1) For the purpose of establishing the Company's FPoS business in Maebashi City as a starting point for its nationwide expansion and starting the implementation of the Company's business continuity plan (BCP) in Gunma Prefecture, the Company has entered into a loan agreement with Naohisa Fukuda for up to ¥300 million, with a loan period of 15 years and an annual interest rate of 0.9%, to enable him to acquire a house in Maebashi City or its suburbs in Gunma Prefecture.
    - (2) Naohisa Fukuda was Representative Director-President, my FinTech Inc. (a subsidiary of the Company to which the Company owns 71.1% of voting rights) until April 2024, and there are transactions between the Company and my FinTech Inc. in which the Company is entrusted with operations related to Maebashi City's electronic currency system (Mebuku Pay) from my FinTech Inc. and the Company seconds its employees to my FinTech Inc.
  2. There is no special interest between Yoshihiko Yamada, a candidate for Director, and the Company.
  3. "Number of the Company's shares owned" indicates the number of shares held as of March 31, 2024.
  4. The Company has concluded a Directors and Officers Liability Insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. It will cover legal damages and dispute costs if damages (including damages claimed by shareholder lawsuits) are claimed against the insured, including the Directors of the Company, due to acts (including omissions) taken based on their positions. However, if the insured gains profits or benefits illegally and if the damages are caused by any act which the insured takes knowing it is a criminal act, misconduct, fraud, or violation against laws and regulations, rules or control laws and regulations, it will be an exemption cause, and the insurance contract will not cover the damages. If each candidate for Director is elected and assumes office as a Director, the person will become the insured of the insurance contract. If a renewal period for the insurance contract comes during a term of office of each Director, the Company will renew it with the same terms and conditions.
  5. Yoshihiko Yamada, candidate for Outside Director
    - (1) Yoshihiko Yamada is currently an Outside Director of the Company, and at the conclusion of the Meeting, his tenure as Outside Director will have been eight years.
    - (2) The Company and Yoshihiko Yamada have entered into an agreement to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, in accordance with Article 427, paragraph (1) of the Act and the provisions of the Articles of Incorporation. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. After his reelection, the Company plans to continue this agreement.
    - (3) The Company has submitted a notification to the Tokyo Stock Exchange (TSE) that Yoshihiko Yamada has been designated as an independent officer as provided for by the TSE. After he assumes office, the Company plans to submit a notification to the TSE concerning his continued designation as an independent officer.

**Proposal No. 2**      Revision of the Total Amount of Monetary Remuneration (Salary) for Directors

The amount of remuneration, etc., of the Company's Directors: At the 11th Ordinary General Meeting of Shareholders, held on June 26, 2007, the monetary remuneration (salary) for Directors was approved as annual remuneration of ¥480 million or less to this date. This is equivalent to the annual amount of remuneration, which was previously approved as monthly remuneration. The total amount of Directors' monetary remuneration (salary) has not been revised since 2005. Currently, the Company needs to strengthen its management structure as the business environment moves into the next phase. This includes plans to offer new services based on interconnection with NTT DOCOMO, INC.'s voice and SMS networks in May 2026. Taking these into consideration, the Company proposes to revise the total amount of monetary remuneration (salary) for Directors as follows, for which approval is requested. The total amount of monetary remuneration (salary) does not include the amount equivalent to the employee's salary for Directors who concurrently serve as employees, as before.

Total amount of monetary remuneration (salary) for Directors:

Not exceeding ¥960 million per year (of which the amount for Outside Directors: not exceeding ¥100 million per year)

The contents of this proposal have been determined through deliberation and resolution by the Board of Directors, taking into consideration the Company's business environment, the remuneration system and its payment level for Directors and other officers, the current number of Directors and other officers, and future trends, among other factors, and the Company believes that the contents of this proposal are appropriate.

The Company currently has seven Directors (including five Outside Directors), and if Proposal No. 1 is approved as originally proposed, the number of Directors will remain unchanged.

If this proposal is approved as originally proposed, the Company plans to revise the policy for determining the content of Directors' remuneration, etc., as described on pages 29 to 31 of this document in accordance with this proposal (available in Japanese only).

**Proposal No. 3**      Revision of the Total Amount of Monetary Remuneration (Salary) for Corporate Auditors

The amount of remuneration, etc., of the Company's Corporate Auditors: At the 11th Ordinary General Meeting of Shareholders, held on June 26, 2007, the monetary remuneration (salary) for Corporate Auditors was approved as annual remuneration of ¥72 million or less to this date. This is equivalent to the annual amount of remuneration, which was previously approved as monthly remuneration. The total amount of Corporate Auditors' monetary remuneration (salary) has not been revised since 2005. Currently, the Company needs to strengthen its auditing structure as the business environment moves into the next phase. This includes plans to offer new services based on interconnection with NTT DOCOMO, INC.'s voice and SMS networks in May 2026. Taking these into consideration, the Company proposes to revise the total amount of monetary remuneration (salary) for Corporate Auditors as follows, for which approval is requested.

Total amount of monetary remuneration (salary) for Corporate Auditors: Not exceeding ¥100 million per year

The contents of this proposal have been determined through deliberation and resolution by the Board of Directors, taking into consideration the Company's business environment, the remuneration system and its payment level for Corporate Auditors and other officers, the current number of Corporate Auditors and other officers, and future trends, among other factors, and the Company believes that the contents of this proposal are appropriate. The Company has four current Corporate Auditors, all of whom are Outside Corporate Auditors.

**Proposal No. 4** Introduction of Monetary Remuneration (Performance-based Remuneration) for Directors (excluding Outside Directors)

The amount of remuneration, etc., of the Company's Directors: The 11th Ordinary General Meeting of Shareholders held on June 26, 2007, approved the monetary remuneration (salary) not exceeding ¥480 million per year (not including the amount equivalent to employee's salary for Directors who concurrently serve as employees), the 9th Ordinary General Meeting of Shareholders held on June 29, 2005, approved the non-monetary remuneration (company housing) not exceeding ¥5 million per month and The 26th Ordinary General Meeting of Shareholders held on June 28, 2022, approved the following non-monetary remuneration (restricted stock): up to 560,000 shares per year and up to ¥100 million per year (however, in the event of a stock split (including gratis allotment of shares of the Company's common stock) or reverse stock split of the Company's common stock with an effective date on or after the said date, the amount may be adjusted within a reasonable range as necessary after the stated effective date). If Proposal No. 2 is approved as originally proposed, the amount of monetary remuneration (salary) will not exceed ¥960 million per year (of which the amount for Outside Directors: not exceeding ¥100 million per year) (however, not including the amount equivalent to employee's salary for Directors who concurrently serve as employees).

Currently, the Company has moved into the next phase of its business environment. This includes plans to offer new services based on interconnection with NTT DOCOMO, INC.'s voice and SMS networks in May 2026. Therefore, to strengthen the management structure and to further link the remuneration of the Company's Directors (excluding Outside Directors, hereinafter referred to as "Executive Directors") with the Company's business performance, and to give the Executive Directors an incentive to improve the Company's business performance continuously, the Company would like to introduce a new monetary remuneration (performance-based remuneration) for Executive Directors as follows. This is separate from monetary remuneration (salary), non-monetary remuneration (company housing), and non-monetary remuneration (restricted stock). Your approval for this is requested.

The monetary remuneration (performance-based remuneration) for Executive Directors for the fiscal year ending March 31, 2025 shall be no more than three-fourths of the amount calculated in the following manner.

Calculation method of monetary remuneration (performance-based remuneration) for Executive Directors:

It shall be within the range of the annual amount of monetary remuneration (salary) of each Executive Director multiplied by the average (0 to 1.5) of a coefficient set according to the growth rate of consolidated net sales ((i) below) and a coefficient set according to the growth rate of consolidated operating income ((ii) below).

(i) Coefficient set according to growth rate of consolidated net sales

Growth rate of consolidated net sales in the previous fiscal year relative to consolidated net sales in the fiscal year before the last	Coefficient
Less than 10%	0
10% or more but less than 20%	0.5
20% or more but less than 30%	1.0
Over 30%	1.5

(ii) Coefficient set according to growth rate of consolidated operating income

Growth rate of consolidated operating income in the previous fiscal year relative to consolidated operating income in the fiscal year before the last	Coefficient
Less than 20%	0
20% or more but less than 30%	0.5
30% or more but less than 40%	1.0
Over 40%	1.5



The contents of this proposal have been determined through deliberation and resolution by the Board of Directors, taking into consideration the Company's business environment, the remuneration system and its payment level for Directors and other officers, the current number of Directors and other officers, and future trends, among other factors, and the Company believes that the contents of this proposal are appropriate.

The Company currently has two Executive Directors, and if Proposal No. 1 is approved as originally proposed, the number of Executive Directors will remain unchanged.

If this proposal is approved as originally proposed, the Company plans to revise the policy for determining the Directors' remuneration, etc., as described on pages 29 to 31 of this document in accordance with this proposal (available in Japanese only).