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(Securities Code: 4485)

June 9, 2021

To our shareholders:

Atsushi Tanaka Representative Director **JTOWER Inc.** 8-5-41 Akasaka, Minato-ku, Tokyo

Convocation Notice of the 9th Annual General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that JTOWER Inc. (the "Company") will hold its 9th Annual General Meeting of Shareholders as below. The meeting will be held for the purposes as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or electronically (via the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights prior to the meeting by returning the enclosed Voting Rights Exercise Form by postal mail to reach us or electronically (via the Internet) no later than 6:00 p.m. on Wednesday, June 23, 2021 (Japan time).

1. Date and Time: Thursday, June 24, 2021 at 11:00 a.m. Japan time

(reception will open at 10:00 a.m.)

(Please note that the start time differs from that of last year (the 8th Annual

General Meeting of Shareholders).)

2. Place: Otemachi Mitsui Conference Room 07+08,

4F MITSUI & CO. Building, 1-2-1, Otemachi, Chiyoda-ku, Tokyo

(Please note that the place differs from that of last year (the 8th Annual General

Meeting of Shareholders).)

3. Meeting Agenda:

Matters to be reported:

- The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the Company's 9th Fiscal Year (April 1, 2020 - March 31, 2021)
- 2. Non-consolidated Financial Statements for the Company's 9th Fiscal Year (April 1, 2020 March 31, 2021)

Matters to be resolved:

Proposal No. 1: Amendment to the Articles of Incorporation

Proposal No. 2: Election of Seven Directors

Proposal No. 3: Election of One Audit & Supervisory Board Member

- ① When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
- © Concerning the Attachments to this document which shall be provided together with this convocation notice, the following items are made available on the Company's website (https://en.jtower.co.jp/ir/), and therefore are not contained herein pursuant to Article 18 of the Articles of Incorporation of the Company and laws and regulations.
 - Share acquisition rights, and System for ensuring the propriety of business activities and overview of operations of the said systems in the Business Report
 - (2) Consolidated Statement of Changes in Shareholders' Equity and Notes to the Consolidated Financial Statements
 - (3) Non-consolidated Statement of Changes in Shareholders' Equity and Notes to the Non-consolidated Financial Statements

Therefore, the documents attached to this notice consist of part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.

© If any revisions are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated and Non-consolidated Financial Statements, such revisions will be posted on the Company's website (https://en.jtower.co.jp/ir/).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Amendment to the Articles of Incorporation

1. Reasons for the proposal

The Company proposes that a new business purpose be added to Article 2 (Purpose) of the current Articles of Incorporation in order to respond to future business development of the Company. The amendments to Article 2 of the Articles of Incorporation will take effect at the end of this meeting.

2. Details of the amendments

The details of the amendments are as follows:

(Amendments are underlined.)

(Purpose)	
(Turpose)	
ticle 2. The purpose of the Company shall be to engage in the following business activities:	
-11. (Omitted)	
2. Investment advisory and agency business	
13. All businesses incidental or related to the preceding items.	
_ 2.	

Proposal No. 2: Election of Seven Directors

At the conclusion of this meeting, the terms of office of all six Directors will expire. In this regard, the Company proposes to elect seven Directors, an increase of one Director for the purpose of strengthening the management structure.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Atsushi Tanaka	Representative Director	Reelection
2	Yusuke Kiriya	Senior Managing Director Infra-Sharing Business Department Head	Reelection
3	Ryosuke Nakamura	Managing Director CFO, Corporate Department Head	Reelection
4	Naoki Ota	Outside Director	Reelection Outside Independent
5	Yoshitaka Hiramoto	_	New election Outside
6	Yoshiaki Uchida	_	New election Outside
7	Mutsuko Oba	Full-time Outside Audit & Supervisory Board Member	New election Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company, cant concurrent positions outside the Company	Number of the Company's shares owned
		May 1997	Joined Goldman Sachs Japan	
		Apr. 2000	Head of Corporate Planning Division of eAccess Ltd.	
		May 2006	Managing Executive Officer, General Manager of Finance & Accounting Division of eAccess Ltd. General Manager of Finance & Accounting Division of EMOBILE Ltd.	
		Apr. 2007	CFO, Managing Executive Officer, General Manager of Finance & Accounting Division of EMOBILE Ltd.	
		June 2011	Managing Executive Officer, General Manager of Corporate Planning of eAccess Ltd.	
		June 2012	Representative Director of the Company (current position)	
		Mar. 2017	Director of GNJT Solutions Co., Ltd.	
	Atsushi Tanaka	Apr. 2017	Director of VIBS PTE.LTD. (current position)	(511 500
	(July 3, 1974) Reelection	July 2017	Director of Southern Star Telecommunication Equipment Joint Stock Company (retired in July 2020)	6,511,500
1	Number of years in office: 9 years	July 2017	Auditor of Vietnam Data and Aerial System Co., Ltd. (current position)	
	Attendance at Board of	Aug. 2018	Director of GNI Myanmar Co., Ltd. (current position)	
	Directors meetings:	Nov. 2018	Director of Nabiq, Inc. (current position)	
	17/17	May 2021	Director of Southern Star Telecommunication Equipment Joint Stock Company (current position)	
		[Significant of	concurrent positions outside the Company]	
		Director of V	TIBS PTE.LTD.	
		Director of S Joint Stock C	outhern Star Telecommunication Equipment Company	
		Auditor of Vi	ietnam Data and Aerial System Co., Ltd.	
		Director of G	NI Myanmar Co., Ltd.	
		Director of N	•	
		Reasons for r	nomination as candidate for Director	
		establishmen and as the pe extensive exp has been serv	er of the Company, Atsushi Tanaka has been invo t and operation of all the businesses developed by rson most familiar with the Company's businesse perience in the business execution. Based on this wing as the Representative Director who leads the	the Company, s, he has experience, he Company. The
			s determined that he is qualified to serve as Direct ninated him as a candidate.	or and has

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
2	Yusuke Kiriya (April 1, 1976) Reelection Number of years in office: 7 years	Mar. 2003 Apr. 2005 June 2009 Aug. 2012 Aug. 2013 June 2018	Joined M's Works Corporation Seconded to Motorola, Inc. Seconded to KDDI CORPORATION Joined the Company Board Director, Technical Director of the Company Senior Managing Director, Business Operations Department Head of the Company Senior Managing Director, Infra-Sharing Business Department Head of the	135,000
	Attendance at Board of Directors meetings: 17/17	Company (current position) Reasons for nomination as candidate for Director Since joining the Company in August 2012, Yusuke Kiriya has served as an officer in charge of the Company's core business, the infrastructure sharing business, and has contributed to its launch, business expansion and improvement of the Company's business performance. Based on such extensive experience in business execution of the Company, he has been serving as Senior Managing Director who directs business executions. The Company has determined that he is qualified to serve as Director and has therefore nominated him as a candidate.		

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company, cant concurrent positions outside the Company	Number of the Company's shares owned
3	Ryosuke Nakamura (November 16, 1982) Reelection Number of years in office: 5 years Attendance at Board of Directors meetings: 17/17	Auditor of So Joint Stock C	Joined Chuo Aoyama Pricewaterhouse Coopers Joined PwC Advisory Co., Ltd. Joined EMOBILE Ltd. Joined the Company CFO, Corporate Planning Division Senior Manager of the Company Board Director, CFO, Corporate Planning Division Senior Manager of the Company Director of VIBS PTE.LTD. (retired in July 2019) Auditor of Southern Star Telecommunication Equipment Joint Stock Company (current position) Auditor of Vietnam Infrastructure Holding Ltd. (current position) Board Director, CFO, Business Administration Department Head of the Company Managing Director, CFO, Business Administration Department Head of the Company Director of VIBS PTE.LTD. (current position) Managing Director, CFO, Corporate Department Head of the Company (current position) concurrent positions outside the Company] outhern Star Telecommunication Equipment company etnam Infrastructure Holding Ltd.	118,200
			IBS PTE.LTD.	
		Reasons for r	nomination as candidate for Director	
		consistently padministrative and accounting has contribute aspects of additional business four	the Company in February 2013, Ryosuke Nakam blayed an important role as a supervisory manage e operations, mainly in the areas of corporate plang, human resources and general affairs as well as ed to the growth of the Company. As he has deep ministrative operations that are essential for strendation, the Company has determined that he is quant has therefore nominated him as a candidate.	r of nning, finance is legal affairs, and insights into all gthening the

Candidate No.	Name (Date of birth)		ary, position and responsibility in the Company, ant concurrent positions outside the Company	Number of the Company's shares owned
		Apr. 1991	Joined Monitor Group	
		Aug. 1997	Joined the Boston Consulting Group	
		Jan. 2003	Partner and Managing Director of the Boston Consulting Group	
		Jan. 2010	Senior Partner and Managing Director of the Boston Consulting Group	
		May 2014	Director of INTERNASHOKUNAL	
		Jan. 2015	Special Advisor to the Minister of Internal Affairs and Communications	
		Mar. 2017	Councilor of Platform for Sustainable Education and Community (current position)	
		Feb. 2018	Advisor of DWANGO Co., Ltd.	
		Feb. 2018	Founder and CEO of New Stories Co., Ltd. (current position)	
	Naoki Ota	June 2018	Outside Director of Fund Corporation for the Overseas Development of Japan's ICT and Postal Services Inc. (current position)	
	(October 1, 1967)	Dec. 2018	Director of Code for Japan (current position)	-
	Reelection Outside	June 2019	Outside Director of the Company (current position)	
	Independent	Oct. 2019	Policy adviser to the Minister of Internal Affairs and Communications	
4	Number of years in office as	Oct. 2019	Director of Minnano Code (current position)	
	an outside Director: 1 year	Nov. 2019	Digital Transformation Fellow of Tokyo Metropolitan Government	
	Attendance at Board of Directors meetings:	Oct. 2020	Outside Director of Yayoi Co., Ltd. (current position)	
	17/17	Apr. 2021	Chief Digital Service Fellow of Tokyo Metropolitan Government (current position)	
		[Significant co	oncurrent positions outside the Company]	
			e Director of New Stories Co., Ltd.	
			tor of Fund Corporation for the Overseas of Japan's ICT and Postal Services Inc.	
		Outside Direc	tor of Yayoi Co., Ltd.	
		Reasons for n	omination as candidate for outside Director and o	outline of
		years of busin consulting con Since June 20 and supervision standpoint. The appropriate acdetermined th	is a wide range of experience and insight cultivate tess related to the telecommunications industry at impanies and the Ministry of Internal Affairs and 19, as outside Director of the Company, he has pon necessary for the Company's management from the Company believes that he can continue to provide as well as monitoring and supervising. The at he is qualified to serve as outside Director and mas a candidate for outside Director.	t management Communications. rovided advice m an independent vide useful and Company has

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned	
		Apr. 1994	Joined NTT Mobile Communications Network, Inc.		
		May 2011	General Manager in charge of Radio Access Network Engineering Department of NTT DOCOMO, INC.		
		July 2014	General Manager of Network Construction Promotion Department of DOCOMO CS Kansai, Inc.		
	Yoshitaka Hiramoto (December 6, 1969)	Apr. 2016	General Manager of Network Department, Kansai Regional Office of NTT DOCOMO, INC.	_	
5	New election Outside	July 2017	General Manager in charge of Technology Planning Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION		
	Number of years in office: None Attendance at Board of Directors meetings: None	June 2020	General Manager of Radio Access Network Engineering Department of NTT DOCOMO, INC. (current position)		
		[Significant concurrent positions outside the Company]			
			ager of Radio Access Network Engineering of NTT DOCOMO, INC.		
		Reasons for nomination as candidate for outside Director and outline of expected roles			
		As Yoshitaka Hiramoto has been engaged in the network infrastructure busine for many years and has expertise and broad experience in the telecommunications industry, the Company believes that he can provide useful and appropriate advice as well as monitoring and supervising functions for the Company. The Company has determined that he is qualified to serve as outside Director and has therefore nominated him as a candidate for outside Director.			

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		
		Apr. 1981	Joined Kokusai Denshin Denwa Co., Ltd. (KDD)		
		Apr. 2013	Executive Officer, General Manager of Technology Strategy & Planning Division, Technology Sector of KDDI CORPORATION		
		Apr. 2014	Managing Executive Officer, General Manager of Technology Sector and Technology Strategy & Planning Division of KDDI CORPORATION		
		June 2014	Managing Executive Officer, Director, General Manager of Technology Sector and Technology Strategy & Planning Division of KDDI CORPORATION		
	Yoshiaki Uchida	Apr. 2016	Managing Executive Officer, Director, Executive Director of Technology Sector of KDDI CORPORATION	-	
	(September 14, 1956) New election	June 2016	Senior Managing Executive Officer, Executive Director of Technology Sector of KDDI CORPORATION		
6	Outside	June 2018	Chairman, Director of KDDI Engineering Corporation		
	Number of years in office: None	June 2018	Executive Vice President, Representative Director, Executive Director of Technology Sector of KDDI CORPORATION		
	Attendance at Board of Directors meetings: None	Apr. 2020	Chairman of KDDI Engineering Corporation (current position)		
		[Significant c	oncurrent positions outside the Company]		
			KDDI Engineering Corporation		
		Reasons for nexpected role	nomination as candidate for outside Director and s	outline of	
		Yoshiaki Uchida has extensive experience in technology in general, including construction and operation of networks, which is the foundation of the telecommunications business as well as the steady execution of various			
		operations related to technology. In addition, he has excellent insight necessary for the stable operation of the telecommunications business and the advancement of networks. He also has experience as a director in other company engaged in the telecommunications business, and as he is familiar with management related to the telecommunications business, the Company			
		and supervisithe is qualified	he can provide useful and appropriate advice as wing functions for the Company. The Company has do serve as outside Director and has therefore no outside Director.	determined that	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned	
		Apr. 2007	Joined Socie World Co., Ltd.		
		Oct. 2008	Joined Shinkin Central Bank		
	Mutsuko Oba	Apr. 2014	Joined KPMG AZSA LLC		
	(May 19, 1986) New election	June 2018	Full-time Outside Audit & Supervisory Board Member of the Company (current position)	-	
	New election	June 2018	Founder and Representative of Mutsuko		
	Outside		Oba CPA Office (current position)		
	Independent	[Significant concurrent positions outside the Company]			
7		Founder and I	Representative of Mutsuko Oba CPA Office		
	Number of years in office as an Audit & Supervisory	Reasons for nomination as candidate for outside Director and outline of expected roles			
	Board Member: 2 years Attendance at Board of Directors meetings: 17/17	As a certified public accountant, Mutsuko Oba has expertise as well as a wirange of knowledge and experience in finance and accounting. Since June 2 she has served as a full-time and outside Audit & Supervisory Board Memb of the Company and has provided advice and supervision necessary for the Company's management. Based on these achievements and her extensive experience, the Company believes that she can provide useful and appropria advice as well as monitoring and supervising functions for the Company. The Company has determined that she is qualified to serve as outside Director as the therefore nominated her as a candidate for outside Director.			

Notes:

- 1. There is no special interest between any of the candidates and the Company.
- 2. The number of years in office of each candidate is as of the conclusion of this meeting.
- 3. The number of shares of the Company held by each candidate listed is as of the end of the current fiscal year (March 31, 2021). Note that the number of shares of the Company held by Atsushi Tanaka indicates the number combined with that held by the asset management company he owns.
- 4. Naoki Ota, Yoshitaka Hiramoto, Yoshiaki Uchida and Mutsuko Oba are candidates for outside Directors.
- 5. Naoki Ota is an independent officer in accordance with the provisions of the Tokyo Stock Exchange and will continue to be an independent officer if he is reelected and assumes office as Director. In addition, Mutsuko Oba, who is currently an outside Audit & Supervisory Board Member of the Company, is an independent officer in accordance with the provisions of the Tokyo Stock Exchange and will continue to be an independent officer if she assumes office as outside Director.
- 6. The Company has entered into an agreement with Naoki Ota to limit his liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act. If the reelection of Naoki Ota is approved, the Company plans to renew the aforementioned agreement with him.
 - In addition, the Company has entered into an agreement with Mutsuko Oba, who is currently a full-time outside Audit & Supervisory Board Member of the Company, to limit her liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act. If Mutsuko Oba is elected as Director, the Company plans to enter into a limited liability agreement with her with the same conditions as above.
 - Furthermore, if Yoshitaka Hiramoto and Yoshiaki Uchida are elected, the Company plans to enter into the same limited liability agreement with each of them.
- 7. The Company has entered into a directors and officers liability insurance policy as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Under the policy, the insureds, which include the Company's Directors, are covered for losses that may arise from the liability they assume in the course of their performance of duties, or from those receipt of claims pertaining to the pursuit of such liability that arise from litigation from third parties. In the event that each candidate is elected and assumes office as Director, they will be named as insured persons under the insurance policy. The insurance policy will be renewed with the same conditions at the time of next renewal.

Proposal No. 3: Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, Audit & Supervisory Board Member Mutsuko Oba will resign. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

Yukiko Nishiura, a candidate for Audit & Supervisory Board Member, however, is not a substitute candidate for Audit & Supervisory Board Member Mutsuko Oba, and her term of office, if elected, will expire at the conclusion of the annual general meeting of shareholders for the last fiscal year that ends within four years from the time of her election.

In addition, the consent of the Audit & Supervisory Board to submit this proposal to this meeting has been obtained.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned		
	Dec. 2008	Joined Ernst & Young ShinNihon LLC			
	Sept. 2012	Registered as a certified public accountant			
Yukiko Nishiura	Jan. 2020	Founder and Representative of Nishiura CPA Office (current position)			
(August 25, 1982)	Mar. 2020	Outside Director and Audit and Supervisory			
New election		Committee Member of Future Corporation (current position)	_		
Outside	[Significant con	ncurrent positions outside the Company]			
Independent	Outside Director Future Corpora Founder and R				
Number of years in office:	Reasons for nomination as candidate for outside Audit & Supervisory Board Member				
None Attendance at Audit & Supervisory Board meetings: None	Yukiko Nishiura has had no direct involvement in corporate management other than as an outside Director or outside Audit & Supervisory Board Member in the past, but as a certified public accountant, she has expert knowledge in finance and accounting as well as insight based on her extensive experience cultivated through her career as Audit & Supervisory Committee Member of other company. The Company expects that she will conduct audits based on her experience and expertise and believes that she will be able to appropriately perform her duties, and has nominated her as a candidate for outside Audit & Supervisory Board Member.				

Notes: 1. There is no special interest between Yukiko Nishiura and the Company.

- 2. The number of shares of the Company held by Yukiko Nishiura listed is as of the end of the current fiscal year (March 31, 2021).
- 3. Yukiko Nishiura is a candidate for outside Audit & Supervisory Board Member to be newly elected.
- 4. If the election of Yukiko Nishiura is approved, she will become an independent officer in accordance with the provisions of the Tokyo Stock Exchange.
- 5. In accordance with Article 427, paragraph (1) of the Companies Act, the Company and Yukiko Nishiura will enter into an agreement to limit the liability for damages as provided for in Article 423, paragraph (1) of the said Act, so that she can fully perform her expected role as Audit & Supervisory Board Member. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act.
- 6. The Company has entered into a directors and officers liability insurance policy as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Under the policy, the insureds, which include the Company's Audit & Supervisory Board Members, are covered for losses that may arise from the liability they assume in the course of their performance of duties, or from those receipt of claims pertaining to the pursuit of such liability that arise from litigation from third parties. In the event that Yukiko Nishiura is elected and assumes office as Audit & Supervisory Board Member, she will be named as an insured person under the insurance policy. The insurance policy will be renewed with the same conditions at the time of next renewal.

[Reference] Audit & Supervisory Board Member after election (planned)

Candidate	Name	Position in the Company	
0	Yukiko Nishiura	Full-time Outside Audit & Supervisory Board Member	New election Outside Independent
_	Akihiro Yamada	Outside Audit & Supervisory Board Member	Outside Independent
-	Toshiko Nagayama	Outside Audit & Supervisory Board Member	Outside Independent

New election: Audit & Supervisory Board Member to be newly elected

Outside: Outside Audit & Supervisory Board Member

Independent: Independent officer as defined by the securities exchange