

Securities Code: 9419

March 4, 2021

To our shareholders:

Takehiro Ikeda
Founder and CEO
WirelessGate, Inc.
2-2-20 Higashi Shinagawa, Shinagawa-ku, Tokyo

Notice of the 17th Annual General Meeting of Shareholders

We are pleased to announce the 17th Annual General Meeting of Shareholders of WirelessGate, Inc. (the “Company”), which will be held as indicated below.

Instead of attending the meeting in person, you may exercise your voting rights through one of the methods below. Please examine the Reference Documents for General Meeting of Shareholders hereafter and exercise your voting rights.

[Voting by mail]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that your vote is received by Thursday, March 25, 2021, at 5:30 p.m. (JST).

[Voting via the internet]

Please access the designated voting website of the Company (<https://www.web54.net>), login by using the voting code and password shown on the enclosed voting form, and cast your vote to approve or disapprove of each proposal by following the instructions on the screen no later than Thursday, March 25, 2021, at 5:30 p.m. (JST).

- 1. Date and Time:** Friday, March 26, 2021, at 10:00 a.m. (JST)
- 2. Venue:** Harbor Circus, 3rd Floor, Dai-ichi Hotel Tokyo SeaFort
2-3-15 Higashi Shinagawa, Shinagawa-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Business report and consolidated financial statements for the 17th fiscal year (from January 1, 2020 to December 31, 2020), and results of audit of consolidated financial statements by Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated financial statements for the 17th fiscal year (from January 1, 2020 to December 31, 2020)

Matters to be resolved:

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| Proposal No. 1 | Partial amendments to the Articles of Incorporation |
| Proposal No. 2 | Election of Four Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members) |
| Proposal No. 3 | Election of One Member of the Board Who Is an Audit and Supervisory Committee Member |
| Proposal No. 4 | Determination of Remuneration Amount and Other Terms of Share Acquisition Rights as Share Remuneration-Type Share Options for Four Members of the Board |

4. Notice Regarding Exercise of Voting Rights:

- (1) If a vote is cast on a proposal both in writing and via the internet, the vote cast via the internet is treated as the valid vote.
- (2) If multiple votes are cast on a proposal via the internet, the last vote cast on the proposal is treated as the valid vote.
- (3) If you are exercising diverse voting rights, please notify the Company of your intention to exercise diverse voting rights and the reason for doing so in writing three days before the General Meeting of Shareholders.

- When you attend the meeting in person, please submit the enclosed voting form to the reception.
- If you will vote through a proxy, your vote may be cast by a proxy who is another shareholder with voting rights and who will attend the General Meeting of Shareholders. Please submit a letter of proxy with your voting form to the reception.
- Of the documents that the Company was required to provide when giving this Notice of Annual General Meeting of Shareholders, certain details have been posted on the Company's website (<http://www.wirelessgate.co.jp/>, in Japanese only) instead of being attached to the documentation of this Notice, in accordance with laws, regulations and Article 16 of the Company's Articles of Incorporation. Specifically, those details are as follows: "Systems to Ensure Appropriate Business Operations and Overview of Operational Status of Such Systems" and "Basic Policy on Company Control" of the business report, "consolidated statement of changes in equity" and "notes to consolidated financial statements," and "non-consolidated statement of changes in equity" and "notes to non-consolidated financial statements." The business report, consolidated financial statements and non-consolidated financial statements attached to this Notice constitute one part and not all of the business report, consolidated financial statements and non-consolidated financial statements audited by the Financial Auditor and the Audit and Supervisory Committee in the preparation of their respective audit reports.
- Any revisions made to Reference Documents for General Meeting of Shareholders, business report, consolidated financial statements and non-consolidated financial statements will be published online on the Company's website (<http://www.wirelessgate.co.jp/>, in Japanese only).

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Partial amendments to the Articles of Incorporation

1. Reasons for the proposal

In order to respond to the diversification of the business in the future, the Company proposes to add new business items in the provision of Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of the amendments

Details of the amendments are as follows:

Please note that the amendments to the Articles of Incorporation related to this proposal take effect at the conclusion of this meeting.

(The underlined text indicates amended text.)

Current Articles of Incorporation	Proposed amendments
Chapter I General Provisions	Chapter I General Provisions
(Purpose) Article 2. The purpose of the Company shall be to engage in the following business activities: (1) to (8) (Omitted) (Newly established)	(Purpose) Article 2. The purpose of the Company shall be to engage in the following business activities: (1) to (8) (Unchanged) (9) Personnel staffing services and fee-based employment agency services
(9) All businesses that are incidental to those mentioned in the preceding items.	<u>(10)</u> All businesses that are incidental to those mentioned in the preceding items.

Proposal No. 2 Election of Four Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members)

The terms of office of all three Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members), increasing the number of members by one for the creation of new businesses. The Audit and Supervisory Committee has judged that all the candidates are eligible.

Candidates for the role of Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members) are as follows:

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
1	Nobuhiro Hama (January 6, 1976)	Apr. 1998 Joined Sharp Corporation Jan. 2014 General Manager of General Affairs and Finance Department, Nihon Kotsu Co., Ltd. Sept. 2016 Director and COO of JapanTaxi Co., Ltd. (currently Mobility Technologies Co., Ltd.) Sept. 2017 General Manager of Management Planning Department, Nihon Kotsu Co., Ltd. Apr. 2018 Representative Director and President of Ookuni Kotsu Co., Ltd. Apr. 2019 GM of Management Planning and GM of Management Support Department, Forecast Co., Ltd. (currently York Co., Ltd.) Dec. 2019 SGM of Management Control Division and GM of Management Planning Department June 2020 Corporate Officer and Head of New Business Department of the Company (current position)	- shares
Reasons for nomination Nobuhiro Hama engages in development of various services and creation of new businesses at listed companies and other such entities, and furthermore has a wealth of experience and knowledge having handled business operations and served as a corporate manager at multiple operating companies. The Company judges him capable of helping give rise to a sustainable cycle of growth by leveraging such experience and knowledge in bringing about the Group's transformation. Therefore, the Company proposes his election as a candidate to serve as a new Member of the Board.			

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	Minoru Harada (July 19, 1965)	Apr. 1990	Joined Manufacturers Hanover Bank (currently JPMorgan Chase Bank, N.A.)	214,169 shares
		Jan. 1997	Joined NEC Planning Research, Ltd. (currently NEC Management Partner, Ltd.)	
		Oct. 1998	Joined Lycos Japan, Inc. (currently Rakuten, Inc.)	
		Nov. 1999	Joined Livedoor Co., Ltd. (currently NHN Techorus Corp.)	
		June 2000	Joined Cprod, Inc., Senior Manager and Member of the Board and COO	
		Jan. 2004	Established TripletGate, Inc. (currently the Company), Member of the Board	
		Dec. 2010	COO and Member of the Board, and Head of Sales and Marketing Group	
		Nov. 2012	President of Wireless Marketing Lab, Inc. (current position)	
		Mar. 2014	Resigned as COO and Member of the Board of the Company	
		Mar. 2015	CAO and Member of the Board	
		Mar. 2016	Outside Member of the Board of Fon Japan Co., Ltd.	
		Sept. 2016	Auditor of LTE-X Inc.	
		Mar. 2018	Member of the Board (current position)	
		Oct. 2018	CFO and Member of the Board, and CAO of the Company	
		Mar. 2020	CAO and Member of the Board (current position)	
Reasons for nomination Minoru Harada has participated in management of the Group as a co-founder since the Company was established in January 2004, and has contributed to the dramatic growth of the wireless communications business that the Group has been developing. The Company judges that his management performance and high level of insight and skill in our business are and will be necessary for improvement of the corporate value and sustaining growth of the Group. Therefore, the Company proposes his election as a candidate to continue serving as a Member of the Board.				
3	Toru Narita (January 30, 1975)	Apr. 1998	Joined DDI Pocket Inc. (currently SoftBank Corp.)	8,000 shares
		Oct. 2010	Joined TripletGate, Inc. (currently the Company)	
		Nov. 2012	Member of the Board of Wireless Marketing Lab, Inc. (current position)	
		Oct. 2014	Head of Sales Department of the Company	
		Mar. 2015	Corporate Officer and Head of Sales Department	
		Mar. 2020	Member of the Board, Corporate Officer and Head of Sales Department (current position)	
Reasons for nomination Toru Narita joined the Company in October 2010. Ever since, he has led the sales for 11 years and contributed to the dramatic growth of the wireless communications business that the Group has been developing. The Company judges that his sales performance and high level of insight and leadership in the communications business are and will be necessary for the improvement of the corporate value and sustaining growth of the Group. Therefore, the Company proposes his election as a candidate to continue serving as a Member of the Board.				

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
4	Takehiro Ikeda (April 12, 1972)	Apr. 1999 Joined NTT Mobile Communications Network, Inc. (currently NTT DOCOMO, Inc.) Jan. 2004 Established TripletGate, Inc. (currently the Company), Founder and President Dec. 2010 Founder and CEO Nov. 2012 Member of the Board of Wireless Marketing Lab, Inc. (current position) Oct. 2014 Founder and CEO of the Company (current position) Sept. 2016 President and CEO of LTE-X Inc. (current position)	819,969 shares
Reasons for nomination Takehiro Ikeda (doctor of engineering) established the Company in January 2004. Ever since, he has supervised the management for 17 years and contributed to the dramatic growth of the wireless communications business that the Group has been developing. The Company judges that his management performance and high level of insight and leadership in our business are and will be necessary for the improvement of the corporate value and sustaining growth of the Group. Therefore, the Company proposes his election as a candidate to continue serving as a Member of the Board.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. "Number of the Company's shares owned" is current as of December 31, 2020.
 3. The Company has entered into a directors and officers liability insurance (D&O insurance) policy, with all of its Members of the Board included in the policy as insured persons, covering liability of Members of the Board arising in the performance of their duties and from damage claims received pertaining to the pursuit of said liability. Accordingly, if a respective candidate assumes office as a Member of the Board, he or she will be included as an insured person under the insurance policy. The Company intends to renew the insurance policy in May 2021.

Proposal No. 3 Election of One Member of the Board Who Is an Audit and Supervisory Committee Member

At the conclusion of this meeting, the term of office of Hidenori Wakamoto will expire. Therefore, the Company proposes the election of one Member of the Board who is an Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for the role of Member of the Board who is an Audit and Supervisory Committee Member is as follows:

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
Marie Eguchi (Current surname: Sakaguchi) (September 28, 1985)	Dec. 2011 Registered as an attorney at law Jan. 2012 Joined Atsumi & Sakai July 2014 Joined Iwaida Partners	- shares
Reasons for nomination and overview of expected roles See Note 4.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Marie Eguchi is a candidate for outside Member of the Board.
 3. The name of Marie Eguchi in the family register is Marie Sakaguchi.
 4. The Company has nominated Marie Eguchi as a candidate for outside Member of the Board because she has a wealth of experience and a broad range of knowledge as an attorney at law who is familiar with corporate legal affairs. She has knowledge and experience particularly in the field of corporate governance, and the Company expects she will contribute to maintaining and heightening the transparency and soundness of management through her advice from a diverse perspective, including the appropriateness of decision making of the Company.
 5. If she is elected at this meeting as originally proposed and assumes position as a Member of the Board who is an Audit and Supervisory Committee Member, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with her to limit her liability under Article 423, paragraph (1) of the same Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount provided for under Article 425, paragraph (1) of the Companies Act.
 6. The Company has entered into a directors and officers liability insurance (D&O insurance) policy, with all of its Members of the Board included in the policy as insured persons, covering liability of Members of the Board arising in the performance of their duties and from damage claims received pertaining to the pursuit of said liability. Accordingly, if the candidate assumes office as a Member of the Board, she will be included as an insured person under the insurance policy. The Company intends to renew the insurance policy in May 2021.
 7. If she is elected at this meeting as proposed and assumes position as a Member of the Board who is an Audit and Supervisory Committee Member, the Company plans to designate her as an independent officer as provided for by Tokyo Stock Exchange, Inc. and submit notification concerning her appointment to the aforementioned exchange.
 8. "Number of the Company's shares owned" is current as of December 31, 2020.

Proposal No. 4 Determination of Remuneration Amount and Other Terms of Share Acquisition Rights as Share Remuneration-Type Share Options for Four Members of the Board

At its 12th Annual General Meeting of Shareholders held on March 25, 2016, the Company gained approval with respect to remuneration amounts, such that remuneration paid to Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members) shall amount to no more than ¥270 million annually and remuneration paid to Members of the Board who are Audit and Supervisory Committee Members shall amount to no more than ¥40 million annually. Meanwhile, the Company aims to furthermore heighten motivation and morale of its Members of the Board in terms of seeking to increase the Company's corporate value, by ensuring that its Members of the Board and shareholders maintain common interests in terms of reaping benefits of an increasing the Company's share price and incurring risks of a decreasing the Company's share price. Therefore, the Company seeks approval for remuneration encompassing the three-year period from the fiscal year ending December 31, 2021 through the fiscal year ending December 31, 2023, which is in addition to the aforementioned amounts of remuneration, to be paid to Nobuhiro Hama who is to assume office as a Member of the Board, Toru Narita who is a Member of the Board, Yasuhiro Nishi, a Member of the Board who is an Audit and Supervisory Committee Member, and Tatsuo Watanabe, a Member of the Board who is an Audit and Supervisory Committee Member (hereinafter the "Eligible Directors"), whereby such remuneration entails granting the aforementioned individuals share acquisition rights as share remuneration-type share options, as described below, within the ranges of ¥40,000,000, ¥12,000,000, ¥4,000,000 and ¥4,000,000, respectively, during the fiscal year ending December 31, 2021, contingent on approval of Proposal No. 4 as originally proposed.

The purpose of the share acquisition rights is that of furthermore heightening motivation and morale of the Company's Members of the Board in terms of seeking to increase the Company's corporate value, by ensuring that its Members of the Board and shareholders maintain common interests in terms of reaping benefits of an increasing the Company's share price and incurring risks of a decreasing the Company's share price. As such, the amount and number of such share acquisition rights are to be set upon having accounted for factors that include the extent to which a respective director is expected to contribute to the Company. Also, the total number of shares issued by exercising such share acquisition rights as a percentage of the total number of shares issued and outstanding shall amount to 1.3%, which constitutes a negligible dilution rate. Given these factors, the Company deems it appropriate to accordingly grant the share acquisition rights.

When allotting the share acquisition rights, the Company will pay Eligible Directors to whom share acquisition rights are allotted monetary remuneration of an amount equivalent to the total amount paid in for share acquisition rights, with such payment made enlisting a method that involves offsetting such right to remuneration and payment obligations of the amount paid in for the share acquisition rights.

The Eligible Directors with respect to this remuneration include two Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members) and two Members of the Board who are Audit and Supervisory Committee Members, contingent on approval of Proposal No. 4 as originally proposed.

Details of the share acquisition rights to be granted are as follows. This proposal shall take effect on the condition that Proposal No. 4 is approved as originally proposed.

1. Persons subject to allotment of share acquisition rights and the number of share acquisition rights to be allotted
The number of share acquisition rights specified below shall be allotted to the respective Eligible Directors, with 1,300 allotted to the Eligible Directors who are not Audit and Supervisory Committee Members and 200 allotted to the Eligible Directors who are Audit and Supervisory Committee Members.

Nobuhiro Hama, Member of the Board: 1,000

Toru Narita, Member of the Board: 300

Yasuhiro Nishi, Outside Member of the Board Who is an Audit and Supervisory Committee Member: 100

Tatsuo Watanabe, Outside Member of the Board Who is an Audit and Supervisory Committee Member: 100

2. Class and number of shares that are the subject of the share acquisition rights
The class of the shares that are the subject of the share acquisition rights shall be common shares of the Company and the number of shares that are the subject of a share acquisition right (hereinafter "Number of Shares Granted") shall be 100. However, after the resolution date of this proposal (hereinafter "Resolution Date"), in the event that the Company makes a share split (including any allotment of common shares of the Company without contribution; the same shall apply hereinafter) or share consolidation, the Number of Shares

Granted shall be adjusted using the following formula. Such adjustment shall apply only to the number of shares that are the subject of the share acquisition rights that remain unexercised at the time of such share split or share consolidation. Any fraction less than one share arising from the adjustment shall be discarded.

Number of Shares Granted after adjustment = Number of Shares Granted before adjustment × Ratio of split/consolidation

In addition to the above, in any event that makes it necessary to adjust the Number of Shares Granted, including a merger and company split, on and after the Resolution Date, the Company, by a resolution of the Board of Members of the Board, may make appropriate adjustment to the Number of Shares Granted within a reasonable range.

3. Number of share acquisition rights
1,500

4. Amount to be paid in for share acquisition rights
The amount to be paid in for share acquisition rights shall be as stipulated by the Board of Members of the Board, calculated based on fair value using a calculation method such that is generally used to determine fair value of share acquisition rights when allotting such rights.

5. Value of property to be contributed upon exercise of share acquisition rights
Neither payment of money nor provision of property shall be required when exercising the share acquisition rights, given that issuance of the share acquisition rights entails issuance of share acquisition rights that are redeemed for payment of remuneration for Members of the Board.

6. Period during which share acquisition rights can be exercised
The exercise period of share acquisition rights shall be determined by the Board of Members of the Board, but shall not exceed ten years from the day immediately following the allotment date of share acquisition rights.

7. Restrictions on acquisition of share acquisition rights by transfer
Any acquisition of the share acquisition rights by transfer shall require the prior approval by resolution of the Board of Members of the Board.

8. Exercise conditions of the share acquisition rights
- (1) The share acquisition rights cannot be exercised by persons other than a person who has received the allotment of the share acquisition rights.
 - (2) A person who has received the allotment of the share acquisition rights may exercise the quantity of share acquisition rights listed in the items below, only if the operating profit (non-consolidated) stated on the Company's income statement for the fiscal year ending December 31, 2023, meets the conditions set forth under said items. In such case, if there are fractions of less than one unit with respect to the quantity of exercisable share acquisition rights calculated based on said items, only the quantity of share acquisition rights with such fractional amount rounded off may be exercised.
 - (i) Exceeding ¥400,000 thousand:
100% of the total number of share acquisition rights allotted
 - (ii) Exceeding ¥200,000 thousand but not exceeding ¥400,000 thousand:
50% of the total number of share acquisition rights allotted
 - (3) If operating profit (non-consolidated) stated on the Company's income statement for the fiscal year ending December 31, 2023, falls below the quantitative targets stated in (i) and (ii), above, the share acquisition rights shall terminate as of the date on which the Company files the securities report for the fiscal year ending December 31, 2023, pursuant to the Financial Instruments and Exchange Act.
 - (4) In regard to (2) and (3), above, the Board of Members of the Board shall determine appropriate benchmarks such that are aligned with the aforementioned targets and that may serve as additional reference in the event of significant changes having occurred with respect to the concept of operating profit or other indicators to which reference should be made.

- (5) A person who has received the allotment of the share acquisition rights must hold the position of Member of the Board of the Company as of December 31, 2023. However, this does not apply in cases when a justifiable reason is acknowledged at a meeting of the Board of Members of the Board.
- (6) A person who has received the allotment of the share acquisition rights may not exercise share acquisition rights if he or she has engaged in specified improper conduct as set forth by the Board of Members of the Board or for reasons otherwise set forth by the Board of Members of the Board.
- (7) Other conditions for exercising share acquisition rights shall be determined at the meeting of the Board of Members of the Board.

9. Provisions for acquiring share acquisition rights

In the event that a merger agreement under which the Company will become a non-surviving company, an absorption-type company split agreement or an incorporation-type company split plan under which the Company will become a split company, or a share exchange agreement, share transfer plan or any proposal related to organizational restructuring, etc. stipulated by the Company's Board of Members of the Board under which the Company will become a wholly-owned subsidiary is approved by the General Meeting of Shareholders of the Company (or approved by the Board of Members of the Board of the Company in the case that approval of the General Meeting of Shareholders is not required for organizational restructuring, etc.), the Company may acquire the share acquisition rights without contribution on a day that will be determined separately by the Company's Board of Members of the Board.