

Securities Code: 9419

March 5, 2020

To our shareholders:

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

## Notice of the 16th Annual General Meeting of Shareholders

You are cordially invited to attend the 16th Annual General Meeting of Shareholders of WirelessGate, Inc. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting, 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 26, 2020, 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 26, 2020, at 5:30 p.m. (JST).

1. **Date and Time:** Friday, March 27, 2020, 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 16th fiscal year (from January 1, 2019 to December 31, 2019), and results of audit of consolidated financial statements by Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated financial statements for the 16th fiscal year (from January 1, 2019 to December 31, 2019)

#### Matters to be resolved:

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| <b>Proposal No. 1</b> | Election of Three Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members) |
| <b>Proposal No. 2</b> | Election of Three Members of the Board Who Are Audit and Supervisory Committee Members                                  |
| <b>Proposal No. 3</b> | Election of One Substitute Member of the Board Who Is an Audit and Supervisory Committee Member                         |

### 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 Election of Three Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members)

The terms of office of all two 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 three 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 purpose of future business growth. 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	Takehiro Ikeda (April 12, 1972)	<div>Apr. 1999      Joined NTT Mobile Communications Network, Inc. (currently NTT DOCOMO, Inc.)</div> <div>Jan. 2004      Established TripletGate, Inc. (currently the Company), Founder and President</div> <div>Dec. 2010      Founder and CEO</div> <div>Nov. 2012      Member of the Board of Wireless Marketing Lab, Inc. (current position)</div> <div>Oct. 2014      Founder and CEO of the Company (current position)</div> <div>Sept. 2016      President and CEO of LTE-X Inc. (current position)</div>	819,969 shares
<b>Reasons for nomination</b> Takehiro Ikeda (doctor of engineering) established the Company in January 2004. Ever since, he has supervised the management for 16 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.			

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.)	198,969 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 (current position)	
	<b>Reasons for nomination</b> 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 (current position)	
	<b>Reasons for nomination</b> Toru Narita joined the Company in October 2010. Ever since, he has led the sales for ten 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 serve as a new 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, 2019.

**Proposal No. 2** Election of Three Members of the Board Who Are Audit and Supervisory Committee Members

The terms of office of all three 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 three Members of the Board who are Audit and Supervisory Committee Members.

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

The candidates for the role of Member of the Board who is an Audit and Supervisory Committee Member 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	Hidenori Wakamoto (October 9, 1944)	<p>Apr. 1967      Joined Dai-ichi Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Nov. 1989      Joined Goldman Sachs (Japan) Ltd. (currently Goldman Sachs Japan Co., Ltd.)</p> <p>July 1994      Joined Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.)</p> <p>June 2000      Vice President of TRANS GENIC INC.</p> <p>Mar. 2002      Member of the Board and General Manager of Administration Division of AnGes MG, Inc. (currently AnGes, Inc.)</p> <p>Apr. 2004      Member of the Board of TripletGate, Inc. (currently the Company)</p> <p>Dec. 2004      Member of the Board of GenoDive Pharma Inc. (current position)</p> <p>Mar. 2009      Full-Time Auditor of TripletGate, Inc. (currently the Company)</p> <p>Mar. 2016      Member of the Board of the Company [Full-Time Audit and Supervisory Committee Member] (current position)</p> <p>June 2019      Auditor of Eamex Corporation (current position)</p>	10,000 shares
<p><b>Reasons for nomination</b></p> <p>Hidenori Wakamoto has served as a Member of the Board of the Company for approximately five years, a Full-Time Auditor for approximately seven years, and a Full-Time Audit and Supervisory Committee Member for approximately four years.</p> <p>He has a wealth of experience and knowledge concerning the Company's business, and the Company expects he will contribute to maintaining and heightening the transparency and soundness of management as well as contributing to enhance corporate governance, including the appropriateness of decision making of the Company. Therefore, the Company proposes his election as a candidate to continue serving as a Member of the Board who is an Audit and Supervisory Committee Member.</p>			

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	Tatsuo Watanabe (June 11, 1964)	Apr. 1987	Joined Sumitomo Life Insurance Company	- shares
		June 2001	Member of the Board of Site Design K.K.	
		June 2004	Full-Time Auditor of All About, Inc. (current position)	
		June 2004	Auditor of SD Holdings Co., Ltd.	
		Mar. 2005	Auditor of Design Exchange Co., Ltd.	
		June 2007	Member of the Board of Wavelock Holdings Co., Ltd.	
		June 2007	Auditor of HR Solutions CORP. (current position)	
		Mar. 2012	Outside Member of the Board of the Company	
		Mar. 2014	Resigned as Outside Member of the Board	
		June 2014	Auditor of All About Life Marketing, Inc. (current position)	
		June 2014	Auditor of All About Lifeworks, Inc. (current position)	
		Sept. 2014	Outside Member of the Board of internet infinity Inc. (current position)	
		Mar. 2015	Outside Member of the Board of the Company	
		Aug. 2015	Outside Member of the Board of Hoshino Co., Ltd. (current position)	
		Mar. 2016	Outside Member of the Board of the Company [Audit and Supervisory Committee Member] (current position)	
		Mar. 2018	Auditor of LTE-X Inc. (current position)	
<b>Reasons for nomination as candidate for outside Member of the Board</b> See Note 3.				
3	Yasuhiro Nishi (May 8, 1959)	Apr. 1982	Joined The Industrial Bank of Japan, Limited	- shares
		June 1999	CFO and Member of the Board of Internet Initiative Japan Inc.	
		Mar. 2005	Member of the Board and General Manager of Administrative Management Department of AUCNET INC.	
		Mar. 2009	CFO, Vice President and Member of the Board of VeriSign Japan K.K. (currently Symantec Website Security G.K.)	
		Mar. 2012	CFO and Corporate Officer of Japan Display Inc.	
		Mar. 2016	Outside Member of the Board of the Company [Audit and Supervisory Committee Member] (current position)	
		Mar. 2016	Outside Member of the Board of SOLIZE Corporation (current position)	
		Jan. 2017	Chief Executive Officer of TAK-Circulator Corporation (current position)	
<b>Reasons for nomination as candidate for outside Member of the Board</b> See Note 4.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Tatsuo Watanabe and Yasuhiro Nishi are candidates for outside Member of the Board.
  3. The Company has nominated Tatsuo Watanabe as a candidate for outside Member of the Board because he has a wealth of experience and a broad range of knowledge as an officer of other listed companies, and it expects he will contribute to maintaining and heightening the transparency and soundness of management as well as contributing to enhance corporate governance through his advice from a diverse perspective, including the appropriateness of decision making of the Company.
  4. The Company has nominated Yasuhiro Nishi as a candidate for outside Member of the Board because he has a wealth of experience and a broad range of knowledge as an officer appointed to multiple listed companies in the past and as a

corporate manager, and it expects he will contribute to maintaining and heightening the transparency and soundness of management as well as contributing to enhance corporate governance through his advice from a diverse perspective, including the appropriateness of decision making of the Company.

5. Tatsuo Watanabe is currently an outside Member of the Board of the Company who is an Audit and Supervisory Committee Member, and at the conclusion of this meeting, his tenure as outside Member of the Board will have been a total of seven years including his period of service prior to the transition to a company with an Audit and Supervisory Committee.
6. Yasuhiro Nishi is currently an outside Member of the Board of the Company who is an Audit and Supervisory Committee Member, and at the conclusion of this meeting, his tenure will have been four years.
7. The Company has entered into an agreement with each of the candidates to limit their liability under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, 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. If the reelection of the candidates is approved, the Company plans to renew this agreement with each of them.
8. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Tatsuo Watanabe and Yasuhiro Nishi have been appointed as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their appointment as independent officers to continue.
9. “Number of the Company’s shares owned” is current as of December 31, 2019.

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

The Company proposes the election of one substitute Member of the Board who is an Audit and Supervisory Committee Member to be ready beforehand to fill a vacant position should the number of Members of the Board who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

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

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

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
Rie Aoki (October 9, 1970)	<p>Oct. 1995      Joined Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>July 2000      Joined Daiwa Securities SB Capital Markets Co., Ltd. (current Daiwa Securities Co., Ltd.)</p> <p>Apr. 2004      Established Aoki Certified Public Accountant Office, President (current position)</p> <p>June 2010      Outside Audit and Supervisory Board Member of Drecom Co., Ltd.</p> <p>Nov. 2013      Full-Time Audit &amp; Supervisory Board Member of Geniece, Inc.</p> <p>June 2015      Member of the Board (Audit and Supervisory Committee Member) of Drecom Co., Ltd. (current position)</p> <p>Feb. 2018      Outside Audit &amp; Supervisory Board Member of Ricksoft Co., Ltd.</p> <p>May 2019      Member of the Board (Audit and Supervisory Committee Member) (current position)</p>	- shares

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Rie Aoki is a candidate for substitute outside Member of the Board.
  3. The Company has nominated Rie Aoki as a candidate for substitute outside Member of the Board because she has expert knowledge and experience as a certified public accountant, and it expects she will be useful in enhancing the corporate governance of the Company. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Member of the Board who is an Audit and Supervisory Committee Member based on the above reasons.
  4. If Rie Aoki is elected 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.