

Notification of Independent Directors

1. Basic Information

Company Name	NTT DATA CORPORATION		Code	9613
Date of Submission	2020/5/19	(Scheduled) Date of Change	2020/6/17	
Reason for Submitting This Notification	·It is filed as the selection of Outside Directors is to be discussed at the Ordinary General Meeting of Shareholders.			
<input checked="" type="checkbox"/> NTT DATA has designated all candidates who meet the independence standards as Independent Directors. *1				

2. Information Regarding Independence of Independent Directors and Outside Directors

No.	Name	Outside Director	Independent Director	Attributes of the Director *2, 3												Change	Consent of the Director			
				a	b	c	d	e	f	g	h	i	j	k	l			N/A		
1	Eiji Hirano	Outside Director	○														△	Modified	Yes	
2	Mariko Fujii	Outside Director	○																Yes	
3	Fumihiko Ike	Outside Director	○														△	New	Yes	
4	Tetsuro Yamaguchi	Outside Director																		
5	Tetsuya Obata	Outside Director																		
6	Katsura Sakurada	Outside Director	○															○	New	Yes
7	Rieko Sato	Outside Director	○															○	New	Yes

3. Description of Attributes of Independent Directors and Reasons for Appointment

No.	Supplementary Explanation of the Relationship *4	Reason for Appointment *5
1	Mr. Eiji Hirano is Chairperson of the Board of Governors of Government Pension Investment Fund. The Company has business transaction with Government Pension Investment Fund and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company. He was Vice Chairman, Director and Representative Executive Officer of MetLife Insurance K.K. The Company has business transactions with MetLife Insurance K.K. and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company. He was Vice President and Director of Toyota Financial Services Corporation (retired in June 2014). The Company has business transactions with Toyota Financial Services Corporation and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company. In addition, he was an executive officer in the Bank of Japan (retired in June 2006). The Company has business transactions with the Bank of Japan and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company.	As described in the left column, Mr. Eiji Hirano is Chairperson of the Board of Governors of Government Pension Investment Fund, and was an executive of MetLife Insurance K.K., Toyota Financial Services Corporation, and the Bank of Japan with which the Company has business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the standards for judgment of independence of independent officers stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
2		Ms. Mariko Fujii satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the standards for judgment of independence of independent officers stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
3	From October 2016 to September 2017, Mr. Fumihiko Ike served as a member of the 3rd advisory board which was established for the purpose of obtaining opinions from experts outside the company with knowledge of IT and global businesses. The Company paid remunerations to Mr. Fumihiko Ike as an advisory board member and the amount was less than ten million yen per year. Therefore, we are determined that there is no concern in relation to his independence. He was Chairman of JAPAN AUTOMOBILE FEDERATION, a general incorporated association. The Company has business transactions with JAPAN AUTOMOBILE FEDERATION and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company. He was Chairman and Representative Director of Honda Motor Co., Ltd. The Company has business transactions with Honda Motor Co., Ltd. and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of both the Company and Honda Motor Co., Ltd.	As described in the left column, Mr. Fumihiko Ike was Chairman of JAPAN AUTOMOBILE FEDERATION, a general incorporated association, and Chairman and Representative Director of Honda Motor Co., Ltd with which the Company has business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the standards for judgment of independence of independent officers stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
4		
5		
6		Mr. Katsura Sakurada satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the standards for judgment of independence of independent officers stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
7		Ms. Rieko Sato satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the standards for judgment of independence of independent officers stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.

4. Supplementary Explanation

NTT DATA designates outside directors who satisfy the following conditions, in addition to the criteria for independence stipulated by Tokyo Stock Exchange, Inc., as its independent officer.

- A person who does not fall under any of the following items for the most recent 3 fiscal years:

- (1) A business executor of NTT DATA's business partner exceeding the standards set forth by NTT DATA (Note 1);
- (2) A business executor of NTT DATA's lender exceeding the standards set forth by NTT DATA (Note 2);
- (3) An individual providing specialized services, such as a consultant, an accountant or a lawyer, who has received from NTT DATA any money or other property profit that is worth 10 million yen or more per year other than executive remuneration in any year of the most recent 3 fiscal years; or
- (4) A business executor of an organization that has received contributions exceeding NTT DATA's standards (Note 3).

Even if a person falls under any of the conditions from (1) through (4) as stipulated above, any reason for judging such person still has independence is required to be explained and disclosed when such person is appointed as an independent officer.

Note 1: A business partner with a trading amount exceeding the standards set forth by NTT DATA refers to a business partner whose trading amount with NTT DATA is 2% of NTT DATA's non-consolidated annual sales or larger in any fiscal year out of the most recent 3 years.

Note 2: A lender with an amount of lending exceeding the standards set forth by NTT DATA refers to a lender who lends to NTT DATA 2% or a larger percentage of NTT DATA's total assets in any fiscal year out of the most recent 3 fiscal years.

Note 3: An organization that has received contributions exceeding the standards set forth by NTT DATA refers to an organization that has received contributions from NTT DATA that exceed 10 million yen per year or 2% of the total annual revenue of such organization, whichever is larger in amount, in any fiscal year out of the most recent 3 fiscal years.

*1 Check the box if all of the Outside Directors/Audits who meet the standards for Independent Directors/Audits have already been registered as Independent Directors/Audits.

*2 Items to check regarding the attributes of each Director/Audit.

- a. An executive of the listed company or its subsidiary
- b. A non-executive director or an accounting advisor of the listed company or its subsidiary (in the case of an Outside Audit)
- c. A non-executive director or an executive of a parent company of the listed company
- d. An audit of a parent company of the listed company (in the case of an Outside Audit)
- e. An executive of a fellow subsidiary company of the listed company
- f. A party whose major client or supplier is the listed company or an executive thereof
- g. A major client or supplier of the listed company or an executive thereof
- h. A consultant, an accountant or a legal professional who receives a large amount of monetary payments or other assets from the listed company besides compensation as Director/Audit
- i. A major shareholder of the listed company (or an executive of such major shareholder if the shareholder is a legal entity)
- j. An executive of a client or supplier company of the listed company (which does not correspond to any of f, g, or h.) (the Director/Audit himself/herself only)
- k. An executive of a company, between which the listed company Outside Directors/Audits are mutually appointed (the Director/Audit himself/herself only)
- l. An executive of a company or an organization that receives donations from the listed company (the Director/Audit himself/herself only)

Please note that the above items from a. to l. are brief descriptions of the items specified in the TSE regulations.

*3 Mark the box with "○" if the category presently applies to or has recently applied to the Director/Audit or with "△" when the category applied to the Director/Audit in the past.

Mark the box with "●" if the category presently applies to or has recently applied to a close relative or with "▲" when the category applied to a close relative in the past.

*4 If any of the items through a. to l. applies to the Director/Audit, describe the attributes in detail (outline).

*5 Describe the reasons for appointment as an independent Director/Audit.