

Note: This document is the English translation of “Dai 35kai teiji kabunushisokai shoshu gotsuchi” (Notice of Convocation of the 35th Ordinary General Meeting of Shareholders) and is provided solely for reference purposes. In the event of any inconsistency between the Japanese version and any English translation, the Japanese version will prevail.

Note: All times and dates in this document are Japan time.

Securities code: 9613
May 31, 2023

To the Shareholders of NTT DATA CORPORATION

NTT DATA CORPORATION
3-3, Toyosu 3-chome, Koto-ku, Tokyo, Japan
Yo Honma
President and Chief Executive Officer, Representative Director

NOTICE OF CONVOCAION OF THE 35th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that our 35th Ordinary General Meeting of Shareholders will be held as follows.

For convening this General Meeting of Shareholders, we have adopted the electronic provision measure. The policy on the electronic provision measure is available as “NOTICE OF CONVOCAION OF THE 35th ORDINARY GENERAL MEETING OF SHAREHOLDERS” on the following website.

- The Company website

https://www.nttdata.com/global/en//investors/share/shareholders_meeting/

It is also available on the following website.

- Website of the Tokyo Stock Exchange (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter and search “NTT DATA” in “Issue name (company name)” or our securities code “9613” in “Code,” select “Basic information” and “Documents for public inspection/PR information” in order, and check the field “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in “Filed information available for public inspection.”

Please exercise your voting rights by attending the shareholders meeting or by any of the following methods including Internet (or mail) by 6:00 p.m., Monday, June 19, 2023.

We will provide a live distribution of the General Meeting of Shareholders online, and after receiving questions from the shareholders in advance, we will answer to the matters that are mainly of their high interest as well as explain the “Purpose of the Meeting” in the general meeting and post the questions and answers on our website later.

How to exercise your voting rights

Exercise of voting rights by electromagnetic means (Internet, etc.)



Please access our web site for exercise of voting rights shown on the voting form (<https://www.web54.net>), check the references for the shareholders meeting shown in the policy on the electronic provision measure, and enter your vote following the guidance on the screen.

 For details of exercise of voting rights on Internet, see pages 4.

Deadline By 6:00 p.m., Monday, June 19, 2023

Exercise of voting rights by mail



Please check the references for the shareholders meeting shown in the policy on the electronic provision measure, write your vote on the enclosed Voting Rights Exercise Form, and send it to be delivered by the following deadline of exercise. If the vote for the proposal is not written on the voting form, it shall be treated as an affirmative vote.

Deadline By 6:00 p.m., Monday, June 19, 2023

Particulars

1 Date and time	Tuesday, June 20, 2023 at 10:00 a.m. (The start time of reception is planned to be 9:00 a.m.)	
2 Venue	5th floor, NTT DATA Shinagawa Building (A,RE,A Shinagawa), 9-36, Konan 1-chome, Minato-ku, Tokyo	
3 Purposes of the Meeting	To be reported	<ol style="list-style-type: none"> 1. Report on the business report, consolidated financial statements, and audit result of the consolidated financial statements by the independent auditor and the Audit and Supervisory Committee for the 35th fiscal year (from April 1, 2022 to March 31, 2023) 2. Report on the non-consolidated financial statements for the 35th fiscal year (from April 1, 2022 to March 31, 2023)
	To be resolved	<ol style="list-style-type: none"> No.1 Appropriation of Surplus No.2 Approval of Absorption-Type Company Split Agreement No.3 Partial Amendments to the Articles of Incorporation No.4 Election of 9 Directors Who Are Not Audit and Supervisory Committee Members No.5 Election of 1 Director Who are Audit and Supervisory Committee Members

● Of the items provided electronically, the following items are not included in the documents to be delivered to shareholders who have requested delivery of the documents, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company. Therefore, the documents to be delivered to shareholders who have requested delivery of the documents are a part of the subject documents audited by the Audit and Supervisory Committee and the Independent Auditors in preparing their audit reports:

1. Principal Centers of the Corporate Group
2. Independent Auditor
3. Overview of resolution for improvement of systems for ensuring appropriate operations and overview of the state of operation of the system to ensure appropriate business operations
4. The consolidated statements of changes in equity and the notes to consolidated financial statements
5. The non-consolidated statements of shareholders' equity and the notes for the non-consolidated financial statements

- If the policy on the electronic provision measure is corrected, the details of the correction will be shown on each website.
- The management of the shareholders meeting may be updated depending on the condition of the spread of COVID-19, announcements of the government, etc., and other factors by the date of the shareholders meeting. Please also check the information available on our website.

Live distribution of the general meeting of shareholders on the Internet
(Only available in Japanese)

You will be able to see our live distribution of the general meeting of shareholders on the Internet. This will be for viewing only. Please exercise your voting rights in advance via Internet, etc. and submit questions, if you have any, in advance as described below.

1. Time/date of distribution:

From 10:00 AM on Tuesday, June 20, 2023

*In the video, you will only see the chairpersons and directors and the space close to their seats.

2. Access from PC, tablet, and smartphone

You can access the website from below:

URL: https://www.nttdata.com/jp/ja/ir/share/shareholders_meeting/

1) Please access the page from above.

2) Please enter the password * on the enclosed sheet after you have accessed the page.

* The password required to watch Live distribution, please refer to the same page of NOTICE OF CONVOCATION booklet mailed to the shareholders.

Questions will be accepted in advance
(Only available in Japanese)

We receive your questions in advance. The answers to those questions mainly focused on “Purposes of the Meeting” and matters on interest will be given at the time of Q&A during the general meeting of shareholders. For the answers, please view the live distribution mentioned above. They will also be posted on our website later.

[How to submit questions in advance]

We receive questions on our website:

URL: https://www.nttdata.com/jp/ja/ir/share/shareholders_meeting/

Reception period: 10:00 a.m., Wednesday, May 31, 2023 to 6:00 p.m., Wednesday, June 14, 2023

We also accept questions by mail if you find it inconvenient to post them online. In that case, please send them to the following address during the period mentioned above. (Please write your name, address, and shareholder number).

Reception desk for questions prior to the general meeting of shareholders,
Sustainability Innovation Department
34F Toyosu Center Bldg., 3-3, Toyosu 3-chome, Koto-ku, Tokyo 135-6034, Japan

Exercising Your Voting Rights via the Internet

Before exercising your voting rights via the Internet, please be aware of the following:

1. The exercise of your voting rights via the Internet is available only by accessing the following designated website:

<https://www.web54.net> (in Japanese)

When accessing the website for exercising your voting rights, through a smartphone and cellular phone is also available.

2. In case of exercising your voting rights via the Internet, please use the code and password indicated on the Form for Exercise of Shareholder Voting Rights enclosed herewith (or Convocation Mail) and follow the instructions on the screen.

3. Although your exercise of voting rights via the Internet is acceptable until 6:00 p.m. of the day before the ordinary general meeting of shareholders (Thursday, June 15, 2023), please exercise your voting rights as soon as possible to help us in totalizing the results of exercise of voting rights.

4. In case of exercising your voting rights via the Internet, it is not necessary to send the Form for Exercise of Shareholder Voting Rights by mail.

If you exercise your voting rights twice via the Internet and by mail, your vote via the Internet will be treated as valid.

5. If you exercise your voting rights more than once via the Internet, through a personal computer, a smartphone or a cellular phone, the last exercise of your voting rights will be treated as valid.

6. The costs of using the Internet website to exercise your voting rights, such as the connection fees of Internet service providers and applicable communications fees (i.e., call charges), will be borne by the shareholder.

Inquiries on Exercising Voting Rights via the Internet

If you have any questions regarding the procedure for exercising your voting rights via the Internet, please contact:

Administrator of Shareholder Registry: Stock Transfer Agency Web support, Sumitomo Mitsui Trust Bank, Limited

[Direct line] 0120-652-031 (09:00 to 21:00)

<Other inquiries> 0120-782-031 (09:00 to 17:00, except for Sat/Sun/national holidays)

Electronic Voting Platform

Nominal shareholders such as trust banks acting as administrator (including standing proxies) can also use the electronic voting platform as an electromagnetic means to exercise their voting rights at the ordinary general meeting of shareholders of NTT DATA, in addition to the exercising of voting rights via the Internet above, if they apply in advance for the use of the electronic voting platform operated by ICJ Inc., a joint venture company established by Tokyo Stock Exchange, Inc.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

No.1 | Appropriation of Surplus

NTT DATA proposes to appropriate the surplus of this fiscal year as follows:

Matter concerning the year-end dividend

NTT DATA's basic policy is to seek an increase in enterprise value in the mid- and long-term and to fairly distribute profits through the continuous growth of its business resulting from investment in new businesses, etc., efficient business management and other improvements.

Regarding dividends, based on a comprehensive assessment of the balance with business investments and technology development toward a sustainable growth in the future and with expenditures for maintenance and reinforcement of financial strength in light of the consolidated operating results and financial position, NTT DATA proposes a stable payment of dividends.

For determining the amount of a dividend, considering steady dividend payment even in the midst of major changes in the business structure due to the integration of overseas businesses such as the IT infrastructure business, NTT DATA values the maintenance of a dividend payout ratio ^{*1} in the mid- and long-term.

Based on the policy above, NTT DATA proposes payment of a year-end dividend as follows:

(i) Matters concerning the appropriation of dividend assets to shareholders and total amount

11.5 yen per NTT DATA common share

16,128,627,284 yen in total

The annual dividend will be 22 yen per share including an interim dividend of 10.5 yen, which was already paid.

(ii) Effective date of dividend of surplus

June 21, 2023

*1 Dividend payout ratio

Total amount of dividends / net income attributable to shareholders of NTT DATA

The Company, in line with its aim to further grow its domestic business, resolved at the Board of Directors meeting dated May 12, 2023, to execute an absorption-type company split agreement (the “**Absorption-Type Company Split Agreement**”); and the company split in accordance with such agreement the “**Absorption-Type Company Split**”) with respect to the Company’s domestic business with NTT DATA Japan Preparation Corporation (the “**Successor Company**”) and has executed such agreement. The Successor Company will succeed to the Company’s domestic business pursuant to Absorption-Type Company Split Agreement and commence its business as a domestic operating company from July 1st. Furthermore, as of the same date, the Company will become a holding company, and shift to a holding company structure with the following subsidiaries under its umbrella, i.e., the new domestic operating company and NTT DATA, Inc., which was established in October last year and oversees the overseas business.

Accordingly, the Company proposes that the Absorption-Type Company Split Agreement be approved through this resolution item.

※ It is being scheduled that, as of July 1, 2023, the effective date of the Absorption-Type Company Split, the tradename of the Company will be changed to “NTT DATA GROUP CORPORATION” and that of the Successor Company to “NTT DATA JAPAN CORPORATION”; provided, however, that the change of the tradename of the Company will be subject to resolution item no. 3 being approved.

1. Rationale for the Absorption-Type Company Split

(1) Background

Considering the changes in the business environment with a global perspective, in order to contribute to the growth of our customers' businesses and to become a truly Trusted Global Innovator that supports social infrastructure for the long term, during the period until now, the Company has announced the overseas business integration with NTT Ltd. and the transition to a holding company structure, and NTT DATA, Inc., as an overseas operating company, has commenced its business from October 1, 2022. Furthermore, as preparations for the transition to a holding company structure, the Company established the Successor Company on November 1st, and on February 22, 2023, decided that, from July 1st onwards, the tradename of the holding company is to be “NTT DATA GROUP CORPORATION” and that of the domestic operating company to be “NTT DATA JAPAN CORPORATION”.

In light of such background, a resolution regarding the execution of the Absorption-Type Company Split Agreement was passed at the Board of Directors meeting dated May 12, 2023. Subject to the approval of this resolution item and resolution item no. 3, from July 1, 2023, the Company group will shift to a holding company structure, and on the same date, the domestic operating company will be established under the umbrella of such group.

(2) Transition to Holding Company Structure

During the period until now, the domestic business of the Company has been continuously expanding, and its overseas business is also rapidly expanding through the overseas business integration. In light of such circumstances, the Company believes that it is imperative to respond quickly to the changes in the business environment by: shifting to a global management system towards further business expansion in the future; and restructuring the systems for innovation, marketing, corporate governance, and delivery under a global based strategy and in light of domestic and overseas needs, commercial practices and laws and regulations.

In response to such circumstances, the current NTT DATA, as the holding company of the Company group, will, from the perspective of the optimization of the entire group, focus on formulating and executing group business strategies, business management, and securing corporate governance, etc., and strive to improve the corporate value of the entire group. Furthermore, functions such as research and development of technologies which are the source of competitiveness, strategic investments, and support for the deployment of offerings which may be utilized both in Japan and overseas, will be consolidated, and the Company will take the lead in displaying comprehensive capabilities as “One NTT DATA”, meaning as NTT DATA group as a whole.

(3) Establishment of Domestic Operating Company

The Company group’s domestic business has been steadily expanding, reaching a business scale of over 1.6 trillion Japanese Yen as of the fiscal year ending on March 31, 2023. In order to continue meeting the expanding and diversifying needs of the domestic market, the Company’s domestic business will be succeeded to and continued by the Successor Company and further enhancement of capability and improvement of services will be pursued. In addition, the relationship of trust that we have established with our customers over many years will be further deepened under the corporate philosophy that we have had since the founding of the Company and common across the globe, which is “to use information technology to create new “paradigms” and “value”, that help contribute to a more affluent and harmonious society”.

< Specific Initiatives >

Pursuant to the Absorption-Type Company Split Agreement, the Company will be the splitting company and the

Absorption-Type Company Split will be implemented with the Successor Company. As of July 1, 2023, the effective date of the Absorption-Type Company Split, the Company will shift to a holding company, and the Successor Company will commence its business as the domestic operating company. Furthermore, on the same date, the tradename of the two companies will respectively be changed to “NTT DATA GROUP CORPORATION” and “NTT DATA JAPAN CORPORATION”, as announced on February 22, 2023.

2. Summary of the Absorption-Type Company Split Agreement

The provisions of the Absorption-Type Company Split Agreement are as follows.

Absorption-Type Company Split Agreement (Copy)

NTT DATA CORPORATION (hereinafter referred to as “**NTT Data**”) and NTT DATA Japan Preparation Corporation (hereinafter referred to as “**Preparation Corporation**”) hereby enter into this Absorption-Type Company Split Agreement (hereinafter referred to as this “**Agreement**”) as follows as of May 12, 2023.

ARTICLE 1 METHOD OF ABSORPTION-TYPE COMPANY SPLIT

Pursuant to the provisions of this Agreement, NTT Data and Preparation Corporation shall cause Preparation Corporation to succeed to the rights and obligations set out in Article 3.1 that NTT Data holds with respect to its domestic business (excluding, however, businesses related to the control and management of the business activities conducted by the subsidiaries of which NTT Data holds shares, and businesses related to group management (including the businesses conducted by the divisions listed in the following items, and hereinafter referred to as the “**Excluded Business**”); hereinafter referred to as the “**Business**”) by way of absorption-type company split (hereinafter referred to as the “**Absorption-Type Company Split**”).

- (1) Corporate Headquarters (excluding the Business Transformation Section of the Strategy Office and the Planning Group of the Procurement Department)
- (2) Global Marketing Headquarters (excluding the Public Relations Department), Global Governance Headquarters and Global Innovation Headquarters
- (3) Consulting & Asset Business Transformation Headquarters
- (4) Internal Audit Department
- (5) Office for Audit and Supervisory Committee
- (6) Technology and Innovation General Headquarters

ARTICLE 2 TRADE NAMES AND ADDRESSES

The trade names and addresses of NTT Data and Preparation Corporation, respectively, are as follows:

- (1) NTT Data (the splitting company in the Absorption-Type Company Split)

Trade name:	NTT DATA CORPORATION
Address:	3-3, Toyosu 3-chome, Koto-ku, Tokyo
- (2) Preparation Corporation (the succeeding company in the Absorption-Type Company Split)

Trade name:	NTT DATA Japan Preparation Corporation
Address:	3-3, Toyosu 3-chome, Koto-ku, Tokyo

ARTICLE 3 SUCCESSION OF RIGHTS AND OBLIGATIONS

1. The assets, liabilities, agreements and other rights and obligations to be succeeded to by Preparation Corporation from NTT Data through the Absorption-Type Company Split (hereinafter referred to as the “**Rights and Obligations Subject to Succession**”) are as set out in the Schedule hereto.
2. NTT Data will be discharged from the liabilities assumed by Preparation Corporation through the Absorption-Type Company Split.

ARTICLE 4 CONSIDERATION FOR ABSORPTION-TYPE COMPANY SPLIT

Upon the Absorption-Type Company Split, Preparation Corporation shall deliver to NTT Data 999 shares of common stock of Preparation Corporation as consideration for the Rights and Obligations Subject to Succession.

ARTICLE 5 MATTERS CONCERNING STATED CAPITAL AND RESERVES OF PREPARATION CORPORATION

The amounts by which Preparation Corporation’s share capital and reserves shall increase as a result of the Absorption-Type Company Split will be such amounts as Preparation Corporation appropriately determines pursuant to the provisions of Article 37 and Article 38 of the Regulations on Corporate Accounting.

ARTICLE 6 EFFECTIVE DATE

The effective date of the Absorption-Type Company Split (hereinafter referred to as the “**Effective Date**”) shall be July 1, 2023; provided, however, that if NTT Data and Preparation Corporation determine as necessary due to the necessity of the procedures for the Absorption-Type Company Split or other matters, NTT Data and Preparation Corporation may discuss and agree to change the Effective Date.

ARTICLE 7 RESOLUTION AT GENERAL MEETING OF SHAREHOLDERS

No later than the day before the Effective Date, NTT Data and Preparation Corporation shall each obtain the resolution of its general shareholders meeting (including where a general shareholders meeting is deemed to have been held pursuant to Article 319 Paragraph 1 of the Companies Act; hereinafter the same meaning shall apply) to approve this Agreement and the necessary terms of the Absorption-Type Company Split.

ARTICLE 8 NON-COMPETITION

NTT Data does not owe a non-competition obligation pursuant to Article 21 of the Companies Act with respect to the Business succeeded to by Preparation Corporation.

ARTICLE 9 AMENDMENT OF TERMS AND CONDITIONS OF ABSORPTION-TYPE COMPANY SPLIT AND TERMINATION OF THIS AGREEMENT

If, between the execution date of this Agreement and the Effective Date, any material change to the assets or business conditions of NTT Data or Preparation Corporation occurs, any circumstance with a material adverse effect on the Absorption-Type Company Split arises or becomes evident, or it otherwise becomes difficult to achieve the purpose of the Absorption-Type Company Split, NTT Data and Preparation Corporation may, discuss and agree to amend the terms and conditions of the Absorption-Type Company Split or other terms of this Agreement, or terminate this Agreement.

ARTICLE 10 VALIDITY OF THE ABSORPTION-TYPE COMPANY SPLIT

If, no later than the day before the Effective Date, either NTT Data or Preparation Corporation fails to obtain approval by a resolution of its general shareholders meeting as set out in Article 7, or this Agreement is terminated pursuant to the preceding article, this Agreement will cease to be effective.

ARTICLE 11 GOVERNING LAW AND JURISDICTION

1. This Agreement shall be governed by and interpreted in accordance with the laws of Japan.
2. The Tokyo District Court shall have exclusive jurisdiction at first instance over any dispute in connection with this Agreement.

ARTICLE 12 DISCUSSION

NTT Data and Preparation Corporation shall, upon discussion and agreement, decide any matters necessary for the Absorption-Type Company Split, in addition to those set out herein, in accordance with the intent of this Agreement.

(remainder of page is intentionally left blank)

IN WITNESS WHEREOF, this Agreement has been executed in duplicate and each party shall retain one original copy hereof after duly affixing their respective seals.

Date: May 12, 2023

NTT Data: NTT DATA CORPORATION
3-3, Toyosu 3-chome, Koto-ku, Tokyo
By: Yo Honma, Representative Director and President [SEAL]

Preparation Corporation: NTT DATA Japan Preparation Corporation.
3-3, Toyosu 3-chome, Koto-ku, Tokyo
By: Yo Honma, Representative Director and President [SEAL]

SCHEDULE

Details of the Rights and Obligations Subject to Succession

The rights and obligations subject to succession from NTT Data to Preparation Corporation as of the Effective Date shall be the following rights and obligations of NTT Data as of immediately prior to the Effective Date. Among the rights and obligations succeeded to by Preparation Corporation from NTT Data, the assets and liabilities shall be decided based on NTT Data’s balance sheet as of March 31, 2023, with additions/deletions made for changes thereto between such date and the Effective Date.

- 1. Assets
 - (A) Fixed assets:
 - (1) Shares and equity interests: Shares and equity interests in the companies that belong mainly to the Business as of the Effective Date
 - (2) Tangible fixed assets: Tangible fixed assets that belong mainly to the Business as of the Effective Date such as data communication equipment
 - (3) Intangible fixed assets: Intangible fixed assets that belong mainly to the Business as of the Effective Date such as software
 - (4) Other assets: Other assets that belong mainly to the Business as of the Effective Date (claims to refund security deposits and guarantee monies with respect to lease of real property from a third party to NTT Data (limited to leases of which the contractual status with third parties pertaining to such leases is succeeded to by Preparation Corporation from NTT Data in accordance with Section 3 below), long term prepaid expenses, etc.)
 - (B) Current assets: (1) All rights and rights to payment pursuant to the agreements (excluding employment agreements) succeeded to as set out in Section 3 below, and (2) all current assets that belong mainly to the Business as of the Effective Date
 - (C) Rights to payment such as account receivables and accounts due arising from collection service, etc. during the ordinary course of business of the Excluded Business

Provided, however, that the assets listed in the following items shall be excluded:

- (1) Real property such as land and buildings, and accompanying facilities which NTT Data needs to continuously hold from the perspective of the most appropriate asset management of NTT Data Group (which shall mean NTT Data and its subsidiaries and relevant companies, collectively; hereinafter the same meaning shall apply), and all rights pertaining thereto (excluding claims to refund security deposits and guarantee monies which shall be succeeded to by Preparation Company from NTT Data in accordance with item 4 of Section 1.(A)). The real property such as land and buildings, and accompanying facilities to be excluded are hereinafter collectively referred to as “**Excluded Real Property**”.
- (2) Shares and equity interests of companies, etc. which NTT Data needs to continuously hold (hereinafter referred to as “**Excluded Companies**”)

- 2. Liabilities
 - (A) All obligations and liabilities pursuant to the agreements succeeded to (excluding employment agreements) as set out in Section 3 below
 - (B) All interest-bearing debt obligations, lease obligations, and liabilities such as received security deposits and guarantee monies, each of which obligations or liabilities belongs mainly to the Business as of the Effective Date
 - (C) Liabilities such as accounts payable and accrued liabilities arising from procurement services, etc. during the ordinary course of business of the Excluded Business

- 3. Agreements (excluding employment agreements)
Agreements that belong mainly to the Business as of the Effective Date (provided, however, that (i) agreements pertaining

to Excluded Property, (ii) agreements related to the licenses, permits, authorizations, approvals, certifications, registrations, notifications, subsidies, etc. (hereinafter referred to as the “**Licenses and Permits, etc.**”), which are difficult to be succeeded to pursuant to applicable laws and regulations, (iii) agreements which NTT Data needs to continuously hold among the agreements with Excluded Companies and shareholders or equity interest holders of Excluded Companies, (iv) all rights and rights to payment pursuant to these agreements, and (v) all obligations and liabilities pursuant to these agreements listed in (i) through (iv) shall be excluded)

4. Employment Agreements

The contractual status pertaining to employment agreements with NTT Data’s employees who belong mainly to the Business as of the Effective date (excluding, however, employees that have individually agreed not to be succeeded to Preparation Corporation a result of the Absorption-Type Company Split) and all rights and obligations associated thereto.

5. Licenses and Permits, etc.

All Licenses and Permits, etc. that belong mainly to the Business and that are held or obtained, etc. by NTT Data as of the Effective Date, and can be succeeded to pursuant to applicable laws and regulations.

6. Others

Among the Rights and Obligations Subject to Succession, as for those which are found after the execution of this Agreement to be difficult to be succeeded to due to laws or other regulations or provisions under agreements (including those which were found to cause unexpected losses to NTT Data or Preparation Corporation if succeeded to), NTT Data and Preparation Corporation may, if necessary, discuss and exclude those rights and obligations from the Rights and Obligations Subject to Succession.

3. Matters Concerning the Appropriateness of the Number of Shares to be Delivered to the Company by the Successor Company

The Successor Company will newly issue 999 shares of common stock upon the Absorption-Type Company Split and allot and deliver such shares to the Company. Since the Successor Company is a wholly owned subsidiary of the Company and all shares newly issued by the Successor Company upon the Absorption-Type Company Split will be allotted and delivered to the Company, the number of shares to be delivered by the Successor Company may be determined at any number. Therefore, the Company believes that the above-mentioned number of shares, which was determined through discussion between the Company and the Successor Company, is appropriate.

4. Matters Concerning the Appropriateness of the Amount of Stated Capital and Reserves of the Successor Company

The amounts by which the Successor Company’s share capital and reserves shall increase as a result of the Absorption-Type Company Split will be such amounts as the Successor Company appropriately determines pursuant to the provisions of Article 37 and Article 38 of the Regulations on Corporate Accounting. This determination is to be made, pursuant to the laws and regulations, after comprehensive consideration and review of the Successor Company’s financial condition, capital policy and other various circumstances, and is considered appropriate.

5. Financial Statements, etc. of the Successor Company as of the Date of Establishment

Since the Successor Company was established on November 1, 2022, there is no finalized “latest fiscal year”. The details of the Successor Company’s balance sheet as of the date of its establishment are as follows:

(Unit: million yen)

Description	Amount	Description	Amount
Assets		Liabilities	
Current Assets	200	(Total Liabilities)	—
Cash and Deposits	200	Net Assets	
		Share Capital	100
		Legal Capital Reserves	100
		(Total Net Assets)	200
Total Assets	200	Total Liabilities and Net Assets	200

6. Disposition of Material Assets, Incurrence of Material Liabilities and Other Events that Materially Affect the Status of Assets that Occurred After the Date of Establishment the Successor Company

Not applicable.

7. Disposition of Material Assets, Incurrence of Material Liabilities and Other Events that Materially Affect the Status of Assets that Occurred After the Latest Fiscal Year of the Company

Not applicable.

No. 3 | Partial Amendments to the Articles of Incorporation

The company proposes to amend part of the current Articles of Incorporation as shown in the proposed amendments to the Articles of Incorporation below.

1. Purpose of the Amendments

In connection with the Transition to Holding Company Structure as described in Proposal No. 2 “Approval of Absorption-Type Company Split Agreement”, the Company proposes that the trade name of the Company be changed to “NTT DATA GROUP CORPORATION” and the business purpose be changed to “business management, etc. as a holding company”.

These amendments shall come into effect on the effective date of the Absorption-Type Company Split, July 1st, 2023, subject to the Absorption-Type Company Split coming into effect.

2. Details of the Amendments

The details of amendments are as follows.

(Underlined parts indicate amendment)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<p>Article 1 (Trade Name)</p> <p>The trade name of the company is <u>Kabushiki Kaisha NTT DATA</u>.</p> <p>2. The trade name of the company in English translation shall be <u>NTT DATA CORPORATION</u>.</p> <p>Article 2 (Purpose)</p> <p>The purpose of the company shall engage in the following activities:</p> <p>1. <u>Telecommunication businesses;</u></p> <p>2. <u>Contracted work for development and maintenance, sale and lease of data communication systems;</u></p> <p>3. <u>Contracted work for development and maintenance, sale and lease of software and equipment relating to data communication systems;</u></p> <p>4. <u>Contracted construction work relating to data communication systems, and other types of contracted construction and installment work;</u></p>	<p>Article 1 (Trade Name)</p> <p>The trade name of the company is <u>Kabushiki Kaisha NTT DATA GROUP</u>.</p> <p>2. The trade name of the company in English translation shall be <u>NTT DATA GROUP CORPORATION</u>.</p> <p>Article 2 (Purpose)</p> <p>The purpose of the company shall engage in the following activities:</p> <p>1. <u>Controlling and managing business activities of companies (including foreign companies), partnerships (including those equivalent thereto in foreign countries), or any other entities similar thereto within the group by acquiring or holding their shares or equity;</u></p> <p>2. <u>Activities regarding the provision of management guidance and support to the companies, etc. set forth in the preceding item;</u></p> <p>3. <u>Planning, conducting surveys, research, development, providing technical support, training and consulting, and other activities regarding systems for management, business, information processing and telecommunications, etc.;</u></p> <p>4. <u>Acquisition, development of usage methods, usage permission, management, and transfer of intellectual properties such as copyrights and associated rights, industrial properties, know-how and others, and mediation for such activities;</u></p>

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<p>5. <u>Information processing, mediation and service provisions, as well as commodity trading and settlement operation services using networks such as the Internet, cable television, communication satellites etc;</u></p> <p>6. <u>Production and sale of contents such as multi-media-related voices, images, data etc;</u></p> <p>7. <u>Acting for administrative processes for enterprises, such as accounting administrations, salary calculations, various insurance processing implementations etc;</u></p> <p>8. <u>Acquisition, development of usage methods, usage permission, management, and transfer of intellectual properties such as copyrights, industrial properties, know-how and others, and mediation for such activities;</u></p> <p>9. <u>Development and sale of and advertising agency business for advertising medium;</u></p> <p>10. <u>Lease, mediation, possession and management of real estate properties;</u></p> <p>11. <u>Worker dispatching service;</u></p> <p>12. <u>Agency business for casualty insurance and services relating to solicitation for life insurance;</u></p> <p>13. <u>Contracted work for planning, study, research, training and consulting relating to each of the above;</u></p> <p>14. <u>Other general commercial activities apart from the above; and</u></p> <p>15. <u>All other businesses related to each of the above.</u></p>	<p>5. <u>Lease, mediation, possession and management of real estate properties; and</u></p> <p>6. <u>Other general commercial activities apart from the above.</u></p> <p>7. - 15. (Deleted)</p>

No. 4

Election of 9 Directors Who Are Not Audit and Supervisory Committee Members

All 9 directors who are not Audit and Supervisory Committee Members will complete their terms of office upon the closing of this general meeting of shareholders. Therefore, the Company requests shareholders to elect the 9 directors who are not Audit and Supervisory Committee Members.

If this proposal and Proposal No. 5 are approved as proposed, 7 out of all 13 directors will be appointed as independent directors, and as a result, a majority of our directors will be independent directors.

The profiles of the candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.		Name		Present position and areas of responsibility	Attendance at Board of Directors	Years served as Directors	
1	Re-appointment	Yo Honma	Male	President and Chief Executive Officer, Representative Director	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	9	
2	New	Yutaka Sasaki	Male	Executive Vice President Deputy responsible for Corporate Management Head of Corporate Headquarters Head of Strategy Office, Corporate Headquarters	—	—	
3	Re-appointment	Kazuhiro Nishihata	Male	Senior Executive Vice President and Representative Director Responsible for Global Segment	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	3	
4	New	Kazuhiko Nakayama	Male	—	—	—	
5	Re-appointment	Eiji Hirano	Male	Outside Director Independent Director	Director	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	7
6	Re-appointment	Mariko Fujii	Female	Outside Director Independent Director	Director	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	4
7	Re-appointment	Patrizio Mapelli	Male	Foreign national	Director	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	3
8	Re-appointment	Fumihiko Ike	Male	Outside Director Independent Director	Director	Regular: 12 times / 12 times Extraordinary: 7 times / 7 times	3
9	Re-appointment	Shigenao Ishiguro	Male	Outside Director Independent Director	Director	Regular: 10 times / 10 times Extraordinary: 5 times / 5 times	1



Candidate No. **1** **Yo Honma** (Born May 8, 1956)

Reappointment

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1980 April Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION
 2014 June Executive Vice President and Director, and Company President of Enterprise IT Services Company of NTT DATA
 2015 July Executive Vice President and Director of NTT DATA
 2016 June Senior Executive Vice President and Representative Director of NTT DATA
 2018 June President and Chief Executive Officer, Representative Director of NTT DATA (present post)

Principal Concurrent Positions

President and Chief Executive Officer, Representative Director of NTT DATA Japan Preparation Corporation

Reasons for the nomination

He has extensive experience and record in management including organizational management in the financial sector and the enterprise sector over many years. In addition, he has been in charge of management as President and Chief Executive Officer, and Representative Director since 2018. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his extensive experience and record of performance, he is nominated as a candidate for Director.

Attendance at board of directors (FY 2022)

Regular: 12 times / 12 times (100%)
 Extraordinary: 7 times / 7 times (100%)

Years served as a Director 9 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held (Of which, the number of shares to be delivered under the Stock Compensation Plan) 65,773 shares (12,473 shares)



Candidate No. **2** **Yutaka Sasaki** (Born September 13, 1965)

New

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1990 April Joined NTT DATA
 2016 June Senior Vice President, Head of Business Solutions Sector of NTT DATA
 2018 June Senior Vice President, Head of Manufacturing IT Innovation Sector of NTT DATA
 2020 June Executive Vice President, Head of Manufacturing IT Innovation Sector and Head of Business Solutions Sector of NTT DATA
 2021 June Executive Vice President and Director, Head of Strategy Headquarters, Head of Strategy Office, Strategy Headquarters of NTT DATA
 2022 June Executive Vice President, Head of Corporate Headquarters, Head of Strategy Office, Corporate Headquarters of NTT DATA (present post)

Principal Concurrent Positions

None

Reasons for the nomination

He has many years of organizational management in the enterprise sector as well as extensive experience and record in the Corporate Headquarters. Since he is expected to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for Director.

Number of shares of NTT DATA held (Of which, the number of shares to be delivered under the Stock Compensation Plan) 23,236 shares (6,236 shares)



Candidate No. **3** **Kazuhiro Nishihata** (Born March 16, 1957)

Reappointment

Male

Resume, position, Areas of responsibility and Principal Concurrent Positions

1981 April Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION
 2006 June President and Representative Director of NTT EUROPE LTD.
 2009 June Senior Vice President, Head of Global Business Sector of NTT DATA
 2015 June Executive Vice President and Director of NTT DATA
 2017 June Senior Executive Vice President and Representative Director of NTT DATA
 2018 June Executive Advisor of NTT DATA
 2020 June Senior Executive Vice President and Representative Director of NTT DATA (present post)
 2022 October President and Chief Executive Officer, Representative Director of NTT DATA, Inc. (present post)

Principal Concurrent Positions

President and Chief Executive Officer, Representative Director of NTT DATA, Inc.

Reasons for the nomination

He has extensive experience and record of management in the global business sector in the NTT Group companies and NTT DATA. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for Director.

Attendance at board of directors (FY 2022)

Regular: 12 times / 12 times (100%)

Extraordinary: 7 times / 7 times (100%)

Years served as a Director

3 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held

(Of which, the number of shares to be delivered under the Stock

Compensation Plan)

45,683 shares

(7,483 shares)



Candidate No. **4** **Kazuhiko Nakayama** (Born October 5, 1964)

New

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1989 April Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
 2007 June General Accounting Manager, Accounts and Finance Department of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
 2012 July Head of Investor Relations Office, Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
 2014 June Chief of Staff, CEO's Office of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
 2018 June Head of Finance Department of NTT Communications Corporation
 2019 June Director and Head of Finance Department of NTT Communications Corporation
 2020 June Senior Vice President and Head of Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION (present post)

Principal Concurrent Positions

None

Reasons for the nomination

He has extensive experience and record in business management and finance field at NIPPON TELEGRAPH AND TELEPHONE CORPORATION and the NTT Group companies. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for Director.

Number of shares of NTT DATA held

(Of which, the number of shares to be delivered under the Stock

Compensation Plan)

500 shares



Candidate No.

5

Eiji Hirano

(Born September 15, 1950)

Outside Director

Independent Director

Reappointment

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1973	April	Joined Bank of Japan (Resigned in June 2006)
2006	June	Vice President and Director of Toyota Financial Services Corporation
2014	June	Special Advisor of Toyota Financial Services Corporation
2014	September	Vice Chairman and Director of MetLife Insurance K.K.
2015	May	Vice Chairman and Representative Executive Officer, Director of MetLife Insurance K.K.
2015	June	Director of RIKEN CORPORATION (present post)
2016	June	Director of NTT DATA (present post)
2016	July	Advisor of Toyota Financial Services Corporation (resigned in June 2017)
2017	September	Vice Chairman and Director of MetLife Insurance K.K. (present post)
2017	October	Chairperson of the Board of Governors, Government Pension Investment Fund (GPIF) (resigned in March 2021)
2022	June	Director of Ichiyoshi Securities Co., Ltd. (present post)

Principal Concurrent Positions

Director of RIKEN CORPORATION
Director of Ichiyoshi Securities Co., Ltd.

Reason for the nomination as a candidate for outside director and outline of expected role

He has extensive experience in the financial sector, and wide perspectives concerning financial administration and international finance. He is nominated as a candidate for Outside Director since he is expected to contribute, as an outside director, to the enhancement of supervisory function of business execution as well as the provision of advice using his wide range of perspectives.

[Matters related to independence]

Mr. Eiji Hirano satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the criteria of independence (*) for independent directors stipulated by the Company.

The Company has business transaction with Government Pension Investment Fund, in which he served as Chairperson of the Board of Governors, 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 and Representative Executive Officer, Director 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. 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. 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.

Based on the above, the Company judges that independence of Mr. Hirano is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 26.

Note:

Mr. Eiji Hirano is the candidate for Outside Director. In addition, as described in the above section "Matters related to independence," he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed, and the criteria of independence for independent directors stipulated by the Company. As such, NTT DATA has designated Eiji Hirano as an independent director and has notified this to the Tokyo Stock Exchange. If he is elected as Outside Director, the Company will continue to designate him as an independent director.

Attendance at board of directors (FY 2022)

Regular: 12 times / 12 times (100%)
Extraordinary: 7 times / 7 times (100%)

Years served as a Director 7 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held

11,900 shares



Candidate No.

6

Mariko Fujii

(Born March 9, 1955)

Outside Director	Independent Director
Reappointment	Female

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1977	April	Joined the Ministry of Finance
1997	July	Director of International Affairs and Research Division, Customs and Tariff Bureau of the Ministry of Finance
2001	March	Professor of Research Center for Advanced Economic Engineering of The University of Tokyo
2004	April	Professor of Research Center for Advanced Science and Technology of National University Corporation, The University of Tokyo (resigned in October 2015)
2014	June	Director of Electric Power Development Co., Ltd. (resigned in October 2015)
2015	October	Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of Latvia (resigned in January 2019)
2016	June	Emeritus Professor of The University of Tokyo (present post)
2019	June	Director of NTT DATA (present post)
2019	June	Director of Mitsubishi UFJ Financial Group, Inc. (present post)

Principal Concurrent Positions

Director of Mitsubishi UFJ Financial Group, Inc.

Attendance at board of directors (FY 2022)

Regular: 12 times / 12 times (100%)
Extraordinary: 7 times / 7 times (100%)

Years served as a Director 4 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held

7,800 shares

Reason for the nomination as a candidate for outside director and outline of expected role

She has keen discernment and extensive experience accumulated through her career in public administration, research on economics and foreign affairs. Based on this, she is expected to contribute to the enhancement of supervisory functions in executing management and the provision of opinions from broad viewpoints and is nominated as a candidate for Outside Director. Note that she has no experience of engagement in management of a company in any other manner than serving as an outside director. However, based on the above reasons, the Company judges that she can perform the duties of Outside Director properly.

[Matters related to independence]

Ms. Mariko Fujii satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of NTT DATA are listed and the criteria of independence (*) for independent directors stipulated by the Company.

Based on the above, the Company judges that independence of Ms. Fujii is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 26.

Note:

Ms. Mariko Fujii is a candidate for Outside Director. In addition, as described in the above section "Matters related to independence," she does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the criteria of independence for independent directors stipulated by the Company. As such, NTT DATA has designated Mariko Fujii as an independent director and has notified this to the Tokyo Stock Exchange. If she is elected as Outside Director, the Company will continue to designate her as an independent director.



Candidate No. **7** **Patrizio Mapelli** (Born March 17, 1955)

Foreign national

Reappointment

Male

Resume, position, Areas of responsibility and Principal Concurrent Positions

1982 September Joined Olivetti
1995 July Senior Partner of Ernst & Young
2000 July Vice President of A.T. Kearney
2002 October Senior Partner of Value Partners S.p.A.
2002 October CEO of Value Team S.p.A. (current NTT DATA Italia S.p.A.)
2013 January CEO of NTT DATA EMEA LTD.
2018 April Chairman of the Board of NTT DATA Italia S.p.A.
2020 June Director of NTT DATA (present post)
2022 October Director of NTT DATA, Inc. (present post)

Principal Concurrent Positions

Director of the Board of NTT DATA Europe & Latam, S.L. U.
Director of the Board of NTT DATA EMEA LTD.
Director of NTT DATA, Inc.

Reasons for the nomination

He has extensive experience and record of performance in management in overseas market, mainly in Europe. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for Director.

Attendance at board of directors (FY 2022)

Regular: 12 times
/ 12 times (100%)

Extraordinary: 7 times
/ 7 times (100%)

Years served as a Director

3 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held

0 shares



Candidate No.

8

Fumihiko Ike

(Born May 26, 1952)

Outside Director	Independent Director
Reappointment	Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1982	February	Joined Honda Motor Co., Ltd.
2003	June	Chief Operating Officer for Power Products Operation and Director of Honda Motor Co., Ltd.
2006	April	Chief Financial Officer and Director of Honda Motor Co., Ltd.
2007	June	Chief Financial Officer and Managing Director of Honda Motor Co., Ltd.
2008	April	Chief Operating Officer for Asia and Oceania Region and Managing Director of Honda Motor Co., Ltd. President and Director of Asian Honda Motor Co., Ltd. (resigned in March 2011)
2011	April	Chief Financial Officer, Risk Management Officer, Chief Office for Information Systems and Senior Managing Director of Honda Motor Co., Ltd.
2012	April	Chief Financial Officer, Chief Information Officer, Risk Management Officer and Senior Managing Director of Honda Motor Co., Ltd.
2013	April	Chairman and Representative Director of Honda Motor Co., Ltd. (resigned in June 2016)
2014	May	Chairman of Japan Automobile Manufacturers Association, Inc. (resigned in May 2016)
2020	June	Director of NTT DATA (present post)
2021	June	Director of Eisai Co., Ltd. (present post)
2021	June	Director of Resona Holdings, Inc. (present post)

Attendance at board of directors (FY 2022)

Regular: 12 times / 12 times (100%)

Extraordinary: 7 times / 7 times (100%)

Years served as a Director

3 years

(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held

14,000 shares

Principal Concurrent Positions

Director of Eisai Co., Ltd.
Director of Resona Holdings, Inc.

Reason for the nomination as a candidate for outside director and outline of expected role

He has extensive experience in management in global business and a high level of insight of IT. He is nominated as a candidate for Outside Director since he is expected to contribute, as an outside director, to the enhancement of supervisory function of business execution as well as the provision of advice using his wide range of perspectives.

[Matters related to independence]

Mr. Fumihiko Ike satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of NTT DATA are listed and the criteria of independence (*) for independent directors stipulated by the Company.

From October 2016 to September 2017, he 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 5 million yen per year. Therefore, we are determined that there is no concern in relation to his independence.

He was Chairman of Japan Automobile Manufacturers Association, Inc., a general incorporated association. The Company has business transactions with Japan Automobile Manufacturers Association, Inc. 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.

Based on the above, the Company judges that independence of Mr. Ike is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 26.

Note:

Mr. Fumihiko Ike is a candidate for an outside director. As described in the above section "Matters related to independence," he has been designated as an independent director and notified to the Tokyo Stock Exchange because he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the criteria of independence for independent directors stipulated by the Company. As such, if he is elected as an outside director, the Company will continue to designate him as an independent director.



Candidate No. **9** **Shigenao Ishiguro** (Born October 30, 1957)

Outside Director	Independent Director
Reappointment	Male

Number of shares of NTT DATA held
Attendance at board of directors (FY 2022)

Regular: 10 times / 10 times (100%)
Extraordinary: 5 times / 5 times (100%)

Years served as a Director
1 years
(as of the closing of this general meeting of shareholders)

Number of shares of NTT DATA held
800 shares

Resume, position, Areas of responsibility and Principal Concurrent Positions

- 1982 January Joined Tokyo Denki Kagaku Kogyo K.K. (current TDK Corporation)
- 2014 June Corporate Officer of TDK Corporation
- 2015 April CEO of Magnetic Heads and Sensors Business Company of TDK Corporation
- 2015 June Senior Vice President of TDK Corporation
- 2016 June President & Representative Director of TDK Corporation
General Manager of Humidifier Countermeasures HQ of TDK Corporation
- 2022 April Chairman & Representative Director of TDK Corporation
- 2022 June Chairman & Director of TDK Corporation (present post)
- 2022 June Director of NTT DATA (present post)

Principal Concurrent Positions

Chairman & Director of TDK Corporation

Reason for the nomination as a candidate for outside director and outline of expected role

He has extensive experience and record in management including organizational management in global business, strong insight into maximizing human resource and organizational capabilities. Since he is expected to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as the candidate for Outside Director.

[Matters related to independence]

Mr. Shigenao Ishiguro satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of NTT DATA are listed and the criteria of independence (*) for independent directors stipulated by the Company.

Based on the above, the Company judges that independence of Mr. Ishiguro is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 26.

Note:

Mr. Shigenao Ishiguro is a candidate for Outside Director. As described in the above section "Matters related to independence," he has been designated as an independent director and notified to the Tokyo Stock Exchange because he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the criteria of independence for independent directors stipulated by the Company. As such, if he is elected as an outside director, the Company will continue to designate him as an independent director.

Notes:

1. NIPPON TELEGRAPH AND TELEPHONE CORPORATION is a parent company of NTT DATA Corporation. NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, and NTT Communications Corporation is a subsidiary of NTT DOCOMO, INC., which is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.
2. Mr. Yo Honma concurrently serves as Chairman of the Japan Electronic Payment Promotion Organization. NTT DATA Corporation receives building rental fee and outsourcing fee from the Organization and pays annual membership fee to the Organization. There are no special interests between other candidates and NTT DATA Corporation.
3. Mr. Kazuhiko Nakayama will resign from the post of Senior Vice President of NIPPON TELEGRAPH AND TELEPHONE CORPORATION on June 22, 2023.
4. If Mr. Eiji Hirano, Ms. Mariko Fujii, Mr. Fumihiko Ike, and Mr. Shigenao Ishiguro are elected as directors, the Company will continue the liability agreement with the four directors under Article 427 (1) of the Companies Act, to limit their liabilities for damage compensation stipulated in Article 423 (1) of the same Act to the amount stipulated by law. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.
5. The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph(1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidates shall be included as insured persons under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
6. For the past 10 years, Mr. Kazuhiko Nakayama has been an executor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and NTT Communications Corporation, both of which are specified associated companies of NTT DATA Corporation. He currently serves as an executor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and his position and responsibilities are described in "Resume, Position, Areas of Responsibility and Principal Concurrent Positions."
7. The number of the Company's shares held by each candidate includes the number of shares to be delivered after his/her retirement based on the stock compensation plan (equivalent to the number of vested points in the performance-based stock compensation plan (trust-type)), which is indicated as a numerical number. For an overview of the Company's director compensation system, please refer to the Business Report "3. Circumstances of Corporate Governance (4) Matters Related to Corporate Officers (2) Policies concerning and total remuneration of Directors and Auditors".

No. 5

Election of One Director Who Is an Audit and Supervisory Committee Member

Katsura Sakurada, the Director who is an Audit and Supervisory Committee member, will resign upon the closing of this general meeting of shareholders. The Company requests shareholders to elect one director who is an Audit and Supervisory Committee member to fill this vacancy.

The term of office of the Director who is an Audit and Supervisory Committee member to be elected as a replacement will serve until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee member, in accordance with the provisions of the Articles of Incorporation of the Company. Also, the Audit and Supervisory Committee has given its consent to this proposal.

The profile of the candidate for a director who is an Audit and Supervisory Committee member is as follows:



Number of shares of
NTT DATA held
0 shares

Nobuyuki Tainaka

(Born January 31, 1963)

Outside
Director

Independent
Director

NEW

Male

Resume, position, Areas of responsibility and Principal Concurrent Positions

1986	April	Joined Canon Inc.
2007	July	General Manager, Group Risk Management Division, Legal Administration Center of Canon Inc.
2009	January	General Manager, Workforce Configuration Reform Promotion Division, Human Resources Management & Organization Headquarters of Canon Inc.
2012	January	Deputy Senior General Manager of Legal Administration Center, and General Manager of Risk Management Division of Canon Inc.
2014	April	Executive Officer and Senior General Manager, Global Legal Administration Center of Canon Inc. (resigned in March 2023)

Principal Concurrent Positions

None

Reason for the nomination as a candidate for outside director and outline of expected role

He has extensive experience in promotion and management of human resources and organizational restructuring, as well as a high level of legal insight. He is expected to secure the soundness of the company and establish a highly transparent and fair management monitoring system through the audit and supervision of business execution utilizing a wide range of perspectives and experience. Therefore, the Company has nominated him as a candidate for an outside director who is a member of the Audit and Supervisory Committee.

[Matters related to independence]

Mr. Nobuyuki Tainaka satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of NTT DATA are listed and the criteria of independence (*) for independent directors stipulated by the Company.

The Company has business transaction with Canon Inc., in which he served as an Executive Officer, 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.

Based on the above, the Company judges that independence of Mr. Tainaka is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 26.

(Note 1) No relationship of interest to be noted exists between Mr. Nobuyuki Tainaka and NTT DATA.

(Note 2) If Mr. Nobuyuki Tainaka is elected, the Company will continue the liability limitation agreement with him under Article 427 (1) of the Companies Act, to limit his liabilities for damage compensation stipulated in Article 423 (1) of the same Act to the amount stipulated by law. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.

(Note 3) The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph(1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidate shall be included as an insured person under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.

(Note 4) Mr. Nobuyuki Tainaka is a candidate for an outside director. In addition, as described in the above section "Matters related to independence," he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of NTT DATA are listed and the criteria of independence for independent directors stipulated by the Company. As such, if he is elected as an outside director, the Company will designate him as an independent director.

Matters Regarding Election and Nomination

(Election policy for directors who are not Audit and Supervisory Committee Members)

The candidates for directors who are not Audit and Supervisory Committee Members have been elected from personnel who have broad perspectives and experiences and can contribute to the development of the entire Group, excel in management ability and leadership, and are sophisticated in business management and motivated. The size of the Board of Directors is in direct proportion to the scale of business, and the Board of Directors is composed with consideration of having diversity (*) including in terms of internationality, and the balance of expertise, etc.

From the viewpoint of strengthening the supervisory function of business execution, we have elected several candidates in principle, as independent outside directors with no concern of causing a conflict of interest with the general shareholders.

*This includes factors such as gender, race, ethnicity, or cultural background.

(Election policy for candidate directors who are Audit and Supervisory Committee Members)

The candidate directors who are Audit and Supervisory Committee Members are to be elected from personnel that we can expect to conduct audits and supervision from viewpoints of specialized experience and knowledge. For fair audits of business execution of directors who are not Audit and Supervisory Committee Members, we have elected the majority of directors who are Audit and Supervisory Committee Members from the outside directors in compliance with the Companies Act.

(Procedures for election)

With regard to the procedures for selecting candidates for Directors, prior to the Board of Directors meeting, the Company shall explain the candidates to the parent company, Independent Outside Directors, and Directors who are Audit and Supervisory Committee Members, obtain appropriate advice from the candidates, make a resolution at the Board of Directors, and submit the resolution to the General Meeting of Shareholders. In addition to the above, with regard to the election of candidates for Directors who are not Audit and Supervisory Committee Members, the right to state opinions regarding the nomination by the Audit and Supervisory Committee shall be appropriately managed. In addition, the election of candidates for Directors who are Audit and Supervisory Committee Members shall be resolved by the Board of Directors after deliberation and consent of the Audit and Supervisory Committee, the majority of which are Outside Directors who are Audit and Supervisory Committee Members, and shall be submitted to the General Meeting of Shareholders.

Criteria of Independence

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 directors.

- 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 (*1);
- (2) A business executor of NTT DATA's lender exceeding the standards set forth by NTT DATA (*2);
- (3) An individual providing specialized services, such as a consultant, accountant or 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 (*3).

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

*1 NTT DATA's 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 fiscal years.

*2 NTT DATA's 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.

*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.

(Reference) Composition of the Board of Directors (after the conclusion of this General Meeting of Shareholders)

Name		Corporate management	International	Sales / Marketing Consulting	Development / R&D	Business Management	Finance & Accounting	Legal & Administrative	(Reference) Particular field of expertise *Executors only
Yo Honma		●		●	●	●			Financial / Enterprise Segment
Yutaka Sasaki				●	●	●			Enterprise Segment
Kazuhiro Nishihata		●	●	●		●			Global Segment
Kazuhiko Nakayama			●			●	●		Corporate Management
Eiji Hirano	Outside Director	●	●			●	●		—
	Independent Director								
Mariko Fujii	Outside Director		●					●	—
	Independent Director								
Patrizio Mapelli	Foreign national Director	●	●	●		●			—
Fumihiko Ike	Outside Director	●	●	●		●			—
	Independent Director								
Shigenao Ishiguro	Outside Director	●	●		●	●			—
	Independent Director								
Akihiko Okada	Outside director	●		●		●	●		—
	Independent Director								
Tomoko Hoshi	Outside Director		●				●		—
Nobuyuki Tainaka	Outside Director					●		●	—
	Independent Director								
Mitsuko Inamasu	Outside Director							●	—
	Independent Director								

(Note 1) Each candidate satisfies the Company's selection criteria, and this matrix shows the balance of the Board of Directors' areas of expertise.

(Note 2) ESG field is included in Business Management.

(Note 3) Up to four major skills possessed by each person are marked with "●".

Progress on Business Activities

To respond to the digital transformation that is accelerating globally and clients' needs that are becoming more diverse and sophisticated, we expanded our business in the global market and enhanced digital offerings specific to market changes. The business combination with NTT Ltd. allowed us to acquire capabilities in the field of connectivity globally, and we worked to provide various IT services ranging from consulting, application development, to infrastructure services.

[Summary of financial results for the 35th fiscal year]

Net sales, operating income, and net income increased due to the effect of scale expansion resulting from the consolidation of NTT Ltd. due to overseas business integration.

Net sales increased due to the effect of expanded consolidation, as well as the business growth in all segments and the impact of foreign exchange rates.

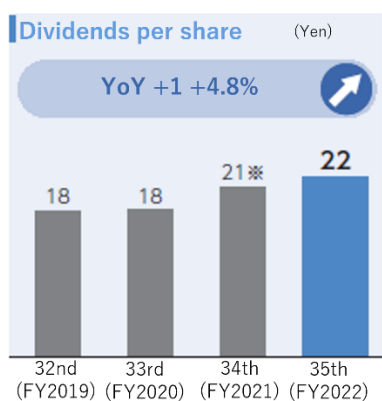
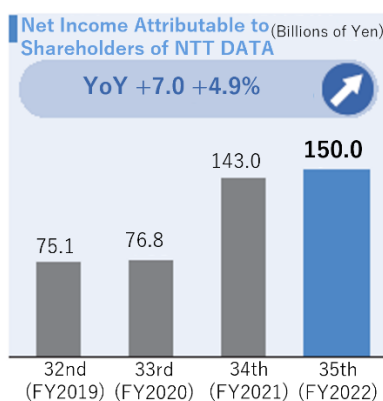
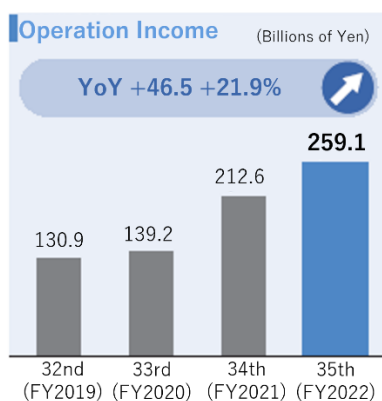
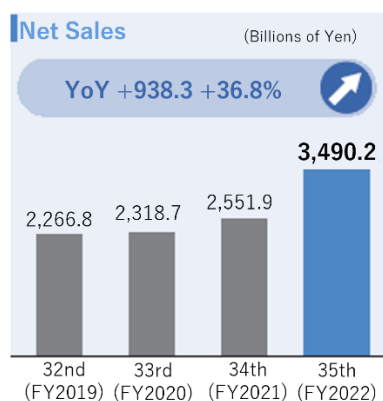
Operating income increased due to the effect of expanded consolidation and sales growth despite increase in company-wide strategic investments as well as loss from unprofitable projects.

(¥ Billion, except for net dividend per share [yen])

Items	Year	34th Fiscal Year (FY2021)	35th Fiscal Year (FY2022)	
Net sales		2,551.9	3,490.2	+36.8% +938.3
Operating income		212.6	259.1	+21.9% +46.5
Net income attributable to shareholders of NTT DATA		143.0	150.0	+4.9% +7.0
Net dividend per share		21*	22	+4.8% +1

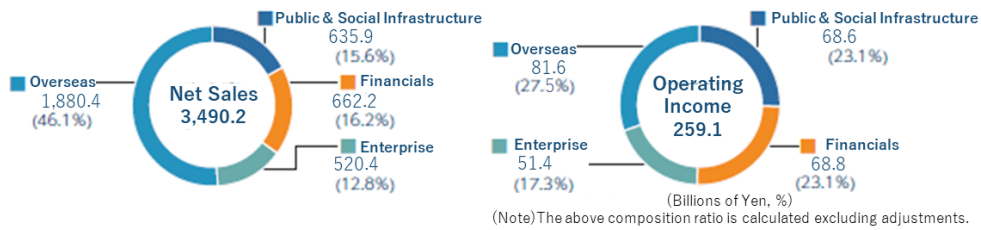
*includes special dividend of 2 yen

Highlight of the Results for the Fiscal Year Ended March 31, 2023



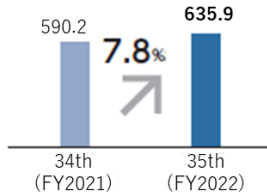
*Included special dividend of 2 yen.

Achievements in Fiscal Year 2022 –by Segments

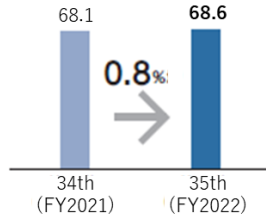


Public & Social Infrastructure

Net Sales



Operating Income

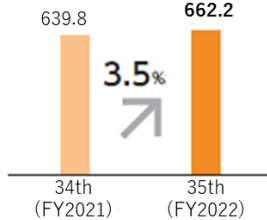


- The net sales was 635.9 billion yen (7.8% increase compared to the previous fiscal year) due mainly to the expansion in the scale of services for the central government and ministries as well as the telecom and utilities industry.

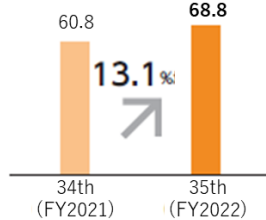
- The operating income was 68.6 billion yen (0.8% increase compared to the previous fiscal year) due mainly to sales growth, regardless of the occurrence of unprofitable projects recorded.

Financials

Net Sales



Operating Income

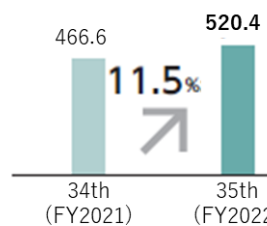


- The net sales was 662.2 billion yen (3.5% increase compared to the previous fiscal year) due mainly to the expansion in the scale of services for the major financial institutions.

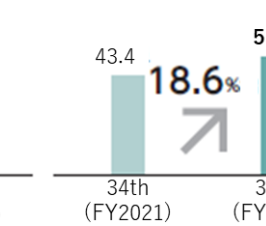
- The operating income was 68.8 billion yen (13.1% increase compared to the previous fiscal year) due mainly to sales growth.

Enterprise

Net Sales



Operating Income

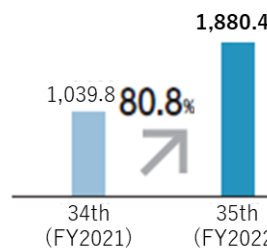


- The net sales was 520.4 billion yen (11.5% increase compared to the previous fiscal year) due mainly to the expansion in the projects for the manufacturing industry and the retail and service sectors as well as the scale of services for payment business.

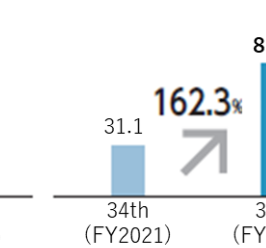
- The operating income was 51.4 billion yen (18.6% increase compared to the previous fiscal year) due mainly to sales growth.

Overseas

Net Sales



Operating Income



- The net sales was 1,880.4 billion yen (80.8% increase compared to the previous fiscal year) due mainly to the effect of scale expansion resulting from the consolidation of NTT Ltd, impact of foreign exchange rates, and the winning of projects in Europe.

- The operating income was 81.6 billion yen (162.3% increase compared to the previous fiscal year) due mainly to the effect of scale expansion due to the consolidation of NTT Ltd. and sales growth.

END