

February 19, 2019

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**Notice Regarding Changing of Conditions and Other Terms of Tender Offer for Shares of
Netyear Group Corporation (TSE Code 3622)**

NTT DATA Corporation (the “Offeror”) commenced a tender offer (the “Tender Offer”) on February 6, 2019 to acquire common stock of Netyear Group Corporation (Tokyo Stock Exchange Mothers Market (“TSE Mothers”) Code: 3622) (the “Target”, and such shares, the “Target Shares”). Although the Offeror had set a limit of 4,198,300 shares (60.00% of voting rights) for the expected maximum number of shares to be purchased in the Tender Offer, in order to provide more shareholders of the Target with the opportunity to sell, the Offeror planned to revise the expected maximum number of shares to be purchased to a number of shares calculated by deducting the number of Target Shares owned by special related parties of the Offeror (rounded down to the nearest unit) from 4,618,200 shares (66.00% of voting rights).

After commencing the Tender Offer, the Offeror conducted a detailed review of holdings of Target Shares by its special related parties, and determined that its special related parties did not hold any Target Shares. Therefore, the Offeror has today revised the expected maximum number of shares to be purchased to 4,618,200 shares (66.00% of voting rights). In accordance with this change, the Offeror hereby announces its revision of the contents of its “Notice Regarding Commencement of Tender Offer for Shares of Netyear Group Corporation and Entry Into Capital and Business Alliance Agreement with the Company.” dated February 5, 2019. as follows. Revised sections are underlined.

Revised Sections

1. Purpose of the Tender Offer

(1) Overview of the Tender Offer

[Before Revision (Excerpt)]

In the Tender Offer, 2,130,200 shares (30.44% of voting rights), the same number as the Anticipated Tendered Shares, has been set as the expected minimum number of shares to be purchased, and if the total number of share certificates offered for sale (the “Tendered Share Certificates”) according to the Tender Offer does not reach the expected minimum number of shares to be purchased, none of the Tendered Share Certificates will purchased.

In addition, the Offeror has set a limit of 4,198,300 shares (60.00% of voting rights) for the expected maximum number of shares to be purchased in the Tender Offer as of today, but after the commencement of the Tender Offer, the Offeror plans to revise the expected maximum number of shares to be purchased on or around February 19, 2019 to a number of shares calculated by deducting the number of Target Shares owned by special related parties of the Offeror (rounded down to the nearest unit) from 4,618,200 shares (66.00% of voting rights). If the total number of Tendered Share

Certificates exceeds the expected maximum number of shares to be purchased (4,198,300 shares or, in the case of a revision, the revised number), the Offeror will not purchase all or any part of the excess portion and will conduct transfers and other settlement procedures pertaining to tenders for shares using the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance.

The Offeror intends to continue to maintain the public listing of the Target Shares in order to maintain and respect the brand and management autonomy of the Target after the completion of the Tender Offer, and has therefore set a maximum number of shares to be purchased, but in order to provide more shareholders of the Target with the opportunity to sell, the Offeror plans to revise the expected maximum number of shares to be purchased to a number of shares calculated by deducting the number of Target Shares owned by special related parties of the Offeror (rounded down to the nearest unit) from 4,618,200 shares (66.00% of voting rights). However, since the Offeror plans to conduct a detailed review of holdings of Target Shares by its special related parties after the commencement of the Tender Offer, the Offeror has set a limit of 4,198,300 shares (60.00% of voting rights) as of today and plans to revise the upper limit after its review is complete.

[After Revision (Excerpt)]

In the Tender Offer, 2,130,200 shares (30.44% of voting rights), the same number as the Anticipated Tendered Shares, has been set as the expected minimum number of shares to be purchased, and if the total number of share certificates offered for sale (the “Tendered Share Certificates”) according to the Tender Offer does not reach the expected minimum number of shares to be purchased, none of the Tendered Share Certificates will purchased.

In addition, the Offeror intends to continue to maintain the public listing of the Target Shares in order to maintain and respect the brand and management autonomy of the Target after the completion of the Tender Offer, but in order to provide more shareholders of the Target with the opportunity to sell, the Offeror has set the expected maximum number of shares to be purchased to 4,618,200 shares (66.00% of voting rights). If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased, the Offeror will not purchase all or any part of the excess portion and will conduct transfers and other settlement procedures pertaining to tenders for shares using the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance.

2. Overview of the Tender Offer

(5) Expected Amount of Shares to be Purchased

[Before Revision (Excerpt)]

Expected Number of Shares to be Purchased	Expected Minimum Number of Shares to be Purchased	Expected Maximum Number of Shares to be Purchased
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<u>4,198,300</u>	2,130,200	<u>4,198,300</u>
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(Note 1) If the total number of Tendered Share Certificates received does not reach the expected minimum number of shares to be purchased (2,130,200 shares), none of the Tendered Share Certificates will be purchased.

(Note 2) If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased (4,198,300), the Offeror will not purchase all or any part of the excess portion, and will conduct transfers and other settlements pertaining to tenders for shares according to the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance.

(Note 3) After commencement of the Tender Offer, the Offeror plans to revise the expected maximum number of shares to be purchase on or around February 19, 2019 to a number of shares calculated by deducting the number of shares of the Target held by special related parties of the Offeror (rounded down to the nearest unit) from 4,618,200 shares.

(Note 4) Shares representing less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to require purchase of shares representing less than one unit in accordance with the Companies Act (Act No. 86, 2005) (as amended, the “Companies Act”), the Target may purchase their treasury shares during the tender offer period in accordance with the procedures set forth in applicable laws and regulations.

(Note 5) There is no plan to acquire treasury shares held by the Target through this Tender Offer.

[After Revision (Excerpt)]

Expected Number of Shares to be Purchased	Expected Minimum Number of Shares to be Purchased	Expected Maximum Number of Shares to be Purchased
<u>4,618,200</u>	2,130,200	<u>4,618,200</u>

(Note 1) If the total number of Tendered Share Certificates received does not reach the expected minimum number of shares to be purchased (2,130,200 shares), none of the Tendered Share Certificates will be purchased.

(Note 2) If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased (4,618,200), the Offeror will not purchase all or any part of the excess portion, and will conduct transfers and other settlements pertaining to tenders for shares according to the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance.

(Note 3) Shares representing less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to require purchase of shares representing less than one unit in accordance with the Companies Act (Act No. 86, 2005) (as amended, the “Companies Act”), the Target may purchase their treasury shares during the tender offer period in accordance with the procedures set forth in applicable laws and regulations.

(Note 4) There is no plan to acquire treasury shares held by the Target through this Tender Offer.

(6) Change in Ownership Percentage of Shares through the Tender Offer

[Before Revision (Excerpt)]

Number of voting rights pertaining to the shares held by the Offeror prior to the Tender	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)
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Offer:		
Number of voting rights pertaining to the shares held by special related parties prior to the Tender Offer:	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)
Number of voting rights pertaining to the shares held by the Offeror after the Tender Offer:	<u>41,983</u> units	(Percentage of ownership of share certificates after the Tender Offer: <u>59.99%</u>)
Number of voting rights pertaining to the shares held by special related parties after the Tender Offer:	- units	(Percentage of ownership of share certificates after the Tender Offer: -%)
Number of voting rights for all shareholders of the Target:	69,973 units	

(Note 1) The Offeror plans to conduct a review of holdings of Target Shares by its special related parties after the commencement of the Tender Offer. In the event that it becomes necessary to amend the Tender Offer Statement based on the results of that investigation, the Offeror plans to submit an amendment to the Tender Offer Statement.

(Note 2) The “number of voting rights for all shareholders of the Target” is the number of voting rights of all of the shareholders (listing the number of shares in one unit as 100) based on the list of shareholders as of September 30, 2018 as stated in the quarterly securities report for the second quarter of the fiscal year ending March 31, 2019 filed by the Target on November 8, 2018. However, the Tender Offer also covers shares representing less than one unit, and therefore, in calculating the “percentage of ownership of share certificates prior to the Tender Offer” and the “percentage of ownership of share certificates after the Tender Offer,” the denominator used in the calculation is the number of voting rights (69,988) pertaining to the number of shares (6,998,887) which was calculated by deducting the treasury shares held by the Target as of December 31, 2018 (113) as listed in the “Summary of Financial Results for the Third Quarter of the Fiscal Year Ending March 31, 2019 [Japanese GAAP] (Consolidated)” (the “Financial Results”) released by the Target today from the total number of issued shares of the Target (6,999,000) as of December 31, 2018 as shown in the Financial Results.

(Note 3) The “percentage of ownership of share certificates prior to the Tender Offer” and the “percentage of ownership of share certificates after the Tender Offered” have been rounded to two decimal points.

[After Revision (Excerpt)]

Number of voting rights pertaining to the shares held by the Offeror prior to the Tender Offer:	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)
Number of voting rights pertaining to the shares held by special related parties prior to the Tender Offer:	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)

Number of voting rights pertaining to the shares held by the Offeror after the Tender Offer:	<u>46,182</u> units	(Percentage of ownership of share certificates after the Tender Offer: <u>65.99%</u>)
Number of voting rights pertaining to the shares held by special related parties after the Tender Offer:	- units	(Percentage of ownership of share certificates after the Tender Offer: -%)
Number of voting rights for all shareholders of the Target:	<u>69,973</u> units	

(Note 1) The “number of voting rights for all shareholders of the Target” is the number of voting rights of all of the shareholders (listing the number of shares in one unit as 100) based on the list of shareholders as of September 30, 2018 as stated in the quarterly securities report for the second quarter of the fiscal year ending March 31, 2019 filed by the Target on November 8, 2018. However, the Tender Offer also covers shares representing less than one unit, and therefore, in calculating the “percentage of ownership of share certificates prior to the Tender Offer” and the “percentage of ownership of share certificates after the Tender Offer,” the denominator used in the calculation is the number of voting rights (69,988) pertaining to the number of shares (6,998,887) which was calculated by deducting the treasury shares held by the Target as of December 31, 2018 (113) as listed in the “Summary of Financial Results for the Third Quarter of the Fiscal Year Ending March 31, 2019 [Japanese GAAP] (Consolidated)” (the “Financial Results”) released by the Target today from the total number of issued shares of the Target (6,999,000) as of December 31, 2018 as shown in the Financial Results.

(Note 2) The “percentage of ownership of share certificates prior to the Tender Offer” and the “percentage of ownership of share certificates after the Tender Offered” have been rounded to two decimal points.

(7) Purchase Price

[Before Revision (Excerpt)]

3,568,555,000 yen

(Note) The purchase price is the amount obtained by multiplying the number of shares expected to be purchased (4,198,300) by the Tender Offer Price per share (850 yen).

[After Revision (Excerpt)]

3,925,470,000 yen

(Note) The purchase price is the amount obtained by multiplying the number of shares expected to be purchased (4,618,200) by the Tender Offer Price per share (850 yen).

(9) Other Conditions and Methods of the Tender Offer

① Conditions Listed in Article 27-13, Paragraph 4 of the Act and Details Thereof

[Before Revision (Excerpt)]

If the total number of Tendered Share Certificates received does not reach the expected minimum number of shares to be purchased (2,130,200 shares), none of the Tendered Share Certificates will be purchased. If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased (4,198,300 shares or, in the case of a revision, the revised number), the Offeror will not purchase all or any part of the excess portion, and will conduct transfers and other settlements pertaining to tenders for shares according to the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance (in the event the number of each of the Tendered Share Certificates includes shares representing less than one trading unit, the number of shares purchased calculated using the pro rata method will be limited to each number of Tendered Share Certificates).

[After Revision (Excerpt)]

If the total number of Tendered Share Certificates received does not reach the expected minimum number of shares to be purchased (2,130,200 shares), none of the Tendered Share Certificates will be purchased. If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased (4,618,200 shares), the Offeror will not purchase all or any part of the excess portion, and will conduct transfers and other settlements pertaining to tenders for shares according to the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance (in the event the number of each of the Tendered Share Certificates includes shares representing less than one trading unit, the number of shares purchased calculated using the pro rata method will be limited to each number of Tendered Share Certificates).

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