

*Note: This document is the English translation of “Dai 34kai teiji kabunushisokai shoshu gotsuchi” (Notice of Convocation of the 34th 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 30, 2022

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 CONVOCATION OF THE 34th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that our 34th Ordinary General Meeting of Shareholders will be held as follows. After careful consideration of the spread of COVID-19 infections, the Company has decided to hold this General Meeting of Shareholders after taking appropriate measures to prevent infection.

In order to avoid the risk of infection among shareholders and our officers and employees, **shareholders are urged to exercise their voting rights in advance via the Internet (or by mail) and refrain from coming to the meeting regardless of their health conditions.**

We will therefore provide a live distribution of the General Meeting of Shareholders online as described below. Also, 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.

Shareholders are kindly requested to exercise their voting rights by 6:00 p.m. on Wednesday, June 15, 2022, after reviewing the reference documents for the General Meeting of Shareholders set forth below.

### How to exercise your voting rights

#### By electronic method (via Internet)



Please access our voting website written on the Voting Rights Exercise Form at <https://www.web54.net> and enter your approval or disapproval following the instructions on the screen after examining the attached reference documents for the meeting or those on the website.

 For more information about exercising your voting rights via the Internet, please refer to page 4.

**Deadline** By 6:00 p.m., Wednesday, June 15, 2022

#### By mail



Please examine the attached reference documents for the meeting, indicate your approval or disapproval on the enclosed Voting Rights Exercise Form, and then send the Voting Rights Exercise Form back to us so that it arrives before the deadline below.

**Deadline** By 6:00 p.m., Wednesday, June 15, 2022

## Particulars

1	Date	Thursday, June 16, 2022 at 10:00 a.m.	
2	Venue	5th Floor, Tokyo Conference Center Shinagawa NTT DATA Shinagawa Building (A,RE,A Shinagawa) 1-9-36 Konan, Minato-ku, Tokyo <b>*As mentioned above, in order to avoid the risk of infection of shareholders and officers and employees of the Company with COVID-19, we strongly request that shareholders refrain from attending the meeting.</b>	
3	Purposes of the Meeting	To be reported	1. Report on the business report, consolidated financial statements, and audit results of the consolidated financial statements by an independent auditor and the Audit and Supervisory Committee for the 34th fiscal year (from April 1, 2021 to March 31, 2022) 2. Report on non-consolidated financial statements for the 34th fiscal year (from April 1, 2021 to March 31, 2022)
		To be resolved	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 4 Director Who are Audit and Supervisory Committee Members No.6 Revision of the Amount of Compensation for Directors Who Are Not Audit and Supervisory Committee Members

- The operation of the General Meeting of Shareholders may be updated due to the spread of COVID-19 infection by the day of the General Meeting of Shareholders or announcements by the government. Please confirm the information from our website.
- The documents appended to this Notice of Convocation of the 34th Ordinary General Meeting of Shareholders do not include the following items, since they are presented on the NTT DATA website (<https://www.nttdata.com/jp/ja>) in accordance with legal requirements and the provisions of the Company's articles of incorporation:
  1. Part of "Proposal No.2" in the Reference Document for the General Meeting of Shareholders
  2. Principal Centers of the Corporate Group
  3. Independent Auditor
  4. 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
  5. The consolidated statements of changes in equity and the notes to consolidated financial statements
  6. The non-consolidated statements of shareholders' equity and the notes for the non-consolidated financial statements

NTT DATA website: <https://www.nttdata.com>

- With respect to corporate governance, "Basic Views on Corporate Governance," "Overview of Corporate Governance Structure and Others," "Initiatives to Strengthen the Governance System," "Matters Related to Corporate Officers," "Meeting Agenda of Board of Directors, etc.," "Policies regarding Cross-Shareholdings and the Content of Verification" and "Assessment of effectiveness of the entire Board of Directors" are included in the documents appended to this Notice of Convocation, and "Systems for ensuring appropriate operations and overview of the state of operation of the systems" is provided on the NTT DATA website.
- Consolidated financial statements and non-consolidated financial statements that were audited by the independent auditor include documents, which are described in the documents appended to this Notice of Convocation, and the consolidated statement of changes in equity, the notes to consolidated financial statements, the non-consolidated statements of shareholders' equity and the notes to the non-consolidated financial statements, which are presented on the NTT DATA website.
- If any revisions are made to the reference documents, business report or consolidated and non-consolidated financial statements by the day before the date of the ordinary general meeting of shareholders, we will inform you of the revisions by inserting a notice on the NTT DATA 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 Thursday, June 16, 2022

\*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/](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.

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

We will be accepting 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 will be accepting your questions on our website below:

URL: [https://www.nttdata.com/jp/ja/ir/share/shareholders\\_meeting/](https://www.nttdata.com/jp/ja/ir/share/shareholders_meeting/)

Accepted period: 10:00 AM, Monday, May 30, 2022 to 6:00PM, Friday, June 10, 2022

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,” ESG Promotion Dept.  
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 (Wednesday, June 15, 2022), 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:

##### Matters concerning year-end dividends

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, NTT DATA values the maintenance of the consolidated cash flow dividend payout ratio <sup>\*1</sup> in the mid- and long-term.

In the 34th fiscal year (FY2021), NTT DATA made upward revisions to its full-year business forecasts. Also, we achieved management goals of consolidated net sales of 2.5 trillion yen and consolidated operating income margin at 8% <sup>\*2</sup>, both set in the previous Medium-Term Management Plan (from FY2019 to FY2021). For these reasons, NTT DATA will pay a special dividend along with a regular dividend. Based on these, 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 (Regular dividend: 9.5 yen, special dividend: 2.0 yen)

16,128,736,787 yen in total

The annual dividend will be 21.0 yen per share including an interim dividend of 9.5 yen, which was already paid.

(ii) Effective date of dividend of surplus

June 17, 2022

\*1 Consolidated cash flow dividend payout ratio

Total amount of dividends/ (net income attributable to shareholders of NTT DATA + depreciation cost + loss on retirement of fixed assets – capital investment)

\*2 Temporary costs such as costs for M&As, Structural Transformation, etc. are excluded.

Integration of the Overseas Business of the Company, NTT, Inc. and NTT Limited to Strengthen Our Competitiveness in IT Services

The Company has, in line with its plan to further grow the Company group's overseas business, resolved at the Board of Directors meeting held on May 9, 2022 to integrate the group overseas business of NTT, Inc. ("NTT, Inc."), a wholly owned subsidiary of Nippon Telegraph and Telephone Corporation ("NTT") (the "Overseas Business Integration") into the Company group's overseas business. Specifically, the Company resolved (i) to execute a master agreement (the "Master Agreement") and shareholders agreement (the "Shareholders Agreement") with NTT; (ii) to execute an absorption-type company split agreement with NTT, Inc. whereby each of NTT, Inc. and its subsidiaries will become subsidiaries of the Company after the overseas business operated by the Company is succeeded to NTT, Inc. (the "Absorption-Type Company Split Agreement", and the company split based on this agreement is the "Absorption-Type Company Split"); and (iii) as part of the Overseas Businesses Integration, to acquire a part of NTT, Inc. shares held by NTT subject to the Absorption-Type Company Split coming into effect (the "Additional Share Acquisition"), respectively, and the Company executed the Master Agreement, the Shareholders Agreement and the Absorption-Type Company Split Agreement effective as of the same date. The Overseas Business Integration is scheduled to take effect on October 1, 2022, subject to the Distribution in Kind (defined below) and the Share Split (defined below) becoming effective, the approval of the Absorption-Type Company Split Agreement at the Ordinary General Meeting of Shareholders, and, if necessary, the receipt of permits and approvals from the relevant authorities.

Further, prior to the Absorption-Type Company Split and the Additional Share Acquisition, NTT, Inc. is scheduled to perform a 49-for-1 share split of NTT, Inc. shares of common stock (the "Share Split") and to distribute all of 760,000,000 shares of common stock of the Company held by NTT, Inc. (54.2% of the total number of voting rights as of September 30, 2021) in kind to NTT (the "Distribution in Kind") effective as of October 1, 2022, pursuant to the Master Agreement. As a result of the Distribution in Kind, NTT, Inc. will no longer be the parent company and the largest and major shareholder of the Company, and NTT will become the new largest and major shareholder of the Company. Additionally, as a result of the Absorption-Type Company Split, each of NTT, Inc. and its subsidiaries will newly become a subsidiary of the Company as described above. By the effective date of the Absorption-Type Company Split (October 1, 2022), NTT Data and NTT plan to discuss the trade name of NTT, Inc.

Furthermore, prior to the Absorption-Type Company Split, NTT, Inc. will, in addition to performing the Distribution in Kind, transfer to NTT, all of the shares of common stock of NTT Disruption Europe, S.L.U. ("Disruption"), all of the shares of common shares of NTT Global Sourcing, Inc. ("Global Sourcing") and all of equity interest of NTT Venture Capital, L.P. ("Venture Capital"), which are NTT, Inc.' subsidiaries other than NTT Limited ("NTT Ltd."), pursuant to the Master Agreement.

Accordingly, the Company proposes that the Absorption-Type Company Split Agreement be approved in this resolution item. The rationale for the Absorption-Type Company Split and the outline of the Absorption-Type Company Split Agreement is as follows.

## 1. Rationale for the Absorption-Type Company Split

### (1) Background

The environment surrounding the society is changing drastically every day, and in corporate management, corporations are required to solve social issues and contribute to the global environment, in addition to enhancing its economic value through creating new value. Furthermore, social trends, from corporate activities to people's consumption and lifestyles, are changing dramatically against a backdrop of technological advancements, and as a result, digital-related investments for business growth are accelerating in all industries. Under these circumstances, the society is beginning to move toward the realization of new value with various goods and people being connected, and as such, technologies related to Connectivity, such as Edge to Cloud (Note), are becoming increasingly important. There are also growing expectations for a data-driven society through securely collecting and analyzing information acquired from goods and human behavior.

On the other hand, the competitive environment surrounding the IT market has also been changing, with various players expanding their service lineups in response to changes in society and technology.

Up until now, the Company has expanded the scale of its overseas business through M&A, in addition to solid business expansion within Japan. In particular, we have made certain achievements in our overseas business by undertaking business structure reforms aimed at strengthening our digital responsiveness and improving profitability.

In light of changes in the business environment with a global perspective, we believe that it is necessary to further accelerate collaboration among NTT group companies and to further strengthen our business competitiveness, 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.

(Note) Architecture that combines edge computing in which data processing and analysis is performed on IoT terminals, smart devices, and servers installed nearby, with cloud computing in which data is centrally managed and processed

## (2) Objective and Aim

On this occasion, overseas businesses for business users that have been operated by the Company, NTT, Inc. and NTT Ltd., respectively, will be integrated and the business will be developed as a unified group thereafter.

Up until now, the Company has supported various corporate systems and industry infrastructures with its “power to ‘create’” based on deep customer understanding and advanced technological capabilities, but this integration will enable the Company to enhance the value provision by combining it with the “power to ‘connect’” of NTT Ltd.

Specifically, the Company will combine its system integration capabilities (power to “create”) mainly in consulting and application development with NTT Ltd.’s ‘Edge to Cloud’ service operation capabilities (power to “connect”) mainly in the field of data centers, networks and managed services, in order to evolve into a company providing total services that integrate IT and Connectivity. We will respond to increasingly complex and diverse customer needs on a global level by centrally developing a service lineup necessary for digital transformation, including the Connectivity domain.

In addition, by aggregating talents and properties related to the overseas business of the NTT group, we will realize swift decision-making according to the business and customer characteristics in each overseas region, and build a strong global governance system that supports future business growth.

In the medium- to long-term, we will work to create new social platforms and innovate services that transcend corporate and industry boundaries through the provision of comprehensive managed services, including from Edge to Cloud, which integrate IT and Connectivity to connect all things securely, while also developing innovative services globally that utilize NTT’s IOWN technology, aiming to become a company that can create sustainable future mechanisms.

We believe that the Overseas Business Integration will promote a unified understanding of our global customers, make our brand more trusted by customers around the world, and achieve further growth and increase our corporate value by strengthening our business competitiveness.

## (3) Specific Efforts

Effective October 1, 2022, NTT, Inc. will shift to a joint ownership structure of the Company (55%) and NTT (45%) as an overseas business company, through the Overseas Business Integration. By making it a joint venture, we will promote collaboration with NTT in both strategic and practical aspects to realize the growth of our overseas business.

Specifically, under a unified business strategy, we will provide End to End (Note) services from infrastructure to applications. We will also utilize the results of NTT’s research and development to promote our business in areas such as Smart World and 5G, and at the same time, in the medium- to long-term, we will work to realize advanced services that can also provide environmental and social value, with the IOWN concept at its core.

In July 2023, we plan to shift to a business operation structure in which domestic and overseas business

companies will be placed under the Company which will be a holding company, through succeeding our domestic business to a newly established domestic operating company through an absorption-type company split.

With regard to the domestic business, the scale of the business exceeds 1.5 trillion yen due to steady business growth, and since we have a large number of customers, we will promote autonomous business operations centered on the domestic business companies.

With the new business operation structure, we will further strengthen governance through quick decision-making in response to changes in the external environment and local markets, increased mobility, flexible system design, etc. The holding company will specialize in the formulation and execution of growth strategies from the perspective of overall group optimization, business management, etc., so that it can strive to enhance the corporate value of the entire group.

With respect to the shareholding ratio of NTT, Inc., we have agreed with NTT to acquire an additional 4% equivalent of NTT, Inc. shares for a total amount of 112 billion yen, resulting in the Company holding 55% and NTT holding 45% of NTT, Inc., based on the consideration that capturing more profits from overseas businesses, which are expected to grow and develop further, will contribute to increase the shareholder value of the Company.

(Note) Total provision of services required for IT systems, from application development to network and IT infrastructure construction and system operation.

2. Summary of the Absorption-Type Company Split Agreement

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

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**Absorption-Type Company Split Agreement (Copy)**

NTT DATA Corporation (“NTT Data”) and NTT, Inc. (“NTT, Inc.”) hereby enter into this Absorption-Type Company Split Agreement (this “Agreement”) as follows as of May 9, 2022.

**ARTICLE 1 METHOD OF ABSORPTION-TYPE COMPANY SPLIT**

NTT, Inc. will succeed to the rights and obligations set out in Article 3.1 pertaining to NTT Data’s overseas business (the “Business Unit”) pursuant to the terms of this Agreement (the “Absorption-Type Company Split”) by way of absorption-type company split.

**ARTICLE 2 TRADE NAMES AND ADDRESSES**

The trade names and address of NTT Data and NTT, Inc. 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) NTT, Inc. (the succeeding company in the Absorption-Type Company Split)  
Trade name: NTT, Inc.  
Address: 5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo

**ARTICLE 3 SUCCESSION OF RIGHTS AND OBLIGATIONS**

- 1. The assets, liabilities, agreements and other rights and obligations to be succeeded to by NTT, Inc. from NTT Data through the Absorption-Type Company Split (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 NTT, Inc. through the Absorption-Type Company Split.

#### **ARTICLE 4      CONSIDERATION FOR ABSORPTION-TYPE COMPANY SPLIT**

Upon the Absorption-Type Company Split, NTT, Inc. shall deliver to NTT Data 3,315 shares of common stock of NTT, Inc. as consideration for the Rights and Obligations Subject to Succession.

#### **ARTICLE 5      MATTERS CONCERNING CAPITAL AND RESERVES OF NTT, INC.**

The amounts by which NTT, Inc.’s capital and reserves shall increase as a result of the Absorption-Type Company Split will be such amounts as NTT, Inc. 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 (the “Effective Date”) shall be October 1, 2022; provided, however, that if necessary as part of the procedures for the Absorption-Type Company Split or otherwise necessary, NTT Data and NTT, Inc. may change the Effective Date through mutual discussion.

#### **ARTICLE 7      CONDITIONS OF ABSORPTION-TYPE COMPANY SPLIT**

The Absorption-Type Company Split will take effect subject to (i) the share split as set out in Article 10 coming into effect on or prior to the day before the Effective Date and (ii) the in-kind distribution of all shares of common stock of NTT Data held by NTT, Inc. to the Nippon Telegraph and Telephone Corporation on the Effective Date.

#### **ARTICLE 8      RESOLUTION AT GENERAL MEETING OF SHAREHOLDERS**

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

#### **ARTICLE 9      NON-COMPETITION**

NTT Data has no non-competition obligation pursuant to Article 21 of the Companies Act with respect to the Business Unit succeeded to by NTT, Inc.

#### **ARTICLE 10     SHARE SPLIT**

NTT, Inc. shall perform a 49-for-1 share split of common stock of NTT, Inc. on or prior to the day before the Effective Date.

#### **ARTICLE 11     RESTRICTIONS ON SURPLUS DIVIDENDS**

1. In addition to NTT Data’s in-kind distribution of shares pursuant to Article 7, NTT, Inc. shall make an in-kind distribution of all of the shares and equity interests of NTT Global Sourcing, Inc., NTT Venture Capital, L.P., and NTT Disruption Europe, S.L.U. that it holds, prior to the Absorption-Type Company Split becoming effective.
2. Except as set out in Article 10.1, after the execution date of this Agreement, NTT, Inc. shall not make any resolution to distribute surplus with a record date that is prior to the Effective Date.

**ARTICLE 12      AMENDMENT OF TERMS AND CONDITIONS OF ABSORPTION-TYPE  
COMPANY SPLIT AND TERMINATION OF THIS AGREEMENT**

If any material change to the assets or economic circumstances of NTT Data or NTT, Inc. 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 between the execution date of this Agreement and the Effective Date, NTT Data and NTT, Inc. 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 13      VALIDITY OF THE ABSORPTION-TYPE COMPANY SPLIT**

If either NTT Data or NTT, Inc. fails to obtain approval by a resolution of its general shareholders' meeting no later than the day before the Effective Date as set out in Article 8, or this Agreement is terminated pursuant to Article 11 hereof, this Agreement will cease to be effective.

**ARTICLE 14      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 over or arising in connection with this Agreement.

**ARTICLE 15      DISCUSSION**

NTT Data and NTT, Inc. shall discuss and decide any matters necessary for the Absorption-Type Company Split, other than those set out herein, in accordance with the intent of this Agreement.

(The 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 9, 2022

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

NTT, Inc. :      NTT, Inc.  
Otemachi First Square East Tower  
5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo  
By: Jun Sawada, President and Chief Executive Officer [SEAL]

**SCHEDULE**

**Details of the Rights and Obligations Subject to Succession**

The rights and obligations subject to succession from NTT Data to NTT, Inc. as of the Effective Date shall be the following rights and obligations of NTT Data as of immediately prior to the Effective Date. Of the rights and obligations succeeded to by NTT, Inc. from NTT Data, the assets and liabilities shall be based on NTT Data’s balance sheet as of March 31, 2022, with additions/deletions made for changes thereto between such date and the Effective Date.

- 1. Assets
    - (A) Fixed assets:
      - (1) Shares and equity: All shares and equity interests in the companies that are exclusive to the Business Unit as of the Effective Date
      - (2) Real estate: None
      - (3) Other tangible fixed assets: Tangible fixed assets that are exclusive to the Business Unit as of the Effective Date
      - (4) Intangible fixed assets: Intangible fixed assets that are exclusive to the Business Unit as of the Effective Date
    - (B) Current assets: (1) All rights and liabilities pursuant to the agreements (excluding employment agreements) succeeded to as set out in Section 3 below, and (2) all current assets exclusive to the Business Unit as of the Effective Date
  - 2. Liabilities
    - (A) All obligations and liabilities pursuant to the agreements (excluding employment agreements) succeeded as set out in Section 3 below
    - (B) All debts exclusive to the Business Unit as of the Effective Date (excluding any interest-bearing debt)
  - 3. Agreements (excluding employment agreements)  
Agreements exclusive to the Business Unit as of the Effective Date
  - 4. Employment Agreements  
NTT, Inc. shall not succeed to any of NTT Data’s employment agreements with NTT Data’s employees. Following the Effective Date, NTT Data and NTT, Inc. shall discuss and agree upon the terms of the secondment to NTT, Inc. of all or part of NTT Data’s employees in the Business Unit.
  - 5. Licenses and Permits, etc.  
All governmental licenses and permits, etc. pertaining exclusively to the Business Unit that are held or obtained by NTT Data as of the Effective Date, and can be succeeded pursuant to applicable laws and regulations (if any)
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3. Summary of the Matters Stipulated in Article 183 of the Ordinance for Enforcement of the Companies Act

Each of these items is not presented in these reference documents for the General Meeting of Shareholders, but posted on the Company's website on the Internet (<https://www.nttdata.com/global/en/>) in accordance with laws and regulations and the Company's Articles of Incorporation.

## 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

(1) The enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021) on June 16, 2021, has allowed listed companies to hold a shareholders meeting without specifying a venue (so-called virtual-only shareholders meeting) under certain requirements.

NTT DATA proposes the amendment to its Articles of Incorporation to enable NTT DATA to hold a virtual-only shareholders meeting when the Board of Directors decides that it is not appropriate to hold a shareholders meeting with a specified venue due to spread of an infectious disease such as COVID-19, occurrence of a natural disaster, or any other reasons, considering the interests of shareholders as well.

The partial amendments to the Articles of Incorporation based on this proposal comes into effect on the date when NTT DATA obtains the confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice in accordance with the requirements of Ministerial Ordinance of the Ministry of Economy, Trade and Industry and Ministry of Justice.

(2) The revised provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the “Act for Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. To prepare for the implementation of an electronic provision system for documents for a shareholders meeting, NTT DATA proposes partial amendments to its Articles of Incorporation as follows:

- i) Since Internet Disclosure of Reference Documents for the shareholders Meeting and Deemed Provision (Article 14 in the current Articles of Incorporation) will become unnecessary, it is to be deleted;
- ii) Article 14, Paragraph 1 in “Proposed Amendments” below will stipulate that NTT DATA shall take measure for providing information of reference documents for the shareholders meeting, etc. electronically;
- ii) Article 14, Paragraph 2 in “Proposed Amendments” below will be established to limit the scope of the items stated in the documents delivered to shareholders who requested the delivery of hard copy;
- iii) As a result of the deletion and establishment as described above, supplementary provisions regarding the effective date, etc. will be established.

### 2. Details of the Amendments

The details of amendments are as follows.

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<p style="text-align: center;">Chapter 3 Shareholders Meeting</p> <p>Article 12 (Calling) An ordinary shareholders meeting of the company shall be convened in June of each business year, and an extraordinary shareholders meeting shall be convened whenever necessary. Such calling shall be made by the president of this company in accordance with the resolution of the meeting of the board of directors. 2. If the president is prevented from so acting, any of the other directors convenes the meeting in the order prescribed in advance by the board of directors. 3. The shareholders meeting shall be held at the place within any ward of Tokyo.</p>	<p style="text-align: center;">Chapter 3 Shareholders Meeting</p> <p>Article 12 (Calling) An ordinary shareholders meeting of the company shall be convened in June of each business year, and an extraordinary shareholders meeting shall be convened whenever necessary. Such calling shall be made by the president of this company in accordance with the resolution of the meeting of the board of directors. 2. If the president is prevented from so acting, any of the other directors convenes the meeting in the order prescribed in advance by the board of directors. 3. The shareholders meeting shall be held at the place within any ward of Tokyo. <u>4. The shareholders meeting without a specifying venue may be held when the board of directors</u></p>

Article 13 (Omitted)

Article 14 (Internet Disclosure of Reference Documents for the Shareholders Meeting and Deemed Provision)

In convening a shareholders meeting, the company may deem that it has provided the shareholders with the information on the matters which must be described or mentioned in the reference documents of a shareholders meeting, business report, financial statements and consolidated financial statements by disclosing such information using the Internet pursuant to the regulations set forth by the ministerial ordinance of the Ministry of Justice.

(Newly established)

Article 15 to Article 17 (Omitted)

Supplementary Provision

Article 1 (Omitted)

(Newly established)

decides that it is not appropriate to hold the shareholders meeting with a specified venue due to the spread of an infectious disease or the occurrence of a natural disaster.

Article 13 (Omitted)

(Deleted)

Article 14 (Electronic Provision Measure, etc.)  
In convening a shareholders meeting, the company shall take measure to provide information of the Reference Documents Concerning the shareholders meeting, etc. electronically.

2. Among the matters to be provided electronically, the Company may omit all or part of the matters set forth in the Ministerial Ordinance of the Ministry of Justice in documents to be delivered to shareholders who requested hard copy delivery by the record date of voting rights.

Article 15 to Article 17 (Omitted)

Supplementary Provision

Article 1 (Omitted)

Article 2 (Transitional Measures for Electronic Provision Measure, etc.)

Amendment to Article 14 of the Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the revised provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the

Companies Act” (Act No. 70 of 2019) (hereinafter referred to as the “Effective Date”).

2. Notwithstanding the provisions the preceding paragraph, Current Article 14 of the Articles of Incorporation shall remain in force regarding a shareholders meeting held within six months from the Effective Date.

3. These Supplementary Provisions shall be deleted after the date on which six months have elapsed form the Effective Date or three months have elapsed from the date of a shareholders meeting in the preceding paragraph.

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

All 11 directors who are not Audit and Supervisory Committee Members will complete their terms of office upon the closing of this general meeting of shareholders, in the same manner as the Directors who are Audit and Supervisory Committee Members. In order to further enhance corporate governance and improve the flexibility of management, the Company proposes to reduce the number of Directors who are not Audit Committee Members to 9 and 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: 4 times / 4 times	8
2	Re-appointment	Shigeki Yamaguchi	Male	Senior Executive Vice President and Representative Director Responsible for Social Design, Public & Social Infrastructure Segment, and China & APAC Segment	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	5
3	Re-appointment	Toshi Fujiwara	Male	Senior Executive Vice President and Representative Director Responsible for Corporate Management and Technology Management, Head of HR Headquarters, Corporate Headquarters	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	5
4	Re-appointment	Kazuhiro Nishihata	Male	Senior Executive Vice President and Representative Director Responsible for Americas & Europe Segment and Global Marketing	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	2
5	Re-appointment	Eiji Hirano	Outside Director Independent Director Male	Director	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	6
6	Re-appointment	Mariko Fujii	Outside Director Independent Director Female	Director	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	3
7	Re-appointment	Patrizio Mapelli	Foreign national Male	Director	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	2
8	Re-appointment	Fumihiko Ike	Outside Director Independent Director Male	Director	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times	2
9	New	Shigenao Ishiguro	Outside Director Independent Director Male	—	—	—





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

Director of NTT, Inc.

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 has been nominated for the candidate of Director.

Attendance at board of directors (FY 2021)

Regular: 12 times / 12 times (100%)  
 Extraordinary: 4 times / 4 times (100%)

Years served as a Director 8 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)  
 57,438 shares (7,138 shares)



Candidate No. **2** **Shigeki Yamaguchi** (Born August 14, 1961)

Reappointment

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1984 April Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION  
 2013 June Senior Vice President, Head of Enterprise Business Consulting and Marketing Sector of NTT DATA  
 2014 June Senior Vice President, Head of Third Enterprise Sector of NTT DATA  
 2015 July Senior Vice President, Head of IT Services & Payments Services Sector of NTT DATA  
 2016 June Executive Vice President, Head of IT Services & Payments Services Sector of NTT DATA  
 2017 June Executive Vice President and Director of NTT DATA  
 2018 June Senior Executive Vice President and Representative Director of NTT DATA (present post)

Principal Concurrent Positions

Representative Board Member and Vice Chairperson of Japan Institute of Information Technology, a public interest incorporated association

Reasons for the nomination

He has extensive experience and record in management including organizational management in the enterprise sector, public & social infrastructure sector, and China & APAC sector over many years. 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 has been nominated for the candidate of Director.

Attendance at board of directors (FY 2021)

Regular: 12 times / 12 times (100%)  
 Extraordinary: 4 times / 4 times (100%)

Years served as a Director 5 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)  
 28,882 shares (4,282 shares)



Candidate No. **3** **Toshi Fujiwara** (Born June 5, 1961)

Reappointment

Male

Resume, Position, Areas of Responsibility and Principal Concurrent Positions

1985	April	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2014	June	Senior Vice President, Deputy Head of First Financial Sector of NTT DATA
2014	July	Senior Vice President, Head of Fourth Financial Sector of NTT DATA
2015	July	Senior Vice President, Head of First Financial Sector of NTT DATA
2017	June	Executive Vice President and Director of NTT DATA
2018	June	Senior Executive Vice President and Representative Director of NTT DATA (present post)

Principal Concurrent Positions

None

Reasons for the nomination

He has extensive experience and record in management including organizational management in the financial sector, technology research & development, and global business management over many years. 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 has been nominated for the candidate of Director.

Attendance at board of directors (FY 2021)

Regular: 12 times  
/ 12 times (100%)  
Extraordinary: 4 times  
/ 4 times (100%)

Years served as a Director  
**5 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)  
**30,882 shares**  
(4,282 shares)



Candidate No. **4** **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)

Principal Concurrent Positions

Chairman of NTT Data International L.L.C.  
Vice Chairman of NTT DATA Europe & Latam, S.L.U.

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 has been nominated for the candidate of Director.

Attendance at board of directors (FY 2021)

Regular: 12 times  
/ 12 times (100%)  
Extraordinary: 4 times  
/ 4 times (100%)

Years served as a Director  
**2 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)  
**40,682 shares**  
(4,282 shares)



Candidate No. **5** **Eiji Hirano** (Born September 15, 1950)

Outside Director	Independent Director
Reappointment	Male

Attendance at board of directors (FY 2021)

Regular: 12 times / 12 times (100%)  
Extraordinary: 4 times / 4 times (100%)

Years served as a Director 6 years

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

Number of shares of NTT DATA held

9,300 shares

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)

Principal Concurrent Positions

Director of RIKEN CORPORATION

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 has been nominated for the candidate of 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, Director and Representative Executive Officer of MetLife Insurance K.K. The Company has business transactions with MetLife Insurance K.K. and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company.

He was Vice President and Director of Toyota Financial Services Corporation. 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 30.

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.



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 2021)

Regular: 12 times / 12 times (100%)  
Extraordinary: 4 times / 4 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

6,100 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 has been nominated for the candidate of 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 30.

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, 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)

#### Principal Concurrent Positions

Chairman of the Board of Directors of Eurotech S.p.A.  
Director of the Board of NTT DATA Europe & Latam, S.L.U.  
Director of the Board of NTT DATA EMEA LTD.

#### 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 has been nominated for the candidate of Director.

#### Attendance at board of directors (FY 2021)

Regular: 12 times  
/ 12 times (100%)

Extraordinary: 4 times  
/ 4 times (100%)

#### Years served as a Director

2 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	President of Japan Automobile Manufacturers Association (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 2021)

Regular: 12 times / 12 times (100%)

Extraordinary: 4 times / 4 times (100%)

Years served as a Director

2 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 keen discernment of IT. He has been nominated for the candidate of 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 FEDERATION, a general incorporated association. The Company has business transactions with JAPAN AUTOMOBILE FEDERATION and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of the Company.

He was Chairman and Representative Director of Honda Motor Co., Ltd. The Company has business transactions with Honda Motor Co., Ltd. and the transaction value in any of the last three fiscal years is less than 1% of the non-consolidated sales amount of both the Company and Honda Motor Co., Ltd.

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 30.

Note:

Mr. Fumihiko Ike 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 Outside Director, the Company will continue to designate him as independent director.



Number of shares of  
NTT DATA held  
0 shares

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

Outside Director	Independent Director
New	Male

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 (present post)

Principal Concurrent Positions

Chairman & Representative Director of TDK Corporation

Reasons for the nomination

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 has been nominated for the candidate of 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 30.

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 Outside Director, the Company will designate him as an independent director.

Notes:

1. NIPPON TELEGRAPH AND TELEPHONE CORPORATION is an ultimate parent company of NTT DATA Corporation and NTT, Inc. is a direct parent company of NTT DATA Corporation. NTT EUROPE LTD. is a subsidiary of NTT Limited which is a subsidiary of NTT Inc.
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. 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 three directors, Mr. Eiji Hirano, Ms. Mariko Fujii, and Mr. Fumihiko Ike, and plans to enter into the liability agreement with Mr. Shigenao Ishiguro 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.
4. The Company shall enter into a Directors and Officers Liability insurance contract with an insurance company, as stipulated in Article 430-3 (1) of the Companies Act, and will use the insurance contract to cover damages that may arise from the insured directors and officers, etc. being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. The insured parties are the Company's directors including Audit and Supervisory Committee Members, and executive officers, and the Company bears 90% of the insurance premiums. 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.
5. 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 Compensation ②Policies concerning and total remuneration of Directors, etc. for Directors".



## No. 5

## Election of 4 Directors Who Are an Audit and Supervisory Committee Member

All 4 directors who are Audit and Supervisory Committee Members will complete their terms of office upon the closing of this general meeting of shareholders. The Company requests shareholders to elect 4 directors who are Audit and Supervisory Committee Members.

Also, the Audit and Supervisory Board has given its consent to this proposal.

The profiles of the candidates for directors who are an 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	Katsura Sakurada	Outside Director Independent Director	Male	Director, Audit and Supervisory Committee Member (Full-Time)	Regular: 12 times / 12 times Extraordinary: 4 times / 4 times Audit & Supervisory Committee meetings: 26 times / 26 times	2
2	Re-appointment	Akihiko Okada	Outside Director	Male	Director, Audit and Supervisory Committee Member (Full-Time)	Regular: 10 times / 10 times Extraordinary: 2 times / 2 times Audit & Supervisory Committee meetings: 18 times / 18 times	1
3	New	Tomoko Hoshi	Outside Director Independent Director	Female	—	—	—
4	New	Mitsuko Inamasu	Outside Director Independent Director	Female	—	—	—



Candidate No. **1** **Katsura Sakurada** (Born February 24, 1958)

Outside Director	Independent Director
Re-appointment	Male

Resume, position, Areas of responsibility and Principal Concurrent Positions

1980	April	Joined the Board of Audit of Japan
2014	April	Director General for Secretariat of General Executive Bureau of Board of Audit of Japan
2015	April	Director General of 1st Bureau of Board of Audit of Japan
2016	April	Deputy Secretary General of Board of Audit of Japan
2017	April	Secretary General of Board of Audit of Japan (resigned in March 2018)
2018	June	Standing Audit & Supervisory Board Member of NTT DATA
2020	June	Director, Audit & Supervisory Committee Member (Full-Time) of NTT DATA (present post)

Principal Concurrent Positions  
None

Reasons for the nomination

He has extensive experience and wide perspectives concerning audits for finance, accounting and business execution based on his long years of professional experience in the Board of Audit of Japan. Since he is expected to help the Company ensure the corporate soundness and establish a transparent and fair structure to monitor management through auditing and supervision of the business execution, he is nominated for the candidate of an outside director who is an Audit and Supervisory Committee member. Mr. Sakurada has never been engaged in the management of a company business other than as an outside director or outside corporate auditor. However, considering his background as stated above, we believe that he can properly perform the duties as an outside director who is a member of the Audit and Supervisory Committee.

[Matters related to independence]

Mr. Katsura Sakurada 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. Sakurada is ensured.

\* For the criteria of independence for independent directors stipulated by the Company, please see page 30.

Attendance at Board of Directors (FY 2021)

Regular: 12 times / 12 times (100%)

Extraordinary: 4 times / 4 times (100%)

Attendance at Audit & Supervisory Committee Meetings (FY 2021)

26times / 26times (100%)

Years served as a Director

2 years

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

Number of shares of NTT DATA held

7,900 shares

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

(Note 2) If Mr. Katsura Sakurada 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.

(Note 3) The Company shall enter into a Directors and Officers Liability insurance contract with an insurance company, as stipulated in Article 430-3 (1) of the Companies Act, and will use the insurance contract to cover damages that may arise from the insured directors and officers, etc. being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. The insured parties are the Company's directors including Audit and Supervisory Committee Members, and executive officers, and the Company bears 90% of the insurance premiums. Mr. Sakurada shall be included to the insured parties. The Company will renew the insurance contract with the same details at the next renewal.

(Note 4) Mr. Katsura Sakurada is a 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 Katsura Sakurada as 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.



Candidate No.

2 Akihiko Okada

(Born February 12, 1959)

Outside Director

Re-appointment

Male

Resume, position, Areas of responsibility and Principal Concurrent Positions

1981	April	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION
2002	July	Senior Manager of Department IV (current Finance and Accounting Department) of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2011	June	Member of the Board, Senior Executive Manager of Marketing Headquarters and Executive Manager of Marketing Department of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION
2013	June	Representative Executive Vice President, Senior Executive Manager of Leasing Business Headquarters of NTT FINANCE CORPORATION
2016	June	Representative Director and Senior Executive Vice President, Senior Executive Manager of Leasing Business Headquarters of NTT FINANCE CORPORATION
2020	February	President of NTT TC Leasing Co., Ltd.
2020	July	Representative Director and Chairman of NTT TC Leasing Co., Ltd. (Resigned in June 2021)
2021	June	Director, Audit & Supervisory Committee Member (Full-Time) of NTT DATA (present post)

Principal Concurrent Positions  
None

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

He has extensive experience in corporate management at the NTT Group, as well as experience in finance and sales. In the past, he was a business executive of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, the ultimate parent company of NTT DATA, and affiliated companies. However, 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 Outside Director who is a member of the Audit and Supervisory Committee.

Attendance at Board of Directors (FY 2021)

Regular: 10 times / 10 times (100%)  
Extraordinary: 2 times / 2 times (100%)

Attendance at Audit & Supervisory Committee Meetings (FY 2021)

18 times / 18 times (100%)

Years served as a Director

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

Number of shares of NTT DATA held

700 shares

(Note 1) NIPPON TELEGRAPH AND TELEPHONE CORPORATION is an ultimate parent company of NTT DATA Corporation, and NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION and NTT FINANCE CORPORATION are subsidiaries of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.

(Note 2) For the past 10 years, Mr. Akihiko Okada had been an executive officer of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, NTT FINANCE CORPORATION and NTT TC Leasing Co., Ltd., all of which are specified associated companies of our company. His position and responsibilities are described in "Resume, Position, Areas of Responsibility and Principal Concurrent Positions".

(Note 3) No relationship of interest to be noted exists between Mr. Akihiko Okada and NTT DATA.

(Note 4) If the election of Mr. Akihiko Okada is approved, the Company will continue a liability limitation agreement pursuant to the provisions of Article 427(1) of the Companies Act to limit the liability for damages under Article 423(1) of the Companies Act to the amount stipulated by laws and regulations.

(Note 5) The Company shall enter into a Directors and Officers Liability insurance contract with an insurance company, as stipulated in Article 430-3 (1) of the Companies Act, and will use the insurance contract to cover damages that may arise from the insured directors and officers, etc. being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. The insured parties are the Company's directors including Audit and Supervisory Committee Members, and executive officers, and the Company bears 90% of the insurance premiums. Mr. Okada shall be included to the insured parties. The Company will renew the insurance contract with the same details at the next renewal.

(Note 6) Mr. Akihiko Okada is a candidate for an outside director.



Number of shares of  
NTT DATA held  
0 shares

Candidate  
No.

3

Tomoko Hoshi

(Born September 11, 1962)

Outside  
director

Independent  
officer

New

Female

Resume, position, Areas of responsibility and Principal Concurrent Positions

1985 April Joined Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.)(resigned in June 1988)  
1990 October Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)  
1994 March Registered as a Certified Public Accountant (present post)  
2003 June Partner at Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC) (resigned in December 2021)  
2022 January Hoshi Tomoko Certified Public Accountant Office (present post)

Principal Concurrent Positions  
Certified Public Accountant

Reasons for the nomination

She has extensive experience and wide perspectives concerning audits for finance, accounting and internal control audits in global field based on her long years of professional experience in the auditing firm. Since she is expected to help the Company ensure the corporate soundness and establish a transparent and fair structure to monitor management through auditing and supervision of the business execution, she is nominated for the candidate of an outside director who is an Audit and Supervisory Committee member. Ms. Hoshi has never been engaged in the management of a company business. However, considering her background as stated above, we believe that she can properly perform the duties as an outside director who is a member of the Audit and Supervisory Committee.

[Matters related to independence]

Ms. Tomoko Hoshi 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. Hoshi is ensured.

\* For the criteria of independence for independent directors stipulated by the Company, please see page 30.

(Note 1) No relationship of interest to be noted exists between Ms. Tomoko Hoshi and NTT DATA.

(Note 2) If Ms. Tomoko Hoshi is elected, the Company plans to enter into a liability limitation agreement with her under Article 427 (1) of the Companies Act, to limit her liabilities for damage compensation stipulated in Article 423 (1) of the same Act to the amount stipulated by law.

(Note 3) The Company shall enter into a Directors and Officers Liability insurance contract with an insurance company, as stipulated in Article 430-3 (1) of the Companies Act, and will use the insurance contract to cover damages that may arise from the insured directors and officers, etc. being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. The insured parties are the Company's directors including Audit and Supervisory Committee Members, and executive officers, and the Company bears 90% of the insurance premiums. Ms. Hoshi shall be included to the insured parties. The Company will renew the insurance contract with the same details at the next renewal.

(Note 4) Ms. Tomoko Hoshi 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 Ms. Tomoko Hoshi as an independent director and has notified this to the Tokyo Stock Exchange. If she is elected as Outside Director, the Company will designate her as an independent director.



Number of shares of  
NTT DATA held  
0 shares

Candidate No. **4** Mitsuko Inamasu (Born March 15, 1976)

Outside director	Independent officer
New	Female

Resume, position, Areas of responsibility and Principal Concurrent Positions

- 2000 October Registered as an Attorney at Law (Tokyo Bar Association) (present post)  
Joined Hattori Law Office (present post)
- 2018 May Outside Audit & Supervisory Board Member of Seven & I Holdings Co. Ltd. (present post)

Principal Concurrent Positions

Attorney at Law  
Outside Audit & Supervisory Board Member of Seven & I Holdings Co. Ltd.

Reasons for the nomination

She has extensive experience as a corporate auditor at other companies in addition to legal expertise of IT and informatization-related legal matters based on her experience of working as a lawyer for many years. Since she is expected to help the Company ensure the corporate soundness and establish a transparent and fair structure to monitor management through auditing and supervision of the business execution, she is nominated for the candidate of an outside director who is an Audit and Supervisory Committee member. Ms. Inamasu has never been engaged in the management of a company business other than as an outside director or outside corporate auditor. However, considering her background as stated above, we believe that she can properly perform the duties as an outside director who is a member of the Audit and Supervisory Committee.

[Matters related to independence]

Ms. Mitsuko Inamasu 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. Inamasu is ensured.

\* For the criteria of independence for independent directors stipulated by the Company, please see page 30.

- (Note 1) No relationship of interest to be noted exists between Ms. Mitsuko Inamasu and NTT DATA.
- (Note 2) If Ms. Mitsuko Inamasu is elected, the Company plans to enter into a liability limitation agreement with her under Article 427 (1) of the Companies Act, to limit her liabilities for damage compensation stipulated in Article 423 (1) of the same Act to the amount stipulated by law.
- (Note 3) The Company shall enter into a Directors and Officers Liability insurance contract with an insurance company, as stipulated in Article 430-3 (1) of the Companies Act, and will use the insurance contract to cover damages that may arise from the insured directors and officers, etc. being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. The insured parties are the Company's directors including Audit and Supervisory Committee Members, and executive officers, and the Company bears 90% of the insurance premiums. Ms. Mitsuko Inamasu shall be included to the insured parties. The Company will renew the insurance contract with the same details at the next renewal.
- (Note 4) Ms. Mitsuko Inamasu 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 Ms. Mitsuko Inamasu as an independent director and has notified this to the Tokyo Stock Exchange. If she is elected as Outside Director, the Company will designate her 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 & Solutions Segments
Shigeki Yamaguchi		●		●	●	●			Public & Social Infrastructure / Enterprise & Solutions Segments
Toshi Fujiwara		●	●		●	●			Financial Segment
Kazuhiro Nishihata		●	●	●		●			Global business field
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								
Katsura Sakurada	Outside director					●	●	●	—
	Independent Director								
Akihiko Okada	Outside Director	●		●		●	●		—
	Independent Director								
Tomoko Hoshi	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 "●".

## Revision of the Amount of Compensation for Directors Who Are Not Audit and Supervisory Committee Members

The total amount of remuneration, etc. for directors who are not Audit and Supervisory Committee members of NTT DATA (hereinafter referred to as “Director” in this proposal) was approved at the 33<sup>rd</sup> Ordinary General Meeting of Shareholders held on June 17, 2021 to be no more than 460 million yen per year (including a maximum of 50 million yen per year for outside directors). However, with the aim of enhancing corporate governance, the Company proposes to appoint one more outside director as written on Proposal No. 4. In line with this, the Company proposes that the amount of remuneration for directors (up to 460 million yen per year) remain unchanged, and only the amount of remuneration for outside directors to be increased up to 80 million yen per year.

This proposal proposes that the amount of remuneration for directors to remain same and the amount of remuneration for outside directors to be increased in accordance with the increase in the number of outside directors. This proposal is necessary and reasonable in terms of the compensation frame set forth in “the policy for determining remunerations for individual directors”, in light of the standards for calculating individual monetary compensation, the level of the ratio of such compensation to the total compensation of directors, the number of directors to be granted, etc., and is considered to be appropriate. To ensure objectivity and transparency of the decision-making process for director compensation, the Company obtains appropriate advice from directors who are Audit and Supervisory Committee members and independent outside directors.

For an overview of the Company's director compensation system, please refer to the Business Report "(4) Matters Related to Corporate Officers, 2. Policies concerning and total remuneration of Directors and Auditors, (a) Policy for determining remunerations for individual directors".

The number of current directors is 11(including three outside independent directors). If Proposal No.4 Election of 9 Directors Who Are Not Audit and Supervisory Committee Members is approved as proposed, the number of directors will be nine (including four outside independent directors).

END