

*Note: This document is the English translation of “Dai 36kai teiji kabunushisokai shoshu gotsuchi” (Notice of Convocation of the 36th Ordinary General Meeting of Shareholders) and is provided solely for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the Japanese original shall prevail.*

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

Securities code: 9613  
May 29, 2024

To the Shareholders of NTT DATA GROUP CORPORATION

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

## NOTICE OF CONVOCAION OF THE 36th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that our 36th Ordinary General Meeting of Shareholders will be held as follows.

For convening this General Meeting of Shareholders, we have adopted the electronic provision measures. The matters subject to the electronic provision measures (matters for which information is provided in electronic format) are available as “NOTICE OF CONVOCAION OF THE 36th ORDINARY GENERAL MEETING OF SHAREHOLDERS” on the following website.

●The Company website

[https://www.nttdata.com/global/en/investors/share/shareholders\\_meeting/](https://www.nttdata.com/global/en/investors/share/shareholders_meeting/)

It is also available on the following website.

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

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

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

Please exercise your voting rights by attending the shareholders meeting or by any of the following methods including Internet (or mail) by 6:00 p.m., Monday, June 17, 2024.

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

### How to exercise your voting rights

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



Please access our website for exercise of voting rights shown on the Voting Rights Exercise Form (<https://www.web54.net>), check the references for the shareholders meeting shown in the matters subject to the electronic provision measures, and enter your vote following the guidance on the screen.

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

**Deadline** By 6:00 p.m., Monday, June 17, 2024

#### Exercise of voting rights by mail



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

**Deadline** By 6:00 p.m., Monday, June 17, 2024

## Particulars

1 Date and time	Tuesday, June 18, 2024 at 10:00 a.m. (The start time of reception is planned to be 9:00 a.m.)	
2 Venue	5th floor, NTT DATA Shinagawa Building (A,RE,A Shinagawa), 9-36, Konan 1-chome, Minato-ku, Tokyo	
3 Purposes of the Meeting	To be reported	<ol style="list-style-type: none"> <li>1. Report on the business report, consolidated financial statements, and audit result of the consolidated financial statements by the independent auditor and the Audit and Supervisory Committee for the 36th fiscal year (from April 1, 2023 to March 31, 2024)</li> <li>2. Report on the non-consolidated financial statements for the 36th fiscal year (from April 1, 2023 to March 31, 2024)</li> </ol>
	To be resolved	<ol style="list-style-type: none"> <li>No. 1 Appropriation of Surplus</li> <li>No. 2 Election of 7 Directors Who Are Not Audit and Supervisory Committee Members</li> <li>No. 3 Election of 4 Directors Who Are Audit and Supervisory Committee Members</li> </ol>

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

1. Changes in Assets and Profit and Loss
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 to non-consolidated financial statements

● If the matters subject to the electronic provision measures are corrected, the details of the correction will be shown on each website.

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

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

1. Time/date of live streaming:

From 10:00 AM on Tuesday, June 18, 2024

\*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/global/ja/investors/share/shareholders\\_meeting/](https://www.nttdata.com/global/ja/investors/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.

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

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

We accept your questions in advance. At the time of Q&A during the general meeting of shareholders, we will answer those questions mainly focused on “Purposes of the Meeting” and matters of shareholder interest. For the answers, please view the live streaming mentioned above. They will also be posted on our website later.

[How to submit questions in advance]

We accept questions on our website:

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

Reception period: 10:00 a.m., Wednesday, May 29, 2024 to 6:00 p.m., Wednesday, June 12, 2024

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

Reception desk for questions prior to the general meeting of shareholders:

Sustainability Innovation Department

34F Toyosu Center Bldg., 3-3, Toyosu 3-chome, Koto-ku, Tokyo 135-6034, Japan

### **Exercising Your Voting Rights via the Internet**

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

1. The exercise of your voting rights via the Internet is available only by accessing the following designated website:  
<https://www.web54.net> (in Japanese)  
When accessing the website for exercising your voting rights, access through a smartphone or 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 Voting Rights Exercise Form 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 (Monday, June 17, 2024), 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 Voting Rights Exercise Form 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 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 Group Corporation, 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 Group Corporation (“NTT DATA” or “the Company”; together with its subsidiaries and affiliates, “NTT DATA Group” or “the Group”) proposes to appropriate the surplus of this fiscal year as follows:

##### **Matter concerning the year-end dividend**

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

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

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

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

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

11.5 yen per NTT DATA common share

16,128,620,993 yen in total

The annual dividend will be 23 yen per share including an interim dividend of 11.5 yen, which was already paid.

(ii) Effective date of dividend of surplus

June 19, 2024

\*1 Dividend payout ratio

Total amount of dividends / profit attributable to shareholders of NTT DATA

## Election of 7 Directors Who Are Not Audit and Supervisory Committee Members

All 9 directors who are not Audit and Supervisory Committee members will complete their terms of office upon the closing of this general meeting of shareholders. In order to improve the flexibility of management under the new holding company structure, the Company proposes to reduce the number of directors who are not Audit and Supervisory Committee members to 7 and requests shareholders to elect the 7 directors who are not Audit and Supervisory Committee members.

If this proposal and Proposal No. 3 are approved as proposed, 6 out of all 11 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 Meetings	Years served as Directors
1	Re-appointment	Yutaka Sasaki	Male	<b>Senior Executive Vice President and Representative Director</b> Responsible for Japan Region Responsible for Technology Management	Regular: 10 times / 10 times Extraordinary: 5 times / 5 times	1
2	Re-appointment	Kazuhiko Nakayama	Male	<b>Senior Executive Vice President and Director</b> Responsible for Corporate Management	Regular: 10 times / 10 times Extraordinary: 5 times / 5 times	1
3	New	Tadaoki Nishimura	Male	<b>Senior Vice President</b> Head of Corporate Headquarters Head of Strategy Office, Corporate Headquarters	—	—
4	Re-appointment	Mariko Fujii	Female	Director	Regular: 12 times / 12 times Extraordinary: 6 times / 6 times	5
5	Re-appointment	Patrizio Mapelli	Male	Director	Regular: 12 times / 12 times Extraordinary: 6 times / 6 times	4
6	Re-appointment	Fumihiko Ike	Male	Director	Regular: 12 times / 12 times Extraordinary: 6 times / 6 times	4
7	Re-appointment	Shigenao Ishiguro	Male	Director	Regular: 12 times / 12 times Extraordinary: 6 times / 6 times	2



Candidate No. **1** **Yutaka Sasaki** (Born September 13, 1965)

Reappointment

Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1990	April	Joined the Company
2016	June	Senior Vice President, Head of Business Solutions Sector of the Company
2018	June	Senior Vice President, Head of Manufacturing IT Innovation Sector of the Company
2020	June	Executive Vice President, Head of Manufacturing IT Innovation Sector and Head of Business Solutions Sector of the Company
2021	June	Executive Vice President and Director, Head of Strategy Headquarters, Head of Strategy Office, Strategy Headquarters of the Company
2022	June	Executive Vice President, Head of Corporate Headquarters, Head of Strategy Office, Corporate Headquarters of the Company
2023	June	Senior Executive Vice President and Representative Director, Responsible for Technology Management of the Company (present post)
2023	July	Senior Executive Vice President and Representative Director, Responsible for Japan Region of the Company (present post) President and CEO, Representative Director of NTT DATA Japan Corporation (present post)

Principal Concurrent Positions

President and CEO, Representative Director of NTT DATA Japan Corporation

Reasons for the nomination

He has engaged in organizational management in the Enterprise sector for many years and also has extensive experience and record in the Corporate Headquarters. In addition, he has been in charge of management as President and CEO, Representative Director of NTT DATA Japan Corporation since 2023. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for director.

Attendance at Board of Directors meetings (FY2023)

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

Years served as a Director

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

Number of shares of the Company held (Of which, the number of shares to be delivered under the Stock Compensation Plan)

30,470 shares  
(9,970 shares)



Candidate No. **2** **Kazuhiko Nakayama** (Born October 5, 1964)

Reappointment

Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1989	April	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2007	June	General Accounting Manager, Accounts and Finance Department of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
2012	July	Head of Investor Relations Office, Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2014	June	Chief of Staff, CEO's Office of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2018	June	Head of Finance Department of NTT Communications Corporation
2019	June	Director and Head of Finance Department of NTT Communications Corporation
2020	June	Senior Vice President and Head of Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION (present post)
2023	June	Senior Executive Vice President and Director, Responsible for Corporate Management of the Company (present post)

Principal Concurrent Positions

None

Reasons for the nomination

He has extensive experience and record in business management and finance field at NIPPON TELEGRAPH AND TELEPHONE CORPORATION and the NTT Group companies. In addition, since 2023, he has been in charge of the Company's Corporate Headquarters, contributing to the maximization of human resources and organizational capabilities. Since he is expected to continue to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for director.

Attendance at Board of Directors meetings (FY2023)

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

Years served as a Director

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

Number of shares of the Company held (Of which, the number of shares to be delivered under the Stock Compensation Plan)

5,341 shares  
(3,041 shares)



Candidate No. **3** **Tadaoki Nishimura** (Born February 7, 1971)

New

Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1993	April	Joined the Company
2018	July	Head of Fourth Public Division, Second Public Sector of the Company
2020	July	Head of First Public Division, First Public Sector of the Company
2021	June	Deputy Head of First Public Sector of the Company
2022	June	Senior Vice President, Head of First Public Sector, Public Headquarters of the Company
2023	June	Senior Vice President, Head of Corporate Headquarters, Head of Strategy Office, Corporate Headquarters of the Company (present post)

Number of shares of the Company held (Of which, the number of shares to be delivered under the Stock Compensation Plan)

6,768 shares  
(4,268 shares)

Principal Concurrent Positions

None

Reasons for the nomination

He has engaged in organizational management in the Public & Social Infrastructure sector for many years and also has experience and record in the Corporate Headquarters. Since he is expected to promote management of the NTT DATA Group while assuming roles such as supervision of business execution by utilizing his experience and record of performance, he is nominated as a candidate for director.





Candidate No. 4

Mariko Fujii (Born March 9, 1955)

Outside Director	Independent Director
Reappointment	Female

Career Summary, Positions, 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 the Company (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 meetings (FY2023)

Regular: 12 times / 12 times (100%)  
Extraordinary: 6 times / 6 times (100%)

Years served as a Director 5 years

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

Number of shares of the Company held

9,700 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. She is nominated as a candidate for outside director since she 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 her wide range of perspectives. Note that she has no experience of engagement in management of a company in any other manner than serving as an outside director or an outside auditor. 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 stocks of the Company are listed and the criteria of independence (\*) for independent directors stipulated by the Company. Based on the above, the Company judges that the independence of Ms. Fujii is ensured.

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

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 the Company are listed and the criteria of independence for independent directors stipulated by the Company. As such, the Company has designated Mariko Fujii as an independent director and has notified this to the Tokyo Stock Exchange. If she is elected as an outside director, the Company will continue to designate her as an independent director.



Candidate No. **5** **Patrizio Mapelli** (Born March 17, 1955)

Foreign national

Reappointment

Male

#### Career Summary, Positions, 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 the Company (present post)
2021	September	Director of the Board of NTT DATA Europe & Latam, S.L.U. (present post)
2022	October	Director of NTT DATA, Inc. (present post)

#### Principal Concurrent Positions

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

#### Reasons for the nomination

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

#### Attendance at Board of Directors meetings (FY2023)

Regular: 12 times  
/ 12 times (100%)

Extraordinary: 6 times  
/ 6 times (100%)

#### Years served as a Director

4 years

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

#### Number of shares of the Company held

0 shares



Candidate No.

6

Fumihiko Ike (Born May 26, 1952)

Outside Director	Independent Director
Reappointment	Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1982	February	Joined Honda Motor Co., Ltd.
2003	June	Chief Operating Officer for Power Products Operation and Director of Honda Motor Co., Ltd.
2006	April	Chief Financial Officer and Director of Honda Motor Co., Ltd.
2007	June	Chief Financial Officer and Managing Director of Honda Motor Co., Ltd.
2008	April	Chief Operating Officer for Asia and Oceania Region and Managing Director of Honda Motor Co., Ltd. President and Director of Asian Honda Motor Co., Ltd. (resigned in March 2011)
2011	April	Chief Financial Officer, Risk Management Officer, Chief Office for Information Systems and Senior Managing Director of Honda Motor Co., Ltd.
2012	April	Chief Financial Officer, Chief Information Officer, Risk Management Officer and Senior Managing Director of Honda Motor Co., Ltd.
2013	April	Chairman and Representative Director of Honda Motor Co., Ltd. (resigned in June 2016)
2014	May	Chairman of Japan Automobile Manufacturers Association, Inc. (resigned in May 2016)
2020	June	Director of the Company (present post)
2021	June	Director of Eisai Co., Ltd.
2021	June	Director of Resona Holdings, Inc.
2022	June	Chairperson of Board of Directors of Resona Holdings, Inc. (present post)
2023	June	Chair of the Board of Directors of Eisai Co., Ltd. (present post)

Attendance at Board of Directors meetings (FY2023)

Regular: 12 times / 12 times (100%)  
Extraordinary: 6 times / 6 times (100%)

Years served as a Director

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

Number of shares of the Company held

14,000 shares

Principal Concurrent Positions

Chair of the Board of Directors of Eisai Co., Ltd.  
Chairperson of Board of Directors of Resona Holdings, Inc.

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

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

[Matters related to independence]

Mr. Fumihiko Ike satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company 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 to consider the Company's management strategy and achieve transformation. 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 have determined that there is no concern in relation to his independence.

He was Chairman of Japan Automobile Manufacturers Association, Inc., a general incorporated association. The Company and/or its major subsidiaries have business transactions with Japan Automobile Manufacturers Association, Inc. and the transaction value in any of the last three fiscal years is less than 1% of the total sales amount of the Company and its major subsidiaries.

He was Chairman and Representative Director of Honda Motor Co., Ltd. The Company and/or its major subsidiaries have 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 total sales amount of the Company and its major subsidiaries, and of Honda Motor Co., Ltd.

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

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

Note:

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



Candidate No. **7** **Shigenao Ishiguro** (Born October 30, 1957)

Outside Director	Independent Director
Reappointment	Male

**Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions**

1982	January	Joined Tokyo Denki Kagaku Kogyo K.K. (current TDK Corporation)
2014	June	Corporate Officer of TDK Corporation
2015	April	CEO of Magnetic Heads and Sensors Business Company of TDK Corporation
2015	June	Senior Vice President of TDK Corporation
2016	June	President & Representative Director of TDK Corporation General Manager of Humidifier Countermeasures HQ of TDK Corporation
2022	April	Chairman & Representative Director of TDK Corporation
2022	June	Chairman & Director of TDK Corporation (Will resign in June 2024)
2022	June	Director of the Company (present post)
2023	June	Director of Ricoh Company, Ltd. (present post)

**Principal Concurrent Positions**

Director of Ricoh Company, Ltd.

**Attendance at Board of Directors meetings (FY2023)**

Regular: 12 times / 12 times (100%)  
Extraordinary: 6 times / 6 times (100%)

**Years served as a Director 2 years**

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

**Number of shares of the Company held**

2,000 shares

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

He has extensive experience and record in management including organizational management in global business, strong insight into maximizing human resource and organizational capabilities. He is nominated as a candidate for outside director since he is expected to contribute, as an outside director, to the enhancement of supervisory function of business execution as well as the provision of advice using his wide range of perspectives.

**[Matters related to independence]**

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

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

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

**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 the Company are listed and the criteria of independence for independent directors stipulated by the Company. As such, if he is elected as an outside director, the Company will continue to designate him as an independent director.

Notes:

1. NIPPON TELEGRAPH AND TELEPHONE CORPORATION is a parent company of the Company. NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, and NTT Communications Corporation is a subsidiary of NTT DOCOMO, INC., which is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.
2. There are no special interests between each candidate and the Company.
3. Mr. Shigenao Ishiguro will resign as Chairman & Director of TDK Corporation on June 21, 2024.
4. If Ms. Mariko Fujii, Mr. Fumihiko Ike, and Mr. Shigenao Ishiguro are elected as directors, the Company will continue the agreement with the three directors under Article 427 (1) of the Companies Act to limit their liabilities for damage compensation stipulated in Article 423 (1) of the same Act. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.
5. The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph(1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position in the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidates shall be included as insured persons under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
6. Within the past 10 years, Mr. Kazuhiko Nakayama was a business executor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and NTT Communications Corporation, both of which are specified associated companies of the Company. His position and responsibilities are described in "Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions."
7. The number of the Company's shares held by each candidate includes the number of shares to be delivered after his/her retirement based on the stock compensation plan (equivalent to the number of vested points in the performance-based stock compensation plan (trust-type)), which is indicated as a numerical number. For an overview of the Company's director compensation system, please refer to the Business Report "3. Circumstances of Corporate Governance (4) Matters Related to Corporate Officers (2) Policies concerning and total remuneration of Directors and Auditors."

## No. 3

## Election of 4 Directors Who Are Audit and Supervisory Committee Members

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 for its new structure.

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 meetings of Board of Directors and Audit & Supervisory Committee	Years served as Directors
1	<div style="border: 1px solid red; padding: 2px; display: inline-block;">Re-appointment</div> Tomoko Hoshi <div style="display: flex; align-items: center; margin-left: 10px;"> <div style="background-color: #008000; color: white; padding: 2px; margin-right: 5px;">Outside Director</div> <div style="background-color: #800080; color: white; padding: 2px; margin-right: 5px;">Independent Director</div> <div style="border: 1px solid black; padding: 2px; margin-left: 10px;">Female</div> </div>	Director, Audit and Supervisory Committee Member (Full-Time)	Regular: 12 times / 12 times Extraordinary: 6 times / 6 times Audit & Supervisory Committee meetings: 25 times / 25 times	2
2	<div style="border: 1px solid red; padding: 2px; display: inline-block;">Re-appointment</div> Nobuyuki Tainaka <div style="display: flex; align-items: center; margin-left: 10px;"> <div style="background-color: #008000; color: white; padding: 2px; margin-right: 5px;">Outside Director</div> <div style="background-color: #800080; color: white; padding: 2px; margin-right: 5px;">Independent Director</div> <div style="border: 1px solid black; padding: 2px; margin-left: 10px;">Male</div> </div>	Director, Audit and Supervisory Committee Member (Full-Time)	Regular: 10 times / 10 times Extraordinary: 5 times / 5 times Audit & Supervisory Committee meetings: 19 times / 19 times	1
3	<div style="background-color: #800000; color: white; padding: 2px; display: inline-block;">New</div> Eiichi Sakamoto <div style="display: flex; align-items: center; margin-left: 10px;"> <div style="background-color: #008000; color: white; padding: 2px; margin-right: 5px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; margin-left: 10px;">Male</div> </div>	—	—	—
4	<div style="border: 1px solid red; padding: 2px; display: inline-block;">Re-appointment</div> Mitsuko Inamasu <div style="display: flex; align-items: center; margin-left: 10px;"> <div style="background-color: #008000; color: white; padding: 2px; margin-right: 5px;">Outside Director</div> <div style="background-color: #800080; color: white; padding: 2px; margin-right: 5px;">Independent Director</div> <div style="border: 1px solid black; padding: 2px; margin-left: 10px;">Female</div> </div>	Director, Audit and Supervisory Committee Member	Regular: 12 times / 12 times Extraordinary: 5 times / 6 times Audit & Supervisory Committee meetings: 25 times / 25 times	2



Candidate No. **1** **Tomoko Hoshi** (Born September 11, 1962)

Outside director  
Independent officer  
Reappointment  
Female

**Career Summary, Positions, 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)  
 2022 June Director, Audit and Supervisory Committee Member (Full-Time) of the Company (present post)  
 2022 October Company Auditor of NTT DATA, Inc. (present post)

**Principal Concurrent Positions**

Certified Public Accountant  
 Company Auditor of NTT DATA, Inc.

**Attendance at Board of Directors meetings (FY2023)**

Regular: 12 times / 12 times (100%)

Extraordinary: 6 times / 6 times (100%)

**Attendance at Audit & Supervisory Board (FY 2023)**  
 25times / 25times (100%)

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

**Number of shares of the Company held**  
 2,000 shares

**Reasons for the nomination**

She has extensive experience and wide perspectives concerning 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 supervising of the business execution, she is nominated as a candidate for 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 an Audit and Supervisory Committee member.

**[Matters related to independence]**

Ms. Tomoko Hoshi satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of the Company are listed and the criteria of independence (\*) for independent directors stipulated by the Company.

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

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

- (Note 1) No relationship of interest to be noted exists between Ms. Tomoko Hoshi and the Company.
- (Note 2) If Ms. Tomoko Hoshi is elected, the Company will continue the 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. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.
- (Note 3) The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position in the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidate shall be included as an insured person under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
- (Note 4) 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 the Company are listed and the criteria of independence for independent directors stipulated by the Company. As such, the Company 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.



Candidate No. **2** **Nobuyuki Tainaka** (Born January 31, 1963)

Outside director	Independent officer
Reappointment	Male

**Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions**

1986	April	Joined Canon Inc.
2007	July	General Manager, Group Risk Management Division, Legal Administration Center of Canon Inc.
2009	January	General Manager, Workforce Configuration Reform Promotion Division, Human Resources Management & Organization Headquarters of Canon Inc.
2012	January	Deputy Senior General Manager of Legal Administration Center, and General Manager of Risk Management Division of Canon Inc.
2014	April	Executive Officer and Senior General Manager, Global Legal Administration Center of Canon Inc. (resigned in March 2023)
2023	June	Director, Audit and Supervisory Committee Member (Full-Time) of the Company (present post)

**Principal Concurrent Positions**  
None

**Reasons for the nomination**

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

**[Matters related to independence]**

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

He was an Executive Officer of Canon Inc. The Company and/or its major subsidiaries have business transactions with Canon Inc. and the transaction value in any of the last three fiscal years is less than 1% of the total sales amount of the Company and its major subsidiaries.

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

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

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

(Note 2) If Mr. Nobuyuki Tainaka is elected, the Company will continue the 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. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.

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

(Note 4) Mr. Nobuyuki Tainaka is a candidate for 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 the Company are listed and the criteria of independence for independent directors stipulated by the Company. As such, the Company has designated Mr. Tainaka as an independent director and has notified this to the Tokyo Stock Exchange. If he is elected as outside director, the Company will designate him as an independent director again.

Attendance at Board of Directors meetings (FY2023)

Regular: 10 times / 10 times (100%)

Extraordinary: 5 times / 5 times (100%)

Attendance at Audit & Supervisory Board (FY 2023)  
19times / 19times (100%)

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

Number of shares of the Company held  
1,200 shares





Number of shares of  
the Company held  
0 shares

Candidate  
No. 3

Eiichi Sakamoto

(Born September 3, 1963)

Outside  
director

New

Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1986	April	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2002	March	The Brookings Institution Visiting Fellow (resigned in June 2004)
2002	April	Senior Manager, Planning Department of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
2015	June	Senior Vice President and Managing Director of Corporate Marketing Strategy Department of NTT DOCOMO, Inc.
2016	June	Senior Vice President and Head of Corporate Strategy Planning, Member of the Board of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2016	June	Senior Vice President of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
2018	June	Senior Vice President and Head of General Affairs, Member of the Board of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2020	October	Senior Executive Vice President, Representative Director and Head of Alliance Business Headquarters of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION
2021	June	Senior Executive Vice President, Executive Officer of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION

Principal Concurrent Positions

None

Reasons for the nomination

He has extensive experience in corporate management at the NTT Group, as well as experience in sales. In the past, he was a business executive of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, the parent company of the Company, 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 auditing and supervising 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 an Audit and Supervisory Committee member.

(Note 1) NIPPON TELEGRAPH AND TELEPHONE CORPORATION is a parent company of the Company, and NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, and NTT DOCOMO, INC. are subsidiaries of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.

(Note 2) Within the past 10 years, Mr. Eiichi Sakamoto was an executive officer or an officer of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, and NTT DOCOMO, INC., all of which are specified associated companies of the Company. His position and responsibilities are described in "Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions."

(Note 3) No relationship of interest to be noted exists between Mr. Eiichi Sakamoto and the Company.

(Note 4) If the election of Mr. Eiichi Sakamoto is approved, the Company plans to newly enter into an 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. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.

(Note 5) The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position in the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidate shall be included as an insured person under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.

(Note 6) Mr. Eiichi Sakamoto is a candidate for an outside director.

(Note 7) On February 9, 2024, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, of which Mr. Eiichi Sakamoto has served as the Representative Director and Vice President since October 2020, received guidance from the Ministry of Internal Affairs and Communications regarding an operation and maintenance worker (a former temporary employee) who provided a call center system used by a subsidiary of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, who illegally obtained customer information and leaked it to a third party. Although this fraudulent activities had been conducted since prior to Mr. Sakamoto's appointment to NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, he was not aware of the fraudulent activities until July 2023, when the subsidiary became aware of the fraudulent activities and reported them to NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION. Following the discovery of the incidents, Mr. Sakamoto took the initiative as the Chief Compliance Officer (CCO) to conduct thorough investigations and respond promptly to customers, formulate measures to prevent the recurrence for the entire NTT West Group, strengthen internal control functions, and enforce compliance.



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

Outside director  
Independent officer  
Reappointment  
Female

Career Summary, Positions, 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 Audit & Supervisory Board Member of Seven & i Holdings Co., Ltd. (present post)  
2022 June Director, Audit and Supervisory Committee Member of the Company (present post)

Principal Concurrent Positions

Attorney at Law  
Audit & Supervisory Board Member of Seven & i Holdings Co., Ltd.

Attendance at Board of Directors meetings (FY2023)

Regular: 12 times / 12 times (100%)

Extraordinary: 5 times / 6 times (83%)

Attendance at Audit & Supervisory Board (FY 2023)  
25times / 25times (100%)

Years served as a Director  
2 year  
(as of the closing of this general meeting of shareholders)

Number of shares of the Company held  
1,000 shares

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 supervising of the business execution, she is nominated as a candidate for 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 an Audit and Supervisory Committee member.

[Matters related to independence]

Ms. Mitsuko Inamasu satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the stocks of the Company are listed and the criteria of independence (\*) for independent directors stipulated by the Company.

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

\* For the criteria of independence for independent directors stipulated by the Company, please see page 19.

- (Note 1) No relationship of interest to be noted exists between Ms. Mitsuko Inamasu and the Company.
- (Note 2) If Ms. Mitsuko Inamasu is elected, the Company will continue the 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. The limitation on liability for damages under such agreements is the minimum liability amount stipulated in Article 425 (1) of the same Act.
- (Note 3) The Company shall enter into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position in the Company. However, losses and costs personally incurred by the insured due to criminal acts, such as bribery, and intentional illegal activities are not covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidate shall be included as an insured person under the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
- (Note 4) 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 the Company are listed and the criteria of independence for independent directors stipulated by the Company. As such, the Company has designated Ms. Mitsuko Inamasu as an independent director and has notified this to the Tokyo Stock Exchange. If she is elected as an 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, to improve corporate value of the entire Group. 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, the Company shall explain the proposed management structure for the entire Group to the independent outside directors, directors who are Audit and Supervisory Committee members, and the parent company, obtain appropriate advice from them, make a resolution at the Board of Directors, and submit the resolution to the General Meeting of Shareholders.

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. The candidates for directors who are Audit and Supervisory Committee members shall be elected after deliberation and consent of the Audit and Supervisory Committee, the majority of which are outside directors who are Audit and Supervisory Committee members, among other procedures.

### Criteria of Independence

The Company 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 the Company's business partner exceeding the standards set forth by the Company<sup>(\*)</sup>;
- (2) A business executor of the Company's lender exceeding the standards set forth by the Company<sup>(\*\*)</sup>;
- (3) An individual providing specialized services, such as a consultant, accountant or lawyer, who has received from the Company and/or its major subsidiaries<sup>(\*\*\*)</sup> 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 the standards set forth by the Company<sup>(\*\*\*\*)</sup>.

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 The Company's business partner exceeding the standards set forth by the Company refers to a business partner whose total trading amount with the Company and/or its major subsidiaries<sup>(\*\*\*)</sup> is 2% of their total sales or larger in any fiscal year out of the most recent 3 fiscal years.

\*2 The Company's lender exceeding the standards set forth by the Company refers to a lender who lends to the Company and/or its major subsidiaries<sup>(\*\*\*)</sup> 2% or a larger percentage of their total assets in any fiscal year out of the most recent 3 fiscal years.

\*3 The major subsidiaries are NTT DATA Japan Corporation and NTT DATA, Inc.

\*4 An organization that has received contributions exceeding the standards set forth by the Company refers to an organization that has received contributions from the Company and/or its major subsidiaries<sup>(\*\*\*)</sup> 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	Internationality	Sales / Marketing Consulting	Development/ R&D	Business Management	Finance & Accounting	Legal & Administrative	(Reference) Particular field of expertise *Executors only
Yutaka Sasaki		●		●	●	●			Enterprise business
Kazuhiko Nakayama			●			●	●		Corporate Management
Tadaoki Nishimura				●	●	●			Public & Social Infrastructure business
Mariko Fujii	Outside Director		●					●	—
	Independent Director								
Patrizio Mapelli	Foreign national Director	●	●	●		●			—
	Outside Director	●	●	●		●			
Fumihiko Ike	Independent Director	●	●	●		●			—
	Outside Director	●	●	●		●			
Shigenao Ishiguro	Independent Director	●	●		●	●			—
	Outside Director	●	●		●	●			
Tomoko Hoshi	Independent Director		●				●		—
	Outside Director		●				●		
Nobuyuki Tainaka	Independent Director					●		●	—
	Outside Director					●		●	
Eiichi Sakamoto	Independent Director	●		●		●			—
	Outside Director	●		●		●			
Mitsuko Inamasu	Independent Director							●	—
	Outside Director							●	

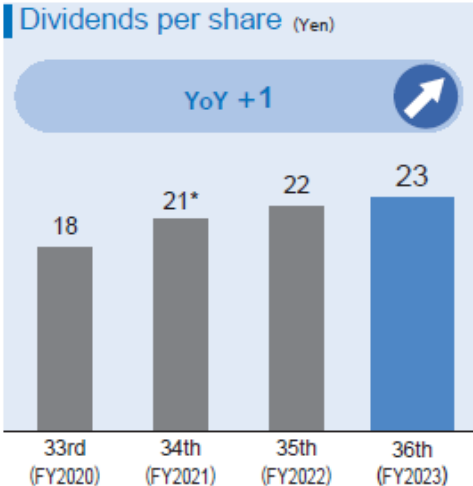
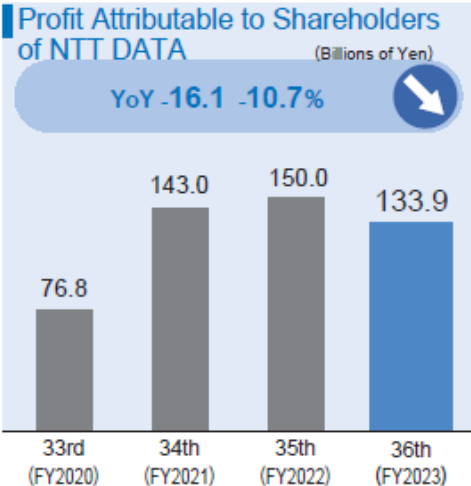
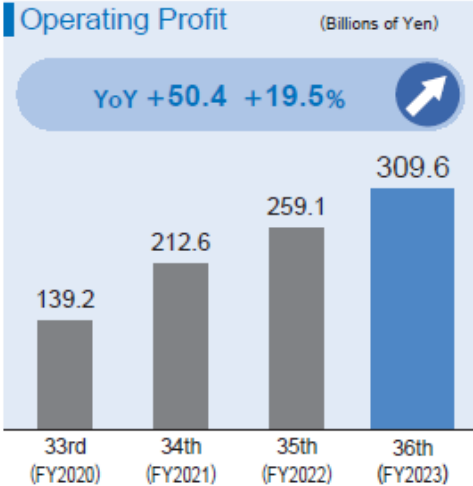
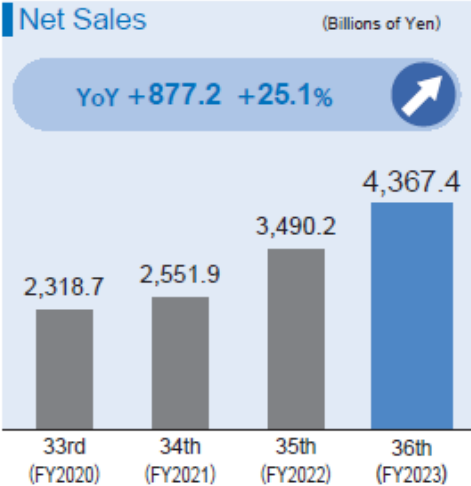
(Note 1) The Company defines the seven areas of expertise that its Board of Directors should possess as Corporate Management, Internationality, Sales/Marketing & Consulting, Development/R&D, Business Management, Finance & Accounting, and Legal & Administrative.

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

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

## Highlight of the Results for the Fiscal Year Ended March 31, 2024

Net sales and operating profit increased mainly due to the business growth in Japan and Europe, in addition to the expanded consolidation of NTT Ltd. and impact of foreign exchange rates. On the other hand, profit decreased due to higher tax expenses, as well as increased financial expenses resulting from the increase in interest-bearing debts, etc. The annual dividend per share is expected to be 23 yen, an increase of 1 yen from FY2022.



\*Included special dividend of 2 yen.

In this Convocation Notice, amounts are rounded off to the indicated unit.

The names of NTT DATA's products and services referred to on this report are trademarks or registered trademarks of NTT DATA in Japan and other countries. The names of other companies etc., products, services, etc., are the trade names, trademarks, or registered trademarks of the companies etc. concerned.

Please note that statements concerning the future are based on a certain assumption made from information available to NTT DATA Group at the end of the fiscal year under review and that actual business performance can greatly vary due to various factors in the future.