



NIPPON TELEGRAPH AND TELEPHONE CORPORATION

(Code No.: 9432)

## THE 40TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

# NOTICE OF CONVOCATION

**Date and Time:** Thursday, June 19, 2025  
10:00 a.m. (JST)  
(Reception desk will be open at 9:00 a.m.)

**Venue:** International Convention Center PAMIR  
Grand Prince Hotel Shin Takanawa  
13-1, Takanawa 3-chome, Minato-ku, Tokyo

The Ordinary General Meeting of Shareholders **will be streamed in real time over the Internet**, and questions will be accepted prior to the meeting, so we ask that you please submit questions and make use of the live streaming.  
(Please see the back cover of this Notice of Convocation for details.)

**\* Please note that we do not distribute any gifts at the meeting.**

Please exercise your voting rights prior to the meeting via the Internet or mail.

**Deadline for advance voting:**  
**Wednesday, June 18, 2025 5:30 p.m. (JST)**

By using your smartphone, etc. to scan the QR code on the bottom-right side of the enclosed voting rights exercise form, you can exercise the voting rights.  
(For detailed steps, see page 5 of this booklet.)

NTT Group is  
exhibiting a pavilion at  
the Osaka-Kansai Expo.

NTT PAVILION EXPO 2025

PARALLEL  
• TRAVEL •

NTT Group's special website  
for the Osaka-Kansai Expo  
can be found here.

NTT EXPO2025



# Notice of Convocation of the 40th Ordinary General Meeting of Shareholders

## ■ Dear NTT Shareholders,

I would like to take this opportunity to thank all of NTT's shareholders for your continued support.

We are pleased to present this Notice of Convocation of the 40th Ordinary General Meeting of Shareholders to be held on Thursday, June 19, 2025.

During the 40th fiscal year (April 1, 2024 to March 31, 2025), NTT Group proceeded with measures to achieve the goals of its Medium-Term Management Strategy "New value creation & Sustainability 2027 powered by IOWN." We will continue to provide new value to customers and society through our business activities.

Based on the voices of customers and society, NTT Group has expanded its business domains by taking on the challenge of solving social issues and realizing a sustainable society. As a result, the current corporate name does not necessarily match the reality of our business, and since the revised NTT Act came into effect in April 2024, which will allow us to change our corporate name, we are proposing to our shareholders to adopt the widely recognized name "NTT" as our official corporate name under the Second Item at the 40th Ordinary General Meeting of Shareholders.

In conjunction with the corporate name change, we will also renew the corporate logo, and as the new NTT Group, we will pursue further global expansion with a unified approach, continue to dynamically reinvent ourselves as we always think about the future, and aim for even greater enhancement of corporate value.

At the Osaka-Kansai Expo, which opened this April, NTT Group is exhibiting a pavilion leveraging spatial transmission technology powered by IOWN. We hope that many shareholders will visit the exhibition and experience the future of telecommunications as envisioned by NTT Group.

I would like to conclude this message by thanking all of our shareholders in advance for their continued understanding and support.





島田 明

Akira Shimada

President and Chief Executive Officer  
Representative Member of the Board

NIPPON TELEGRAPH AND TELEPHONE CORPORATION

|                 | Current   | New   |
|-----------------|---|---|
| Corporate Name* | <b>NIPPON TELEGRAPH AND<br/>TELEPHONE CORPORATION</b>                               | <b>NTT, Inc.</b>  |
| Corporate Logo  |  |  |

\* This proposal will take effect on the condition that the amendments to the Articles of Incorporation in the Second Item, "Amendment to the Articles of Incorporation," become effective.

## 1. Date and Time:

Thursday, June 19, 2025 10:00 a.m. (JST)

## 2. Venue:

International Convention Center PAMIR  
Grand Prince Hotel Shin Takanawa  
13-1, Takanawa 3-chome, Minato-ku, Tokyo

**\* Please note that we do not distribute any gifts at the meeting.**

The meeting will be available for viewing via a live stream over the Internet on the day of the event.

(Please see the back cover of this Notice of Convocation for guidance. Guidance is also provided regarding receiving questions over the Internet, etc. prior to the meeting.)

### 3 Purpose of the Meeting:

|                        |   |  |
|------------------------|---|--|
| Matters to be reported | 1 | Report on the Business Report, Consolidated Financial Statements and audit results of independent auditors and Audit & Supervisory Board for the 40th fiscal year (from April 1, 2024 to March 31, 2025) |
|                        | 2 | Report on the Non-consolidated Financial Statements for the 40th fiscal year (from April 1, 2024 to March 31, 2025)  |

#### [Company Proposals] (First Item to Eighth Item)

|                        |              |  |
|------------------------|--------------|--|
| Matters to be resolved | First Item   | Distribution of Earned Surplus (Dividend of ¥2.60 per Share of Common Stock)   |
|                        | Second Item  | Amendment to the Articles of Incorporation (Change of Corporate Name to NTT, Inc., Transition to a Company with an Audit and Supervisory Committee, etc.)  |
|                        | Third Item   | Election of Eleven (11) Members of the Board (excluding Audit and Supervisory Committee Members)   |
|                        | Fourth Item  | Election of Five (5) Members of the Board who are Audit and Supervisory Committee Members  |
|                        | Fifth Item   | Election of One (1) Substitute Member of the Board who is an Audit and Supervisory Committee Member  |
|                        | Sixth Item   | Determination of Amount and Other Details of Compensation, etc. for Members of the Board (excluding Audit and Supervisory Committee Members)   |
|                        | Seventh Item | Determination of Amount of Compensation, etc. for Members of the Board who are Audit and Supervisory Committee Members   |
|                        | Eighth Item  | Determination of Amount and Other Details of Performance-Related Stock Compensation, etc. to Members of the Board (excluding Outside Members of the Board and Audit and Supervisory Committee Members) |



For the details of each proposal, please refer to the following website:  
[https://group.ntt/en/ir/shares/shareholders\\_meeting/](https://group.ntt/en/ir/shares/shareholders_meeting/) (in English)

#### Reference

##### Third Item Candidates for Members of the Board (excluding Audit and Supervisory Committee Members)

| Candidate No. | Name              |                                | Age (Gender)          |
|---------------|-------------------|--------------------------------|-----------------------|
| 1             | Jun Sawada        | Reelection                     | 69 years old (Male)   |
| 2             | Akira Shimada     | Reelection                     | 67 years old (Male)   |
| 3             | Takashi Hiroi     | Reelection                     | 62 years old (Male)   |
| 4             | Riaki Hoshino     | New election                   | 59 years old (Male)   |
| 5             | Sachiko Oonishi   | Reelection                     | 58 years old (Female) |
| 6             | Patrizio Mapelli  | New election Foreign national  | 70 years old (Male)   |
| 7             | Ken Sakamura      | Reelection Outside Independent | 73 years old (Male)   |
| 8             | Yukako Uchinaga   | Reelection Outside Independent | 78 years old (Female) |
| 9             | Koichiro Watanabe | Reelection Outside Independent | 72 years old (Male)   |
| 10            | Noriko Endo       | Reelection Outside Independent | 57 years old (Female) |
| 11            | Natsuko Takei     | Reelection Outside Independent | 64 years old (Female) |

##### Fourth Item Candidates for Members of the Board who are Audit and Supervisory Committee Members

| Candidate No. | Name              |                                  | Age (Gender)          |
|---------------|-------------------|----------------------------------|-----------------------|
| 1             | Keiichiro Yanagi  | New election                     | 64 years old (Male)   |
| 2             | Kanae Takahashi   | New election                     | 61 years old (Female) |
| 3             | Kensuke Koshiyama | New election Outside Independent | 65 years old (Male)   |
| 4             | Hideki Kanda      | New election Outside Independent | 71 years old (Male)   |
| 5             | Kaoru Kashima     | New election Outside Independent | 67 years old (Female) |

##### Fifth Item Candidate for a Substitute Member of the Board who is an Audit and Supervisory Committee Member

| Name          | Age (Gender)                              |
|---------------|---|
| Natsuko Takei | Outside Independent 64 years old (Female) |

**Matters to be resolved**

**[Shareholder Proposals (One (1) Shareholder)] (Ninth Item and Tenth Item)**

- |            |   |
|------------|---|
| Ninth Item | Amendment to the Articles of Incorporation (Prohibition against lowering the real wages of general employees other than managers and supervisors)                                 |
| Tenth Item | Amendment to the Articles of Incorporation (Equal treatment of company proposals and shareholder proposals in materials for General Meetings of Shareholders and other materials) |

**[Shareholder Proposals (One (1) Shareholder)] (Eleventh Item to Seventeenth Item)**

- |                  |   |
|------------------|---|
| Eleventh Item    | Amendment to the Articles of Incorporation (Relaxing the upper limit for the number of characters in the reason section in shareholder proposals) |
| Twelfth Item     | Amendment to the Articles of Incorporation (Formulation and disclosure of a corporate philosophy)   |
| Thirteenth Item  | Amendment to the Articles of Incorporation (Information disclosure regarding the capital policy)  |
| Fourteenth Item  | Amendment to the Articles of Incorporation (Criteria for nationality of Members of the Board)   |
| Fifteenth Item   | Amendment to the Articles of Incorporation (Judgment standard for resolutions of the Board of Directors)  |
| Sixteenth Item   | Distribution of earned surplus (Special dividend)   |
| Seventeenth Item | Determination of compensation for granting stock acquisition rights as stock options to Executive Directors                                       |

**[Shareholder Proposal (One (1) Shareholder)] (Eighteenth Item)**

- |                 |   |
|-----------------|---|
| Eighteenth Item | Amendment to the Articles of Incorporation aimed at reducing the environmental impact through electronic provision of informational materials to shareholders |
|-----------------|---|

**The Board of Directors is against all shareholder proposals (Ninth Item to Eighteenth Item).**

When convening this Ordinary General Meeting of Shareholders, the Company takes measures for providing information in electronic format and posts the matters subject to measures for electronic provision on the following websites. Please access the websites using the Internet addresses shown below to review the matters.



**The Company's website:**

**[https://group.ntt/en/ir/shares/shareholders\\_meeting/](https://group.ntt/en/ir/shares/shareholders_meeting/)** (in English)



**The website of Tokyo Stock Exchange, Inc. (TSE) (Listed Company Search):**

**<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>** (in English)

Enter the Company name or securities code (9432), and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information."

If revisions to the Notice of Convocation and the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and independent auditors have audited the documents that are subject to audits, including the following matters.

- Business Report (Outline of the Business of NTT Group (Main Businesses, Main Locations, etc., Employment, Changes in Consolidated Assets and Consolidated Profit or Loss of NTT Group, Changes in Non-consolidated Assets and Non-consolidated Income of NTT), Matters Regarding Corporate Officers (Agreements Limiting Liability), Matters Regarding Independent Auditors, Content of Resolutions Concerning the Design of Systems to Ensure the Propriety of NTT's Business, Outline of Operations of the Systems to Ensure the Propriety of NTT's Business)
- Consolidated Financial Statements (Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements)
- Non-consolidated Financial Statements (Non-consolidated Statement of Changes in Shareholders' Equity and Other Net Assets, Notes to Non-consolidated Financial Statements)

# Exercising Your Voting Rights

## A Voting via the Internet\*

**INTERNET DEADLINE** Wednesday, June 18, 2025 5:30 p.m. (JST)

### QR code scanning method

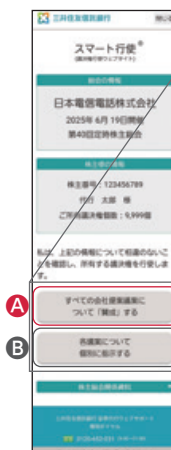
- 1 Scan the QR code on located on the bottom right of the voting rights exercise form.



- 2 You can easily exercise your voting rights by clicking "Exercise Voting Rights" from the top screen of the "Shareholders' Meeting Portal" without entering the "Voting Code / Shareholders' Meeting Portal Login ID" and "Password."



- 3 Once the "Smart Vote®" top screen is displayed, please follow the guidance on the screen and enter your approval or disapproval.



Please select the **A** button if you are in favor of all the Company's proposals and opposed to all shareholder proposals.

Please select the **B** button to enter your approval or disapproval for each proposal individually.

**The Board of Directors is against all shareholders' proposals (Ninth Item to Eighteenth Item).**

### Login ID and password method

- 1 Access the "Shareholders' Meeting Portal" (<https://www.soukai-portal.net/>) (in Japanese).
- 2 Please enter the "Voting Code / Shareholders' Meeting Portal Login ID" and "Password" given on the voting rights exercise form on the login screen.
- 3 Next, indicate your approval or disapproval of the resolutions by following the instructions on the screen.

\*You may also exercise your voting rights from the "Voting Website" (<https://www.web54.net>) (in Japanese)

#### Caution

If you need to make a correction to the content of your vote after you have exercised your voting rights, please log in by entering your "Voting Code / Shareholders' Meeting Portal Login ID" and "Password" for the Voting Website above to make the correction.

### Shareholders who have received the Notice of Convocation, etc. by email

- 1 Access the "Shareholders' Meeting Portal" (<https://www.soukai-portal.net/>) (in Japanese).
- 2 Please enter the "Voting Code / Shareholders' Meeting Portal Login ID" indicated at the bottom of the body of the email sent on Friday, May 30, 2025, and the "Password" that you set when registering your email address on the login screen.  
\* If you have forgotten your password, you can exercise your voting rights without entering the "Voting Code / Shareholders' Meeting Portal Login ID" and "Password" from the "KABUNUSHI PASSPORT" mobile application described on the next page.
- 3 Next, indicate your approval or disapproval of the resolutions by following the instructions on the screen.

For details on receiving the Notice of Convocation and other information by email, please refer to the Company's website ([https://group.ntt.jp/ir/private\\_investor/convocation\\_notice/](https://group.ntt.jp/ir/private_investor/convocation_notice/)) (in Japanese).



\* Institutional investors can utilize the electronic voting platform operated by ICJ, Inc.

## B Voting via mail

**MAIL DEADLINE** Wednesday, June 18, 2025 5:30 p.m. (JST)

Please indicate your approval or disapproval of the resolutions on the voting rights exercise form and return it to the Company by mail so that it arrives before the deadline.

How to fill out your voting rights exercise form

→ Please indicate whether you approve or disapprove of each proposal.

→ You can also exercise your voting rights via the Internet by scanning this QR code with a smartphone or other device.

### When indicating approval of the Company's proposals/Board of Directors opinions

The opinion of the Board of Directors of the Company is shown on the right.

Important points

1. If approving the shareholder's proposal, circle → 賛 [Approve].
2. If disapproving the shareholder's proposal, circle → 否 [Disapprove].

**The Board of Directors is against all shareholders' proposals (Ninth Item to Eighteenth Item).**

| 金 社 提 案   |           |           |           |           |           |           |           |
|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| 第1号<br>議決 | 第2号<br>議決 | 第3号<br>議決 | 第4号<br>議決 | 第5号<br>議決 | 第6号<br>議決 | 第7号<br>議決 | 第8号<br>議決 |
| 賛         | 賛         | 賛         | 賛         | 賛         | 賛         | 賛         | 賛         |
| 否         | 否         | 否         | 否         | 否         | 否         | 否         | 否         |

| 株 主 提 案   |            |            |            |            |            |            |            |
|-----------|------------|------------|------------|------------|------------|------------|------------|
| 第9号<br>議決 | 第10号<br>議決 | 第11号<br>議決 | 第12号<br>議決 | 第13号<br>議決 | 第14号<br>議決 | 第15号<br>議決 | 第16号<br>議決 |
| 賛         | 賛          | 賛          | 賛          | 賛          | 賛          | 賛          | 賛          |
| 否         | 否          | 否          | 否          | 否          | 否          | 否          | 否          |

## C Voting by attending the shareholders' meeting in person

**SCHEDULED START** Thursday, June 19, 2025 10:00 a.m. (JST)

Please submit the voting rights exercise form to the reception desk at the meeting site.

Shareholders using the "KABUNUSHI PASSPORT" mobile application can exercise their voting rights without entering the "Voting Code / Shareholders' Meeting Portal Login ID" and Password. Please refer to the Sumitomo Mitsui Trust Bank, Limited's website (<https://www.smtb.jp/personal/procedure/agency/kabunushi-passport>) (in Japanese) for information on how to download the application and register.



If you have questions about the use of a PC, smartphone or mobile phone for exercising your vote via the Internet, please contact:

Sumitomo Mitsui Trust, Securities Agent Web Support Hotline

**0120-652-031** (Toll Free)  
(9:00 to 21:00)

\* QR code is a trademark of DENSO WAVE INCORPORATED.

### 1 Duplicate voting via mail or online shall be handled as follows:

- ① In the case of duplicate voting online, the last vote placed shall be valid.
- ② In the case of duplicate voting via mail, the votes on the voting rights exercise form that arrives later at the Company shall be valid.
- ③ In the case of duplicate voting done via both online and mail, the vote received later shall be valid. If both votes are received on the same day, the votes placed online shall be valid.
- 2 If no approval or disapproval is expressed for the respective proposals, it will be treated as an approval vote for the Company's proposals and a disapproval vote for the shareholder's proposal.
- 3 If you wish to make a diverse exercise of your voting rights, please advise us in writing or by electromagnetic means three days prior to the Ordinary General Meeting of Shareholders, stating your reasons therefor.

END



## Guidance on Internet Streaming, etc.



**Real-time Streaming over the Internet on the Day of the General Meeting of Shareholders**

**Date and time of streamed broadcast** | **Thursday, June 19, 2025, beginning at 10:00 a.m. (JST)**

You will be able to view the state of affairs on the day through a real-time stream over the Internet.

**For URL, please refer to the Notice of Convocation scheduled to be announced on May 30, 2025.**



**Reception of Questions over the Internet Prior to the Meeting**

**Deadline:** | **5:30 p.m., Thursday, June 12, 2025 (JST)**

The Company will receive questions from shareholders regarding matters to be reported and matters to be resolved in relation to the 40th Ordinary General Meeting of Shareholders prior to the meeting.

**For URL, please refer to the Notice of Convocation scheduled to be announced on May 30, 2025.**

- \* The Company plans to post the answers to the questions received on its website. Furthermore, the Company plans to introduce a portion of these questions at the meeting.
- \* Questions that are not related to matters to be reported or matters to be resolved at the meeting may not be answered.
- \* Questions may also be received in writing. Please send your question to the address below by mail so that it arrives before the deadline.

**[Address]**

IR Office, NIPPON TELEGRAPH AND TELEPHONE CORPORATION  
5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8116

## The Location

### Venue

**International Convention Center PAMIR**  
**Grand Prince Hotel Shin Takanawa**  
13-1, Takanawa 3-chome, Minato-ku, Tokyo  
Phone: 03-3442-1111

### Transportation

- A** **8-minute walk** from Shinagawa Station (Takanawa Exit) (JR and Keikyu Lines)
- B** **6-minute walk** from Takanawadai Station (Toei Subway Asakusa Line)

