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THE 40TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

INFORMATIONAL MATERIALS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Additional Booklet

NIPPON TELEGRAPH AND TELEPHONE CORPORATION

(Code No.: 9432)

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With respect to underlined terms, a definition of each term is provided in the "Glossary of Terms."

Notice


This Additional Booklet is provided over the Internet. Shareholders wishing to receive the booklet by mail from the next Ordinary General Meetings of Shareholders onward are asked to complete the following procedures to make a Request for Delivery of Paper-Based Documents.

Procedures to Make a Request for Delivery of Paper-Based Documents (For shareholders who do not wish to receive it by mail, it is not necessary to complete any procedures.)

Please ask your securities company for delivery of paper-based documents. The procedures can also be completed with the Transfer Agent (Sumitomo Mitsui Trust Bank, Limited). The method to complete the procedures with the Transfer Agent is provided below.

Request by phone

Call the dedicated call center of the Transfer Agent (Sumitomo Mitsui Trust Bank, Limited) to conduct procedures.

 0120-533-600 (9:00 to 17:00)
(Excluding Saturdays, Sundays, holidays, and December 31 to January 3)

Request via the Internet (by chat bot)

Please access the chat bot on the website of the Transfer Agent (Sumitomo Mitsui Trust Bank, Limited) to make your request.

<https://group.ntt.jp/ir/is/22122.html> (in Japanese)



Reference Materials for the Ordinary General Meeting of Shareholders

Resolutions and matters for reference

[Company Proposals]

First Item Distribution of Earned Surplus

Nippon Telegraph and Telephone Corporation (the “Company”) has set as its important management challenge the maximization of corporate value over the medium to long term, and the Company has identified the return of profits to shareholders as an important management goal.

In determining the level of dividends for the fiscal year ended March 31, 2025, the Company, while giving consideration to stability and sustainability, takes into account a full range of factors, including business performance, financial standing and dividend payout ratio.

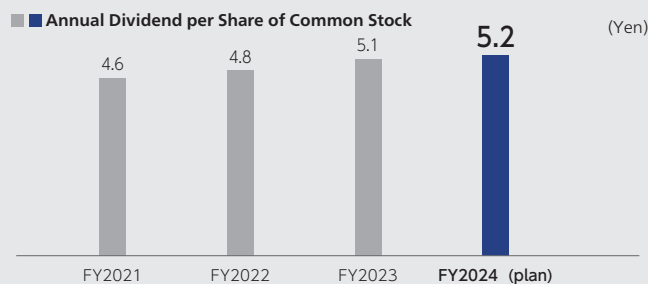
1 Type of asset to be distributed: Cash

2 Matters relating to allotment of dividends and total amount of dividends to be distributed: Per share of common stock: ¥2.60
Total amount of dividends : ¥215,210,146,216

As the Company has already distributed an interim dividend of ¥2.60 per share of common stock, the annual dividend for the fiscal year will be ¥5.20 per one share of common stock.

3 Date on which the dividend becomes effective: June 20, 2025

Changes in Dividends per Share



Note: NTT implemented a 25-for-1 stock split of common stock with an effective date of July 1, 2023. Figures for annual dividend per share of common stock are stated, taking the stock split into consideration.

Please refer to page 84 for the capital policy. ▶

Second Item Amendment to the Articles of Incorporation

1. Reasons for the Amendments

(1) Matters regarding change of corporate name

In 1952, the telegraph and telephone services delivered by the Ministry of Communications and Ministry of Telecommunications were handed over to Nippon Telegraph and Telephone Public Corporation. During the period of high economic growth starting from postwar reconstruction, the Company laid the foundation for telecommunications infrastructure, responding to society's expectation of "telephone services that connect in an instant."

Subsequently, with the liberalization of telecommunications, the Company transformed into the current Nippon Telegraph and Telephone Corporation in 1985, and has consistently adhered to a stance of prioritizing the voices of its customers and society, while working on business expansion and solving social issues.

As NTT Group's business structure has transformed with changes over time, and also the enactment of the Act Partially Amending the Act on Nippon Telegraph and Telephone Corporation, Etc. in April 2024 made changes in the corporate name possible, the Company proposes to officially adopt the name "NTT," which is widely recognized in Japan and overseas, as a corporate name, and change its corporate name to NTT, Inc. In addition, because changes in the corporate names of Nippon Telegraph and Telephone East Corporation and Nippon Telegraph and Telephone West Corporation are planned, necessary amendments will be made (Article 1 and Article 2 in the proposed amendments).

The effective date of the amendments will be July 1, 2025 (Article 1 of the supplementary provisions in the proposed amendments).

(2) Matters regarding changes in institutional design, etc.

The Company has been continuously discussing ways to further sustainably enhance the corporate value of the entire group. Because it has been decided to transition to a company with an Audit and Supervisory Committee to further enhance discussions on management policies and strategies, to further strengthen the monitoring function of the Board of Directors, and to evolve into the governance model that is more easily understood by overseas investors and other stakeholders as a global company, necessary amendments will be made.

- (i) It will be stipulated that the Company shall establish an Audit and Supervisory Committee as a corporate organ, new provisions will be established regarding the Audit and Supervisory Committee, and provisions will be deleted regarding Audit & Supervisory Board Members and the Audit & Supervisory Board (Article 5, Article 24, Article 28 and Article 29 in the proposed amendments and Articles 27 through 32 in the current Articles of Incorporation).
- (ii) New provisions will be established regarding the number of Members of the Board who are Audit and Supervisory Committee Members and their terms of office (Article 20 and Article 22 in the proposed amendments).
- (iii) A new provision will be established stating that the Board of Directors may, by resolution of the Board of Directors, delegate all or part of decisions on the execution of important operations (excluding matters listed in each item in Article 399-13, paragraph (5) of the Companies Act) to Members of the Board (Article 26 in the proposed amendments).

In addition to the above, the Company also proposes to amend or delete relevant provisions, change the number of articles, and make other necessary changes (Articles 11, 13, 21, 23, 31, and 33 in the proposed amendments and Article 2 of the supplementary provisions).

The amendments shall be effective upon receipt of the approval of the Minister for Internal Affairs and Communications after the conclusion of this Ordinary General Meeting of Shareholders.

2. Content of the Amendments

The content of the amendments is as follows:

(Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
Article 1. (Corporate Name) 1. The Company shall be incorporated pursuant to the Act on Nippon Telegraph and Telephone Corporation, Etc. and the name of the Company shall be <u>Nippon Denshin Denwa</u> Kabushiki Kaisha. 2. The name of the Company in English translation shall be <u>Nippon Telegraph and Telephone Corporation</u> .	Article 1. (Corporate Name) 1. The Company shall be incorporated pursuant to the Act on Nippon Telegraph and Telephone Corporation, Etc. and the name of the Company shall be <u>NTT</u> Kabushiki Kaisha. 2. The name of the Company in English translation shall be <u>NTT, Inc.</u>
Article 2. (Purpose) 1. The purpose of the Company shall be to hold all the shares which both <u>Nippon Telegraph and Telephone East Corporation</u> and <u>Nippon Telegraph and Telephone West Corporation</u> (hereinafter referred to as the "Regional Companies") respectively issue and to ensure proper and stable provision of telecommunications services by the Regional Companies as well as to conduct research relating to the telecommunications technologies that will form the foundation for telecommunications. 2. The Company shall engage in the following business activities: (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) such business activities as are incidental to the business activities of the preceding three items. 3. The Company may, besides the business activities <u>referred to</u> in the preceding paragraph, engage in business activities necessary to achieve the purpose of the Company.	Article 2. (Purpose) 1. The purpose of the Company shall be to hold all the shares which both <u>NTT EAST, Inc.</u> and <u>NTT WEST, Inc.</u> (hereinafter referred to as the "Regional Companies") respectively issue and to ensure proper and stable provision of telecommunications services by the Regional Companies as well as to conduct research relating to the telecommunications technologies that will form the foundation for telecommunications. 2. The Company shall engage in the following business activities: (1) (No changes) (2) (No changes) (3) (No changes) (4) such business activities as are incidental to the business activities of the preceding three items. 3. The Company may, besides the business activities <u>prescribed</u> in the preceding paragraph, engage in business activities necessary to achieve the purpose of the Company.
Article 5. (Organs) The Company shall, besides the general meeting of Shareholders and the Members of the Board, have the following organs: (1) Board of Directors; (2) <u>Audit & Supervisory Board Members;</u> (3) <u>Audit & Supervisory Board;</u> and (4) Accounting Auditor.	Article 5. (Organs) The Company shall, besides the general meeting of Shareholders and the Members of the Board, have the following organs: (1) Board of Directors; (2) <u>Audit and Supervisory Committee;</u> and (3) Accounting Auditor.
Article 11. (Share Handling Regulations) Administrative work related to the Company's shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors.	Article 11. (Share Handling Regulations) Administrative work related to the Company's shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors <u>or by a Member of the Board delegated by a resolution of the Board of Directors.</u>

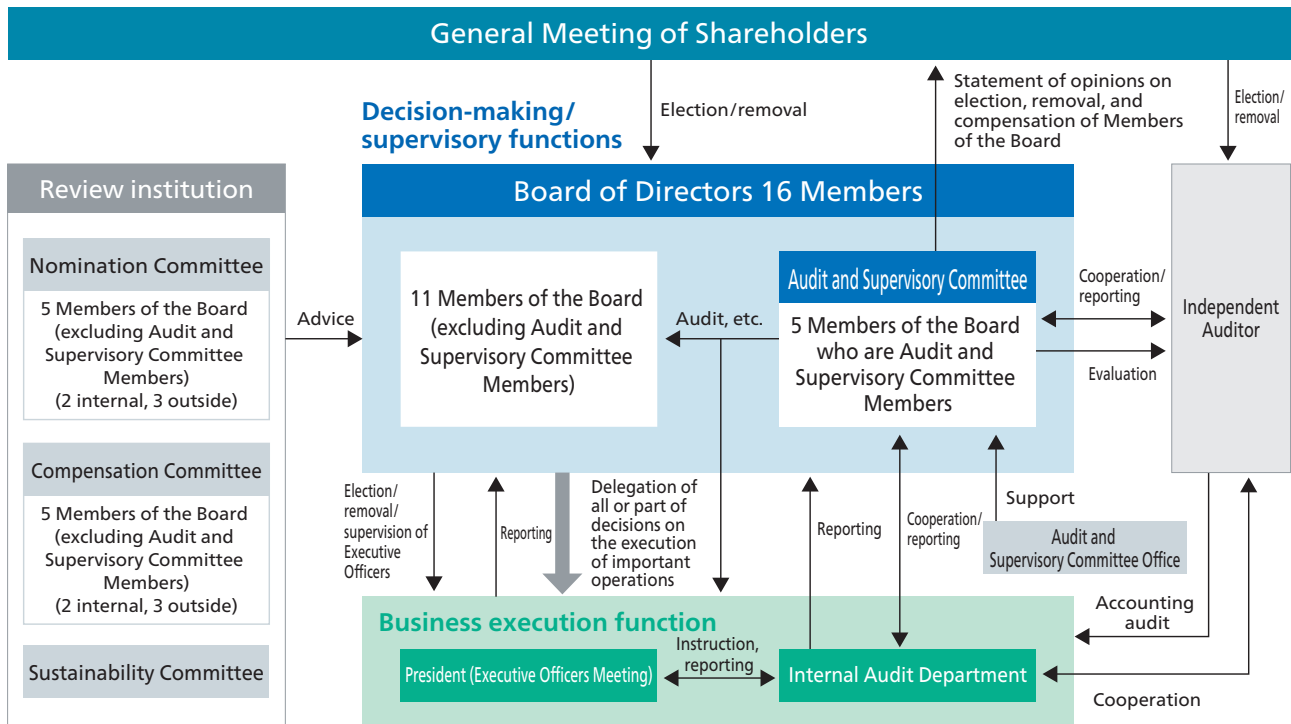
Current Articles of Incorporation	Proposed Amendments
Article 13. (Transfer Agent) 1. (Omitted) 2. The transfer agent, its location and the scope of its authority shall be determined by a resolution of the Board of Directors and public notice shall be given with respect thereto.	Article 13. (Transfer Agent) 1. (No changes) 2. The transfer agent, its location and the scope of its authority shall be determined by a resolution of the Board of Directors <u>or by a Member of the Board delegated by a resolution of the Board of Directors</u> and public notice shall be given with respect thereto.
Article 20. (Number of Members of the Board) There shall be no more than <u>fifteen (15)</u> Members of the Board of the Company. (New Article)	Article 20. (Number of Members of the Board) 1. There shall be no more than <u>seventeen (17)</u> Members of the Board of the Company. 2. <u>Of the Members of the Board described in the preceding paragraph, no more than five (5) Members of the Board shall be Members of the Audit and Supervisory Committee.</u>
Article 21. (Election of Members of the Board) 1. (Omitted) 2. (Omitted) (New Article)	Article 21. (Election of Members of the Board) 1. (No changes) 2. (No changes) 3. <u>The resolution for the election of a substitute Member of the Board who is an Audit and Supervisory Committee Member shall expire at the beginning of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years from the assumption of office.</u>
Article 22. (Term of Office of Members of the Board) 1. The term of office of Members of the Board shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within <u>two (2) years</u> from their assumption of office. (New Article) 2. The term of office of any Member of the Board <u>elected to fill a vacancy or elected because of an increase in number shall be the same as the remainder of the term of office of the other Members of the Board.</u>	Article 22. (Term of Office of Members of the Board) 1. The term of office of Members of the Board <u>(excluding Audit and Supervisory Committee Members)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within <u>one (1) year</u> from their assumption of office. 2. <u>The term of office of Members of the Board who are Audit and Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years from their assumption of office.</u> 3. <u>The term of office of any Member of the Board who is an Audit and Supervisory Committee Member elected as a substitute for an Audit and Supervisory Committee Member of the Board who has retired before the expiration of their term shall be the same as the remainder of the term of office of the retired Audit and Supervisory Committee Member.</u>
Article 23. (Election of Representative Members of the Board and Members of the Board with Specific Powers) 1. The Members of the Board shall elect from among its members one (1) President. 2.-4. (Omitted) 5. The Board of Directors may elect one (1) or more Members of the Board from among its members to be Representative Members of the Board of the Company, in addition to the President. 6. (Omitted) 7. When the President is unable to act, one of the other Members of the Board shall act on his or her behalf in accordance with the order predetermined by a resolution of the Board of Directors.	Article 23. (Election of Representative Members of the Board and Members of the Board with Specific Powers) 1. The Members of the Board shall elect from among its members <u>(excluding Audit and Supervisory Committee Members)</u> one (1) President. 2.-4. (No changes) 5. The Board of Directors may elect one (1) or more Members of the Board <u>(excluding Audit and Supervisory Committee Members)</u> from among its members to be Representative Members of the Board of the Company, in addition to the President. 6. (No changes) 7. When the President is unable to act, one of the other Members of the Board <u>(excluding Audit and Supervisory Committee Members)</u> shall act on his or her behalf in accordance with the order predetermined by a resolution of the Board of Directors.
Article 24. (Meetings of the Board of Directors) 1. (Omitted) 2.-3. (Omitted) 4. Notice of a meeting of the Board of Directors shall be dispatched to each Member of the Board <u>and Audit & Supervisory Board Member</u> no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 5.-7. (Omitted)	Article 24. (Meetings of the Board of Directors) 1. (No changes) 2.-3. (No changes) 4. Notice of a meeting of the Board of Directors shall be dispatched to each Member of the Board no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 5.-7. (No changes)

Current Articles of Incorporation	Proposed Amendments
(New Article)	Article 26. (Delegation of Decisions on Execution of Important Operations) Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate all or part of decisions on the execution of important operations (excluding the matters set forth in each item of paragraph (5) of the same Article) to Members of the Board.
Article 26. (Exemption of Members of the Board from Liabilities) (Omitted)	Article 27. (Exemption of Members of the Board from Liabilities) (No changes)
CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE
Article 27. (Number of Audit & Supervisory Board Members) There shall be no more than six (6) Audit & Supervisory Board Members of the Company.	(Deleted)
Article 28. (Election of Audit & Supervisory Board Members) Audit & Supervisory Board Members shall be elected at a general meeting of Shareholders by a majority vote of Shareholders present at a meeting at which Shareholders entitled to exercise their voting rights present hold shares representing in the aggregate one-third (1/3) or more of voting rights of all the Shareholders.	(Deleted)
Article 29. (Term of Office of Audit & Supervisory Board Members) 1. The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders held relating to the last business year ending within four (4) years from their assumption of office. 2. The term of office of any Audit & Supervisory Board Member elected to fill a vacancy shall be the same as the remainder of the term of office of his or her predecessor.	(Deleted)
Article 30. (Full-time Audit & Supervisory Board Members) The Audit & Supervisory Board shall, by its resolution, elect one (1) or more full-time Audit & Supervisory Board Members.	Article 28. (Full-time Audit and Supervisory Committee Members) The Audit and Supervisory Committee shall, by its resolution, elect one (1) or more full-time Audit and Supervisory Committee Members.
Article 31. (Meetings of Audit & Supervisory Board) 1. Notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 2. Unless otherwise provided by laws or regulations, resolutions at a meeting of the Audit & Supervisory Board shall be adopted by a majority vote of the Audit & Supervisory Board Members. 3. Unless otherwise provided by laws or regulations or by these Articles of Incorporation, any other matters with respect to the Audit & Supervisory Board shall be governed by the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.	Article 29. (Meetings of Audit and Supervisory Committee) 1. Notice of a meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 2. Unless otherwise provided by laws or regulations, resolutions at a meeting of the Audit and Supervisory Committee shall be adopted by a majority vote of the Audit and Supervisory Board Committee Members at which majority of the Audit and Supervisory Board Committee Members eligible to vote are in attendance. 3. Unless otherwise provided by laws or regulations or by these Articles of Incorporation, any other matters with respect to the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.

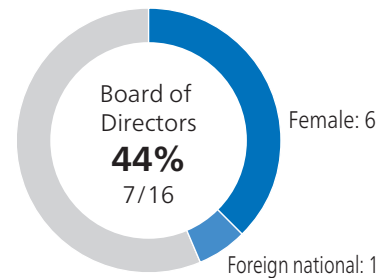
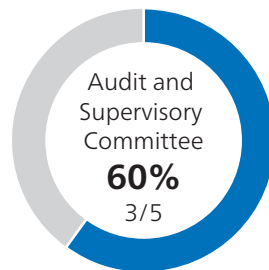
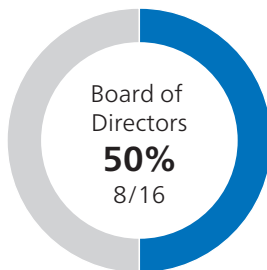
Current Articles of Incorporation	Proposed Amendments
Article 32. (Exemption of Audit & Supervisory Board Members from Liabilities) 1. The Company may, pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from their liabilities as provided in Article 423, paragraph (1) of the Companies Act to the extent permitted by laws or regulations pursuant to a resolution of the Board of Directors. 2. The Company may, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, enter into agreements with Audit & Supervisory Board Members limiting their liabilities as provided in Article 423, paragraph (1) of the Companies Act; provided, however, that said limits on liability based on agreements shall be limited to the extent permitted by laws or regulations.	(Deleted)
Article 33. (Business Year) (Omitted)	Article 30. (Business Year) (No changes)
(New Article)	Article 31. (Organ to Determine Distribution of Surplus, Etc.) <u>The Company may determine the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of surplus, by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</u>
Article 34. (Distributions of Surplus, etc.) (Omitted)	Article 32. (Distributions of Surplus, etc.) (No changes)
Article 35. (Interim Dividends) 1. Pursuant to Article 151, paragraph (1) of the Book-Entry Transfer Act, the Company shall, <u>by resolution of the Board of Directors</u> , be entitled to make distributions of surplus in accordance with <u>Article 454, paragraph (5) of the Companies Act</u> (hereinafter referred to as "interim dividends") to Shareholders as identified by notice to the Company from the transfer institution, or persons designated as pledgees of such shares as identified by such notice to the Company from the transfer institution, on the 30th day of September of each year as stipulated in Paragraph 1 of the preceding Article. 2. (Omitted)	Article 33. (Interim Dividends) 1. Pursuant to Article 151, paragraph (1) of the Book-Entry Transfer Act, the Company shall be entitled to make distributions of surplus (hereinafter referred to as "interim dividends") to Shareholders as identified by notice to the Company from the transfer institution, or persons designated as pledgees of such shares as identified by such notice to the Company from the transfer institution, on the 30th day of September of each year as stipulated in Paragraph 1 of the preceding Article. 2. (No changes)
(New Article)	(Supplementary Provisions) Article 1. <u>The amendments to Article 1 and Article 2, Paragraph 1 in the Articles of Incorporation shall take effect on July 1, 2025. Upon the effective date of the amendment of Article 1 and Article 2, Paragraph 1 of the Articles of Incorporation, this Article shall be deleted and the following paragraph shall be renumbered accordingly.</u>
(New Article)	Article 2. <u>Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, to the extent permitted by laws and regulations, exempt members of the Audit & Supervisory Board (including former members) from liability under Article 423, Paragraph 1 of the Companies Act, for neglecting their duties prior to the effective date of the partial amendment to the Articles of Incorporation resolved at the 40th Ordinary General Meeting of Shareholders.</u>

Reference Transition to a company with an Audit and Supervisory Committee

Governance system after transition to a company with an Audit and Supervisory Committee



Independence and diversity of Members of the Board



Independence

Ratio of outside independent Members of the Board

Diversity

Ratio of female and foreign national Members of the Board

Third Item**Election of Eleven (11) Members of the Board (excluding Audit and Supervisory Committee Members)**

If the Second Item, "Amendment to the Articles of Incorporation," is approved and adopted as originally proposed, the Company will transition to a company with an audit and supervisory committee, and the term of office of all ten current Members of the Board will expire at the time the amendments to the Articles of Incorporation take effect, pursuant to Article 332, paragraph (7), item (i) of the Companies Act.

Accordingly, the Company proposes the election of 11 Members of the Board (excluding Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the transition to a company with an audit and supervisory committee.

The candidates for Members of the Board are as follows.

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

1**Jun Sawada**

Male, 69 years old
(July 30, 1955)

Reelection

Number of shares of the Company held:
1,163,900 shares



**Years served as
Member of the Board**
11 years

**Number of Board of
Directors Meetings
attended (Percent)**
14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1978: Joined Nippon Telegraph and Telephone Public Corporation
June 2008: Senior Vice President
Executive Manager of the Corporate Strategy Planning Department
Member of the Board of NTT Communications Corporation
June 2011: Executive Vice President
Executive Manager of the Corporate Strategy Planning Department
Member of the Board of NTT Communications Corporation
June 2012: Senior Executive Vice President
Executive Manager of the Corporate Strategy Planning Department
Representative Member of the Board of NTT Communications Corporation
June 2013: Senior Executive Vice President
Representative Member of the Board of NTT Communications Corporation
June 2014: Senior Executive Vice President
Representative Member of the Board of the Company
June 2018: President and Chief Executive Officer
Representative Member of the Board of the Company
June 2020: President and Chief Executive Officer
Representative Member of the Board of the Company
June 2022: Chairman and Representative Member of the Board of the Company
June 2024: Chairman and Member of the Board of the Company (present post)
June 2025: Director of Sumitomo Mitsui Financial Group, Inc.
(scheduled to assume office on June 27, 2025)

Reasons for reelection as a Member of the Board

Mr. Jun Sawada has been involved in the global business and corporate planning operations of the Group in Japan and overseas for many years. He has broad insight and a wealth of experience in global business and business management.

In recent years, Mr. Sawada has promoted the strengthening of governance as Chairman of the Board. He has also promoted the independent development of both the Company and the Japanese economy and the strengthening of economic relations with other countries through his energetic activities in the business world (received the award of Honorary Officer of the Most Excellent Order of the British Empire (OBE) in June 2024).

The Company has determined that his wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated him once again as a candidate for Member of the Board.

2

Akira ShimadaMale, 67 years old
(December 18, 1957)

Reelection

Number of shares of the Company held:
828,100 shares

**Years served as
Member of the Board**
13 years
**Number of Board of
Directors Meetings
attended (Percent)**
14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1981: Joined Nippon Telegraph and Telephone Public Corporation
 June 2007: Vice President of Corporate Strategy Planning of the Company
 July 2007: General Manager of the Accounts and Finance Department of Nippon Telegraph and Telephone West Corporation
 July 2009: General Manager of the General Affairs and Personnel Department of Nippon Telegraph and Telephone East Corporation
 June 2011: Senior Vice President
 General Manager of the General Affairs and Personnel Department
 Member of the Board of Nippon Telegraph and Telephone East Corporation
 June 2012: Senior Vice President
 Head of General Affairs
 Member of the Board of the Company
 June 2015: Executive Vice President
 Head of General Affairs
 Member of the Board of the Company
 June 2018: Senior Executive Vice President
 Representative Member of the Board of the Company
 June 2020: Senior Executive Vice President
 Representative Member of the Board of the Company
 June 2022: President and Chief Executive Officer
 Representative Member of the Board of the Company (present post)

Reasons for reelection as a Member of the Board

Mr. Akira Shimada has broad insight and a wealth of experience, having been involved in the Group's business strategy and business operations relating to human resources, finance, and legal affairs of the entire Group in Japan and overseas for many years.
 In recent years, Mr. Shimada has led the management of the Group, including by spearheading the reform of a new personnel system and the realignment of overseas business to expand global business, while formulating and implementing Medium-Term Management Strategy as a top executive.
 The Company has determined that his wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated him once again as a candidate for Member of the Board.

3

Takashi HiroiMale, 62 years old
(February 13, 1963)

Reelection

Number of shares of the Company held:
397,300 shares

**Total number of years
including the number
of years in office as a
Member of the Board
in the past**
8 years
**Number of Board of
Directors Meetings
attended (Percent)**
14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1986: Joined the Company
 May 2005: Vice President of Corporate Business Strategy of the Company
 June 2008: Vice President of Strategic Business Development of the Company
 July 2009: Vice President of Corporate Strategy Planning of the Company
 June 2014: Head of Finance and Accounting of the Company
 June 2015: Senior Vice President
 Head of Finance and Accounting
 Member of the Board of the Company
 June 2020: Executive Vice President
 General Manager of Accounts and Finance Department
 Member of the Board of Directors of NTT DOCOMO, INC.
 December 2020: Senior Executive Vice President
 Representative Member of the Board of Directors of NTT DOCOMO, INC.
 June 2022: Senior Executive Vice President
 Representative Member of the Board of the Company (present post)

Reasons for reelection as a Member of the Board

Mr. Takashi Hiroi has broad insight and a wealth of experience as a manager, having been responsible for overall business strategy with a focus on business management and finance and finance for many years.
 In recent years, Mr. Hiroi has led the management of the Group, including by spearheading the Group's efforts to strengthen its cash-generating ability through increased investment for growth and to promote human capital management, while formulating and implementing Medium-Term Management Strategy as a top executive.
 The Company has determined that his wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated him once again as a candidate for Member of the Board.

4

Riaki HoshinoMale, 59 years old
(March 11, 1966)

New election

Number of shares of the Company held:
435,900 shares**Career summary, position, responsibilities and description of significant concurrent positions**

April 1990: Joined the Company
 July 2005: Vice President of Corporate Business Strategy of the Company
 July 2007: General Manager in charge of R&D Center of Network Business Headquarters of Nippon Telegraph and Telephone East Corporation
 July 2010: General Manager in charge of Plant Department of Network Business Headquarters of Nippon Telegraph and Telephone East Corporation
 July 2014: General Manager of the Tokyominami Branch of Tokyo Division of Nippon Telegraph and Telephone East Corporation
 June 2016: General Manager in charge of Corporate Strategy Planning Department of Nippon Telegraph and Telephone East Corporation
 June 2018: Member of the Board
 Executive Manager of Strategic Network Management Department of Network Business Headquarters of Nippon Telegraph and Telephone East Corporation
 June 2021: Member of the Board
 Executive Officer
 Senior Executive Manager of Network Business Headquarters of Nippon Telegraph and Telephone East Corporation
 June 2022: Senior Executive Vice President, Representative Member of the Board of Nippon Telegraph and Telephone East Corporation
 (scheduled to retire on June 16, 2025)

Reasons for election as a Member of the Board

Mr. Riaki Hoshino has broad insight and a wealth of experience as a manager, having been engaged in facility strategy operations including network advancement for many years and having served as Representative Member of the Board and Senior Executive Vice President at a Group company. In recent years, Mr. Hoshino has pursued the realization of a distributed networked society utilizing telecommunications technologies and facilities, and led initiatives aimed at creating a sustainable, circular economy society through co-creation with the local communities. The Company has determined that his wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated him as a new candidate for Member of the Board.

5

Sachiko OonishiFemale, 58 years old
(December 17, 1966)
* The surname of Sachiko Oonishi is Iijima in the family register.

Reelection

Number of shares of the Company held:
96,000 shares

**Years served as
Member of the Board**
1 year
**Number of Board of
Directors Meetings
attended (Percent)**
11/11 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1989: Joined the Company
 July 2012: General Manager in charge of the New Business Development Headquarters of Nippon Telegraph and Telephone East Corporation
 July 2014: General Manager of Stadium Wi-Fi Promotion Office of NTT Broadband Platform, Inc.
 July 2016: Vice President of Strategic Business Development of the Company
 June 2020: Member of the Board,
 Head of Third Business Solutions, Business Solution Division of NTT Communications Corporation
 June 2021: Senior Vice President,
 Head of Third Business Solutions, Business Solution Division of NTT Communications Corporation
 June 2023: Executive Vice President,
 Head of Research and Development Market Strategy Division of the Company
 June 2024: Executive Member of the Board
 Executive Vice President
 Head of Research and Development Market Strategy Division of the Company
 (present post)

Reasons for reelection as a Member of the Board

Ms. Sachiko Oonishi has broad insight and a wealth of experience in the new business and marketing fields, having been involved in formulating and implementing strategies for new business creation for many years. In recent years, Ms. Oonishi has been leading alliances with various partners and the creation of new businesses towards creating new value through fusion of research and development with a market focused strategy via co-creation at the global level to upgrade the customer experience (CX). The Company has determined that her wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated her once again as a candidate for Member of the Board.

6

Patrizio MapelliMale, 70 years old
(March 17, 1955)

New election

Foreign national

Number of shares of the Company held:
0 shares**Career summary, position, responsibilities and description of significant concurrent positions**

September 1982: Joined Olivetti
 July 1995: Senior Partner of Ernst & Young
 July 2000: Vice President of A. T. Kearney
 October 2002: Senior Partner of Value Partners S.p.A.
 October 2002: CEO of Value Team S.p.A. (currently NTT DATA Italia S.p.A.)
 January 2013: CEO of NTT DATA EMEA LTD.
 April 2018: Chairman of the Board of NTT DATA Italia S.p.A.
 June 2020: Member of the Board of NTT DATA CORPORATION (currently NTT DATA Group Corporation) (scheduled to retire on June 16, 2025)
 September 2021: Director of the Board of NTT DATA Europe & Latam, S.L.U.
 October 2022: Member of the Board of NTT DATA, Inc. (scheduled to retire on June 11, 2025)

Reasons for election as a Member of the Board

Mr. Patrizio Mapelli has accumulated a wealth of management experience and a track record over many years in IT consulting, system development and related business areas in overseas markets, particularly in Europe. His experience includes serving as CEO at Value Team S.p.A. and at NTT DATA EMEA LTD.

In recent years as a Member of the Board at NTT DATA Group Corporation and NTT DATA, Inc., Mr. Mapelli has fulfilled his roles of promoting business activities to strengthen the global business and supervising business execution, among other responsibilities.

The Company has determined that his wealth of experience, deep insight, and high level of integrity will contribute to the further sustainable growth of the Group, and has therefore nominated him as a new candidate for Member of the Board.

Note: Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into agreement with Mr. Patrizio Mapelli limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act.

7

Ken SakamuraMale, 73 years old
(July 25, 1951)

Reelection

Outside

Independent

Number of shares of the Company held:

66,300 shares

**Years served as outside
Member of the Board**

6 years

**Number of Board of
Directors Meetings
attended (Percent)**

14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 2000:	Professor of the Interfaculty Initiative in Information Studies and the Graduate School of Interdisciplinary Information Studies of the University of Tokyo	
January 2002:	Director of YRP Ubiquitous Networking Laboratory	(present post)
April 2009:	Director of Institute of Infrastructure Application of Ubiquitous Computing of the Interfaculty Initiative in Information Studies of the University of Tokyo	
October 2014:	President of Vitalizing Local Economy Organization by Open Data & Big Data (currently the Organization for Vitalization of Local Economy by Digital Transformation)	(present post)
April 2017:	Professor and Dean of Faculty of Information Networking for Innovation and Design of Toyo University	(retired on March 31, 2024)
April 2017:	Head of collaboration Hub for University and Business of Toyo University	(present post)
June 2017:	Emeritus Professor of the University of Tokyo	(present post)
June 2019:	Member of the Board of the Company	(present post)
August 2019:	President of Association for IoT Services Coordination	(present post)

Reasons for reelection as an outside Member of the Board and overview of expected roles

Mr. Ken Sakamura leads cutting-edge projects by researchers and engineers from around the world, including the launch of the TRON project. He also promotes the creation of new businesses through the utilization of big data by promoting the release of open data. In addition, Mr. Sakamura contributes to the development of academic research in a wide range of fields and its implementation in society by promoting collaboration between universities and businesses.

Mr. Sakamura has played an important role since assuming his position as Member of the Board in June 2019, making comments mainly on subjects such as research and development, the promotion of digital transformation (DX), and industry and technological trends regarding investment projects from an independent and objective standpoint. The Company expects that he will help strengthen the supervisory function for business execution and provide advice from his wide-ranging perspectives on management based on his wealth of experience, and high level of integrity and insight, and has therefore nominated him once again as a candidate for Member of the Board.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Ken Sakamura previously served as a professor, and Toyo University, where he currently serves as a head of hub, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
The University of Tokyo, where Mr. Ken Sakamura previously served as a professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	Total annual income of the university	Less than 1%
Toyo University, where Mr. Ken Sakamura currently serves as a head of hub	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	—	Less than ¥10 million annually

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Mr. Ken Sakamura is a candidate for outside Member of the Board.

Mr. Ken Sakamura has not previously been involved in the management of a company other than by way of becoming an outside member of the board or an outside audit & supervisory board member. However, as stated in the above reasons for reelection as an outside Member of the Board, the Company has determined that he is capable of adequately serving as an outside Member of the Board.

- As stated in the above matters regarding independence, as Mr. Ken Sakamura fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated him as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to continue to designate Mr. Ken Sakamura as an independent officer should his election be approved.
- Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Ken Sakamura limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Mr. Ken Sakamura is approved, the Company intends to continue the said agreement with him.



Years served as outside Member of the Board
3 years

Number of Board of Directors Meetings attended (Percent)
14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

July 1971:	Joined IBM Japan, Ltd.	
April 2004:	Director and Senior Executive Officer of IBM Japan, Ltd.	
April 2007:	Technical Advisor of IBM Japan, Ltd.	(retired on March 31, 2008)
April 2007:	Board Chair of Japan Women's Innovative Network	(retired on July 1, 2022)
April 2008:	Representative Director, Chairman of the Board, President & CEO of Berlitz Corporation	
October 2009:	Director and Executive Vice President of Benesse Holdings, Inc.	(retired on June 22, 2013)
April 2013:	Honorary Chairman of Berlitz Corporation	(retired on June 22, 2013)
September 2013:	President and CEO of Globalization Research Institute Co., Ltd.	(present post)
June 2021:	Director of SINTOKOGIO, LTD.	(present post)
June 2022:	Member of the Board of the Company	(present post)
July 2022:	Chairperson and Representative Director of Japan Women's Innovative Network	(retired on March 31, 2024)
April 2024:	Founder and Honorary Chairperson of Japan Women's Innovative Network	(present post)

Reasons for reelection as an outside Member of the Board and overview of expected roles

Ms. Yukako Uchinaga has a wealth of experience in management and development at IBM Japan, Ltd. She also promoted the development of the global structure and business model transformation as Representative Director, Chairman of the Board, President & CEO of Berlitz Corporation. In addition, she has been involved in activities to promote the spread and understanding of diversity and inclusion (D&I) in Japanese society, having established the Japan Women's Innovative Network, a non-profit organization, and served as its Board Chair as well as Chairperson and Representative Director.

Ms. Uchinaga has played an important role since assuming her position as Member of the Board in June 2022, mainly advising on global strategy and human resources strategy from an independent and objective standpoint. The Company expects that she will help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her once again as a candidate for Member of the Board.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions with IBM Japan Ltd., where Ms. Yukako Uchinaga previously served as Director and Senior Executive Officer, and Globalization Research Institute Co., Ltd., where she currently serves as President and CEO, as shown in the table below, all cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
IBM Japan Ltd., where Ms. Yukako Uchinaga previously served as Director and Senior Executive Officer	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 2%
Globalization Research Institute Co., Ltd., where Ms. Yukako Uchinaga currently serves as President and CEO	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Ms. Yukako Uchinaga is a candidate for outside Member of the Board.

2. As stated in the above matters regarding independence, as Ms. Yukako Uchinaga fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated her as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to designate Ms. Yukako Uchinaga as an independent officer should her election be approved.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Yukako Uchinaga limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Ms. Yukako Uchinaga is approved, the Company intends to continue the said agreement with her.

9 Koichiro Watanabe

Male, 72 years old
(April 16, 1953)

Reelection

Outside

Independent

Number of shares of the Company held:

59,800 shares



**Years served as outside
Member of the Board**

3 years

**Number of Board of
Directors Meetings
attended (Percent)**

14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1976:	Joined The Dai-ichi Mutual Life Insurance Company	
April 2010:	Representative Director President of The Dai-ichi Life Insurance Company, Limited	
October 2016:	Representative Director President of Dai-ichi Life Holdings, Inc.	
October 2016:	Representative Director President of The Dai-ichi Life Insurance Company, Limited (A new company that took over the domestic life insurance business)	
April 2017:	Representative Director Chairman of the Board of Dai-ichi Life Holdings, Inc.	
April 2017:	Representative Director Chairman of the Board of The Dai-ichi Life Insurance Company, Limited	
June 2020:	Director Chairman of the Board of Dai-ichi Life Holdings, Inc.	(retired on March 31, 2023)
June 2020:	Director Chairman of the Board of The Dai-ichi Life Insurance Company, Limited	(retired on March 31, 2023)
June 2022:	Member of the Board of the Company	(present post)
April 2023:	Director of Dai-ichi Life Holdings, Inc.	(retired on June 26, 2023)
April 2023:	Special Adviser of The Dai-ichi Life Insurance Company, Limited	(present post)
June 2024:	Executive Director of Oriental Land Co., Ltd.	(present post)

Reasons for reelection as an outside Member of the Board and overview of expected roles

Mr. Koichiro Watanabe was responsible for overall management as Representative Director, President of Dai-ichi Life Holdings, Inc. and its Group company. He also led reforms aimed at the growth of the Dai-ichi Life Group, including its reorganization (demutualization) and its listing on the First Section (at the time) of the Tokyo Stock Exchange.

Mr. Watanabe has played an important role since assuming his position as Member of the Board in June 2022, mainly advising on capital policy and marketing as well as risk management from an independent and objective standpoint. The Company expects that he will help strengthen the supervisory function for business execution and provide advice from his wide-ranging perspectives on management based on his wealth of experience, and high level of integrity and insight, and has therefore nominated him once again as a candidate for Member of the Board.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions with The Dai-ichi Life Insurance Company Limited, where Mr. Koichiro Watanabe previously served as Director and Chairman of the Board, and Dai-ichi Life Holdings, Inc., where he previously served as Director, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
The Dai-ichi Life Insurance Company, Limited, where Mr. Koichiro Watanabe previously served as Director and Chairman of the Board	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 1%
Dai-ichi Life Holdings, Inc., where Mr. Koichiro Watanabe previously served as Director	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Mr. Koichiro Watanabe is a candidate for outside Member of the Board.

- As stated in the above matters regarding independence, as Mr. Koichiro Watanabe fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated him as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to designate Mr. Koichiro Watanabe as an independent officer should his election be approved.
- Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Koichiro Watanabe limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Mr. Koichiro Watanabe is approved, the Company intends to continue the said agreement with him.



**Years served as outside
Member of the Board**

3 years

**Number of Board of
Directors Meetings
attended (Percent)**

14/14 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

June 1994:	Joined DIAMOND, Inc.	
March 2006:	Deputy Editor of Diamond Weekly of DIAMOND, Inc.	(retired on December 31, 2013)
April 2015:	Project Professor of Keio University	(retired on March 31, 2025)
June 2016:	Member of the Board of Directors of NTT DOCOMO, INC.	(retired on June 21, 2022)
July 2018:	Director of AIN HOLDINGS INC.	(present post)
June 2019:	Director of Hankyu Hanshin Holdings, Inc.	(present post)
June 2021:	Director of Japan Elevator Service Holdings Co., Ltd.	(present post)
June 2022:	Member of the Board of the Company	(present post)
April 2024:	Professor of Research Council of Waseda University	(present post)

Reasons for reelection as an outside Member of the Board and overview of expected roles

Ms. Noriko Endo is well versed in management strategy and public policy (in the energy and economic security fields, etc.) through her work as a writer and editor of a financial magazine and research projects at universities. She also has knowledge and experience gained through her career as an outside director of corporations.

Ms. Endo has played an important role since assuming her position as Member of the Board in June 2022, mainly advising on Group management, strengthening governance, and public policy, etc. from an independent and objective standpoint. The Company expects that she will help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her once again as a candidate for Member of the Board.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions and donations with the DIAMOND, Inc., where Ms. Noriko Endo previously served, Keio University, where she previously served as a Project Professor, and Waseda University, where she currently serves as a Professor, as shown in the table below, the case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
DIAMOND, Inc., where Ms. Noriko Endo previously served	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 1%
Keio University, where Ms. Noriko Endo previously served as Project Professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	-	Less than ¥10 million annually
Waseda University, where Ms. Noriko Endo currently serves as a professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	-	Less than ¥10 million annually

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Ms. Noriko Endo is a candidate for outside Member of the Board.

Ms. Noriko Endo has not previously been involved in the management of a company other than by way of becoming an outside member of the board or outside audit & supervisory board member. However, as stated in the above reasons for reelection as an outside Member of the Board, the Company determined that she is capable of adequately serving as an outside Member of the Board.

2. As stated in the above matters regarding independence, as Ms. Noriko Endo fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated her as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to designate Ms. Noriko Endo as an independent officer should her election be approved.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Noriko Endo limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Ms. Noriko Endo is approved, the Company intends to continue the said agreement with her.

4. Ms. Noriko Endo has been a non-executive director (Outside Member of the Board of Directors) of the Company's subsidiary NTT DOCOMO, INC. in the past.

11

Natsuko TakeiFemale, 64 years old
(February 10, 1961)

Reelection

Outside

Independent

Number of shares of the Company held:

5,200 shares



Years served as outside Member of the Board
1 year

Number of Board of Directors Meetings attended (Percent)
11/11 (100%)

Career summary, position, responsibilities and description of significant concurrent positions

April 1983: Joined Sony Corporation (currently Sony Group Corporation)

June 2013: SVP, Corporate Executive Officer, Head of Legal Division of Sony Corporation (currently Sony Group Corporation)

August 2013: SVP, Corporate Executive Officer, Head of Legal Division and Head of Compliance Division of Sony Corporation (currently Sony Group Corporation)

April 2019: Senior Vice President, Senior General Manager of Legal, Compliance and Privacy Department of Sony Corporation (currently Sony Group Corporation)

April 2020: Senior Vice President, Senior General Manager of Legal Department of Sony Corporation (currently Sony Group Corporation)

June 2021: Executive Vice President, Senior General Manager of Legal Department of Sony Group Corporation (retired on March 31, 2023)

June 2023: Member of the Board of Tokyo Metro Co., Ltd. (present post)

June 2023: Director of TBS HOLDINGS, INC. (present post)

June 2024: Member of the Board of the Company (present post)

Reasons for reelection as an outside Member of the Board and overview of expected roles

Ms. Natsuko Takei led Sony Group Corporation (formerly Sony Corporation) for many years as the person responsible for legal affairs and compliance, providing legal support for acquisition and alliance projects in Japan and overseas, and the search for new business areas, as well as establishing systems to ensure proper Group management and foster a corporate culture that is the basis for sound business activities.

Ms. Takei has played an important role since assuming her position as Member of the Board in June 2024, mainly advising on strengthening governance, risk management and compliance from an independent and objective standpoint. The Company expects that she will help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her once again as a candidate for Member of the Board.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions with Sony Group Corporation, where Ms. Natsuko Takei previously served as Executive Vice President, as shown in the table below, the case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
Sony Group Corporation, where Ms. Natsuko Takei previously served as Executive Vice President	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Annual net sales of the company	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Ms. Natsuko Takei is a candidate for outside Member of the Board.

2. As stated in the above matters regarding independence, as Ms. Natsuko Takei fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated her as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to designate Ms. Natsuko Takei as an independent officer should her election be approved.
3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Natsuko Takei limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Ms. Natsuko Takei is approved, the Company intends to continue the said agreement with her.

Fourth Item

Election of Five (5) Members of the Board who are Audit and Supervisory Committee Members

If the Second Item, "Amendment to the Articles of Incorporation," is approved and adopted as originally proposed, the Company will transition to a company with an audit and supervisory committee, and the term of office of all five current Audit & Supervisory Board Members will expire at the time the amendments to the Articles of Incorporation take effect, pursuant to Article 336, paragraph (4), item (ii) of the Companies Act.

Accordingly, the Company proposes the election of five Members of the Board who are Audit and Supervisory Committee Members.

The candidates for Members of the Board who are Audit and Supervisory Committee Members are as follows.

In addition, Audit & Supervisory Board supports this proposal.

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

1

Keiichiro Yanagi

Male, 64 years old,
(August 16, 1960)

New election

Number of shares of the Company held:
19,900 shares



Years served as Audit & Supervisory Board Member

3 years

Career summary, position, responsibilities and description of significant concurrent positions

April 1984: Joined Nippon Telegraph and Telephone Public Corporation
 April 2009: President and Representative Director of NTT DATA Getronics Corporation (currently NTT DATA Luweave Corporation)
 June 2012: Head of General Affairs Department of NTT DATA Corporation (currently NTT DATA Group Corporation)
 July 2013: Senior Vice President
 Head of Second Financial Sector of NTT DATA Corporation
 June 2016: Director and Executive Vice President
 Head of General Affairs Department
 Concurrently serving as Head of Human Resources Department of NTT DATA Corporation
 July 2017: Director and Executive Vice President
 Head of HR Headquarters
 Concurrently serving as Head of General Affairs Department of NTT DATA Corporation
 June 2018: Representative Director and Senior Executive Vice President
 Concurrently serving as Head of HR Headquarters of NTT DATA Corporation
 June 2020: Executive Advisor of NTT DATA Corporation
 June 2020: CEO and President of NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.
 June 2022: Full-time Audit & Supervisory Board Member of the Company (present post)

Reasons for election as a Member of the Board who is an Audit and Supervisory Committee Member

Mr. Keiichiro Yanagi has abundant business experience and deep knowledge of group management, having been engaged in IT business in the financial sector as well as corporate operations such as human resources and general affairs at Group companies for many years.

Mr. Yanagi has worked to contribute to the sound development of the Group's business and the enhancement of its social trust through audits since assuming his position as Audit & Supervisory Board Member of the Company in June 2022, making recommendations mainly on risk management across a wide range of areas and strengthening global governance.

The Company has determined that he is capable of appropriately supervising the execution of business operations and conducting audits from a neutral standpoint based on his wealth of experience, and high level of integrity and insight, and has therefore nominated him as a candidate for Member of the Board who is an Audit and Supervisory Board Member.

Note: Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Keiichiro Yanagi limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Mr. Keiichiro Yanagi is approved, the Company intends to enter into an agreement with terms and conditions similar to those of said agreement with him.

2 Kanae TakahashiFemale, 61 years old
(July 17, 1963)

New election

Number of shares of the Company held:
220,500 shares

**Years served as Audit &
Supervisory Board
Member**
5 years

Career summary, position, responsibilities and description of significant concurrent positions

April 1987: Joined the Company
 July 2013: Deputy Head of the Internal Control Office of the General Affairs Department of the Company
 June 2014: Head of the Internal Control Office of the General Affairs Department of the Company
 June 2016: Executive Manager of the Kanagawa Division and Manager of the Kanagawa Branch of the Kanagawa Division
 Member of the Board of Nippon Telegraph and Telephone East Corporation
 June 2016: Executive Manager of the Kanagawa Division and General Manager of the Kanagawa Branch of the Kanagawa Division
 Member of the Board of NTT EAST-MINAMI KANTO CORPORATION
 June 2019: Executive Vice President
 Executive Manager of the Corporate Strategy Planning Department and the NW Facilities Business Department
 Member of the Board of NTT InfraNet Co., Ltd.
 June 2020: Full-time Audit & Supervisory Board Member of the Company (present post)
 June 2020: Company Auditor of NTT, Inc. (currently NTT DATA, Inc.) (scheduled to retire on June 11, 2025)

Reasons for election as a Member of the Board who is an Audit and Supervisory Committee Member

Ms. Kanae Takahashi has abundant business experience and deep knowledge of group management, having been engaged in facility strategies, including network advancement, and corporate operations such as management planning for many years.

Ms. Takahashi has worked to contribute to the sound development of the Group's business and the enhancement of its social trust through audits since assuming her position as Audit & Supervisory Board Member of the Company in June 2020, making recommendations mainly on strengthening group governance and making networks more resilient.

The Company has determined that she is capable of appropriately supervising the execution of business operations and conducting audits from a neutral standpoint based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her as a candidate for Member of the Board who is an Audit and Supervisory Board Member.

Note: Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Kanae Takahashi limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Ms. Kanae Takahashi is approved, the Company intends to enter into an agreement with terms and conditions similar to those of said agreement with her.

3 Kensuke Koshiyama

Male, 65 years old
(June 17, 1960)

New election

Outside

Independent

Number of shares of the Company held:
0 shares



Career summary, position, responsibilities and description of significant concurrent positions

April 1984: Joined Board of Audit of Japan
December 2016: Senior ASG of Secretariat of Board of Audit of Japan
April 2017: Director General of 2nd Bureau of Board of Audit of Japan
April 2018: Deputy Secretary General of Board of Audit of Japan
December 2018: Secretary General of Board of Audit of Japan (retired on December 31, 2021)
June 2022: Full-time Audit & Supervisory Board Member of the Company (present post)

Reasons for election as an outside Member of the Board who is an Audit and Supervisory Committee Member and overview of expected roles

Years served as Audit & Supervisory Board Member

3 years

Mr. Kensuke Koshiyama has abundant experience and a wide range of knowledge, having served for many years in the Board of Audit of Japan. His experience includes conducting audits at the Ministry of Agriculture, Forestry and Fisheries, the Ministry of Land, Infrastructure, Transport and Tourism, and government-affiliated financial institutions, secondment to international external organizations, and serving as Deputy Secretary General and Secretary General.

Mr. Koshiyama has worked to contribute to the sound development of the Group's business and the enhancement of its social trust through audits since assuming his position as Audit & Supervisory Board Member of the Company in June 2022, making advice mainly on systems to ensure the propriety of NTT Group's business and preventing the occurrence of wrongful acts or scandals from the perspective of corporate governance and compliance.

The Company expects that he will appropriately supervise the execution of business operations and conduct audits from a neutral standpoint based on his wealth of experience, and high level of integrity and insight, and has therefore nominated him as a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions with the Board of Audit of Japan, where Mr. Kensuke Koshiyama previously served as Secretary General, as shown in the table below, the case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
Board of Audit of Japan, where Mr. Kensuke Koshiyama previously served as Secretary General	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Mr. Kensuke Koshiyama is a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

Mr. Kensuke Koshiyama has not previously been involved in the management of a company other than by way of becoming an outside member of the board or outside audit & supervisory board member. However, as stated in the above reasons for election as an outside Member of the Board who is an Audit and Supervisory Committee Member, the Company has determined that he is capable of adequately serving as an outside Member of the Board who is an Audit and Supervisory Committee Member.

2. As stated in the above matters regarding independence, as Mr. Kensuke Koshiyama fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated him as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to designate Mr. Kensuke Koshiyama as an independent officer should his election be approved.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Kensuke Koshiyama limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Mr. Kensuke Koshiyama is approved, the Company intends to enter into an agreement with terms and conditions similar to those of said agreement with him.

4 Hideki KandaMale, 71 years old,
(September 24, 1953)

New election

Outside

Independent

Number of shares of the Company held:
0 shares**Years served as Audit &
Supervisory Board
Member**

6 years

Career summary, position, responsibilities and description of significant concurrent positions

April 1977: Research Assistant of Faculty of Law of the University of Tokyo
 April 1980: Lecturer of Faculty of Law of Gakushuin University
 April 1982: Associate Professor of Faculty of Law of Gakushuin University
 April 1988: Associate Professor of Faculty of Law of the University of Tokyo
 April 1991: Associate Professor of Graduate Schools for Law and Politics of the University of Tokyo
 May 1993: Professor of Graduate Schools for Law and Politics of the University of Tokyo
 (retired on March 31, 2016)
 April 2016: Professor of Professional School of Law (Law School) of Gakushuin University
 (retired on March 31, 2024)
 June 2016: Emeritus Professor of the University of Tokyo (present post)
 June 2017: Director of Sumitomo Mitsui Trust Bank, Limited (present post)
 June 2019: Audit & Supervisory Board Member of the Company (present post)

Reasons for election as an outside Member of the Board who is an Audit and Supervisory Committee Member and overview of expected roles

Mr. Hideki Kanda has abundant experience and a wide range of knowledge, having served for many years as a university professor with outstanding achievements in legal research, including the Companies Act and the Financial Instruments and Exchange Act, and in the fields of law and economics, as well as in leading the way in Japanese legal regulations.

Mr. Kanda has worked to contribute to the sound development of the Group's business and the enhancement of its social trust through audits since assuming his position as Audit & Supervisory Board Member of the Company in June 2019, by providing information and advice that contribute to the proper execution of business, particularly from the perspective of corporate governance, based on the Companies Act, the Corporate Governance Code, and other frameworks.

The Company expects that he will appropriately supervise the execution of business operations and conduct audits from a neutral standpoint based on his wealth of experience, and high level of integrity and insight, and has therefore nominated him as a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo and Gakushuin University, where Mr. Hideki Kanda previously served as a professor, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
The University of Tokyo, where Mr. Hideki Kanda previously served as a professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	Total annual income of the university	Less than 1%
Gakushuin University, where Mr. Hideki Kanda previously served as a professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Mr. Hideki Kanda is a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

- Mr. Hideki Kanda has not previously been involved in the management of a company other than by way of becoming an outside Member of the Board or an outside Audit & Supervisory Board Member. However, as stated in the above reasons for election as an outside Member of the Board who is an Audit and Supervisory Committee Member, the Company has determined that he is capable of adequately serving as an outside Member of the Board who is an Audit and Supervisory Committee Member.
2. As stated in the above matters regarding independence, as Mr. Hideki Kanda fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated him as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to continue to designate him as an independent officer should his election be approved.
3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Hideki Kanda limiting his liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Mr. Hideki Kanda is approved, the Company intends to enter into an agreement with terms and conditions similar to those of said agreement with him.

5 Kaoru Kashima

Female, 67 years old,
(January 20, 1958)
* The surname of Kaoru Kashima
is Taya in the family register.

New election

Outside
Independent

Number of shares of the Company held:
0 shares



Years served as Audit & Supervisory Board Member
6 years

Career summary, position, responsibilities and description of significant concurrent positions

November 1981: Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)
April 1985: Registered as a certified public accountant (registration up-to-date)
June 1996: Partner of Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)
June 2002: Senior Partner of ShinNihon & Co. (currently Ernst & Young ShinNihon LLC)
July 2006: In charge of personnel of HR Development Headquarters of ShinNihon & Co. (currently Ernst & Young ShinNihon LLC)
September 2010: Managing Director of Ernst & Young ShinNihon LLC
In charge of Corporate Culture Promotion Office
In charge of Public Relations Office
July 2012: General Manager of Knowledge Headquarters
Managing Director of Ernst & Young ShinNihon LLC
July 2013: Representative Director of Ernst & Young Institute Co., Ltd.
June 2019: Audit & Supervisory Board Member of the Company (present post)
March 2020: Audit & Supervisory Board Member of Kirin Holdings Company, Limited (present post)
June 2021: Director of Sumitomo Mitsui Trust Holdings, Inc. (currently Sumitomo Mitsui Trust Group, Inc.) (present post)

Reasons for election as an outside Member of the Board who is an Audit and Supervisory Committee Member and overview of expected roles

Ms. Kaoru Kashima has abundant business experience and deep knowledge, having been engaged in statutory audits and financial due diligence as a certified public accountant at Ernst & Young ShinNihon LLC for many years, as well as having accumulated extensive experience as a corporate executive in management, human resources, corporate culture development, public relations, and initiatives for promoting the active participation of women.

Ms. Kashima has worked to contribute to the sound development of the Group's business and the enhancement of its social trust through audits since assuming her position as Audit & Supervisory Board Member of the Company in June 2019, making advice mainly on accounting audits, corporate governance, compliance, and promoting sustainability initiatives such as diversity promotion.

The Company expects that she will appropriately supervise the execution of business operations and conduct audits from a neutral standpoint based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her as a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

Matters regarding independence

Although the Company and its major subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima served, as shown in the table below, this case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers.*

Transaction counterparty	Content	Comparison basis	Comparative size
Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima served	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the company	Less than 1%

* Please refer to page 83 for details on the Company's independence standards for independent officers.

Notes: 1. Ms. Kaoru Kashima is a candidate for outside Member of the Board who is an Audit and Supervisory Committee Member.

2. As stated in the above-mentioned matters regarding independence, as Ms. Kaoru Kashima fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and there is no concern that conflicts of interest with general shareholders would arise, the Company has designated her as an independent officer and filed the information related thereto with the aforementioned stock exchange. The Company plans to continue to designate her as an independent officer should her election be approved.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Kaoru Kashima limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that the appointment of Ms. Kaoru Kashima is approved, the Company intends to enter into an agreement with terms and conditions similar to those of said agreement with her.

Fifth Item

Election of One (1) Substitute Member of the Board who is an Audit and Supervisory Committee Member

If the Second Item, "Amendment to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an audit and supervisory committee.

Therefore, in preparation for the case that the number of Members of the Board who are Audit and Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes to elect one substitute outside Member of the Board who is an Audit and Supervisory Committee Member in advance. The candidate for a substitute outside Member of the Board who is an Audit and Supervisory Committee Member is as follows.

The candidate for a substitute outside Member of the Board who is a Member of the Audit and Supervisor Committee fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers, and has been filed as an independent officer with the Tokyo Stock Exchange. Please refer to page 83 for details on the Company's independence standards.

In addition, Audit & Supervisory Board supports this proposal.

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



Natsuko Takei

Female, 64 years old
(February 10, 1961)

Outside
Independent

Number of shares of the Company held:
5,200 shares



Reasons for election as a substitute outside Member of the Board who is an Audit and Supervisory Committee Member and overview of expected roles

Ms. Natsuko Takei led Sony Group Corporation (formerly Sony Corporation) for many years as the person responsible for legal affairs and compliance, providing legal support for acquisition and alliance projects in Japan and overseas, and the search for new business areas, as well as establishing systems to ensure proper Group management and foster a corporate culture that is the basis for sound business activities.

Ms. Takei has played an important role since assuming her position as Member of the Board in June 2024, making advice mainly on strengthening governance, risk management and compliance from an independent and objective standpoint. The Company expects that she will appropriately supervise the execution of business operations and conduct audits from a neutral standpoint based on her wealth of experience, and high level of integrity and insight, and has therefore nominated her as a candidate for a substitute outside Member of the Board who is an Audit and Supervisory Committee Member.

Notes: 1. Ms. Natsuko Takei is a candidate for a substitute outside Member of the Board who is an Audit and Supervisory Committee Member. Please also refer to page 24 for details on Ms. Takei's career summary and other matters described in the Reference Materials for the Ordinary General Meeting of Shareholders.

2. If the matters to be resolved of the Second Item and Third Item are approved and adopted as originally proposed at the Meeting, Ms. Natsuko Takei is scheduled to assume the position of Member of the Board who is not an Audit and Supervisory Committee Member. However, if the number of Members of the Board who are Audit and Supervisory Committee Members fall below the number required by laws and regulations, she will resign from her position as Member of the Board who is not an Audit and Supervisory Committee Member and assume the position of Member of the Board who is an Audit and Supervisory Committee Member.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Ms. Natsuko Takei limiting her liability for damages pursuant to Article 423, paragraph (1) of the same act. The maximum amount of liability for damages pursuant to such agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. In the event that Ms. Natsuko Takei assumes the position as an outside Member of the Board who is an Audit and Supervisory Committee Member, the Company intends to continue the said agreement with her.

Skills of Members of the Board (Including Candidates)

The fields considered especially necessary by the Company for realizing the NTT Group Medium-Term Management Strategy are defined as 1) Business management, 2) Marketing/global business, 3) IT/DX/R&D, 4) Legal/risk management/public policy, 5) HR, and 6) Accounting/finance. Personnel who have experience and skill in each field are appointed as Members of the Board.

Sustainability is positioned at the center of our strategy, as espoused in the Medium-Term Management Strategy “New value creation & Sustainability 2027 powered by IOWN.” For this reason, sustainability is a vital skill that all Members of the Board should possess and demonstrate.

Notes: 1. NTT has entered 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, whereby all of its Members of the Board and Audit & Supervisory Board Members constitute the insured. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, losses and costs personally incurred by the insured as a result of the insured having engaged in 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 respective candidates will continue to constitute the insured under the insurance policy if they are elected and assume the office as Member of the Board. Moreover, when the policy is renewed, the Company plans to renew the policy with the terms above.
2. CEO: Chief Executive Officer, CFO: Chief Financial Officer, CDAO: Chief Digital and AI Officer, CISO: Chief Information Security Officer, CCXO: Chief Customer Experience Officer, Co-CAIO: Co-Chief Artificial Intelligence Officer

Candidate No.		Name	Age	Gender	Current Position and Responsibilities			
Members of the Board (excluding Audit and Supervisory Committee Members)	Third Item	1	Jun Sawada	69 years old	Male	Chairman and Member of the Board	Reelection	
		2	Akira Shimada	67 years old	Male	Representative Member of the Board President and CEO	Reelection	
		3	Takashi Hiroi	62 years old	Male	Representative Member of the Board Senior Executive Vice President In charge of business strategy CFO	Reelection	
		4	Riaki Hoshino	59 years old	Male	Senior Executive Vice President, Representative Member of the Board, CDAO, CISO, and CCXO of Nippon Telegraph and Telephone East Corporation	New election	
		5	Sachiko Oonishi	58 years old	Female	Executive Member of the Board Executive Vice President Head of Research and Development Market Strategy CCXO, Co-CAIO	Reelection	
		6	Patrizio Mapelli	70 years old	Male	Member of the Board of NTT DATA Group Corporation Member of the Board of NTT DATA, Inc.	New election	Foreign national
		7	Ken Sakamura	73 years old	Male	Member of the Board	Reelection	Outside Independent
		8	Yukako Uchinaga	78 years old	Female	Member of the Board	Reelection	Outside Independent
		9	Koichiro Watanabe	72 years old	Male	Member of the Board	Reelection	Outside Independent
		10	Noriko Endo	57 years old	Female	Member of the Board	Reelection	Outside Independent
		11	Natsuko Takei	64 years old	Female	Member of the Board	Reelection	Outside Independent
Members of the Board who are Audit and Supervisory Committee Members	Fourth Item	1	Keiichiro Yanagi	64 years old	Male	Full-time Audit & Supervisory Board Member	New election	
		2	Kanae Takahashi	61 years old	Female	Full-time Audit & Supervisory Board Member	New election	
		3	Kensuke Koshiyama	65 years old	Male	Full-time Audit & Supervisory Board Member	New election	Outside Independent
		4	Hideki Kanda	71 years old	Male	Audit & Supervisory Board Member	New election	Outside Independent
		5	Kaoru Kashima	67 years old	Female	Audit & Supervisory Board Member	New election	Outside Independent

3. Up to five fields in which expectations for individual Members of the Board are particularly high are listed. The following table is not an exhaustive list of the knowledge and experience possessed by each Member of the Board.

Definition of each field

Business Management	: The skill to accurately identify opportunities and risks from a medium- to long-term perspective, aiming to solve social issues for the realization of a sustainable society, and to exercise appropriate decision-making and supervisory functions to enhance corporate value.
Marketing/Global Business	: The skill to drive sustainable business growth through the enhancement of customer experience with insights in marketing and business strategies. Additionally, the skill to enable business expansion in the global market through knowledge of business management and the business environment overseas.
IT/DX/R&D	: The skill to enhance corporate value by innovating business models and operational processes and strengthening competitiveness through the promotion of DX centered around AI. Additionally, the skill to drive innovation through basic research and applied development, aiming for the creation of new value centered on IOWN and the development of unprecedented technologies, products, and services.
Legal/Risk Management/Public Policy	: The skill to ensure strict compliance with laws related to business and properly executing and supervising risk management. Additionally, the skill to accurately drive business forward, taking into account domestic and international legal regulations.
HR	: The skill to promote sustainable growth of the company by formulating and executing a talent strategy aligned with the management strategy. Additionally, the skill to enhance employee experience to advance the enhancement of customer experience.
Accounting/Finance	: The skill to support the sustainable growth of the company through insights into fundraising, capital management, cash flow optimization, and appropriate investment strategies. Additionally, the skill to ensure financial soundness with knowledge and experience in financial reporting, cost management, tax strategies, and more.

Field					
Business Management	Marketing/Global Business	IT/DX/R&D	Legal/Risk Management/Public Policy	HR	Accounting/Finance
●	●	●		●	●
●	●		●	●	●
●	●		●	●	●
●	●	●	●		●
●	●	●			
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			●	●	●

Sixth Item

Determination of Amount and Other Details of Compensation, etc. for Members of the Board (excluding Audit and Supervisory Committee Members)

The amount of compensation, etc. for the Company's Members of the Board was approved at the 36th Ordinary General Meeting of Shareholders held on June 24, 2021, as ¥600 million or less annually for monetary compensation for Members of the Board (of which ¥200 million or less annually is allocated to outside Members of the Board), and separately, as ¥50 million or less annually to be paid by the Company to Members of the Board (excluding outside Members of the Board) as funds for acquiring NTT's shares of common stock (hereinafter "NTT's Shares") through the Board Members Shareholding Association (hereinafter "Board Members Shareholding Association System"), and this framework has remained unchanged to date.

If the Second Item, "Amendment to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an audit and supervisory committee. Accordingly, the Company proposes to abolish the current provisions regarding the amount of compensation, etc. for Members of the Board, and to set: 1) the amount of monetary compensation for Members of the Board (excluding Audit and Supervisory Committee Members; the same shall apply hereinafter for this proposal) at ¥830 million or less annually (of which ¥200 million or less annually is allocated to outside Members of the Board), and 2) the amount paid by the Company to Members of the Board (excluding outside Members of the Board) as funds for the Board Members Shareholding Association System at ¥70 million or less annually, separately from the monetary compensation in 1) above.

The amount of compensation, etc. for Members of the Board will continue to not include the salary for their service as employees of Members of the Board who are also employees.

In accordance with 2) above, the maximum number of NTT's Shares to be acquired by the Company's Members of the Board (excluding outside Members of the Board) shall be 825,000 shares per fiscal year (however, if a stock split, consolidation of shares or any other such event occurs with respect to NTT's Shares, an adjustment to the maximum number of NTT's Shares will be made in accordance with the ratio of such stock split or consolidation of shares, or otherwise). The Company's Members of the Board (excluding outside Members of the Board) participate in the Board Members Shareholding Association and acquire NTT's Shares through monthly contributions designated in the Association's regulations, with all NTT's Shares acquired through the Board Members Shareholding Association System to be held by Members of the Board throughout their terms of office.

The Company prescribed at a meeting of the Board of Directors held on May 9, 2025, a new policy for determining the details of individual compensation, etc. of Members of the Board based on the premise that the Second Item, this proposal, and the Eighth Item, "Determination of Amount and Other Details of Performance-Linked Stock Compensation, etc. to Members of the Board (excluding Outside Members of the Board and Audit and Supervisory Committee Members)," are approved with an overview provided on pages 40 - 41 of the Reference Materials for the Ordinary General Meeting of Shareholders. This proposal is judged to be appropriate as a compensation framework with necessary and reasonable particulars to grant individual compensation, etc. as set forth in the said policy. In order to ensure objectivity and transparency in the compensation determination process, the Company has voluntarily established the Compensation Committee, with a majority of outside independent Members of the Board, as a preliminary review institution of the Board of Directors, and this proposal has been deliberated by the Compensation Committee.

If the Second Item and Third Item, "Election of Eleven (11) Members of the Board (excluding Audit and Supervisory Committee Members)" are approved and adopted as originally proposed, the number of Members of the Board (excluding Audit and Supervisory Committee Members) subject to this proposal will be 11 (including five outside Members of the Board).

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

Seventh Item**Determination of Amount of Compensation, etc. for Members of the Board who are Audit and Supervisory Committee Members**

If the Second Item, "Amendment to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an audit and supervisory committee.

Accordingly, the Company proposes to newly set the amount of monetary compensation for Members of the Board who are Audit and Supervisory Committee Members at ¥200 million or less annually.

The amount of monetary compensation for Members of the Board who are Audit and Supervisory Committee Members has been deliberated by the Compensation Committee.

If the Second Item and Fourth Item, "Election of Five (5) Members of the Board who are Audit and Supervisory Committee Members" are approved and adopted as originally proposed, the number of Members of the Board who are Audit and Supervisory Committee Members subject to this proposal will be five.

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

Eighth Item

Determination of Amount and Other Details of Performance-Linked Stock Compensation, etc. to Members of the Board-(excluding Outside Members of the Board and Audit and Supervisory Committee Members)

1. Reasons for Proposal and for Deeming This Compensation, etc. Reasonable

At the 36th Ordinary General Meeting of Shareholders held on June 24, 2021, the Company received approval for the introduction of a performance-linked stock compensation system (hereinafter "Stock Compensation System") for the Company's Members of the Board (excluding outside Members of the Board), as well as for the amount of performance-related stock compensation, etc. to be within a range of the amount calculated by multiplying ¥100 million by the number of years in the target period (fiscal years corresponding to the period of the Company's Medium-Term Management Strategy), and this framework remains unchanged to date.

If the Second Item, "Amendment to the Articles of Incorporation" is approved and adopted as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, the Company requests approval for the amount and details of the Stock Compensation System again. This proposal requests approval for setting as a separate framework from the amount of compensation proposed in the Sixth Item, "Determination of Amount and Other Details of Compensation, etc. for Members of the Board (excluding Audit and Supervisory Committee Members)."

In line with the Company's transition to a company with an Audit and Supervisory Committee, the current provisions regarding the amount of compensation, etc. for Members of the Board will be abolished, and the eligible persons under the Stock Compensation System will newly be defined as Members of the Board (excluding outside Members of the Board, Members of the Board who are Audit and Supervisory Committee Members, and those who are non-residents of Japan; the same shall apply hereinafter in this proposal). In addition, the Company will partially revise the content of the Stock Compensation System to increase the ratio of stock compensation for Members of the Board with the aim of more clearly linking the compensation of Members of the Board with the Company's corporate value in order to achieve the Company's Medium-Term Management Strategy, further enhancing the motivation of Members of the Board to achieve financial targets under the strategy, and promoting ownership of the Company's shares by Members of the Board to further align interests with shareholders.

The Company prescribed at a meeting of the Board of Directors held on May 9, 2025, a new policy for determining the details of individual compensation, etc. of Members of the Board based on the premise that the Second Item, the Sixth Item and this proposal are approved with an overview provided on pages 40 - 41 of the Reference Materials for the Ordinary General Meeting of Shareholders. This proposal is judged to be appropriate with necessary and reasonable particulars to grant individual compensation, etc. as set forth in the said policy.

This proposal has been deliberated by the Compensation Committee.

If the Second Item and Third Item, "Election of Eleven (11) Members of the Board (excluding Audit and Supervisory Committee Members)" are approved and adopted as originally proposed, the number of Members of the Board eligible for the Stock Compensation System will be five.

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

2. Amount and Details of Compensation, etc. of the Stock Compensation System

(1) Overview of the Stock Compensation System

The Stock Compensation System is a stock compensation system under which NTT's shares of common stock (hereinafter "NTT's Shares") are acquired by a trust established by the Company (hereinafter the "Trust") using the compensation for Members of the Board contributed by the Company as the source of funds, and NTT's Shares are delivered and/or the cash of an amount equivalent to the proceeds from cash conversion of NTT's Shares is paid (hereinafter "NTT's Shares, etc."; and such delivery and payment are hereinafter collectively referred to as the "Delivery, etc.") to the Members of the Board through the trust.

Details are described in (2) and subsequent paragraphs below.

1. Eligible persons for the Delivery, etc. of NTT's Shares, etc. covered by this proposal	<ul style="list-style-type: none"> Members of the Board of the Company (excluding outside Members of the Board, Members of the Board who are Audit and Supervisory Committee Members, and those who are non-residents of Japan).
2. Impact of NTT's Shares covered by this proposal on the total number of issued shares	
Maximum amount of money to be contributed by the Company for acquisition of NTT's Shares subject to the Delivery, etc. to Members of the Board (as described in (2) below)	<ul style="list-style-type: none"> The amount calculated by multiplying ¥150 million by the number of years in the target period (fiscal years corresponding to the period of the Company's Medium-Term Management Strategy).
Maximum number of NTT's Shares, etc. to be provided for the Delivery, etc. to Members of the Board (as described in (3) below)	<ul style="list-style-type: none"> The number of shares corresponding to the number of points calculated by multiplying 1,750,000 points by the number of years of the target period (corresponding to 1,750,000 shares at one share per point). However, if a stock split, consolidation of shares or any other such event occurs during the trust period with respect to NTT's Shares, then the Company shall adjust the number of NTT's Shares to be granted per one point, depending on the ratio of such stock split or consolidation of shares, or otherwise, involving NTT's Shares.
Method of acquisition of NTT's Shares (as described in (2) below)	<ul style="list-style-type: none"> As it is planned that this trust acquires NTT's Shares from the stock market, no dilution will occur. The ratio of number of shares corresponding to the number of points per fiscal year above that can be delivered (1,750,000 shares), to the total number of NTT's issued shares (as of March 31, 2025, after deducting the number of treasury shares) shall be approximately 0.002%.
3. Details of conditions for performance achievement (as described in (3) below)	<ul style="list-style-type: none"> Performance is to be evaluated using financial targets, etc. stated in the Company's Medium-Term Management Strategy, and it shall vary within a range of 0 to 150%, corresponding to the degree of financial targets achievement, etc. in the final year of the fiscal years of the relevant Medium-Term Management Strategy (for the current target period, it shall be the degree of financial targets achievement such as EBITDA.).
4. Conditions and timing of the Delivery, etc., of NTT's Shares, etc., to Members of the Board (as described in (4) below)	<ul style="list-style-type: none"> In the event that a Member of the Board ceases to be a Member of the Board or Vice President of the Company or forfeits all other positions designated by the Board of Directors of the Company, becomes a non-resident of Japan, dies during his/her term of office or satisfied other conditions for providing Delivery, etc. of NTT's Shares designated by the Board of Directors of the Company, NTT's Shares, etc. shall be provided for the Delivery, etc. to the Members of the Board after such satisfaction. However, in the event that a Member of the Board resigns due to personal reasons contrary to the Company's wishes (however, excluding unavoidable circumstances such as injuries or sickness) or in the event that a Member of the Board is dismissed due to behavior with grounds for dismissal of a Member of the Board, such Member of the Board shall not satisfy the conditions for providing Delivery, etc. of NTT's Shares.

(2) Maximum amount of money to be contributed by the Company

In principle, the period to be the target of the Stock Compensation System shall be the fiscal years corresponding to the period of the Company's Medium-Term Management Strategy (hereinafter the "Target Period"). Because there is currently an existing trust established to correspond to the four fiscal years from the fiscal year ended March 31, 2025 to the fiscal year ending March 31, 2028 (hereinafter the "Current Target Period"), the target period under the revised Stock Compensation System set forth in this proposal shall be the remaining three fiscal years of the Current Target Period (from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028), and the maximum amount in total shall be ¥450 million.

For the Target Period, the Company shall contribute trust money, within a range of the amount calculated by multiplying ¥150 million by the number of years of the Target Period, and establish a trust for the period corresponding to the Target Period in which Members of the Board who satisfy the requirements for beneficiaries shall be beneficiaries for acquisition of NTT's Shares subject to the Delivery, etc. to Members of the Board. The Trust shall follow the instructions of the trust manager, and acquire NTT's Shares from the stock market in a lump purchase using the aforementioned trust money as the source of funds. The Company shall grant points to Members of the Board during the Target Period (as described in (3) below), and NTT's Shares, etc., corresponding to the number of points granted in a prescribed time that is determined beforehand, shall be provided for the Delivery, etc. from the Trust.

Please note that the Trust may continue after the expiry of the Trust of the trust period by amending the trust agreement and making additional contributions to the trust instead of establishing a new Trust. In such an event, the number of years corresponding to the Medium-Term Management Strategy at that time shall become the new Target Period, and the trust period for the Trust will be extended for the same amount of time as the new Target Period. For each extended trust period, the Company plans to make additional contributions within a range of an amount calculated by multiplying ¥150 million by the number of years of the new Target Period. However, when such additional contributions are made, if there are NTT's Shares (excluding NTT's Shares equivalent to the points granted to Members of the Board for which the Delivery, etc. has not yet been completed) and cash remaining in the trust assets on the final day of the trust period prior to the extension (hereinafter "Residual Shares, etc."), the sum of the amount of Residual Shares, etc. equivalent to compensation earmarked for Members of the Board and the trust money to be additionally contributed by the Company shall be within the range of the amount calculated by multiplying ¥150 million by the number of years in the new Target Period. Such extension of the trust period shall not be limited to once only, and the trust period may be extended in the same manner again afterwards.

(3) Calculation method for and maximum number of NTT's Shares, etc. to be provided for the Delivery, etc. to Members of the Board

At a prescribed timing every year during the trust period, points, calculated by the formula set forth below in accordance with the position of the Member of the Board (hereinafter "Standard Points"), are granted to Members of the Board, and the number of the NTT's Shares to be provided for the Delivery, etc. is determined, based on the number of points calculated by multiplying the number of Standard Points accumulated during the trust period (hereinafter the "Number of Accumulated Points") at a prescribed timing directly after the final day of the final fiscal year of the Target Period (for the Current Target Period, this timing is scheduled to be around June 2028) by the performance-linked coefficient (such number of points hereinafter "Number of Share Delivery Points").

The performance-linked coefficient shall be evaluated by the financial targets, etc. stated in the Company's Medium-Term Management Strategy, and for the Current Target Period, this shall be determined within a range of 0 to 150% based on the degree of financial targets achievement, such as EBITDA of the final fiscal year of the Target Period (the fiscal year ending March 31, 2028).

(Formula for calculating Standard Points)

Standard stock compensation amount determined by the Member of the Board's position / Average of closing price of

NTT's stock at the Tokyo Stock Exchange in the month preceding the starting month of the Target Period (decimal figures of the closing price are truncated)

Regarding the number of NTT's Shares, etc. that are provided for the Delivery, etc. to Members of the Board through the Trust, one NTT's Share per one point is delivered with decimal figures of the number of points truncated. However, if a stock split, consolidation of shares or any other such event occurs during the trust period with respect to NTT's Shares, then the Company shall adjust the number of NTT's Shares to be granted per one point, depending on the ratio of such stock split or consolidation of shares, or otherwise, involving NTT's Shares.

If a Member of the Board resigns or dies during the trust period, the number of points accumulated up until that time will be deemed to be the Number of Share Delivery Points and the number of shares to be provided for the Delivery, etc. will be determined based on that.

The maximum number of points that can be granted to Members of the Board during a trust period of the Trust shall be calculated by multiplying 1,750,000 points by the number of years of the Target Period, and the maximum number of NTT's Shares to be acquired for the Trust to provide the Delivery, etc. to the Members of the Board and to be provided for the Delivery, etc. to the Members of the Board during the trust period shall be the number of shares corresponding to the aforementioned maximum number of points (hereinafter the "Maximum Number of Deliverable Shares"). Therefore, the maximum number of shares to be delivered corresponding to the remaining three fiscal years of the Current Target Period will be 5,250,000 shares (in the case of one NTT's Share per one point). The maximum number of points and the Maximum Number of Deliverable Shares has been determined by taking into consideration the maximum amount of money to be contributed by the Company in (2) above, and with reference to the most recent stock prices, etc. Note that if the Trust is continued by the method described in (2) above, the maximum number of points that can be granted to Members of the Board during an extended trust period shall be calculated by multiplying 1,750,000 points by the number of years of the new Target Period. Moreover, the maximum number of NTT's Shares to be acquired for the Trust to provide the Delivery, etc. to Members of the Board and to be provided for the Delivery, etc. to Members of the Board during the trust period shall be the number of shares corresponding to the aforementioned maximum number of points.

(4) Conditions, timing and method for providing the Delivery, etc. of NTT's Shares, etc. to the Members of the Board

In the event that a Member of the Board ceases to be a Member of the Board or Executive Officer of the Company or forfeits all other positions designated by the Board of Directors of the Company, becomes a non-resident of Japan, dies during his/her term of office or satisfied other conditions for providing Delivery, etc. of NTT's Shares designated by the Board of Directors of the Company, NTT's Shares, etc. shall be provided for the Delivery, etc. to the Members of the Board after such satisfaction. However, in the event that a Member of the Board resigns due to personal reasons contrary to the Company's wishes (however, excluding unavoidable circumstances such as injuries or sickness) or in the event that a Member of the Board is dismissed due to behavior with grounds for dismissal of a Member of the Board, such Member of the Board shall be deemed to not satisfy the conditions for providing Delivery, etc. of NTT's Shares.

The Members of the Board who satisfy the requirements for beneficiaries shall receive, from the Trust, delivery of NTT's Shares corresponding to the determined ratio of the Number of Share Delivery Points (shares representing less than one unit shall be truncated) and payment of cash of an amount equivalent to the proceeds from cash conversion, conducted within the Trust, of NTT's Shares shall be paid to Members of the Board for a number of NTT's Shares corresponding to the remaining Number of Share Delivery Points.

In the event of the death of a Member of the Board during the trust period, the heirs of the Member of the Board will receive payment of cash of an amount equivalent to the proceeds from cash conversion, conducted within the Trust, of the number of NTT's Shares corresponding to all of the Number of Share Delivery Points calculated at the time of death.

(5) Clawback system, etc.

To provide for cases where a Member of the Board commits a materially wrongful act or contravention, or cases where a Member of the Board takes employment at another company in the same industry without the permission of the Company, the Company will establish a system that enables the Company to demand loss or forfeiture of beneficiary rights to receive the Delivery, etc. of NTT's Shares, etc., under the Stock Compensation System (malus) or the return of cash of an amount equivalent to the delivered NTT's Shares, etc., (clawback) against the Member of the Board.

(6) Voting rights concerning NTT's Shares within the Trust

In order to ensure neutrality toward management, voting rights of NTT's Shares within the Trust shall not be exercised during the trust period.

(7) Dividends on NTT's Shares within the Trust

Dividends on NTT's Shares within the Trust shall be received by the Trust and applied to trust fees and trust expenses for the Trust. In the event that there is a remaining amount of dividends when the Trust is finally closed after dividends are applied to trust fees and trust expenses, that amount will be returned to the Company within the limit of the trust expense reserve after deducting from the trust money the fund for share acquisition, and for any amount in excess of the trust expense reserve, the Company plans to donate it to an organization that has no interest with the Company and Members of the Board.

(8) Other details of the Stock Compensation System

Other details concerning the Stock Compensation System shall be determined at a meeting of the Board of Directors each time of establishing the Trust, amending a trust agreement, or making an additional contribution to the Trust.

Reference

The Company uses the same trust for Executive Officers of the Company, and Members of the Board and Executive Officers of major subsidiaries that the Company designates as major subsidiaries as persons eligible for the Stock Compensation System. Furthermore, the compensation amount and number of shares for the Executive Officers of the Company, and Members of the Board and Executive Officers of subsidiaries that the Company designates as major subsidiaries is not subject to this item.

For details of the Stock Compensation System, please refer to the "Notice Regarding Adoption of Performance-Linked Stock Compensation System for Members of the Board and Officers of NTT and Its Major Subsidiaries," which is the timely disclosure released on May 12, 2021, and "Notice Regarding Continuation of Performance-Linked Stock Compensation System for Members of the Board and Officers of NTT and Its Subsidiaries and Additional Contributions Thereto," which is the timely disclosure released on August 7, 2024.

Reference Policy for Determining the Details of Individual Compensation, etc. of Members of the Board

1. Basic Policy for the Officer Compensation System

In its Medium-Term Management Strategy "New value creation & Sustainability 2027 powered by IOWN," the Company has set forth the pillars of "NTT as a Creator of New Value and Accelerator of a Global Sustainable Society," "Upgrading the Customer Experience (CX)," and "Improving the Employee Experience (EX)." Through these, the Company aims to make supporting the sustainability of the planet the core of its business, while simultaneously achieving new value creation and sustainable business growth and development for NTT Group, thereby enhancing corporate value.

In order to achieve such a vision, the officer compensation system is an important mechanism for increasing motivation by strongly encouraging the execution of responsibilities by officers in furtherance of increasing medium- to long-term corporate value and achieving sustainable growth.

2. Level of Compensation

The Company reviews appropriate level of officer compensation to be able to maintain market competitiveness and makes a determination, taking into considerations factors including economic and social conditions, the business environment of NTT Group, a check of compensation levels of comparably sized major companies based on external databases and other data, and the responsibilities of officers of NTT and NTT Group companies.

3. Details of Composition and Details of Performance-Linked Compensation

The compensation for Members of the Board (excluding Outside Members of the Board and Members of the Board who are Audit and Supervisory Committee Members) and Executive Officers consists of monthly salary, bonus (short-term incentive), and compensation for stock acquisition through Board Members Shareholding Association and performance-linked stock compensation (medium- to long-term incentive). The ratio of monthly salary, short-term incentive, and medium- to long-term incentive is determined according to each officer's responsibilities.

Specifically, in a case where standard business results are achieved, the compensation composition for the Representative Member of the Board and President, as well as the Representative Member of the Board and Senior Executive Vice President, is approximately 40:35:25 for monthly salary, short-term incentive, and medium- to long-term incentive, respectively. For other Members of the Board, etc., that ratio is set at 50:30:20.

When appointing non-Japanese foreign officers, the compensation level and composition may be individually set in consideration of factors including the nature of their duties and market level.

The details of each of the compensation components are as follows.

■ Monthly salary

- The monthly salary is a fixed compensation paid monthly as monetary compensation on the basis of the scope of each officer's roles and responsibilities.

■ Bonus (short-term incentive)

- The bonus is paid in June each year as performance-linked monetary compensation, taking into account NTT's business results for the current fiscal year. With respect to the financial targets for bonus, the targets set forth in the Medium-Term Management Strategy, etc. are used as the relevant indexes upon which evaluations are made

■ Stock acquisition funds (medium- to long-term incentive)

- From the perspective of further promoting profit-sharing with shareholders by promoting the holding of NTT shares by officers, the stock acquisition funds are paid as funds to make contributions of certain defined amounts or more to the Board Members Shareholding Association and to purchase NTT's own shares. All NTT's own shares purchased with such funds are to be held throughout the term of office of the officer.

■ Performance-linked compensation (medium- to long-term incentive)

- Performance-linked stock compensation that varies based on the degree to which business performance targets, including the financial targets, have been achieved during the fiscal years covered by the Medium-Term Management Strategy is paid from the perspective of providing increased incentive to achieve the financial targets by creating a clear correlation between officer compensation and the corporate value of the Company and further promoting profit-sharing with shareholders by advancing the ownership by officers of NTT shares.
- Using the trust established by NTT, points are granted and accumulated each year as determined in accordance with the position, and at the end of the Medium-Term Management Strategy, the number of shares to be granted is calculated by multiplying the performance-linked co-efficient, based on the degree to which financial targets have been achieved, by the number of accumulated points. EBITDA, among other targets, will be used as the financial targets for stock compensation, and shares will be granted upon the retirement of the officer.
- If an officer who is eligible for the stock compensation system commits a significant violation of his or her mandate contract with the Company or engages in other inappropriate activity, or takes employment at another company in the same industry without the permission of the Company, the system will enable the Company to demand loss or forfeiture of beneficiary rights to receive grants of the Company shares under the compensation system with respect to such person or the return of cash of an amount equivalent to the delivered shares.

In order to maintain a high level of independence, compensation of outside Members of the Board (excluding Audit and Supervisory Committee Members) consists of a base salary only, and is not linked to NTT's business results. Compensation of Members of the Board who are Audit and Supervisory Committee Members is determined by discussions of the Audit and Supervisory Committee and consists of a base salary only, for the same reasons as those cited above with respect to outside Members of the Board (excluding Audit and Supervisory Committee Members).

4. Process of Determining Compensation

With regard to the compensation of Members of the Board of the Company, in order to ensure objectivity and transparency, the Company established the Compensation Committee, the majority of which consists of outside independent Members of the Board, and the committee makes compensation determinations including with respect to individual compensation. In addition, the Board of Directors has delegated determinations regarding the compensation ratio, the compensation calculation method and individual compensation to the committee.

Memo

[illegible]

[Shareholder Proposals (Ninth Item and Tenth Item)]

The Ninth Item and the Tenth Item were proposed by one shareholder. The “Summary of the Proposal” and the “Reasons for the Proposal” are stated verbatim as proposed by the shareholder.

Ninth Item

Amendment to the Articles of Incorporation (Prohibition against lowering the real wages of general employees other than managers and supervisors)

Summary of the Proposal:

To prescribe in the Articles of Incorporation a provision that states, “Lowering the real wages of general employees other than managers and supervisors shall be prohibited at all NTT Group companies.”

Reasons for the Proposal:

NTT Group has changed labor conditions following its acquisition of JASTEC Co., Ltd. (hereinafter “Acquired Company”).

At this time, while attempting to raise the wages of managers, which accepted seconded and transferred employees from the parent company, the wage increase for employees other than managers (hereinafter “General Employees”) was kept low. Some General Employees received a monthly increase of only ¥1,000, which is below the inflation rate, effectively reducing their real wages. Moreover, the maximum number of regular salary increases was reduced, suppressing future wages.

Amid the hardship caused by rising prices, General Employees endured, believing the management’s promise of a significant wage increase in December 2024, but were not rewarded.

Aren’t the reduction in real wages and reduction in the maximum number of regular salary increases too neglectful of the Acquired Company’s employees?

As one of Japan’s flagship companies, NTT Group can continuously implement wage increases above the inflation rate.

I am convinced that neglecting the Acquired Company’s employees will lead to opposition to NTT Group’s future M&A activities. I submit this proposal to ensure the NTT Group’s sustainable development.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of this proposal concern matters that should be handled by the Board of Directors with agile, flexible, and rational decision making that is responsive to changes in the business environment, etc., of the respective time, and the Board of Directors does not consider it appropriate to prescribe them in the Articles of Incorporation, which set out fundamental matters of a company.

Furthermore, the Company has positioned “Improving the Employee Experience (EX)” as one of the pillars of its Medium-Term Management Strategy, and based on this philosophy, Group companies are working to create an environment that supports the autonomous career development of each employee, taking into account the business environment surrounding the particular company, while also promoting initiatives that enhance employees’ sense of fulfillment and work motivation and contributing to improving their engagement.

The Board of Directors believes that the revision and operation of the wage system are being appropriately handled by each Group company, and there is no need to prescribe the details stated in this proposal in the Articles of Incorporation.

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)**

Summary of the Proposal:

To prescribe in the Articles of Incorporation a provision that states, "Company proposals and shareholder proposals shall be treated equally in materials for the general meeting of shareholders and other materials."

Reasons for the Proposal:

At the general meeting of shareholders held in June 2024, the Company's proposals were included in the paper-based "Notice of Convocation" mailed to shareholders, but shareholder proposal was not.

The general meeting of shareholders is held to express the decision making of the shareholders; it is not held for the sake of the management. Treating the proposals of the general meeting of shareholders equally does not disadvantage the Company or shareholders.

Is there any justification for only the Company's proposals being included in the paper-based documents and the shareholder proposals not being included in the paper-based documents?

Considering the original purpose of the general meeting of shareholders, I submit this proposal to treat the Company's proposals and shareholder proposals equally in order to provide judgment materials for shareholders' decision-making.

Opinion of the Board of Directors**The Board of Directors is against this proposal.**

The details of the proposal represent matters that should be handled by the Board of Directors with flexible and rational decision making from the perspective of the common interests of the shareholders, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

Furthermore, effective the 38th Ordinary General Meeting of Shareholders, the Company, following amendments to the Companies Act, has introduced a system for providing informational materials for the ordinary general meeting of shareholders in electronic format. In line with this, the complete set of informational materials for the general meeting of shareholders, including the content of shareholder proposals, will be made available on the Company's website, and a notice with the URLs, and relevant access information will be distributed to shareholders. However, under this system, in addition to the notice of the convocation of the general meeting of shareholders, which is required to be sent in writing, the Company sends a summary version to each shareholder by mail which includes optional additions made by the Company from Reference Materials for the Ordinary General Meeting of Shareholders. This shareholder proposal raises an issue with the Company's approach regarding presentation of shareholder proposals in the summary version. However, the Board of Directors believes that there is no legal issue with its approach, and that appropriate information is being provided to shareholders given the limited space of the summary version. Going forward, the Company will make efforts to enhance information disclosure through the Company's website.

[Shareholder Proposals (Eleventh Item to Seventeenth Item)]

The Eleventh Item to Seventeenth Item were proposed by one shareholder. The “Summary of the Proposal” received from the proposing shareholder contained passages that could not be considered as the content of the proposal. Said passages have been omitted in accordance with laws and regulations and with the Company’s Share Handling Regulations. The “Reasons for the Proposal” are stated verbatim as proposed by the proposing shareholder, including content summarized at the Company’s request.

Eleventh Item

Amendment to the Articles of Incorporation (Relaxing the upper limit for the number of characters in the reason section in shareholder proposals)

Summary of the Proposal:

The content of the amendments is as follows:

<Comparison table of current and proposed Articles of Incorporation>

(Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
Article 11. (Share Handling Regulations) Administrative work related to the Company’s shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors.	Article 11. (Share Handling Regulations) Administrative work related to the Company’s shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors. <u>However, if the Share Handling Regulations specify the text length of the “Reasons for the Proposal” for shareholder proposals in accordance with Article 93, paragraph (1) of the Ordinance for Enforcement of the Companies Act, the total number of characters for the “Reasons for the Proposal” and the “Summary of the Proposal” shall be set to 7,000 Japanese language characters or more for each proposal. If the specified number of characters is less than 7,000, it shall be deemed to be 7,000 characters.</u>

Reasons for the Proposal:

The Company has set a limit of 400 Japanese language characters for the reasons for shareholder proposals. This proposal seeks to relax the upper limit for the number of characters for the combined “Reasons for the Proposal” and “Summary of the Proposal” to 7,000 or more.

By enabling shareholders to fully understand the proposals and make appropriate decisions, corporate value can be enhanced and sustainable growth achieved. The related costs are estimated to increase by approximately ¥60 million.

This is my request to shareholders, and it applies to all my proposals.

Individual shareholders are asked to carefully read the summary of the proposal, consider it in light of their own values, and vote based on their own judgment. If you believe that the disadvantages outweigh the benefits, I unfortunately ask you to vote against the proposal.

I expect all shareholders other than individual shareholders to be truly responsible shareholders who will decide whether to approve or disapprove proposals solely from the perspective of enhancing corporate value and achieving sustainable growth, without being bound by their positions, and who will fulfill their responsibility to explain their decisions to stakeholders.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of the proposal represent matters that should be handled by the Board of Directors with flexible and rational decision making from the perspective of the common interests of shareholders, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

Furthermore, regarding the inclusion of shareholder proposals in the Reference Materials for the Ordinary General Meeting of Shareholders, we consider it important to ensure that shareholders appropriately understand the content of the proposals. At the same time, it is important to prevent excessive lengthening of the Reference Materials for the Ordinary General Meeting of Shareholders, which could reduce the convenience for shareholders, and ensure the smooth operation of the Meeting of Shareholders. From this perspective, the Company may request a concise summary of the proposal content. Additionally, under Article 15 of the Share Handling Regulations, the Company has established a reasonable limit of 400 Japanese language characters per proposal for the “Reasons for the Proposal” in shareholder proposals. We believe this character limit is sufficient and appropriate to convey the essence of the proposal content in a concise and clear manner.

This proposal seeks to stipulate in the Articles of Incorporation that the combined character count for the “Reasons for the Proposal” and the “Summary of the Proposal” be 7,000 characters or more per proposal, which could lead to a significant increase in the volume of the Reference Materials for the Ordinary General Meeting of Shareholders and impair the efficiency of operation of the Meeting of Shareholders.

Twelfth Item

Amendment to the Articles of Incorporation (Formulation and disclosure of a corporate philosophy)

Summary of the Proposal:

The content of the amendments is as follows:

<Comparison table of current and proposed Articles of Incorporation>

(Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
(New Article)	<p><u>(Corporate Philosophy)</u></p> <p><u>Article 2. The Company shall formulate a corporate philosophy at a meeting of the Board of Directors and include it in the Reference Materials for the Ordinary General Meeting of Shareholders.</u></p> <p><u>The corporate philosophy shall include the following text.</u></p> <ul style="list-style-type: none"> <u>•The mission of a corporation is to efficiently create as much added value as possible and enhance corporate value by conducting business appropriately.</u> <u>•The efficiency of added value creation is measured by labor productivity and capital productivity. For capital productivity to be considered efficient, it shall be necessary that the return on equity (ROE) exceeds the cost of capital.</u> <u>•Corporate value is defined as the sum of the discounted present value of future cash flows and the currently held financial assets. However, changes in capital are not considered factors affecting changes in corporate value.</u>

<Practical measures to be taken if the proposal is approved>

If the proposal is approved, the article numbers in the Articles of Incorporation shall be renumbered in an appropriate manner.

If the proposal is approved, the Board of Directors shall promptly formulate a corporate philosophy in accordance with the Articles of Incorporation.

Reasons for the Proposal:

By establishing a corporate philosophy that includes the following, shareholders will be able to entrust the management of the Company to the Board of Directors with confidence.

"Conducting business appropriately" presumes complying with laws, regulations and rules, but it also means addressing social issues such as environmental problems in an appropriate manner.

The mission of a corporation is to "efficiently create as much added value as possible, given that it possesses finite social resources (human resources and capital)" for society as a whole. As a result, society as a whole becomes more prosperous, tax revenues increase, and contributions are made to solving social issues.

Since the goal is to "enhance corporate value" by "efficiently creating as much added value as possible," the interests of the corporation's activities align with those of society as a whole and its investors/shareholders without conflict.

The cost of capital also indicates the degree to which effective use of capital as demanded by society is made, and companies with ROE below the cost of capital are considered to be wasting society's valuable capital and assets.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of the proposal concern matters that should be handled by the Board of Directors with agile, flexible and rational decision making in response to changes in the business environment and other circumstances, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

Furthermore, NTT Group announced its Medium-Term Management Strategy in May 2023, and is working to become a group that will "achieve new value creation and global sustainability" by FY2027 as its basic approach. Additionally, NTT Group has announced the "NTT Group's Core" and "NTT Group's Values" as statements of the shared vision and values of the Group. Moving forward, NTT will use these as guiding principles for the entire Group, fostering a greater sense of unity as it advances in its business operations.

Thirteenth Item

Amendment to the Articles of Incorporation (Information disclosure regarding the capital policy)

Summary of the Proposal:

The content of the amendments is as follows:

<Comparison table of current and proposed Articles of Incorporation>

(Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
(New Article)	<p><u>(Information Disclosure Regarding Capital Policy)</u></p> <p><u>Article 3.</u></p> <p><u>The Board of Directors shall determine the amount of shareholders' equity deemed appropriate from the perspective of capital policy and disclose that in the Reference Materials for the Ordinary General Meeting of Shareholders. The amount of shareholders' equity may be set within a certain range deemed appropriate by the Board of Directors.</u></p> <p><u>At the discretion of the Board of Directors, the amount of shareholders' equity deemed appropriate from the perspective of capital policy may be omitted from the Reference Materials for the Ordinary General Meeting of Shareholders. In such cases, a summary of the reasons for not disclosing the amount shall be disclosed in the Reference Materials for the Ordinary General Meeting of Shareholders.</u></p>

<Practical measures to be taken if the proposal is approved>

If the proposal is approved, the article numbers in the Articles of Incorporation shall be renumbered in an appropriate manner.

Reasons for the Proposal:

Substantive and in-depth discussions on capital policy will be enabled from the following perspectives.

The Board of Directors and investors/shareholders will be able to share a basic understanding of shareholder return policy. If the actual amount of shareholders' equity exceeds the amount deemed appropriate, increasing shareholder returns and restricting retained earnings will be the correct capital policy. Conversely, if the actual amount of shareholders' equity is less, reducing shareholder returns and increasing retained earnings will be the correct capital policy.

When the actual amount of shareholders' equity falls below the amount deemed appropriate, ROE is artificially inflated due to undercapitalization. Evaluating ROE based on the amount of shareholders' equity deemed appropriate allows for more constructive discussions.

The appropriate amount of shareholders' equity is determined by the Board of Directors, enabling practical response. Additionally, disclosure may be withheld when impediments are present, so management will not be overly constrained.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of the proposal concern matters that should be handled by the Board of Directors with agile, flexible and rational decision making in response to changes in the business environment and other circumstances, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

In the Company's capital policy, emphasis is placed on the balance between enhancing shareholder returns, securing investment funds for sustainable growth, and maintaining financial soundness. Furthermore, the Company's fundamental approach regarding shareholder returns is a steady increase of dividends, and the Company also carries out share buybacks flexibly to improve capital efficiency.

In making decisions regarding capital policy, the Company comprehensively considers not only the amount of shareholder's equity but also financial soundness indicators such as the shareholders' equity ratio, as well as capital efficiency indicators including EPS, ROIC, and ROE.

The Company discloses appropriate information to its stakeholders about its efforts in overall financial strategy, including capital policy, such as improving the efficiency of invested capital and shareholder returns, through the Integrated Report and other means.

Fourteenth Item

Amendment to the Articles of Incorporation (Criteria for nationality of Members of the Board)

Summary of the Proposal:

The content of the amendments is as follows:

<Comparison table of current and proposed Articles of Incorporation> (Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
(New Article)	<u>(Nationality Requirement for Members of the Board)</u> <u>Article 21.</u> <u>Persons who do not have Japanese nationality may not serve as</u> <u>Members of the Board.</u>

<Practical measures to be taken if the proposal is approved>

If the proposal is approved, the article numbers in the Articles of Incorporation shall be renumbered in an appropriate manner.

Reasons for the Proposal:

This is a symbolic proposal to clarify a policy of "having talented individuals within the Company fully demonstrate their abilities rather than relying too readily on external human resources." Allowing internal human resources to more freely demonstrate their abilities will lead to greater corporate value.

Brining in foreigner nationals as Members of the Board may seem easy, noticeable, and well-received by certain groups. It may appear progressive and stylish. In other words, it could be called a "quick fix."

This trend also overlaps with the practice of lavishing new employees with special treatment, which may raise concerns that existing employees are being undervalued while excessive expectations are placed on new human resources.

NTT, like other Japanese companies, has many talented individuals within its ranks. The Company should thus place greater emphasis on valuing these individuals and having them fully utilize their abilities.

If foreign Members of the Board need to be accepted in order to foster open and free-flowing discussions, then transforming that situation should be the first priority.

Opinion of
the Board of
Directors**The Board of Directors is against this proposal.**

The details of the proposal concern matters that should be handled by the Board of Directors with agile, flexible and rational decision making in response to changes in the business environment and other circumstances, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

NTT Group is working towards further expanding its global business. To achieve this, the Company believes that management experience and expertise in the supervision of business execution at global companies are crucial. With this in mind, the Company has proposed the appointment of a non-Japanese foreign Member of the Board, who possesses such experience, in the Company's proposal for the election of Members of the Board (the Third Item).

Moreover, to further strengthen independence, objectivity, and accountability in determining appointment of officers by the Board of Directors, the Company has voluntarily established the Nomination Committee, comprised of five Members of the Board (including three outside independent Members of the Board that constitute a majority), as a preliminary review institution of the Board of Directors. This enhances the effectiveness of governance. The Nomination Committee has also expressed opposition to this shareholder proposal.

Fifteenth Item

Amendment to the Articles of Incorporation (Judgment standard for resolutions of the Board of Directors)

Summary of the Proposal:

The content of the amendments is as follows:

<Comparison table of current and proposed Articles of Incorporation>

(Underlined sections indicate proposed amendments)

Current Articles of Incorporation	Proposed Amendments
Article 24. (Meetings of the Board of Directors) 1. to 4. (New Article) 5. to 7.	Article 24. (Meetings of the Board of Directors) 1. to 4. <u>5. In resolutions at a meeting of the Board of Directors, Members of the Board may only vote in favor of a proposal if they judge that it will contribute to enhancing corporate value. Whether or not a proposal contributes to enhancing corporate value may be determined through qualitative analysis.</u> <u>6. A summary of each Member of the Board's judgment shall be recorded in the minutes of the meeting of the Board of Directors.</u> <u>7. At the first meeting of the Board of Directors held after the conclusion of the Ordinary General Meeting of Shareholders, a proposal shall be resolved stating, "The standard of 'principles of business judgment can only be applied and asserted to decisions that are judged to lead to enhancing corporate value' is appropriate." The result shall be reported at the first Ordinary General Meeting of Shareholders held after the resolution.</u> <u>8. to 10.</u>

<Practical measures to be taken if the proposal is approved>

If the proposal is approved, the article numbers in the Articles of Incorporation shall be renumbered in an appropriate manner.

In other words, new Paragraphs 5 to 7 will be added, and the existing Paragraphs 5 to 7 will be renumbered as Paragraphs 8 to 10.

Reasons for the Proposal:

This will clarify that, in resolutions of the meeting of the Board of Directors, "Members of the Board may only vote in favor of a proposal if they judge that it will contribute to enhancing corporate value."

Given the various difficulties involved in quantitatively measuring corporate value, the proposal permits judgement to be made based on qualitative analysis. This ensures that all proposals can be judged from the perspective of corporate value, making it a practical provision in the Articles of Incorporation.

This proposal seeks to clarify the Board of Directors' awareness of the concept that "if criteria for judgment is solely profit amounts without considering the impact on corporate value, the principles of business judgment cannot be applied." It does not require the Board of Directors to approve a proposal, but rather it seeks a resolution on whether to approve or disapprove it, and it thus does not improperly restrict the Board of Directors' judgment.

By ensuring that resolutions made by the Board of Directors lead to the enhancement of corporate value, it is expected that this will lead to the enhancement of corporate value and, ultimately, the enhancement of the common interests of shareholders.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of the proposal represent matters that should be handled by the Board of Directors with flexible and rational decision making from the perspective of the common interests of shareholders, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

Members of the Board of the Company have, based on their individual business judgments, engaged in discussions and exchanges of opinions at meetings of the Board of Directors and are consistently working to enhance corporate value.

The Board of Directors believes there is no need in the Articles of Incorporation to impose restrictions on the business judgements of each Member of the Board in addition to the duty of due care as a prudent manager and duty of loyalty as stipulated in the Companies Act. As the Board of Directors, we intend to continue engaging in active discussions and exchanges of opinions to enhance corporate value.

Sixteenth Item Distribution of earned surplus (Special dividend)

Summary of the Proposal:

As distribution of earned surplus with September 30, 2025 as the record date (interim dividend for the fiscal year ending March 31, 2026), a special dividend of ¥10.00 per share of common stock will be paid separately from the ordinary dividend.

Type of asset to be distributed: Cash

Matters relating to allotment of dividends to shareholder and total carrying amount: ¥10.00 per share of common stock

The total amount of the dividends will be calculated by multiplying the amount of dividend per share of common stock by the number of shares eligible for dividends as of September 30, 2025.

Date on which the dividend becomes effective: the earlier of December 31, 2025 or the effective date of the interim dividend for the fiscal year ending March 31, 2026.

Reasons for the Proposal:

Regarding capital policy, the 2024 Reference Materials for the Ordinary General Meeting of Shareholders only include a brief mention in "9. Capital Policy," with no mention of financial standing in the medium-term financial targets or performance indicators for bonuses. Logically, this infers that "the Company does not recognize constraints on its financial standing to the extent that it recognizes the need to send a message to investors and shareholders who have an important relationship with financial standing and capital policy. It recognizes that it has leeway to increase shareholder returns and lower the level of shareholders' equity."

The Company's earnings, centering on those of domestic operations, are highly stable and business risks are low, so there is little need to maintain high financial stability. The total amount of the dividends in this proposal is less than one-tenth of the current amount of shareholders' equity and will not significantly impair the Company's financial standing.

For the reasons stated above, the implementation of the special dividend in this proposal will contribute to the common interests of shareholders

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The Company has set as its important management challenge the continuous enhancement of corporate value over the medium to long term, and the Company has identified the return of profits to shareholders as an important management goal. In its commitment to returning profits to shareholders, the Company adheres to its basic policy of steadily increasing dividends, while adopting a flexible approach to carrying out share buybacks. As for retained earnings, the Company utilizes them to ensure financial soundness while also making investments to gain growth opportunities and implementing capital policy that focuses on capital efficiency.

Based on this approach, the annual dividend per share for FY2024 is planned to be ¥5.2, an increase of ¥0.1 from the previous fiscal year, marking the 14th consecutive fiscal year of dividend increases. The Company also plans to increase the dividend for FY2025. The Company has carried out share buybacks of approximately ¥5.7 trillion by FY2024, and resolved the amount of up to ¥200 billion for FY2025.

In line with the NTT Group Medium-Term Management Strategy, the Company aims to enhance its cash-generation ability through proactive investment expansion in growth areas and improve the NTT Group's performance. By doing so, the Company intends to return profits to the shareholders over the medium to long term. The Board of Directors believes that a temporary dividend increase through a special dividend, as stated in this proposal, does not align with the Company's approach to shareholder returns.

Seventeenth Item

Determination of compensation for granting stock acquisition rights as stock options to Executive Directors

Summary of the Proposal:

The purpose of this proposal is to obtain approval for granting stock options to the Company's executive directors (excluding outside Members of the Board) in order to share with shareholders the benefits and risks associated with stock price fluctuations, and to enhance the motivation of the Company's executive directors to improve business performance, thereby promoting the sound management and enhancement of the corporate value of the Company. Additionally, approval is requested for the specific details of the stock acquisition rights to be delivered as stock options.

(1) Amount of the compensation, etc. related to stock options

This proposal is separate from the compensation for Members of the Board that has been approved by the General Meetings of Shareholders to date.

Approval is requested for the amount of stock option compensation, etc., for the Company's executive directors (excluding outside Members of the Board) at up to ¥100 million annually (excluding the salary for their service as employees) and for the details thereof.

The number of stock options to be granted to each executive director shall be determined by the Board of Directors.

(2) Details of the compensation, etc. (details of stock acquisition rights to be issued as stock option compensation in one year)

1) Number of stock acquisition rights

- The maximum number of stock acquisition rights to be issued within one year from the date of the General Meeting of Shareholders for each fiscal year shall be 5,000.

2) Class and number of shares subject to stock acquisition rights:

- The maximum number of shares subject to stock acquisition rights to be issued within one year from the date of the General Meeting of Shareholders for each fiscal year shall be 500,000 shares. The class of shares subject to stock acquisition rights shall be common stock, and the number of shares subject to each stock acquisition right shall be 100 shares.
- If the Company deems it appropriate to change the number of shares due to a stock consolidation or similar transaction involving common stock, the Company shall make such adjustments as it deems necessary.

3) Amount to be paid in exchange for stock acquisition rights:

- No cash payment shall be required in exchange for stock acquisition rights.

4) Value of assets contributed at exercise of stock acquisition rights:

- The value of the assets to be contributed at the exercise of each stock acquisition right shall be the amount obtained by multiplying the payment price per share of common stock that may be delivered upon the exercise of the stock acquisition rights (hereinafter "the Exercise Price") by the number of shares to be granted.
- The Exercise Price shall be ¥100.
- If the Company deems it appropriate to change the Exercise Price due to a stock consolidation or similar transaction involving common stock, the Company shall make such adjustments as it deems necessary.
- If the Company deems it appropriate to change the Exercise Price due to a dividend payment on common stock, the Company shall make adjustments as it deems necessary.

5) Period during which stock acquisition rights may be exercised:

- The period shall be determined by the Board of Directors within the span from the date two years after the date of the resolution of granting stock acquisition rights to the date five years after the date of such resolution.

6) Restrictions on acquiring stock acquisition rights by transfer:

- Acquisition of stock acquisition rights by transfer shall require the approval of the Board of Directors.

7) Conditions for exercising stock acquisition rights:

- Holders of stock acquisition rights must be Members of the Board (excluding outside Members of the Board) of the Company at the time of exercising stock acquisition rights. However, this restriction does not apply if the Board of Directors determines that there is a valid reason.
- Holders of stock acquisition rights may not exercise such rights subsequently if any of the following circumstances arise.
- If the person becomes an officer, employee, or consultant of a company that is in competition with the Company (excluding the Company's affiliated companies). However, this shall not apply if prior approval is obtained from the Board of Directors of the Company.
- If the person is found to have committed an act of breach of trust toward the Company, such as violating laws and regulations, the Company's internal rules and regulations, or the like.

- If the person violates the terms and conditions of the stock acquisition rights allotment agreement concluded between the Company and the person receiving the stock acquisition rights.
- Other conditions regarding the exercise of stock acquisition rights shall be governed by the terms and conditions of the stock acquisition rights allotment agreement concluded between the Company and the holder of stock acquisition rights.
- Other conditions regarding the exercise of stock acquisition rights shall be determined by resolution of the Board of Directors.

8) Matters concerning acquiring stock acquisition rights

- If a merger agreement in which the Company becomes the disappearing company, a split agreement or split plan in which the Company becomes the split company, or a stock exchange agreement or stock transfer plan in which the Company becomes a wholly-owned subsidiary is approved by the General Meeting of Shareholders (or by a resolution of the Board of Directors if approval by the General Meeting of Shareholders is not required), the Company may, as of the date separately determined by the Board of Directors, acquire all stock acquisition rights without contribution.
- If the exercise of stock acquisition rights becomes impossible before the stock acquisition rights holder exercises such rights, the Company may acquire the stock acquisition rights without contribution as of the date separately determined by the Board of Directors of the Company.

9) Other matters concerning the offering of stock acquisition rights:

- Other details, etc. of stock acquisition rights shall be determined by the Board of Directors at the meeting at which the matters concerning the offering of stock acquisition rights are decided.

Reasons for the Proposal:

According to the 2024 Reference Materials for the Ordinary General Meeting of Shareholders, total compensation for Members of the Board is ¥539 million (ten persons, including outside Members of the Board). This compensation is too low for a large company such as NTT. Furthermore, out of the total compensation, compensation for stock acquisition amounts to ¥28 million, and performance-linked stock compensation amounts to ¥57 million (total ¥85 million), which is not set at an adequate level to maintain the "sensitivity to the interests of shareholders" of Members of the Board.

This shareholder proposal was made in order to improve this situation and enhance the "sensitivity to the interests of shareholders" of Members of the Board.

Please note that the actual grant will be decided by the Board of Directors. There are no disadvantages in setting up a framework, and appropriate grant will be made by the Board of Directors. Therefore, there are no reasonable grounds for the Board of Directors to express opposition. In other words, this proposal is one that should naturally receive the approval and support of the Board of Directors. If the Board of Directors were to be against this proposal, it would need to provide clear and persuasive reasons.

The Board of Directors is against this proposal.

The current compensation system for the Company's Members of the Board (excluding outside Members of the Board and Members of the Board who are Audit and Supervisory Committee Members) consists of three components: monthly compensation (base salary), bonuses (short-term incentives), and stock compensation comprising compensation for stock acquisition through the Board Members Shareholding Association and performance-linked stock compensation (medium- to long-term incentives). This system is designed to reflect not only the Company's performance for the fiscal year in question but also the corporate value over the medium- to long-term.

At the Board of Directors meeting held on May 9, 2025, the Company resolved to revise the "policy for determining the details of individual compensation, etc. for Members of the Board" (refer to pages 40 to 41 of the Reference Materials for the Ordinary General Meeting of Shareholders), and the Company plans to review the officer compensation levels, including a review of the ratio of base salary, short-term incentives, and medium- to long-term incentives for certain positions. Through these measures, the Company aims to clarify the responsibilities of Members of the Board for financial results and strengthen the incentive function to further enhance corporate value.

Moreover, to further strengthen independence, objectivity, and accountability in the determination policy and determination of the composition and level of the compensation for Members of the Board, the Company has voluntarily established the Compensation Committee, comprised of five Members of the Board (including three outside independent Members of the Board that constitute a majority), as a preliminary review institution of the Board of Directors. This enhances the effectiveness of governance. The Compensation Committee has also expressed opposition to this shareholder proposal.

[Shareholder Proposal (Eighteenth Item)]

The Eighteenth Item was proposed by one shareholder. The “Summary of the Proposal” and the “Reasons for the Proposal” are stated verbatim as proposed by the shareholder.

Eighteenth Item

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

Summary of the Proposal: To add the following provision as Article 16-3 of the Company's Articles of Incorporation.

Article 16-3 (Electronic Provision of Informational Materials)

3. In principle, the Company shall provide optional information, excluding the information subject to electronic provision measures prescribed in the preceding two paragraphs, not in paper-based documents, but through the Internet or other electronic means. However, if a shareholder notifies the Company of their wish to receive paper-based documents by a prescribed method, the Company may provide them to that shareholder only within the period determined by the Board of Directors. This article does not preclude the sending of a minimal amount of paper-based documents for the purpose of exercise of voting rights, dividend notifications, notification of method for exercising shareholder benefits for eligible shareholders, provision of the means of access to the information and notification of the method for requesting paper-based documents.

Reasons for the Proposal

This proposal aims to clearly state the principle of electronic provision for information dissemination through materials such as the Notice of Convocation booklet and advertisements. This proposal has been brought forward in the recognition that it is reasonable for shareholders, considering they are the beneficiaries, to make decisions regarding this matter. Should any surplus funds arise from this, please allocate them to the welfare of the employees.

The Company has approximately 2,400,000 shareholders, and as the number of shareholders continues to increase, particularly among those under 40 years of age following the stock split, the Company spends several hundred million yen annually to send tens of tons of optional materials nationwide. For example, if 30 grams of materials are sent to two million shareholders at mid-term and year-end with a binding cost of ¥150, the transportation volume reaches 60 tons, and the cost amounts to ¥300 million. By transitioning to an electronic format, we believe that concentrating resources on diverse information dissemination, including to international audiences, can enhance corporate value while significantly reducing environmental costs.

The effectiveness of the current d POINT measures is limited, and this proposal aims to review the principle of information provision to immediately achieve significant effects regardless of the increase or turnover of shareholders. At the same time, it allows for the provision of paper-based documents to those who request it, taking into account the principle of shareholder equality.

Opinion of the Board of Directors

The Board of Directors is against this proposal.

The details of this proposal concern matters that should be handled by the Board of Directors with agile, flexible, and rational decision making that is responsive to changes in the business environment, etc., of the respective time, and the Board of Directors does not consider it appropriate for them to be prescribed in the Articles of Incorporation, which establish the fundamental matters concerning the company.

Furthermore, the Company regards the promotion of sustainability as an important management issue, and taking its basic approach of aiming to become a group that will achieve “new value creation and global sustainability,” the Company is committed to reducing environmental impact in its business activities and achieving both environmental problem-solving and economic development through the creation of technology and innovation.

As part of this effort, the Company is gradually transitioning its communication methods with shareholders from traditional paper-based mail responses to enhanced information dissemination via the Company's website and the use of other electronic methods. As of the 38th Ordinary General Meeting of Shareholders, the Company started its handling of informational materials for the general meeting of shareholders based on the electronic provision system. And from this meeting, the Company has introduced a system where shareholders who wish can receive Notices of Convocation, etc., via email, a service which many shareholders are utilizing.

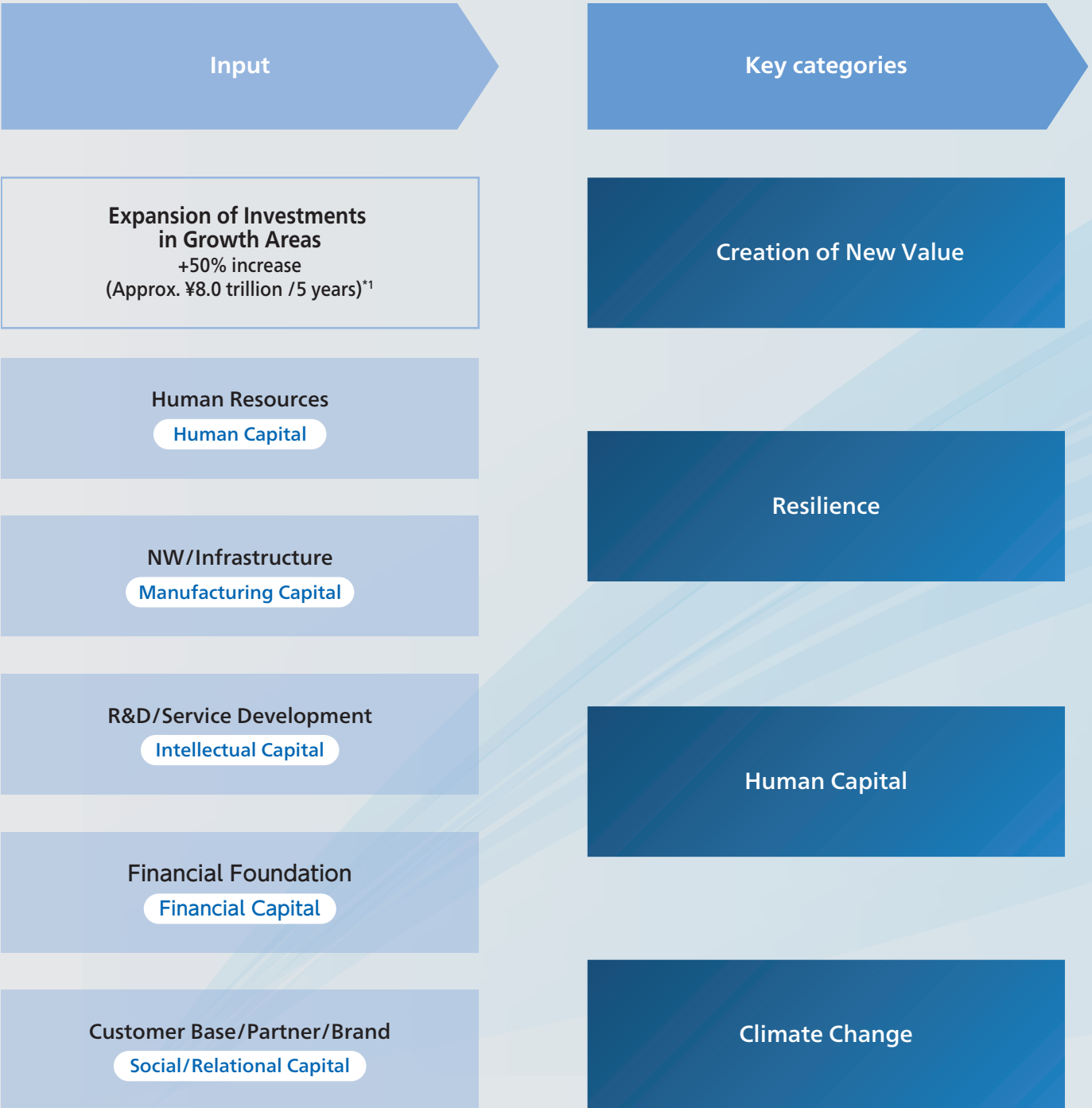
Going forward, the Company will continue to enhance communication with the shareholders and promote further review of shareholder distribution materials and the reduction of paper resources.

END

Business Report

(For the Fiscal Year ended March 31, 2025)

Value Creation Process of NTT Group



Medium-Term Management Strategy

New value creation & Sustainability 2027
powered by IOWN

Outcome

1. NTT as a Creator of New Value and Accelerator of a Global Sustainable Society

- ① IOWN-Driven Creation of New Value (from concept to commercialization)
- ② Data-Driven Creation of New Value
- ③ Achievement of a Circular Economy Society
- ④ Further Strengthening of Business Foundations

2. Upgrading the Customer Experience (CX)

- ⑤ Fusion of Research and Development with a Market-Focused Strategy
- ⑥ Strengthening of Services that Emphasize Customer Experience (CX)

3. Improving the Employee Experience (EX)

- ⑦ Open and Innovative Corporate Culture
- ⑧ Support Career Growth
- ⑨ Global Benefits for Employees and their Families

Social Value

Creation of New Social Value

- Enhancement of creation of new experiences and impressions for customers
- Creation of New Social Value Through IOWN commercialization and use of AI/robots
- Acceleration of resource recycling and regional revitalization among industries

Resilience of Social Infrastructure

- Maintaining lifelines that support social and economic activities and ensure the safety of people's lives

Improvement of Employee Engagement

- Improvement of labor productivity and creativity

Mitigation of Climate Change

- Achievement of net-zero by 2040

Economic Value

Expansion of Cash-Generation Ability

- EBITDA: +20% increase*²
(Approx. ¥4.0 trillion (FY2027))

Enhancement of Returns to Shareholders

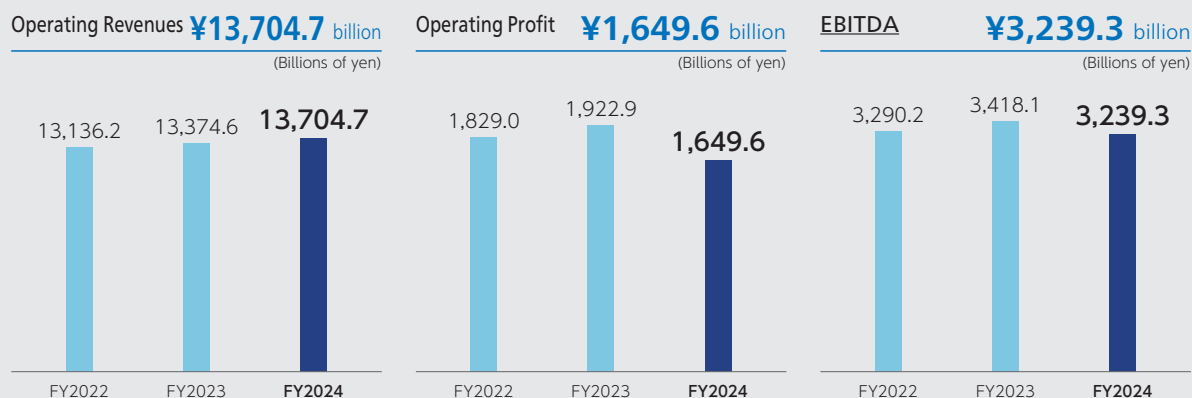
- Steady increase of dividends
- Flexible share buybacks

*1 From FY2023 to FY2027

*2 Compared to FY2022

I Outline of the Business of NTT Group

Consolidated Financial Results (IFRS)



1. Business Progress and Results

(1) Business Environment

The information and telecommunications market and its related markets saw the expansion of cloud services and 5G services and the rapid advance of technologies such as AI, digital twin, and quantum computing. These changes are driving a global digital transformation (DX) resulting in reforms, such as by work styles and lifestyles in which real and online coexist taking root, improving the convenience of people's daily lives, creating new business models, and enhancing productivity. Meanwhile, society needs to respond to the digital shift in social and economic activities, the increase in data distribution and power consumption associated with the spread and advancement of AI, strengthening information security against increasingly sophisticated and complex cyberattacks, reinforcing anti-disaster measures, and contributing to the protection of the environment.

The role of information and telecommunications is also becoming more important in terms of resolving these wide-ranging societal issues.

(2) Business Status

In this business environment and based on its new Medium-Term Management Strategy entitled "New value creation & Sustainability 2027 powered by IOWN," NTT Group has promoted various initiatives in each of its business segments, centered on the three pillars of "NTT as a Creator of New Value and Accelerator of a Global Sustainable Society," "Upgrading the Customer Experience (CX)," and "Improving the Employee Experience (EX)." As a result, consolidated operating revenues for the fiscal year ended March 31, 2025 were 13,704.7 billion yen (an increase of 2.5% from the previous fiscal year), consolidated operating profit was 1,649.6 billion yen (a decrease of 14.2% from the previous fiscal year), and consolidated profit attributable to NTT was 1,000.0 billion yen (a decrease of 21.8% from the previous fiscal year).

NTT as a Creator of New Value and Accelerator of a Global Sustainable Society

IOWN-Driven Creation of New Value (from concept to commercialization)

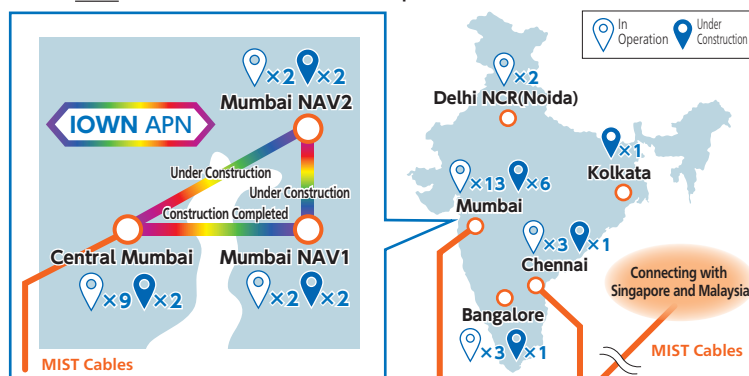
[Establishment of manufacturing company for photonic-electronic convergence devices]

- In December 2024, NTT East and NTT West launched a commercial service, All-Photonics Connect powered by IOWN. This service utilizes IOWN APN technology that dedicates optical wavelengths throughout the entire communication network to achieve high-speed, large-capacity communications at speeds of up to 800 Gbps.
- In August 2024, based on a basic agreement with Chunghwa Telecom Co., Ltd. (headquarters: Taiwan), the Company achieved international connectivity between the data center in Taiwan (Taoyuan) and the data center in Japan (Musashino R&D Center) using APNs from both parties. Furthermore, in March 2025, the NTT DATA Leadership Event was held with a view toward the unification of operations through IOWN APN connections among three geographically separate data centers in Mumbai, India, as well as the commencement of connection to the submarine cable MIST, which connects India, Singapore, and Malaysia. We will continue to promote further international expansion by leveraging the ultra-high speed and ultra-low latency that are the characteristics of IOWN APN.

Press conference in Taiwan



IOWN APN and data center business expansion in India



Data-Driven Creation of New Value

- NTT Group aims to provide AI that supports people's lives, work, and ways of life. Since the launch of a commercial service that uses NTT's Large-scale Language Model "tsuzumi" in March 2024, we have responded to more than 1,200 consultations on its introduction. Globally, we have fully transitioned to a five-unit operation model consisting of three regional units (North America, EMEA^{*1} & Latin America, and APAC^{*2}) and two global units (Global Technology Services and Business Solution), and we have received orders for more than 1,100 generative AI projects. In November 2024, NTT DATA began offering LITRON® Sales, a solution that autonomously performs tasks such as data entry, proposal preparation, contract drafting, and internal document drafting in the sales domain by utilizing SmartAgent™, which supports entire operational processes with multiple AI agents cooperating autonomously. Furthermore, NTT AI-CIX Inc. was established in August of the same year with the aim of moving from individual AIs that optimize each operation and industry to linked AIs that optimize across operations and industries.

*1 An abbreviation for Europe, the Middle East, and Africa.

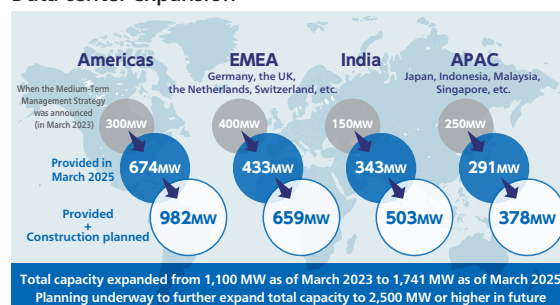
*2 An abbreviation for Asia Pacific.

- Data centers, which are key platforms in a data-driven society, are becoming increasingly important with the spread and advancement of AI. NTT Group has also positioned the data center business as a driver of growth and is pursuing further expansion and enhancement of its data center infrastructure, which is the world's third largest^{*3}. In FY2024, we opened new data centers at 7 sites and 8 buildings, bringing our cumulative total to 163 sites in 216 buildings^{*4}. In addition, by incorporating data center assets into a real estate investment trust (REIT) scheduled for FY2025, we aim to achieve sustainable growth by securing further growth opportunities while maintaining financial soundness.

*3 Recalculated from the Structure Research 2023 Report, excluding operators in the People's Republic of China.

*4 The figures in MW show the power capacity of buildings owned by the NTT Communications Group and the data center business divisions of Global Technology Services within the Global Solutions Business Segment (including joint ventures with third parties).

Data center expansion



- We are advancing various initiatives toward the full-scale commercialization of autonomous driving technology in Japan. In November 2023, we acquired exclusive rights to sell the autonomous driving system of May Mobility, Inc. (headquarters: U.S.) in Japan, and in October 2024, the shuttle operation plan proposed by NTT DOCOMO was adopted by Aichi Prefecture in its public solicitation for autonomous driving projects. In August 2024, NTT West decided to invest in Navya Mobility SAS (headquarters: France) to strengthen the system for stable supply of autonomous driving services. Furthermore, in October 2024, we reached an agreement with Toyota Motor Corporation to work together on AI and communications in the mobility field to achieve a society with zero traffic accidents, and we will continue to deepen our collaboration going forward. We will continue to aim for safe and secure autonomous driving services that contribute not only to solving transportation issues but also to revitalizing local economies and addressing the needs of an aging society.
- In August 2024, the three companies, NTT DOCOMO, INTAGE Inc., and DOCOMO InsightMarketing, INC., began offering the docomo data clean room™, a service that enables partner companies to analyze their own customer data by utilizing various data held by NTT DOCOMO and INTAGE Inc. This service enables analysis using profiling information and behavioral information that utilizes docomo Sense®, NTT DOCOMO's proprietary customer understanding engine. We will continue contributing to solving marketing challenges faced by partner companies in a wide range of industries.
- In July 2024, NTT Precision Medicine Corporation was established to bring together NTT Group's assets and resources in the medical and healthcare field and to perform the entire process from data generation to utilization. The company aims to provide preventive care and medical services optimized for each individual's constitution using a data-driven approach.

Joint press conference with Toyota Motor Corporation



Achievement of a Circular Economy Society

- NTT AgriTechnology Corporation and Nounsouken Corporation, which has a direct-from-farm section in approximately 2,000 supermarkets across Japan, agreed to jointly implement series of initiatives to create new value through agricultural products aimed at the stable supply of food in Japan, the realization of sustainable agriculture, and revitalization of the distribution of safe, reliable domestic vegetables, and entered into a capital and business alliance agreement in September 2024. Going forward, the company will continue to advance initiatives that contribute to solving social issues in the field of food and agriculture, including development of processed foods that contribute to adding value to agricultural products and reducing food loss.

- NTT Green & Food, Inc. (hereinafter “NTT Green & Food”) completed construction of one of the largest land-based aquaculture plants in Japan for whiteleg shrimp (commonly known as vannamei shrimp) in December 2024. In the future, we plan to introduce temperature control, remote monitoring of growth and other conditions, and automated operation and control using NTT Group’s technologies and services. In the same month, NTT AQUA Inc., which aims to expand its land-based aquaculture business through the research, development, and provision of an ICT-based recirculating land-based aquaculture system, began operations and is working with NTT Green & Food to establish a new supply chain. We will continue to help improve the food self-sufficiency rate and revitalize local communities.

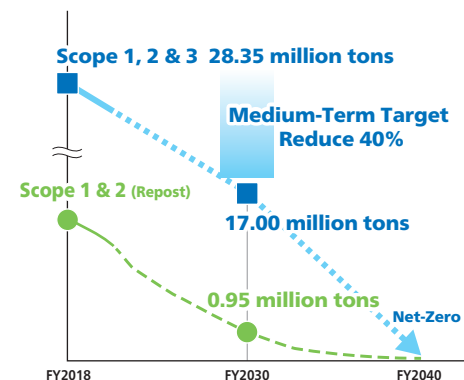
- NTT Group is conducting initiatives to achieve net zero in FY2040. We have set interim targets of 950,000 tons*1 for Scope 1 & 2 and 17 million tons*2 for Scope 1, 2, & 3 for greenhouse gas emissions in FY2030, and will promote decarbonization across the entire supply chain in addition to our own decarbonization.

(NTT Group’s actual greenhouse gas emissions for FY2024 will be disclosed in the Integrated Report in late September 2025.)

*1 For Scope 1 & 2, FY2013 has been set as the reference year in line with the Japanese government’s global warming countermeasures plan.

*2 For Scope 1, 2, & 3, FY2018 has been set as the reference year, in line with the start of calculations using the current scope of aggregation, which includes overseas Group companies.

Illustration of NTT Group Greenhouse Gas Emission Reductions (Domestic + Overseas)



[Further Strengthening of Business Foundations]

- In March 2025, NTT DOCOMO and NTT Communications launched the Noto HAPS Partner Program (hereinafter, the “Program”) and began recruiting partner companies. Under the Program, NTT DOCOMO and NTT Communications, in collaboration with participating companies, local governments, academic institutions, and others, promote exploration and verification experiments of business models and solutions that leverage the features of High Altitude Platform Station (HAPS), such as direct communication with smartphones and IoT devices, high-speed, large capacity, and low latency. The companies will continue to invite many companies, local governments, academic institutions, etc. to participate, as they aim to achieve robust telecommunications and industrial development by leveraging the features of HAPS and the capabilities of non-terrestrial networks.
- Eight companies consisting of NTT Group (the Company, NTT East, NTT West, NTT DOCOMO, NTT Communications), KDDI CORPORATION, SoftBank Corp. and Rakuten Mobile, Inc. have established a new cooperative framework among telecommunications companies aimed at ensuring the rapid restoration of networks in the event of large-scale disasters, and began joint operations in December 2024. Moving forward, the eight companies will continue to strengthen cooperation in various areas, including disaster response, to ensure the swift restoration of networks and contribute to the realization of a sustainable society.

[Upgrading the Customer Experience (CX)]

- NTT DOCOMO began offering the docomo poikatsu plan in April 2024. Under the docomo poikatsu plan, users have further advantages receiving d POINTs (period- or application-limited) when using NTT DOCOMO's financial services. The company will continue to strive to provide billing plans and services that satisfy the customers.



- NTT DATA began offering CAFIS Tap to Pay® (hereinafter "Payment Service"), a contactless payment service*3 that does not require a dedicated terminal, in September 2024, and announced its introduction at Yamato Transport Co., Ltd. in January 2025. In the past, drivers had to carry a dedicated payment terminal for cash on delivery and freight payments. However, the Payment Service installed on delivery management terminals (general-purpose smartphones) eliminates the need for dedicated payment terminals and reduces the number of terminals carried by drivers, thereby reducing their workload and improving operational efficiency.

*3 Payment method in which a card, smartphone, or other device equipped with a contactless IC chip is held over a payment terminal

- To improve the quality of mobile telecommunication services, we have pursued network-related measures, such as upgrading the performance of 5G network equipment and increasing the number of base stations. In addition, we strengthened efforts to improve customer-perceived quality, particularly in event venues and major cities where localized telecommunications demand is concentrated. We will continue to strive to provide communication services that customers can use with a peace of mind going forward.

[Improving the Employee Experience (EX)]

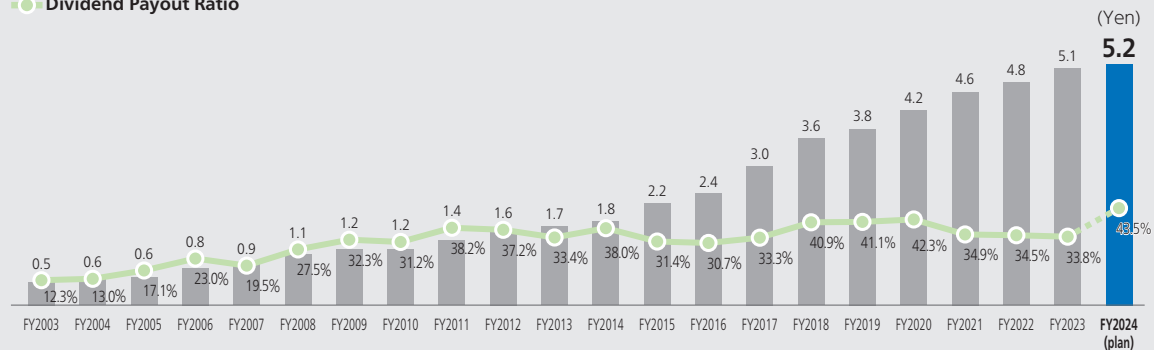
- The positive response rate in the employee engagement survey reached 61% (up 7% YoY) as a result of strengthening various measures to create an environment in which each employee can develop their career autonomously, such as promoting understanding of the system and expanding opportunities to think about their career. As one of the initiatives, we established a month to strengthen the use of the NTT Group Job Board (open recruitment), a personnel system that enables employees to take on voluntary challenges, and further strengthened the support system for taking on new challenges, through means such as intensively distributing user interviews and other contents. We will continue to pursue the creation of an environment in which employees can take on more challenging and rewarding work.

[Enhancement of Returns to Shareholders]

- We increased capital efficiency through continuous dividend increases and flexible share buybacks.

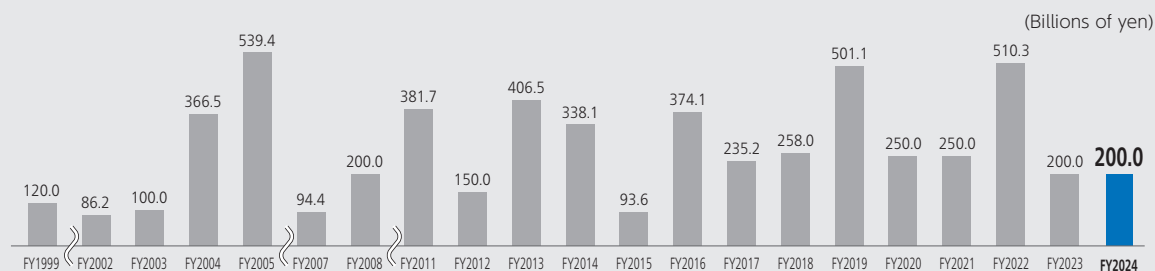
Trends of Dividends and Share Buyback Amounts

■ Annual Dividend per Share of Common Stock
● Dividend Payout Ratio



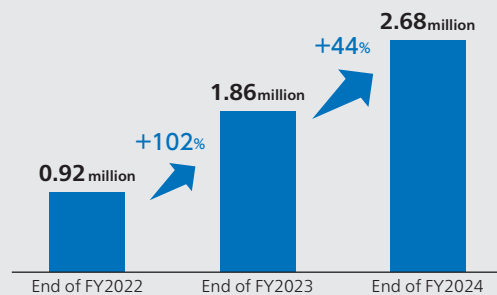
Notes: 1. The annual dividend per share takes into account stock splits conducted in the past.
2. Beginning in the fiscal year ended March 31, 2019, NTT has applied IFRS, with the dividend payout ratio of the fiscal year ended March 31, 2018 also being recalculated under IFRS.

■ Amount of Share Buybacks



- A 25-for-1 stock split of common stock (July 2023) was implemented to lower the amount per unit of investment and, among other efforts, create a more investment-friendly environment, resulting in a record number of shareholders.

The increase in shareholders due to the stock split



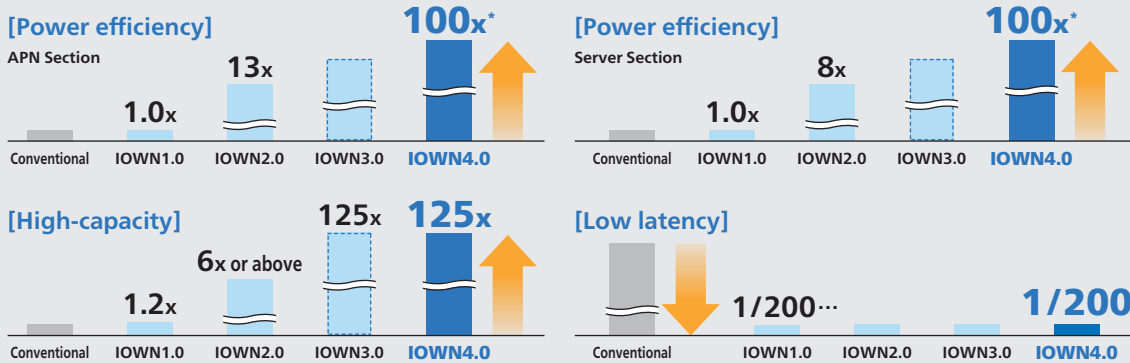
(3) Status of Research & Development, etc.

We advanced initiatives to flesh out the IOWN concept and to roll out the technology and resolve issues in a range of industries.

Innovative Optical and Wireless Network (IOWN) Concept

Amid the accelerating digital shift in social and economic activities, the use of communication networks has expanded greatly, and we are approaching the limits of data volume, latency, and power consumption. The IOWN concept breaks this barrier with revolutionary photonics technology, with the goal of creating a sustainable world.

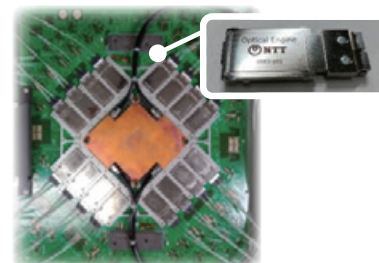
Performance targets and roadmap of IOWN



Research and Development in Preparation for Making the IOWN Concept a Reality

- Photonic-electronic convergence devices under development for the realization of IOWN are being developed for short-haul optical connections (inter-board connections, inter-package connections, and inter-die connections) in addition to conventional long-haul optical communication applications. IOWN Photonic Disaggregated Computing with a maximum of eight times greater power efficiency is achieved by incorporating photonic-electronic convergence devices that optically connect boards and technologies that efficiently utilize hardware resources.
- We are conducting research on a multi-core optical fiber, which is one of the elemental technologies for realizing high-capacity optical transmission infrastructure. We have succeeded for the first time in the world in combining optical signals of different optical types (modes) by utilizing optical coupling between three adjacent cores in a multi-core structure. This technology makes it possible to achieve both spatial multiplexing and coupling of more than ten cores with a smaller number of cores while maintaining the outer diameter of the optical fiber, and provides a new option for multi-core optical fiber designs that can achieve ten times higher capacity than existing optical fibers.

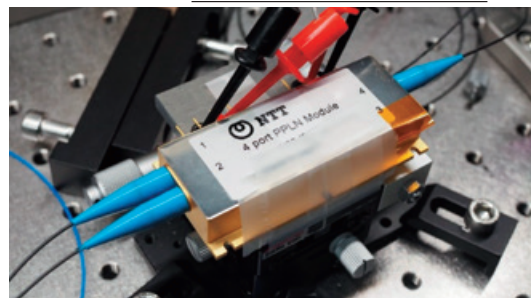
Photonic-electronic convergence device for inter-board connections



Developing Technologies and Resolving Issues in Various Industries

- Aiming for the early realization of an optical quantum computer, etc., in January 2025, we succeeded in generating and observing optical quantum entanglement more than 1,000 times higher than the conventional rate in collaboration with the University of Tokyo. Quantum entanglement is a fundamental element that forms the basis of quantum technology, and by improving its generation speed, we can overcome the computational speed limitations of conventional quantum computers, thereby accelerating not only the scaling up of physical size but also a dramatic increase in computing capacity through increased speed. This is expected to advance applications in a wide range of fields, such as drug discovery, financial risk assessment, and logistics optimization, and contribute to technological innovation in society overall.

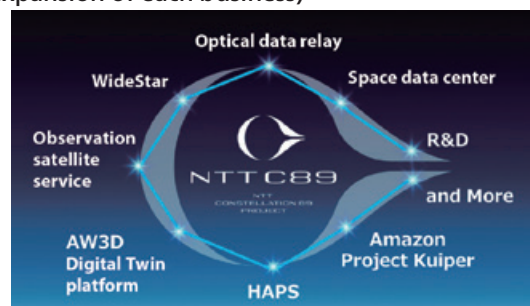
Light sources for optical quantum computers



- A public participation workshop was held to discuss local community issues together with AI using AI Constellation, which aims to derive solutions from diverse perspectives through discussions between AIs. Diverse opinions exist in the real world due to the complexity of issues and differences in positions, and multifaceted discussions are required. In this workshop, we tested whether AI Constellation can deepen discussions among humans. In the future, we will work on applications to various fields such as support in local communities and decision-making within companies.

- In June 2024, against the backdrop of developments in space technology and the government's promotion of its space strategy, we launched a new brand, NTT C89, with the aim of expanding our space business. NTT Group's space-related businesses have been integrated under this brand to promote business expansion and market development. To realize the "Space Integrated Computing Network" planned with SKY Perfect JSAT Corporation, NTT Group will strategically divide its business into two areas: one in which it will leverage its technological strengths to develop its own services, and the other in which it will accelerate the development of services through collaboration with partners while developing new technologies. In each of these areas, we will carry out both business and technology development to drive the creation and expansion of markets. Going forward, we will contribute to the development of the space industry as a whole by developing communication services using HAPS, new services utilizing observation satellite data, and broadband business in collaboration with overseas partners.

NTT C89 (image of organic integration and expansion of each business)



(4) Status by Segment

Main Businesses



Integrated ICT Business

The principal services in the Integrated ICT Business are mobile phone services, domestic inter-prefectural communications services, international communications services, solutions services, and system development services and related services.



Regional Communications Business

The principal services in the Regional Communications Business are domestic intra-prefectural communications services and related ancillary services.



Global Solutions Business

The principal services in the Global Solutions Business are system integration services, network system services, cloud services, global data center services, and related services.



Others (Real Estate, Energy and Others)

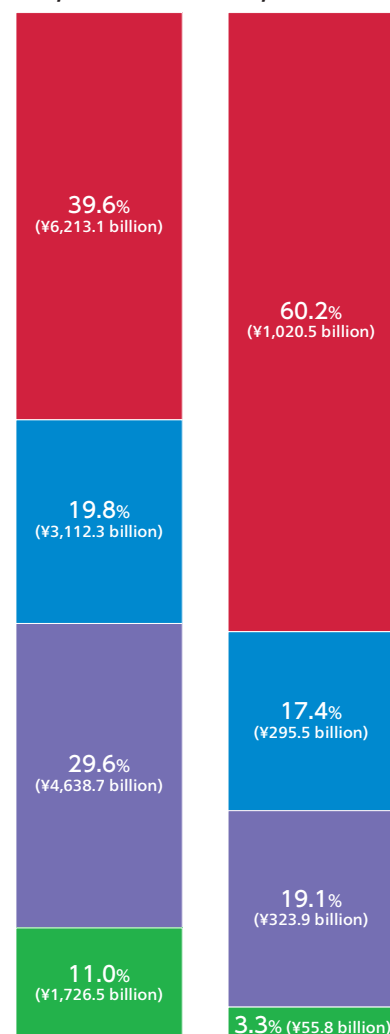
Others include the real estate business, energy business and others.



Other group companies

Operating Revenues*
(FY2024)
¥13,704.7 billion

Operating Profit*
(FY2024)
¥1,649.6 billion



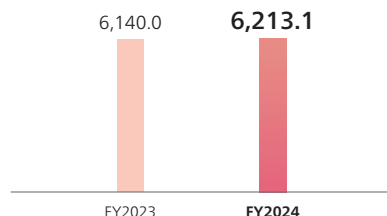
* Percentage of simple sum of each segment (including intersegment transactions)

Integrated ICT Business



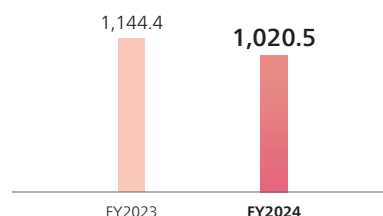
Operating Revenues (IFRS) **¥6,213.1 billion**

(Billions of yen)



Operating Profit (IFRS) **¥1,020.5 billion**

(Billions of yen)



Overview

In the Integrated ICT Business, we worked to strengthen our customer base through enhanced customer-driven marketing and creation of services that meet customer needs in the consumer business, further expand the enterprise business, and improve the quality of our telecommunication services.

Details of Main Initiatives

- In addition to offering docomo poikatsu plan (for details, please see (2) Business Status “Upgrading the Customer Experience (CX)” on page 62), we launched new additions to the d CARD lineup, specifically d CARD PLATINUM in November 2024 and d CARD GOLD U in February 2025, as part of efforts to strengthen both communication and financial services.
- In July 2024, we entered into a strategic business alliance with transcosmos inc. in the Digital BPO®* domain. By combining technologies such as AI and infrastructure with DX human resources with advanced know-how, we accelerate customers’ DX and contribute to the realization of a prosperous society.

*Digital BPO®: A registered trademark of transcosmos inc., and a general name of services that assist customers’ business transformation blending BPO operations with various technologies

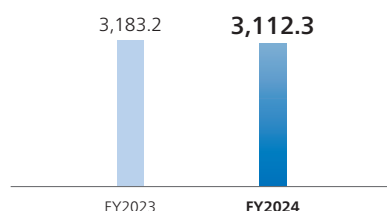
Number of Subscriptions for Major Services

- “Mobile telecommunications services”: 91.41 million subscriptions (increase of 1.47 million year-on-year)
(Included in the above) “5G contracts”: 37.31 million subscriptions (increase of 7.58 million year-on-year)

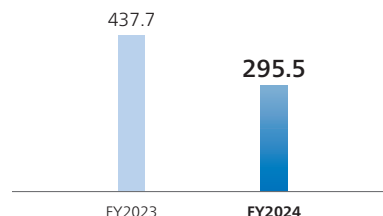
Regional Communications Business



Operating Revenues (IFRS) **¥3,112.3 billion**
(Billions of yen)



Operating Profit (IFRS) **¥295.5 billion**
(Billions of yen)



Overview

In the Regional Communications Business, in addition to strengthening our solutions business which supports the digital transformation (DX) of companies, local governments, and societies to resolve regional social issues, we worked to optimize our service menu by reviewing our business portfolio in addition to expanding our fiber-optic access services.

Details of Main Initiatives

- We worked to expand our share of the fiber-optic access service market and improve profits by enhancing competitiveness through the expansion of the service area for the high-speed fiber-optic access service FLET'S Hikari Cross and by strengthening sales of the FLET'S Hikari Next Mansion All-Unit Subscription Services, a bundled plan for multi-dwelling units.
- We reviewed our business portfolio and terminated our weather forecasting service 177 on March 31, 2025. In light of the diversification of telephone number search methods and the realization of reduced paper consumption and environmental impact, we announced that we will discontinue providing telephone directories (TownPage, etc.) and directory assistance (number 104) on March 31, 2026.

Service Termination Date	Service Name
March 31, 2025	Weather forecasting service 177
	<ul style="list-style-type: none"> • TownPage • TownPage information sales service • Telephone books issued by region
March 31, 2026	<ul style="list-style-type: none"> • Telephone number directory lookup service • CD-ROM telephone book • Directory assistance (number 104) • NTT Fax 104

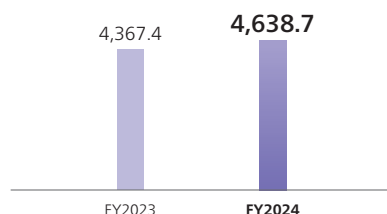
Number of Subscriptions for Major Services

- "FLET'S Hikari": 23.79 million subscriptions (increase of 0.13 million year-on-year)
(Included in the above) "Hikari Collaboration Model": 17.49 million subscriptions (increase of 0.37 million year-on-year)

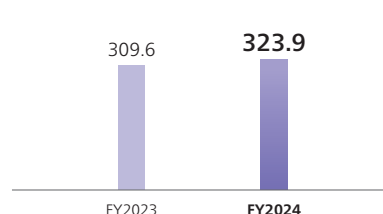
Global Solutions Business

NTT DATA

Operating Revenues (IFRS) **¥4,638.7 billion**
(Billions of yen)



Operating Profit (IFRS) **¥323.9 billion**
(Billions of yen)



Overview

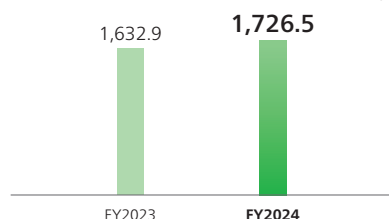
In the Global Solutions Business, the Group worked to extend and consistently provide a range of IT services, such as offerings of digitalization and system integration, that are responsive to the changes in the market, as well as to strengthen its ability to provide services in growth areas such as the data center business and managed services.

Details of Main Initiatives

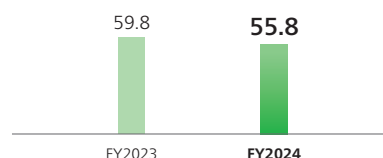
- In January 2025, Hakuholdo Incorporated and NTT DATA concluded an agreement to establish a joint venture that will provide a single-stop service for strategy development, consumer experience design, data and technology utilization, and system implementation in order to achieve transformation of the corporate demand chain. Through the establishment of this joint venture, we will further promote transformation of the corporate demand chain while at the same time aiming to implement new value that transcends industry/sector boundaries and leads to a more prosperous society and lives.
- Thanks to initiatives to migrate customer IT environments in North America to multi-cloud platforms to achieve agile business operations and reduce administrative costs, we received a new order for a large-scale project from a major U.S. healthcare solutions provider. Going forward, we will also roll out strategic initiatives beyond the North American region aimed at winning large-scale orders from major customers.
- Throughout the fiscal year under review, we worked to create synergies through efforts to integrate overseas businesses, including the optimization of corporate functions, office integration, and IT system optimization.

Others (Real Estate, Energy and Others)

Operating Revenues (IFRS) **¥1,726.5 billion**
(Billions of yen)



Operating Profit (IFRS) **¥55.8 billion**
(Billions of yen)



Overview

We provided services related to real estate business and energy business, etc.

Details of Main Initiatives

[Real Estate Business]

- Primarily through NTT Urban Solutions Group, a group that handles the NTT Group's real estate and construction businesses, we conducted urban development projects that take advantage of regional characteristics throughout Japan. In the Kansai area, where the Osaka-Kansai Expo 2025 is held, we have developed a multi-purpose arena "GLION ARENA KOBE" to create excitement in sports and entertainment, as well as a luxury hotel, Patina Osaka, which made its first appearance in Japan and was located in a site overlooking Osaka Castle. We also engaged in Osaka City's first publicly-offered park facility installation and management project, which preserves and passes down historic sites and shares their history within the park, while creating vibrancy through the establishment of commercial facilities. We will continue to make effective use of regional characteristics and resources and contribute to urban development with a view to revitalizing the surrounding areas.

[Energy Business]

- NTT Anode Energy, a company that handles the NTT Group's energy business, has worked with NTT Group companies and various other partners to promote achievement of a decarbonized society through the use of renewable energy and local production for local consumption of energy. In January 2025, NTT Anode Energy developed a proprietary data analysis platform equipped with functions for predicting solar power generation and electricity demand and optimizing storage battery operation by utilizing AI technology from sources including our laboratories, and it has begun actual operations. The company will work to create new energy distribution infrastructure through the expansion of such initiatives.

2. Issues to be Addressed

(1) Changes in the business environment

On the one hand, workstyles and lifestyles in which both the real and online worlds coexist have become established. AI and robots continue to evolve, the scope of their use is expanding, and the digital transformation (DX) continues to make progress. On the other hand, however, negative aspects of digitalization have appeared, such as the increase in electricity consumption and the emergence of a surveillance society. Additionally, the business environment is undergoing significant changes due to the increasing importance of economic security and the intensification of natural disasters on a global scale. Competition in the information and telecommunications market and its related markets is also becoming increasingly fierce.

(2) Business Development Based on the NTT Group Medium-Term Management Strategy

Under such conditions, in order to establish a competitive advantage and enhance corporate value further, in addition to the existing telecommunications business, it is also essential to grow non-telecommunication businesses, such as cloud services and AI, primarily in the Integrated ICT Business Segment and Global Solutions Business Segment. We believe that a rapid strengthening of our portfolio is imperative. To address these challenges, NTT Group will continue to dynamically reinvent itself as it always thinks about the future and will promote the Medium-Term Management Strategy “New value creation & Sustainability 2027 powered by IOWN.”

NTT as a Creator of New Value and Accelerator of a Global Sustainable Society

As a solution to the increasing power consumption associated with the spread and advancement of AI, we will accelerate the research and development, and commercialization of IOWN, including 6G, while promoting the early commercialization of photonic-electronic convergence devices that achieve low power consumption. At the Osaka-Kansai Expo that opened in April 2025, we are providing IOWN APN between major facilities and co-creating future experiences with many partners. We also provide remote production facilities that can be jointly used by multiple broadcasters to promote the use of the IOWN APN. At the NTT Pavilion, we are implementing IOWN 2.0, which aims to achieve power efficiency eight times greater than conventional levels, and are preparing for commercialization in 2026. To strengthen our personal business centered on individual customers, we will work to expand and upgrade services in finance, healthcare, medical, and other areas, as well as to provide more personalized services using a data-driven approach. With regard to corporate customers, we will leverage technologies such as AI, robots, IOWN, digital twin, and security to deploy solution services and platform services globally and transform the industries that support daily living and society. Regarding data centers, in addition to further expanding the NTT Group’s data center infrastructure, we will promote the upgrading of the infrastructure through the introduction of IOWN technology. We will contribute to industrial promotion and regional revitalization by promoting sustainability solutions that combine green energy and ICT, creating circular economy business that encourages waste reuse across industries, and working on the efficiency and value addition of primary industries through the utilization of IOWN, 5G/IoT, and AI/robots.

To further strengthen our business foundations, we will establish robust networks and systems based on past lessons and reflections on natural disasters and telecommunication failures and enhance measures against increasingly severe natural disasters. At the same time, we will implement world-standard cybersecurity measures to address security incidents such as cyberattacks, ensuring the provision of safe and secure services.

Upgrading the Customer Experience (CX)

In addition to strengthening product-oriented R&D, centered on the Research and Development Market Strategy Division, which integrates the functions of R&D promotion, marketing and alliances, we will collaborate with customers and partners around the world at all stages from R&D to offering products, and treat all stakeholders as customers and partners, taking a “customer experience first” approach. We host a CX Conference as a forum to share efforts toward strengthening CX-oriented services, and we will continue to reinforce an awareness of tracking the customer journey. To improve the quality of mobile telecommunication services, we will pursue network-related measures and initiatives aimed at enhancing customer-perceived quality, offering new experiences and impressions that exceed customer expectations in an aim for customers to continue choosing NTT Group.

Improving the Employee Experience (EX)

In order to realize a sustainable society, we place a strong emphasis on the EX and create a positive cycle where people are the key drivers of value. To help employees develop autonomous careers, we have implemented a personnel system centered on expertise, support for acquisition of external qualifications, training and career consulting, and comprehensive support including life events such as childbirth, childcare, and nursing care. In order to firmly instill these systems, we are increasing opportunities for dialogue between management and employees, and are distributing messages to employees from career development experts, and will continue to promote the penetration of these systems. We will also work to foster an “open and innovative corporate culture” that embraces trial and error, taking on challenges without fear of failure.

(3) Commencement of the Tender Offer for Shares of NTT DATA Group

The Company has positioned the businesses undertaken by its listed subsidiary, NTT DATA Group — such as the promotion of digital transformation and data utilization across society and industry, including the system integration business, and the expansion and enhancement of data centers in response to the rapid growth in demand for cloud services, AI and related areas — as a key driver for the growth of the NTT Group. To further reinforce its global solutions portfolio, the Company intends to pursue more flexible and agile growth investments. In line with this, the Company decided by a resolution of its board of directors on May 8, 2025 to conduct a tender offer for the common stock of NTT DATA Group.

3. Capital Investment

NTT Group made a total of ¥2,087.4 billion of capital investments (an increase of 1.2% from the previous fiscal year), focused on responding to customer demands for various services such as 5G, “FLET’S Hikari (including the Hikari Collaboration Model)” and data centers among others.

Category	Capital Investment (Billions of yen)
Integrated ICT Business	714.3
Regional Communications Business	491.4
Global Solutions Business	675.7
Others (Real Estate, Energy and Others)	205.9

4. External Financing

NTT Group procured long-term financing in the amount of ¥1,540.8 billion through issuance of bonds and long-term borrowings for capital investment and other purposes.

Category	Amount (Billions of yen)
Corporate bonds	948.8
Long-term borrowings	592.0
Total	1,540.8

The Company procured long-term financing and funds for lending for NTT East and NTT West in the amount of ¥558.9 billion through long-term borrowings from NTT FINANCE CORPORATION as funds for refinancing long-term borrowings.

5. Main Lenders and Outstanding Borrowings

Lender	Outstanding Borrowings (Billions of yen)
MUFG Bank, Ltd.	1,175.2
Sumitomo Mitsui Banking Corporation	611.2
Mizuho Bank, Ltd.	513.8
The Norinchukin Bank	242.4
Sumitomo Mitsui Trust Bank, Limited	138.1
Nippon Life Insurance Company	121.1
Meiji Yasuda Life Insurance Company	101.1
Development Bank of Japan Inc.	76.0
BANK OF AMERICA, N.A.	74.8
Japan Bank for International Cooperation	66.9

6. Material Subsidiaries

Segment	Company	NTT's Equity Ownership Percentage (%)	Main Business Activities
Integrated ICT Business	NTT DOCOMO, INC.	100.00	Provision of mobile communication services and smart life area services
	NTT Communications Corporation	0 (100.00)	Provision of inter-prefectural communications services, international communications services and solutions
	NTT COMWARE CORPORATION	33.40 (100.00)	Development, production, operation and maintenance of information communications systems and software
	ORIX Credit Corporation	0 (66.00)	Financial services for individuals (loan business, credit guarantee business, and mortgage banking business)
Regional Communications Business	Nippon Telegraph and Telephone East Corporation	100.00	Provision of intra-prefectural communications services in the eastern part of Japan
	Nippon Telegraph and Telephone West Corporation	100.00	Provision of intra-prefectural communications services in the western part of Japan

Segment	Company	NTT's Equity Ownership Percentage (%)	Main Business Activities
Global Solutions Business	NTT DATA Group Corporation	57.73 (57.75)	Formulation and promotion of strategies (including marketing, innovation, and strategic investments), business management, technological development and ensuring governance for the entire NTT Data Group
	NTT DATA Japan Corporation	0 (100.00)	Consulting, integrated IT solutions, system and software development, and maintenance and support
	NTT DATA, Inc.	45.00 (100.00)	Governance and strategy formulation, and promotion of measures in the global business of NTT DATA Group
	Dimension Data Holdings	0 (100.00)	IT system building and maintenance support for corporations
	NTT Security Corporation	0 (100.00)	Provision of professional security services
	NTT America	0 (100.00)	Provision of ICT services in North America
	NTT EUROPE	0 (100.00)	Provision of ICT services in Europe
	NTT Global Data Centers EMEA	0 (100.00)	Provision of data center-related services in Europe
	NTT Cloud Communications International Holdings	0 (100.00)	Provision of teleconference, web conference and video conference services
	NTT Global Data Centers Americas	0 (100.00)	Provision of data center-related services in North America
	NTT Global Networks	0 (100.00)	Provision of network services
	NETMAGIC SOLUTIONS	0 (100.00)	Provision of data center-related services in India
	NTT Global Data Centers EMEA UK	0 (100.00)	Provision of data center-related services in the UK
	NTT Managed Services Americas Intermediate Holdings	0 (100.00)	Provision of managed services in North America
	Transatel	0 (100.00)	Provision of mobile connectivity services for IoT
	NTT DATA Americas	0 (100.00)	Consulting, system design and development in North America
	NTT DATA Services	0 (100.00)	Consulting, system design and development in North America
	NTT DATA Europe & Latam	0 (100.00)	Consulting, system design and development

Segment	Company	NTT's Equity Ownership Percentage (%)	Main Business Activities
Others (Real Estate, Energy and Others)	NTT Urban Solutions, Inc.	100.00	Contact point for urban solutions business, and integrated management of urban solutions-related information
	NTT URBAN DEVELOPMENT CORPORATION	0 (100.00)	Real estate acquisition, development, leasing, and management
	NTT FACILITIES, INC.	0 (100.00)	Design, management, and maintenance related to buildings and equipment
	NTT Anode Energy Corporation	100.00	Provision of smart energy solutions, and design, management and maintenance related to electric power facilities
	Green Power Investment Corporation	0 (99.99)	General power generation businesses, including wind, solar and other clean energy power generation, etc.
	NTT FINANCE CORPORATION	100.00	Provision of billing and collection of charges for communications and other services, and credit card transaction settlement services

Notes: 1. The equity ownership percentages are calculated exclusive of the treasury stock each company owns. The figures in parentheses represent the equity ownership percentages, including indirect holdings through NTT's subsidiaries.
2. During the fiscal year under review, ORIX Credit Corporation changed its corporate name to DOCOMO Finance, Inc. on April 1, 2025.
3. The status of specific wholly owned subsidiary as of March 31, 2025 is as follows:

Name	Address	Total Book Value of Shares of Specific Wholly Owned Subsidiary at the Company	Total Assets of NTT
NTT DOCOMO, INC.	11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo	¥4,714,458 million	¥11,966,934 million

II Matters Regarding Shares

1. Total number of shares authorized to be issued by NTT

154,823,022,500 shares

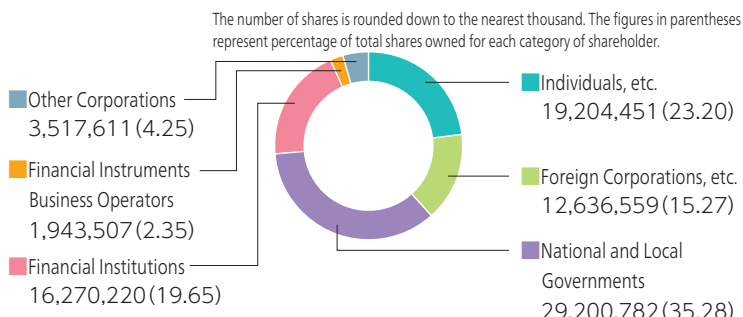
2. Total number of shares issued and outstanding

90,550,316,400 shares

3. Number of shareholders as of the end of the fiscal year ended March 31, 2025

2,681,105 shareholders

Breakdown of Shares by Shareholder



Notes: 1. The percentages represent the ratio of shareholders' shares to the total number of issued shares excluding treasury stock. Treasury stock does not include shares of the Company held by the officer compensation BIP (Board Incentive Plan) trust.
2. Other Corporations above includes 1,437 thousand shares in the name of Japan Securities Depository Center.

4. Principal Shareholders

Shareholders	Number of Shares Held (thousands)	Equity Ownership (%)
The Minister of Finance	29,199,372	35.28
The Master Trust Bank of Japan, Ltd. (Trust Account)	9,142,377	11.05
Custody Bank of Japan, Ltd. (Trust Account)	3,733,959	4.51
TOYOTA MOTOR CORPORATION	2,019,385	2.44
State Street Bank and Trust Company 505001	887,953	1.07
State Street Bank West Client – Treaty 505234	697,771	0.84
NTT Employee Share-Holding Association	618,889	0.75
Nippon Life Insurance Company	584,126	0.71
JPMorgan Securities Japan Co., Ltd.	508,035	0.61
Moxley & Co. LLC	484,094	0.58

Notes: 1. Number of Shares Held is rounded down to the nearest thousand.
2. NTT's holdings of treasury stock (7,777,183 thousand shares) are not included in the above table.
3. Equity ownership percentages do not include treasury stock. Furthermore, treasury stock does not include 34,782 thousand shares of the Company held by the officer compensation BIP trust.

III Matters Regarding Corporate Governance

1. Fundamental Policies

We believe that strengthening the system of corporate governance in accordance with the purposes of each principle of the "Corporate Governance Code" of the Tokyo Stock Exchange is an important management issue for maximizing corporate value while meeting the expectations of various stakeholders, including shareholders and other investors, as well as customers, business partners, and employees. Therefore, we are working to strengthen corporate governance based on our fundamental policies of ensuring sound management, executing appropriate decision-making and business activities, clarifying accountability, and maintaining thorough compliance.

2. Overview of Corporate Governance System

NTT believes that an auditing system based on Audit & Supervisory Board Members, including outside independent Audit & Supervisory Board Members, is an effective means of supervising management. Accordingly, we chose the company with Board of Company Auditors (Audit & Supervisory Board) model. In addition, through the election of outside independent Members of the Board, NTT has strengthened the function of appropriately supervising the business execution.

In order to further enhance discussions on management policies and strategies, to further strengthen the monitoring function of the Board of Directors, and to make the governance structure more easily understood by overseas investors and other stakeholders as a global company, NTT has decided to transition to a company with an audit and supervisory committee and proposes it as the Second Item, "Amendment to the Articles of Incorporation," at the meeting. For details, please refer to the Reference Materials for the Ordinary General Meeting of Shareholders on page 10 - 15.

3. Board of Directors

The Board of Directors has ten Members of the Board, including five outside independent Members of the Board, which brings the total percentage of outside Members of the Board to 50%. In addition, the introduction of an executive officer system that clearly separates the management decision-making and oversight functions from the business execution function ensures closer supervision of execution and enhanced management flexibility. In principle, the ordinary meetings of the Board of Directors are held once per month, and extraordinary meetings are held as needed. The Board of Directors discusses the group management strategies and makes decisions on matters stipulated by laws and regulations and on important matters related to company management and group management. Moreover, through such means as periodic reports from Members of the Board and Executive Officers on the status of business execution, the Board of Directors supervises the business execution of Members of the Board and Executive Officers. Each outside independent Member of the Board has extensive experience and a high level of integrity and insight. We believe that the outside independent Members of the Board will help strengthen the supervisory function for business execution and expect to incorporate the opinion they provide from their wide-ranging managerial perspective. With the objective of further strengthening the independence, objectivity, and accountability in decisions with respect to appointments and compensation of officers, etc. made by the Board of Directors, the Company has voluntarily established a Nomination Committee and Compensation Committee, each consisting of five Members of the Board, of which a majority (three) are outside independent Members of the Board, as preliminary review institutions of the Board of Directors, thereby increasing the effectiveness of governance.

Moreover, in recognition of the fact that response to sustainability issues is an important management challenge, the Company has voluntarily established a Sustainability Committee that reports directly to the Board of Directors. The committee will work to further promote initiatives after important issues and indicators have been decided by resolution of the Board of Directors.

[Evaluation of the Effectiveness of the Board of Directors]

The Board of Directors of the Company, which is a pure holding company, plays the role of monitoring the specific business operations of the Group companies based on the medium- to long-term business strategy of the entire Group. The Board of Directors of the Company decides important items related to the Group's management that have passed the Executive Officers Meeting, which is made up of the Executive Officers and others, as well as the review of the various committees chaired by the President or a Senior Executive Vice President and attended by the relevant Executive Officers, while also monitoring the status of the execution of the duties of the individual Members of the Board and Executive Officers.

At meetings of the Board of Directors, based on the authority of the individual Members of the Board, current issues in group management and the initiatives being taken to resolve them are reported and reviewed, as well as initiatives for growing the business, such as investments and partnerships. In the fiscal year under review, active discussions were held, focusing on the business direction that NTT Group should aim for, future priority initiatives, and other matters.

Furthermore, in addition to the advance explanations of agenda items to be discussed at Board of Directors meetings, explanations of matters such as issues of immediate concern and the status of considerations were also given to the outside independent Members of the Board by Representative Members of the Board. By striving to clarify the focus of execution of duties and the purpose of initiatives, we are creating an environment in which the supervisory function of the Board of Directors can be fully exercised.

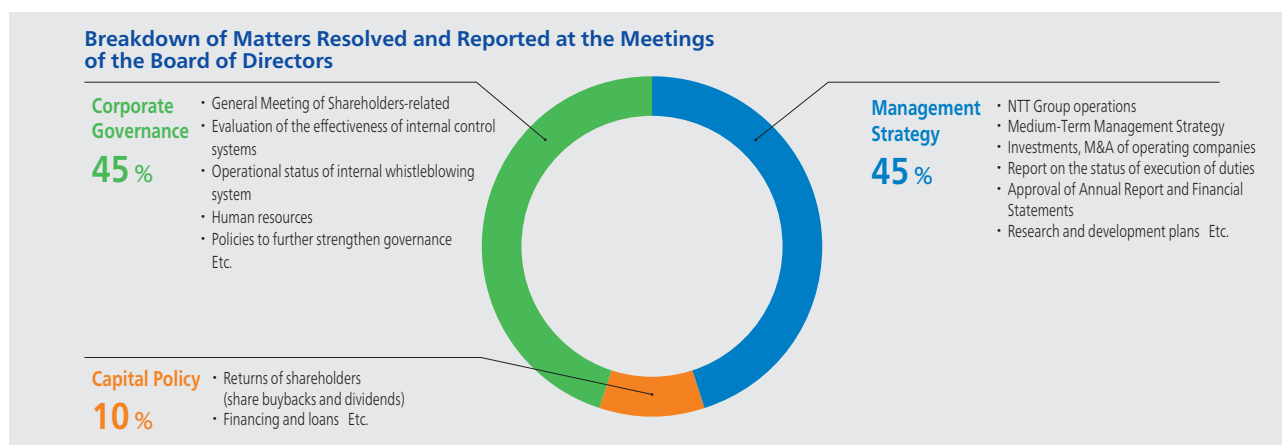
Furthermore, to allow the outside independent Members of the Board to more deeply understand the Company's business, meetings were held between the outside independent Members of the Board and Representative Members of the Board to exchange ideas and opinions on the Company's management strategies, and they received explanations on topics such as the results of cutting-edge research and introduction of lectures using the latest ICT technologies at exhibitions of research and development where the Company is focusing its efforts. Additionally, ideas and opinions on issues in NTT Group management were exchanged between the outside independent Members of the Board and the Audit & Supervisory Board Members of the Company.

At these meetings, we received evaluations on NTT's Board of Directors from the outside independent Members of the Board and the Audit & Supervisory Board Members that adequate information is provided and Members of the Board engage in active discussions, thereby ensuring the Board's effectiveness.

In addition, NTT implements an evaluation of the effectiveness of the Board of Directors annually for the purpose of strengthening the governance of the top management through continuous improvement of effectiveness of the Board of Directors. During the fiscal year under review also, NTT implemented an evaluation of its effectiveness as a Board of Directors, with the support of a third-party organization, getting all Members of the Board and Audit & Supervisory Board Members to complete a questionnaire survey concerning the Board of Directors.

Questions were asked with regard to the role and responsibilities of the Board of Directors, its composition, its operation, and its satisfaction level. The results, which were compiled at the third-party organization, confirmed that the Board was sufficiently fulfilling its important role and responsibilities, with a majority of positive opinions for all of the questions.

In addition, as a result of holding opinion-exchange meetings to simulate strategic discussions, and enhancement of discussions on important matters, such as the business direction that NTT Group should aim for and future priority initiatives, all members expressed positive opinions. Therefore, we have evaluated that the effectiveness of the Board of Directors is being ensured.



4. Audit & Supervisory Board

The Audit & Supervisory Board consists of a total of five Audit & Supervisory Board Members: two internal Audit & Supervisory Board Members and three outside independent Audit & Supervisory Board Members (including two women, one in each category). During the fiscal year under review, in the course of business activities aimed at transforming into NTT Group that realizes global sustainability under the Medium-Term Management Strategy, audits were conducted based on the audit plan while focusing on audits on matters including the progress of the Medium-Term Management Strategy, efforts to improve corporate governance including subsidiaries, thoroughness of compliance, further strengthening of business infrastructure, efforts to improve information security, and responses to issues surrounding sustainability, in addition to audits in accordance with laws and regulations. Furthermore, they endeavored to conduct audits responsive to incidents and changes that occurred during the fiscal year and work toward effective auditing based on dialogue with investors by the executive side.

The Audit & Supervisory Board Members, including outside independent Audit & Supervisory Board Members, held 23 meetings of the Audit & Supervisory Board during the fiscal year under review and attended important meetings such as the Board of Directors meetings. They also conducted opinion-exchange meetings with the Representative Members of the Board and outside independent Members of the Board, and interviews with heads of organizations, etc. 49 times to discuss management issues, and audited the execution of duties by Members of the Board and others. In addition, the members coordinated closely with the Independent Auditor to discuss the status of audits and key audit matters, and to continuously confirm audit methods and results. Furthermore, the members coordinated closely with the Internal Audit Department to receive explanations about the audit plan and reports on operations of internal control systems, and other matters, and to share information with each other on governance in our global business. For Group companies, the Audit & Supervisory Board Members conducted meetings to exchange opinions with the Representative Members of the Board and management and on-site inspections of business sections 69 times to gain an understanding of the actual status of the execution of duties by Members of the Board and others and to make recommendations as necessary. Furthermore, they unified the recognition of material risks with Audit & Supervisory Board Members, etc. of Group companies and conducted audits through the Audit & Supervisory Board Members of various companies. Moreover, at liaison conferences with Audit & Supervisory Board Members, etc. of Group companies, members shared examples of initiatives at each company and held group discussions on auditing activities to further enhance the activities of Audit & Supervisory Board Members, etc. of Group companies. Through such activities, from an independent position different from that of a person who executes business, the Audit & Supervisory Board Members contributed to the promotion of the healthy and sustainable growth and development of the Company and Group companies, as well as to the strengthening of corporate governance and raising awareness of compliance.

Moreover, the effectiveness of the Audit & Supervisory Board has continued to be evaluated since FY2018 for the purpose of looking back at the audit activities of the current fiscal year, reflecting such evaluation in the audit plan for the following fiscal year and improving the quality of audits. When effectiveness for the fiscal year under review is evaluated, questionnaires were given to and interviews were conducted with all Audit & Supervisory Board Member, and interviews were conducted with two persons with whom collaboration is extremely important (outside Member of the Board and Audit & Supervisory Board Member of our major Group company). To ensure anonymity and objective perspectives, a third-party organization was used to implement the questionnaires and interviews and to analyze the collected results. The primary items of evaluation were as follows: the audit plan; advice to the management and audits of business execution; the Group's audit system; responses to acts in violation of rules, etc.; cooperation between the three audits (audit by the Audit & Supervisory Board, audit by the Independent Auditor, and audit by the Internal Audit Department); operation of the Audit & Supervisory Board meetings, among other matters. In the evaluation, in addition to the changes over time, the status of improvement of issues to be considered for further improvement of effectiveness and the status of the audit of key audit items, etc. were taken into account. As a result of discussion and verification by the Audit & Supervisory Board meeting, the effectiveness of the Audit & Supervisory Board was evaluated as being secured.

The Audit & Supervisory Board Members formulate an audit plan every fiscal year considering changes in the internal and external environmental and the status of the Group's business operations, and by conducting audits in response to events and changes that occur during the year as necessary, they closely monitor the efforts of the Members of the Board and Executive Officers and actively make recommendations. In addition, by continuing to strengthen collaboration with outside Members of the Board, the Internal Audit Department, and the Audit & Supervisory Board Members of Group companies, the Audit & Supervisory Board Members will continue to enhance the sophistication of the Group audit system and the effectiveness of the audits of the Company.

5. Nomination Committee and Compensation Committee

For the purpose of further enhancing independence, objectivity and accountability in the decisions of nominations and compensation of officers, etc. by the Board of Directors, NTT has voluntarily established the Nomination Committee and the Compensation Committee, which each consist of five Members of the Board (of which three members, a majority of committee members, are outside independent Members of the Board), as a preliminary review institution of the Board of Directors, and is increasing the effectiveness of governance. As of the end of the fiscal under review, membership of each committee consists of Akira Shimada (Representative Member of the Board, President), Takashi Hiroi (Representative Member of the Board, Senior Executive Vice President), Ken Sakamura (outside Member of the Board), Yukako Uchinaga (outside Member of the Board), and Koichiro Watanabe (outside Member of the Board), with Akira Shimada (Representative Member of the Board, President) serving as chairman of each committee. Resolutions of each committee are made by a majority of such committee's members in attendance, at meetings in which a majority of committee members are present.

In the fiscal year under review, the Nomination Committee met six times and the Compensation Committee met four times, engaging in active discussions on subjects such as the nomination of officers, etc., succession planning, and revising the officer compensation system.

6. Nomination of Members of the Board, Etc.

In terms of the composition of the Company's Board of Directors, the nomination of executives is based on the NTT Group Personnel Policy, and personnel with the skills to resolve issues recognized by NTT Group are nominated broadly from inside and outside of the Group. Outside Members of the Board and outside Audit & Supervisory Board Members are elected with the expectation that they can provide opinions based on a broad management perspective or as an expert. Furthermore, both non-outside and outside Members of the Board are elected in line with NTT Group's promotion of diversity.

NTT Group Personnel Policy

[Basic Policy]

Aiming to make its existence a supporter of a global, sustainable society through the creation of new value, NTT Group strives to contribute to the resolution of societal issues and the realization of a safer, more secure, and more affluent society. We have established the policy of positioning individuals that share these ideals in the upper ranks of NTT Group's management, and we are nominating such individuals from both inside and outside the Group.

[Nomination Policy of Candidates for Members of the Board]

In regard to Member of the Board candidates, individuals are nominated based on the broad-ranging perspective and experience, superior management skill and leadership, business sense and motivation necessary to contribute to the overall development of NTT Group in order to facilitate the improvement in NTT Group's corporate value. The Board of Directors is of a size appropriate to the Group's business, and the composition of the Board of Directors takes into account a balance of specialties and diversity.

From the perspective of strengthening the function of supervising business execution, for outside independent Members of the Board, NTT nominates individuals who present no risk of a conflict of interest with general shareholders. In principle, NTT appoints several outside independent Members of the Board.

[Nomination Policy of Candidates for Audit & Supervisory Board Members]

NTT has the policy of nominating candidates for Audit & Supervisory Board Members that have the capacity to provide audits based on specialized experience and insight.

From the perspective of guaranteeing fair audits of the execution of duties by Members of the Board, for outside independent Audit & Supervisory Board Members, NTT nominates individuals who present no risk of a conflict of interest with general shareholders. In accordance with the Companies Act, NTT ensures that outside Audit & Supervisory Board Members make up more than half of all Audit & Supervisory Board Members.

With regard to the nomination of candidates for Members of the Board, NTT has established the Nomination Committee, which consists of five Members of the Board including three outside independent Members of the Board. The committee discusses candidates and then makes proposals to be approved by the Board of Directors and presented for voting at the General Meeting of Shareholders. With regard to the nomination of candidates for Audit & Supervisory Board Members, the procedure for nomination involves Members of the Board proposing candidates for Audit & Supervisory Board Members based on the nomination policy of candidates for Audit & Supervisory Board Members. These proposals are then discussed by the Audit & Supervisory Board, which consists of half or more of outside Audit & Supervisory Board Members, and consent is granted if appropriate. The candidates are then approved by the Board of Directors and presented for voting at the General Meeting of Shareholders. Furthermore, NTT has decided to transition to a company with an audit and supervisory committee and plans to propose it as the Second Item, "Amendment to the Articles of Incorporation," at the meeting. However, even after transitioning to a company with an audit and supervisory committee, NTT has given consideration to the above nomination policy of candidates for Audit & Supervisory Board Members, etc. in proposing the Fourth Item, "Election of Five (5) Members of the Board who are Audit and Supervisory Committee Members," and the Fifth Item, "Election of One (1) Substitute Member of the Board who is an Audit and Supervisory Committee Member."

[Succession Plan]

With respect to successor candidates for the CEO position, we view it as important to secure successor candidates who can respond to technological innovation, market trends, and the speed of changes in the business environment. By securing the diversity of candidates through offering experience of a broad range of jobs and appointments to important posts, we are cultivating personnel for promotion who, in addition to possessing integrity and insight, are exceptionally well-suited to the times. The decision regarding the appointment is made by the Board of Directors after it has been presented for deliberation to the Nomination Committee, a preliminary review institution of the Board of Directors, which consists of five Members of the Board including three outside independent Members of the Board. For future management candidates, we select various people of any age, gender, or field of expertise. Through education at the NTT University, which is a program for developing management candidates, we target diverse people who are full of desire to lead our transformation.

[Independence of Outside Members of the Board and Outside Audit & Supervisory Board Members]

From the perspectives of strengthening the supervisory function for execution and guaranteeing appropriate audits of the execution of duties by Members of the Board, NTT has the policy of selecting individuals to serve as outside Members of the Board and outside Audit & Supervisory Board Members who do not represent risks of conflicts of interest with general shareholders. NTT designates outside Members of the Board and outside Audit & Supervisory Board Members who fulfill both the independence criteria stipulated by the Tokyo Stock Exchange and NTT's own independence standards as independent Members of the Board or independent Audit & Supervisory Board Members.

Furthermore, NTT has decided to transition to a company with an audit and supervisory committee and proposes it as the Second Item, "Amendment to the Articles of Incorporation," at the meeting. Even after transitioning to a company with an audit and supervisory committee, we intend to designate outside directors who meet the following requirements as independent officers.

Independence Standards

In order to meet the independence criteria, a person may not fall under any of the categories below in the last three fiscal years

- (1) A person who executes business in a partner company that exceeds NTT's Standards^{*1}
 - (2) A person who executes business in a lending company that exceeds NTT's Standards^{*2}
 - (3) A consultant, accountant, lawyer, or any other person providing professional services, who received monetary payments or any other gain in assets equal to or more than ¥10 million, excluding the Board Members' or Audit & Supervisory Board Members' compensation, from NTT or its major subsidiaries^{*3} in any of the last three fiscal years
 - (4) A person who executes business in an organization that received donations exceeding NTT's Standards^{*4}
- Even if any of (1) through (4) above applies to a person, where it has been decided that a person meets the Independence Standards, the reasons shall be explained and disclosed at the time of the person's appointment as the independent Member of the Board or independent Audit & Supervisory Board Member.

^{*1} "A partner company that exceeds NTT's Standards" is defined as a company that has had any business dealing with NTT and its major subsidiaries^{*3} in any of the last three fiscal years equal to or more than 2% of the total operating revenues of NTT and its major subsidiaries for the respective fiscal year.

^{*2} "A lending company that exceeds NTT's Standards" is defined as a company in which the total amount of borrowings on a consolidated basis in any of the last three fiscal years equals to or is more than 2% of NTT's consolidated total assets for the respective fiscal year.

^{*3} The major subsidiaries are NTT DOCOMO, NTT East, NTT West, NTT Communications, and NTT DATA Group.

^{*4} "An organization that received donations exceeding NTT's Standards" is defined as an organization which received donations from NTT and its major subsidiaries^{*3} in any of the last three fiscal years exceeding ¥10 million or 2% of the total income of the organization, whichever is larger, during the respective fiscal year.

7. Training for Members of the Board and Audit & Supervisory Board Members

NTT Group works to cultivate candidates suitable for top management who are able to respond to the rapidly changing management environment, by creating a range of training opportunities in areas including domestic and overseas economic and social issues, compliance, and risk management, and by allowing employees to accumulate new job experiences. Additionally, outside independent Members of the Board can gain a deeper understanding of the Company's group businesses through opportunities to deepen their understanding of the business trends of NTT Group companies and of the latest R&D results at the research facilities of the Company.

8. Strategic Shareholdings

NTT does not hold shares for the purpose of creating stable shareholders, and has no plans to hold such shares in the future.

Conversely, NTT's business policy is to promote open innovation and collaboration with partners in a variety of industries with the aim of enhancing corporate value over the medium to long term. Based on this policy, the Company verifies whether an individual holding will contribute to medium- to long-term enhancements in corporate value and holds or sells shares accordingly. Among the comprehensive list of factors taken into consideration by the Investment Strategy Committee are the contribution to the medium- to long-term results of NTT, the progress of business collaborations, future considerations concerning business collaborations, trends in performance at investment targets, future business strategies of NTT, and commensuration of holding benefits and risks with the cost of capital. We apply the same policy to the strategic shareholdings of our Group companies, verifying every year whether individual holdings are appropriate, and taking steps to sell, etc. accordingly.

With respect to exercising voting rights of strategic shareholdings, NTT exercises voting rights acquired through share ownership, as it sees fit and appropriate and upon determining whether it is an initiative that would contribute to the improvement of medium- to long-term corporate value, from the perspective of sustainable growth of the companies NTT invests in and improving corporate value for both NTT and the companies.

9. Capital Policy

With regard to dividends, our basic policy is to steadily increase dividends, and we also flexibly carry out buybacks to improve capital efficiency.

IV Matters Regarding Corporate Officers

1. Status of Members of the Board and Audit & Supervisory Board Members

Name		Gender	Position and Responsibilities	Number of Shares of the Company Held
Jun Sawada		Male	Chairman and Member of the Board	1,163,900 shares
Akira Shimada		Male	Representative Member of the Board President and Chief Executive Officer (CEO)	828,100 shares
Katsuhiko Kawazoe		Male	Representative Member of the Board Senior Executive Vice President In charge of technical strategy Chief Technology Officer (CTO)	445,900 shares
Takashi Hiroi		Male	Representative Member of the Board Senior Executive Vice President In charge of business strategy Chief Financial Officer (CFO)	397,300 shares
Sachiko Oonishi		Female	Executive Member of the Board Executive Vice President Head of Research and Development Market Strategy Chief Customer Experience Officer (CCXO) Co-Chief Artificial Intelligence Officer (Co-CAIO)	96,000 shares
Ken Sakamura	Outside Independent	Male	Member of the Board	66,300 shares
Yukako Uchinaga	Outside Independent	Female	Member of the Board	44,800 shares
Koichiro Watanabe	Outside Independent	Male	Member of the Board	59,800 shares
Noriko Endo	Outside Independent	Female	Member of the Board	64,100 shares
Natsuko Takei	Outside Independent	Female	Member of the Board	5,200 shares
Keiichiro Yanagi		Male	Full-time Audit & Supervisory Board Member	19,900 shares
Kanae Takahashi		Female	Full-time Audit & Supervisory Board Member	220,500 shares
Kensuke Koshiyama	Outside Independent	Male	Full-time Audit & Supervisory Board Member	0 shares
Hideki Kanda	Outside Independent	Male	Audit & Supervisory Board Member	0 shares
Kaoru Kashima	Outside Independent	Female	Audit & Supervisory Board Member	0 shares

Notes: 1. Of the 15 Members of the Board and Audit & Supervisory Board Members, nine are male and six are female.
2. Of the Members of the Board, Mr. Ken Sakamura, Ms. Yukako Uchinaga, Mr. Koichiro Watanabe, Ms. Noriko Endo and Ms. Natsuko Takei are outside Members of the Board as defined in Article 2, item (xv) of the Companies Act. Also, based on the listing rules of the Tokyo Stock Exchange, NTT has designated them as independent Members of the Board and filed the information related thereto with the Tokyo Stock Exchange.
3. Of the Audit & Supervisory Board Members, Mr. Kensuke Koshiyama, Mr. Hideki Kanda and Ms. Kaoru Kashima are outside Audit & Supervisory Board Members as defined in Article 2, item (xvi) of the Companies Act. Also, based on the listing rules of the Tokyo Stock Exchange, NTT has designated them as independent Audit & Supervisory Board Members and filed the information related thereto with the Tokyo Stock Exchange.
4. Mr. Katsuhiko Kawazoe and Mr. Takashi Hiroi have served as Members of the Board in the past, separate from the term of office stated above.

Term of Office	Attendance Rate		Description of Principal Concurrent Positions
	Board of Directors Meetings	Audit & Supervisory Board Meetings	
11 years	14/14(100%)	—	
13 years	14/14(100%)	—	
3 years	14/14(100%)	—	
3 years	14/14(100%)	—	
1 year	11/11(100%)	—	
6 years	14/14(100%)	—	
3 years	14/14(100%)	—	President and CEO of Globalization Research Institute Co., Ltd. External Director of SINTOKOGIO, LTD.
3 years	14/14(100%)	—	Special Adviser of The Dai-ichi Life Insurance Company, Limited External Executive Director of Oriental Land Co., Ltd. (Assumed on June 27, 2024)
3 years	14/14(100%)	—	Outside Director of AIN HOLDINGS INC. Outside Director of Hankyu Hanshin Holdings, Inc. External Director of Japan Elevator Service Holdings Co., Ltd. Professor of Research Council of Waseda University [Independent Director of Techpoint, Inc. (Retired on May 30, 2024)] [Project Professor of Keio University (Retired on March 31, 2025)]
1 year	11/11(100%)	—	External Member of the Board of Tokyo Metro Co., Ltd. Outside Director of TBS HOLDINGS, INC.
3 years	14/14(100%)	23/23(100%)	
5 years	14/14(100%)	23/23(100%)	Company Auditor of NTT DATA, Inc.
3 years	14/14(100%)	23/23(100%)	
6 years	14/14(100%)	22/23(96%)	External Director of Sumitomo Mitsui Trust Bank, Limited
6 years	14/14(100%)	23/23(100%)	Certified Public Accountant Audit & Supervisory Board Member of Kirin Holdings Company, Limited External Director of Sumitomo Mitsui Trust Group, Inc.

5. Audit & Supervisory Board Member Mr. Keiichiro Yanagi is a certified member of the Securities Analysts Association of Japan, Audit & Supervisory Board Member Mr. Kensuke Koshiyama has experience working for the Board of Audit of Japan, and Audit & Supervisory Board Member Ms. Kaoru Kashima is a certified public accountant. They all have extensive knowledge of finance and accounting matters.

6. There is no special relationship between NTT and the companies where outside Members of the Board and outside Audit & Supervisory Board Members hold concurrent positions.

7. Even in circumstances where outside Members of the Board and outside Audit & Supervisory Board Members were unable to attend a meeting, they were provided with an explanation in advance and they submitted their opinions.

8. The Attendance Rate of the Board of Directors Meetings shown for Members of the Board Ms. Sachiko Oonishi and Ms. Natsuko Takei is their attendance after they assumed office on June 20, 2024.

2. Directors and Officers Liability Insurance Policy

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

The insureds included in this policy consist of all Members of the Board, Audit & Supervisory Board Members and Executive Officers of NTT and NTT subsidiaries, namely NTT DOCOMO (including some subsidiaries of NTT DOCOMO), NTT Communications, NTT COMWARE (including some subsidiaries of NTT COMWARE), NTT East, NTT West, NTT Urban Solutions, NTT URBAN DEVELOPMENT CORPORATION, NTT Anode Energy (including some subsidiaries of NTT Anode Energy), and NTT FACILITIES, INC.

3. Policies Concerning, and Total Compensation, etc. of Members of the Board and Audit & Supervisory Board Members

Concerning the determination policy, composition and level of compensation for Members of the Board of NTT, in order to secure objectivity and transparency, NTT established the Compensation Committee, comprised of five Members of the Board, including three outside independent Members of the Board. Compensation matters are decided by the Board of Directors after deliberation by this committee. Moreover, decisions on the composition ratios and calculation methods for compensation, and individual amounts of compensation for each Member of the Board are delegated from the Board of Directors to the Compensation Committee. The reason for delegating these authorities to the Compensation Committee is that said committee is composed of two Representative Members of the Board and three outside Members of the Board, and we believe that it is able to make the appropriate judgements from an outside perspective while also taking a bird's-eye view of the Company's overall performance.

Compensation of Members of the Board (excluding outside Members of the Board) consists of a monthly salary (base salary) and a bonus (compensation related to performance over the short term), NTT stock purchase through Board Members Shareholding Association and performance-linked stock compensation (compensation related to performance over the medium to long term).

The base salary is a fixed compensation paid monthly on the basis of the scope of each Member of the Board's roles and responsibilities. The bonus is paid in June each year, taking into account NTT's business results for the current fiscal year. The financial targets of the Medium-Term Management Strategy have been selected as performance indicators for bonus. This is because greater clarification of the link between Members of the Board's compensation and the Company's corporate value increases the motivation to achieve the financial targets in the Medium-Term Management Strategy. In addition, the method for calculating bonus is to convert the level of year-on-year improvement or achievement level of the plan for each financial target into a payment rate with a predetermined method for each indicator, weighting the average based on the weight of each indicator then multiplying the base salary by position. (Please refer to "Bonus Performance Indicators" on page 89.)

Also, to reflect NTT's medium- to long-term business results, Members of the Board purchase NTT shares through the Board Members Shareholding Association using the compensation for stock acquisition that is paid every month. Purchased shares are to be held by the Members of the Board throughout their terms of office.

For the performance-linked stock compensation, a trust, established by NTT is used. The Members of the Board are granted points corresponding to their role in June each year and a performance-linked coefficient corresponding to the level of achievement of the performance indicator is determined in June of the year following the final fiscal year of the Medium-Term Management Strategy, and the number of shares to be granted to each Member of the Board is calculated by multiplying the performance-linked coefficient by the number of points that has been accumulated. The

granted shares are delivered to the Member of the Board upon retirement. The trust period was extended in the current fiscal year.

The performance-linked coefficient is evaluated based on financial targets set out in the Company's Medium-Term Management Strategy, with EBITDA used as the performance evaluation metric as it is the key indicator of the current strategy.

The composition ratio of compensation in a case where standard business results are achieved is roughly as follows: Fixed compensation: Short-term performance-linked compensation: Medium- to long-term performance-linked compensation = 50%: 30%: 20%.

In order to maintain a high level of independence, compensation of outside Members of the Board consists of a monthly fixed compensation only, and is not linked to NTT's business results.

Note that an overview of the policy for determining the details of individual compensation, etc. of Members of the Board is as provided above, and when determining the details of the individual compensation, etc. of Members of the Board, the Compensation Committee considers matters from various angles, including consistency with the determination policy, so, the Board of Directors respects its judgment, and the details of the individual compensation, etc. of Members of the Board for the fiscal year under review are judged to be in line with the determination policy.

Compensation of Audit & Supervisory Board Members is determined by resolution of the Audit & Supervisory Board and consists of a base salary only, for the same reasons as those cited above with respect to outside Members of the Board.

The membership of the Compensation Committee delegated by the Board of Directors to determine the details of individual compensation, etc. of Members of the Board for the fiscal year under review consists of Akira Shimada (Representative Member of the Board, President), Takashi Hiroi (Representative Member of the Board, Senior Executive Vice President), Ken Sakamura (outside Member of the Board), Yukako Uchinaga (outside Member of the Board), and Koichiro Watanabe (outside Member of the Board).

Bonus Performance Indicators

Financial targets of the Medium-Term Management Strategy and other measures are set as performance indicators and the level of year-on-year improvement or achievement level of the plan are evaluated.

Category	Performance Indicators	Evaluation Weighting	Evaluation Method	FY2023 Results	FY2024 Results
Financial indicators	EBITDA	25%	YoY improvement	¥3,418.1 billion	¥3,239.3 billion
	EPS (earnings per share)	10%		¥15.1	¥12.0

Category	Performance Indicators	Evaluation Weighting	Evaluation Method	FY2024 Targets	FY2024 Results
Financial indicators	EBITDA	25%	Achievement level of plan	¥3,330.0 billion	¥3,239.3 billion
	Operating profit	10%		¥1,810.0 billion	¥1,649.6 billion
	Overseas operating profit margin	10%		8.5%	7.5%
	ROIC (return on invested capital) in existing areas	5%		6.6%	5.6%
Sustainability indicators	Greenhouse gas emissions	5%	Achievement level of plan	2.250 million tons or less	2.114 million tons
	New female manager promotion rate	2.5%		30%	28%
	Employee engagement rate	2.5%		57%	61%
	Customer engagement	NPI 2.5%		73.6%	70.5%
		NPS 2.5%		-26.2	-31.3

Notes: 1. The scope of aggregation for overseas operating profit margin is NTT DATA Group consolidated. Calculation excludes temporary expenses, such as M&A-related amortization of intangible assets.

2. Existing areas refer to NTT DOCOMO's consumer telecommunications businesses, NTT East and NTT West.

3. Greenhouse gas emission figures are preliminary figures. The figures are for GHG protocol Scope 1 & 2.

4. The scope of aggregation for new female manager promotion rate includes NTT, NTT DOCOMO*, NTT East, NTT West, and NTT DATA Group*.

*NTT DOCOMO includes figures from NTT Communications. Furthermore, NTT DATA Group includes figures from NTT DATA Japan and NTT DATA, Inc.

5. The employee engagement rate is the ratio of respondents who provide positive answers to the four indicators set as NTT Group KPIs for measuring engagement. The scope of aggregation for the employee engagement rate includes the Company, NTT DOCOMO*, NTT East, NTT West, NTT DATA Group, NTT Urban Solutions, NTT Anode Energy, and their designated subsidiaries**.

*The figures for NTT DOCOMO include those of NTT Communications.

**The employee engagement survey is being sequentially expanded to target subsidiaries other than designated subsidiaries. Commencing FY2024, the survey is now conducted at NTT group companies overseas.

6. Customer engagement NPI (Next Purchase Intention) measures the intention to continue using the service, and NPS® (Net Promoter Score®)* measures the likelihood of recommending to others.

The subject of customer engagement includes services for small- and medium-sized enterprises and consumer services, which are focus areas for NTT East, NTT West, and NTT DOCOMO**. (Expansion to services for large corporations is also being considered for the future.)

*The Net Promoter Score and NPS are registered trademarks of Bain & Company, Inc., Fred Reichheld, and Satmetrix Systems, Inc. (currently NICE Systems, Inc.).

**NTT DOCOMO includes figures from NTT Communications.

Total Compensation, etc. during the Fiscal Year Ended March 31, 2025

Position	Number of Persons	Fixed	Short-Term	Medium- to Long-Term		Total Compensation (Millions of yen)
		Base Salary (Millions of yen)	Bonuses (Millions of yen)	Compensation for stock acquisition (Millions of yen)	Performance-related stock compensation (Millions of yen)	
Members of the Board	12	306	75	28	46	455
Audit & Supervisory Board Members	5	171	—	—	—	171
Total	17	477	75	28	46	626
(Of which outside Officers)	(9)	(171)	(—)	(—)	(—)	(171)

Notes: 1. Compensation amounts shown above include compensation paid to two Directors who resigned on June 20, 2024, at the conclusion of the 39th Ordinary General Meeting of Shareholders.

2. At the 36th Ordinary General Meeting of Shareholders held on June 24, 2021, it was resolved that the amount of compensation for Members of the Board comprises three components: (1) the amount of monetary compensation: ¥600 million or less annually, (2) the amount paid to Members of the Board as funds to acquire NTT's shares through the Board Members Shareholding Association, etc.: ¥50 million or less annually and 600,000 shares* or less annually, and (3) the amount to be contributed for the performance-linked stock compensation system, etc.: ¥100 million or less annually and 1,175,000 shares* or less annually. Note that at the conclusion of this General Meeting of Shareholders, there were eight Members of the Board.

*As of the effective date of July 1, 2023, a 25-for-1 stock split of common stock was implemented, and the figures for number of shares indicate the number of shares after this stock split adjustment.

3. The amount of performance-linked stock compensation for Members of the Board shown above is the amount recorded as expenses for point grants for the fiscal year under review.

4. The amount of compensation for Audit & Supervisory Board Members was resolved to be ¥200 million or less annually at the 21st Ordinary General Meeting of Shareholders held on June 28, 2006. Note that at the conclusion of this General Meeting of Shareholders, there were five Audit & Supervisory Board Members.

5. The composition ratio of compensation for Members of the Board (excluding outside Members of the Board) in a case where standard business results are achieved is roughly as follows: Fixed: Short-term: Medium- to long-term = 50%: 30%: 20%.

4. Outside Members of the Board and Outside Audit & Supervisory Board Members

Principal Activities of Outside Members of the Board and Audit & Supervisory Board Members

Position	Name	Statements Made at Board of Directors' Meetings and Overview of Duties in Relation to the Role Expected to be Fulfilled by Outside Members of the Board
Outside Members of the Board	Ken Sakamura	<p>Mr. Ken Sakamura has a wealth of experience as an operational director of research institutions, including universities, and has a high level of integrity and insight. He was therefore elected at the Ordinary General Meeting of Shareholders held in June 2022 on the expectation that he would help strengthen the supervisory function for business execution and provide advice from his wide-ranging perspectives on management, and he has been serving as outside Member of the Board.</p> <p>Mr. Sakamura has made comments at meetings of the Board of Directors and meetings held to exchange opinions with Representative Members of the Board, mainly on subjects such as research and development, the promotion of DX, and industry and technological trends regarding investment projects. In addition, on the Nomination Committee and the Compensation Committee he has offered advice on the appointment of officers, etc., succession planning, and revising the compensation system.</p>
	Yukako Uchinaga	<p>Ms. Yukako Uchinaga has a wealth of experience in global corporate management and diversity promotion, and has a high level of integrity and insight. She was therefore elected at the Ordinary General Meeting of Shareholders held in June 2022 on the expectation that she would help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management, and she has been serving as outside Member of the Board.</p> <p>Ms. Uchinaga has made comments at meetings of the Board of Directors and meetings held to exchange opinions with Representative Members of the Board, mainly on subjects such as global strategy, public relations strategy, and human resources strategy. In addition, on the Nomination Committee and the Compensation Committee she has offered advice on the appointment of officers, etc., succession planning, and revising the compensation system.</p>
	Koichiro Watanabe	<p>Mr. Koichiro Watanabe has a wealth of experience as a corporate manager, and has a high level of integrity and insight. He was therefore elected at the Ordinary General Meeting of Shareholders held in June 2022 on the expectation that he would help strengthen the supervisory function for business execution and provide advice from his wide-ranging perspectives on management, and he has been serving as outside Member of the Board.</p> <p>Mr. Watanabe has made comments at meetings of the Board of Directors and meetings held to exchange opinions with Representative Members of the Board, mainly on subjects such as capital policy, marketing, and risk management, etc. In addition, on the Nomination Committee and the Compensation Committee he has offered advice on the appointment of officers, etc., succession planning, and revising the compensation system.</p>
	Noriko Endo	<p>Ms. Noriko Endo has a wealth of experience cultivated through her career, including interviewing activities as the editor of a financial magazine, conducting research on public policy (in the energy field, etc.), and serving as an outside director of corporations, and has a high level of integrity and insight. She was therefore elected at the Ordinary General Meeting of Shareholders held in June 2022 on the expectation that she would help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management, and she has been serving as outside Member of the Board.</p> <p>Ms. Endo has made comments at meetings of the Board of Directors and meetings held to exchange opinions with Representative Members of the Board, mainly on subjects such as Group management, strengthening governance, and public policy, etc.</p>
	Natsuko Takei	<p>Ms. Natsuko Takei possesses a wealth of experience as the person responsible for corporate legal affairs and compliance, and has a high level of integrity and insight. She was therefore elected at the Ordinary General Meeting of Shareholders held in June 2024 on the expectation that she would help strengthen the supervisory function for business execution and provide advice from her wide-ranging perspectives on management, and she has been serving as outside Member of the Board.</p> <p>Ms. Takei has made comments at meetings of the Board of Directors and meetings held to exchange opinions with Representative Members of the Board, mainly on subjects such as strengthening governance, risk management, and compliance, etc.</p>

Position	Name	Statements Made at Board of Directors Meetings and Audit & Supervisory Board Meetings
	Kensuke Koshiyama	Based on the professional perspective fostered through his extensive experience working for the Board of Audit of Japan for many years, Mr. Kensuke Koshiyama has made comments as necessary at meetings of the Board of Directors and the Audit & Supervisory Board, at meetings held to exchange opinions with Representative Members of the Board and outside independent Members of the Board, and at meetings held to exchange opinions with Representative Members of the Board and Audit & Supervisory Board Members of Group companies. These comments were mainly from a perspective of promoting sustainability, on subjects such as corporate governance and compliance. In addition, he actively provided advice that contributed to systems to ensure the propriety of NTT Group's business and preventing the occurrence of wrongful acts or scandals.
Outside Audit & Supervisory Board Members	Hideki Kanda	Based on the professional perspective fostered through his extensive experience as a university professor, Mr. Hideki Kanda has made comments as necessary at meetings of the Board of Directors and the Audit & Supervisory Board, at meetings held to exchange opinions with Representative Members of the Board and outside independent Members of the Board, and at meetings held to exchange opinions with Representative Members of the Board and Audit & Supervisory Board Members of Group companies. These comments were mainly from a perspective of promoting sustainability, on subjects such as corporate governance and compliance. In addition to the above, he has actively provided advice and information, from such perspectives as the Companies Act and Corporate Governance Code, that contribute to the proper execution of business by the organizations of NTT Group.
	Kaoru Kashima	Based on the professional perspective fostered through her extensive experience as a certified public accountant, Ms. Kaoru Kashima has made comments as necessary at meetings of the Board of Directors and the Audit & Supervisory Board, at meetings held to exchange opinions with Representative Members of the Board and outside independent Members of the Board, and at meetings held to exchange opinions with Representative Members of the Board and Audit & Supervisory Board Members of Group companies. These comments mainly concerned subjects such as accounting audits, and from a perspective of promoting sustainability, on subjects such as corporate governance, compliance and promoting diversity. In addition to the above, at meetings held to exchange opinions with the Independent Auditor, and elsewhere, she has actively provided advice that contributes to higher quality of accounting audits.

Consolidated Financial Statements

Consolidated Statement of Financial Position (March 31, 2025)

(Millions of yen)

Item	Amount
ASSETS	
Current assets	
Cash and cash equivalents	1,000,994
Trade and other receivables	4,880,769
Other financial assets	973,465
Inventories	556,576
Other current assets	863,583
Sub Total	8,275,387
Assets held for sale	94,972
Total current assets	8,370,359
Non-current assets	
Property, plant and equipment	10,662,316
Right-of-use asset	974,009
Goodwill	1,719,148
Intangible assets	2,483,238
Investment property	1,341,188
Investments accounted for using the equity method	452,107
Other financial assets	2,237,517
Deferred tax assets	665,474
Other non-current assets	1,157,127
Total non-current assets	21,692,124
Total assets	30,062,483

Item	Amount
LIABILITIES AND EQUITY	
Current liabilities	
Short-term borrowings	2,822,577
Trade and other payables	2,849,534
Lease liabilities	231,665
Other financial liabilities	866,450
Accrued payroll	593,503
Income taxes payables	242,376
Other current liabilities	1,254,747
Sub Total	8,860,852
Liabilities directly associated with assets held for sale	4,411
Total current liabilities	8,865,263
Non-current liabilities	
Long-term borrowings	7,187,500
Lease liabilities	929,471
Other financial liabilities	168,216
Defined benefit liabilities	1,011,026
Deferred tax liabilities	185,547
Other non-current liabilities	370,821
Total non-current liabilities	9,852,581
Total liabilities	18,717,844
Equity	
Nippon Telegraph and Telephone Corporation ("NTT") shareholders' equity	
Common stock	937,950
Retained earnings	9,726,370
Treasury stock	(1,139,170)
Other components of equity	696,437
Total NTT shareholders' equity	10,221,587
Non-controlling interests	1,123,052
Total equity	11,344,639
Total liabilities and equity	30,062,483

Note: Amounts are rounded to the nearest million yen.

Consolidated Statement of Profit or Loss (Fiscal Year Ended March 31, 2025)

(Millions of yen)

Item	Amount	
Operating revenues		13,704,727
Operating expenses		
Personnel expenses	3,098,603	
Expenses for purchase of goods and services and other expenses	6,817,713	
Depreciation and amortization	1,722,035	
Loss on disposal of property, plant and equipment and intangible assets	121,680	
Impairment losses		
Goodwill	—	
Other	20,068	
Taxes and dues	275,057	12,055,156
Operating profit		1,649,571
Finance income		59,151
Finance costs		169,514
Share of profit (loss) of entities accounted for using the equity method		25,488
Profit before taxes		1,564,696
Income taxes		482,261
Profit		1,082,435
Profit attributable to NTT		1,000,016
Profit attributable to Non-controlling interests		82,419

Note: Amounts are rounded to the nearest million yen.

Non-consolidated Financial Statements

Non-consolidated Balance Sheet (March 31, 2025)

(Millions of yen)

Item	Amount
ASSETS	
Current assets	
Cash and bank deposits	504
Accounts receivable, trade	3,644
Supplies	187
Advance payment	7,281
Short-term loans receivable	150,000
Accounts receivable, other	44,376
Other	5,619
Total current assets	211,610
Fixed assets	
Property, plant and equipment	
Buildings	68,544
Structures	5,333
Machinery, equipment and vehicles	305
Tools, furniture and fixtures	27,521
Land	27,746
Lease assets	24
Construction in progress	1,087
Total property, plant and equipment	130,561
Intangible fixed assets	
Software	23,337
Other	320
Total intangible fixed assets	23,657
Investments and other assets	
Investment securities	769,083
Investments in subsidiaries and affiliated companies	10,056,293
Other securities of subsidiaries and affiliated companies	36,644
Investments in capital	20
Contributions to affiliated companies	3,143
Long-term loans receivable to subsidiaries	728,000
Prepaid pension costs	3,481
Other	4,442
Total investments and other assets	11,601,106
Total fixed assets	11,755,324
Total assets	11,966,934

Item	Amount
LIABILITIES	
Current liabilities	
Accounts payable, trade	230
Current portion of long-term borrowings	47,551
Current portion of long-term borrowings from subsidiaries	590,454
Short-term borrowings	616,614
Lease obligations	5
Accounts payable, other	62,160
Accrued expenses	8,753
Accrued taxes on income	294
Advances received	726
Deposits received	422
Other	12
Total current liabilities	1,327,221
Long-term liabilities	
Long-term borrowings	255,614
Long-term borrowings from subsidiaries	3,777,507
Lease obligations	22
Deferred tax liabilities	99,656
Liability for employees' retirement benefits	37,707
Asset retirement obligations	1,794
Other	4,432
Total long-term liabilities	4,176,732
Total liabilities	5,503,952
NET ASSETS	
Shareholders' equity	
Common stock	937,950
Capital surplus	
Additional paid-in capital	2,672,826
Other capital surplus	15
Total capital surplus	2,672,841
Earned surplus	
Legal reserve	135,333
Other earned surplus	
Accumulated earned surplus	3,566,786
Total earned surplus	3,702,119
Treasury stock	(1,139,170)
Total shareholders' equity	6,173,740
Unrealized gains (losses), translation adjustments, and others	
Net unrealized gains (losses) on securities	289,242
Total unrealized gains (losses), translation adjustments, and others	289,242
Total net assets	6,462,982
Total liabilities and net assets	11,966,934

Note: Amounts are rounded to the nearest million yen.

Non-consolidated Statement of Income (Fiscal Year Ended March 31, 2025)

(Millions of yen)

Item	Amount	
Operating revenues		
Dividends received	1,184,917	
Revenues from group management	18,400	
Revenues from basic R&D	117,000	
Other services	10,393	1,330,710
Operating expenses		
Administration	37,731	
Experiment and research	101,565	
Depreciation and amortization	21,943	
Retirement of fixed assets	876	
Miscellaneous taxes	4,403	166,518
Operating income		1,164,192
Non-operating revenues		
Interest income	3,544	
Gain on sale of investment securities	4,839	
Lease and rental income	8,900	
Miscellaneous income	2,869	20,152
Non-operating expenses		
Interest expenses	26,627	
Loss on valuation of shares of subsidiaries and associates	5,923	
Lease and rental expenses	5,104	
Loss on investments in partnerships	6,036	
Miscellaneous expenses	1,250	44,940
Recurring profit		1,139,405
Income before income taxes		1,139,405
Corporation, inhabitant, and enterprise taxes	(7,841)	
Deferred tax expenses (benefits)	2,165	(5,676)
Net income		1,145,080

Note: Amounts are rounded to the nearest million yen.

Auditor's Report on Consolidated Financial Statements

Independent Auditor's Report

To the Board of Directors of Nippon Telegraph and Telephone Corporation:

Opinion

We have audited the consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of changes in equity and the related notes to the consolidated financial statements of Nippon Telegraph and Telephone Corporation ("the Company") and its consolidated subsidiaries (collectively referred to as "the Group"), as at March 31, 2025 and for the year from April 1, 2024 to March 31, 2025 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with the latter part of Article 120- 1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 1. "Tender Offer for Shares of NTT DATA Group Corporation" under "Significant Subsequent Events" in the related notes to the consolidated financial statements. The Company has resolved at the Board of Directors meeting held on May 8, 2025 to implement a tender offer under the Financial Instruments and Exchange Act as a part of a series of procedures for the purpose of making NTT DATA Group Corporation a wholly owned subsidiary of NTT by acquiring the common stock of NTT DATA Group Corporation and to borrow funds up to 2,380 billion yen in total from financial institutions.

Our opinion is not modified in respect of this matter.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit and supervisory board members and the audit and supervisory board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit and Supervisory Board Members and the Audit and Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the latter part of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the latter part of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards.

Audit and supervisory board members and the audit and supervisory board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with the latter part of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required by International Financial Reporting Standards, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with audit and supervisory board members and the audit and supervisory board regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide audit and supervisory board members and the audit and supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

Yutaka Terasawa
Designated Engagement Partner
Certified Public Accountant

Kenji Tanaka
Designated Engagement Partner
Certified Public Accountant

Kei Sakayori
Designated Engagement Partner
Certified Public Accountant

KPMG AZSA LLC
Tokyo Office, Japan
May 8, 2025

Auditor's Report on Non-Consolidated Financial Statements

Independent Auditor's Report

To the Board of Directors of Nippon Telegraph and Telephone Corporation:

Opinion

We have audited the financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in shareholders' equity and other net assets and the related notes to the non-consolidated financial statements, and the accompanying supplementary schedules ("the financial statements and the accompanying supplementary schedules") of Nippon Telegraph and Telephone Corporation ("the Company") as at March 31, 2025 and for the year from April 1, 2024 to March 31, 2025 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note "Tender Offer for Shares of NTT DATA Group Corporation" under "Significant Subsequent Events" in the related notes to the non-consolidated financial statements. The Company has resolved at the Board of Directors meeting held on May 8, 2025 to implement a tender offer under the Financial Instruments and Exchange Act as a part of a series of procedures for the purpose of making NTT DATA Group Corporation a wholly-owned subsidiary of NTT by acquiring the common stock of NTT DATA Group Corporation and to borrow funds up to 2,380 billion yen in total from financial institutions.

Our opinion is not modified in respect of this matter.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit and supervisory board members and the audit and supervisory board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit and Supervisory Board Members and the Audit and Supervisory Board for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit and supervisory board members and the audit and supervisory board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the accompanying supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with audit and supervisory board members and the audit and supervisory board regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide audit and supervisory board members and the audit and supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

Yutaka Terasawa
Designated Engagement Partner
Certified Public Accountant

Kenji Tanaka
Designated Engagement Partner
Certified Public Accountant

Kei Sakayori
Designated Engagement Partner
Certified Public Accountant

KPMG AZSA LLC
Tokyo Office, Japan
May 8, 2025

Audit & Supervisory Board's Report

AUDIT & SUPERVISORY BOARD'S REPORT

Based on reports from each Audit & Supervisory Board Member, and following due discussion at meetings, the Audit & Supervisory Board has prepared this report regarding the execution of the duties of the Members of the Board in the 40th fiscal year from April 1, 2024 to March 31, 2025. The Board reports as follows:

1. Outline of Audit Methodology

(1) The Audit & Supervisory Board established auditing policies and received reports from each Audit & Supervisory Board Member on the status of the implementation of audits and the results thereof, as well as reports regarding the status of execution of duties from the Members of the Board and other persons and the Independent Auditors, and requested explanations as necessary.

(2) On the basis of the Audit & Supervisory Board Rules, and in accordance with its auditing policies, the Audit & Supervisory Board Members sought mutual understanding with Members of the Board, the Internal Audit Department and employees and other persons in their efforts to collect information and achieve an environment conducive to audits, and conducted the audits based on the methods described below.

I. The Audit & Supervisory Board Members attended meetings of the Board of Directors and other important meetings, and received reports from Members of the Board, employees and other persons regarding performance of their duties, requested explanations as necessary, perused important statements regarding decisions and approvals made and investigated the status of operations and assets at the head office and R&D laboratories. Regarding the subsidiaries, the Audit & Supervisory Board sought to achieve a mutual understanding and exchange of information with Members of the Board and Audit & Supervisory Board Members and other persons of the subsidiaries, and where necessary received business reports from the subsidiaries.

II. With respect to the particulars of Board of Directors resolutions relating to establishment of structures as set forth in Article 100 (1) and (3) of the Ordinance for Enforcement of the Companies Act, necessary to ensure that Board Members' performance of their duties, as stated in the Business Report, is in conformity with laws and regulations and their company's Articles of Incorporation and to otherwise ensure the appropriateness of the business of a corporate group consisting of a kabushiki kaisha and its subsidiaries, as well as the structures established pursuant to such resolutions (internal control systems), the Audit & Supervisory Board Members received reports regularly from Members of the Board and other employees regarding the status of the establishment and implementation of the systems, requested explanations as necessary, and expressed opinions thereon.

III. The Audit & Supervisory Board Members audited and verified whether the Independent Auditor maintained its independence and carried out its audits appropriately, received reports from the Independent Auditor regarding the execution of its duties and, where necessary, requested explanations. Also, the Audit & Supervisory Board received notification from the Independent Auditors to the effect that the "structure to ensure that duties are executed appropriately" (the matters listed in Article 131 of the Regulation on Corporate Accounting) has been established in accordance with "Quality Control Standards for Auditing" (Business Accounting Council) and, where necessary, requested explanations.

Based on the above methodology, the Audit & Supervisory Board audited the Business Report and related supplementary schedules, the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in shareholders' equity and other net assets, notes to non-consolidated financial statements) and related supplementary schedules, as well as the consolidated financial statements (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of changes in equity and notes to consolidated financial statements) related to the fiscal year under review.

2. Audit Results

(1) Results of the audit of the Business Report

I. We find that the Business Report and its supplementary schedules accurately reflect the conditions of the company in accordance with applicable laws and the Articles of Incorporation.

II. No inappropriate conduct concerning the execution of duties by Members of the Board or material facts in violation of law or the Articles of Incorporation were found.

III. We find that the particulars of Board of Directors' resolutions concerning the internal control systems are appropriate.

Further, no matters worthy of note were found with respect to the content of the Business Report and Board Members' execution of duties in regards to the internal control systems.

(2) Results of the audit of the non-consolidated financial statements and supplementary schedules

We find that the methodology and results of the audit by the Independent Auditor, KPMG AZSA LLC, are appropriate.

(3) Results of the audit of the consolidated financial statements

We find that the methodology and results of the audits conducted by the Independent Auditor, KPMG AZSA LLC, are appropriate.

3. Concerning Significant Subsequent Events

Tender Offer for Shares of NTT DATA Group Corporation, and Sale of shares of data center holding companies

May 8, 2025

Nippon Telegraph and Telephone Corporation
Audit & Supervisory Board

Full-time Audit & Supervisory Board Member	Keiichiro Yanagi
Full-time Audit & Supervisory Board Member	Kanae Takahashi
Full-time Audit & Supervisory Board Member	Kensuke Koshiyama
Audit & Supervisory Board Member	Hideki Kanda
Audit & Supervisory Board Member	Kaoru Kashima

Notes: 1. Full-time Audit & Supervisory Board Member Kensuke Koshiyama, and Audit & Supervisory Board Members Hideki Kanda, Kaoru Kashima are outside Audit & Supervisory Board Members as prescribed in Article 2(xvi), and Article 335(3) of the Companies Act.

2. The Audit & Supervisory Board Members have provided their seal by electronic means.

END

(Reference) **Glossary of Terms**

■ **General Terms**

▼ **Employee Engagement**

This term refers to employees' trust in a company and their willingness to contribute to it.

▼ **Net-Zero**

A target to reduce greenhouse gas emissions to zero, encompassing not only one's own direct emissions (Scope 1) and the indirect emissions coming from the use of electricity, heat, and steam supplied by other companies (Scope 2), but also the emissions produced across the supply chain, including the manufacture, procurement, transportation, use, disposal, and leasing of products (Scope 3).

▼ **EBITDA**

Earnings Before Interest, Taxes, Depreciation, and Amortization
It indicates just how much cash flow is generated from the core business.

▼ **Digital Twin**

A technology for representing various data collected from the real world on a computer so that the digital data can serve as a twin of the real data.

▼ **Large-scale Language Model**

A language model trained using a large amount of text data, which possesses superior capabilities in understanding language and generating text.

▼ **BPO**

Business Process Outsourcing
The practice of outsourcing a portion of business processes in corporate activities in bulk to specialized external service providers.

▼ **APN**

All-Photonics Network
By implementing optical-based technologies in everything from terminals to networks, extremely low power consumption, high speed and large capacity, and low-latency transmission can be realized.

■ **Terms Related to NTT Group Services**

▼ **Optical Quantum Computer**

A quantum computer that processes using physical quantities of light (such as photon number, polarization, amplitude, etc.) instead of electrical signals.

▼ **Space Integrated Computing Network**

A new infrastructure network that NTT Group and SKY Perfect JSAT Corporation aim to realize.

Independent, carbon-free, autonomous space infrastructure unaffected by disasters on earth, offering ultra-low-power, ultra-high-speed, high-security network achieved by optical technology.

▼ **FLET'S Hikari**

A collective name for fiber optic Internet connection services provided by NTT East and NTT West.

▼ **Hikari Collaboration Model**

The wholesale provision of FLET'S Hikari and other services provided by NTT East and NTT West to various service providers.

(Regarding the Contents of the Business Report)

- In this Business Report, “NTT DOCOMO,” “NTT Communications,” “NTT Comware,” “NTT East,” “NTT West,” “NTT DATA Group,” “NTT DATA,” “NTT Urban Solutions,” and “NTT Anode Energy” refer to NTT DOCOMO, INC., NTT Communications Corporation, NTT COMWARE CORPORATION, Nippon Telegraph and Telephone East Corporation, Nippon Telegraph and Telephone West Corporation, NTT DATA Group Corporation, NTT DATA Japan Corporation, NTT Urban Solutions, Inc., and NTT Anode Energy Corporation respectively.
- The consolidated financial statements of NTT have been prepared in accordance with International Financial Reporting Standards (IFRS).
- With respect to amounts appearing in this Business Report, figures are rounded to the nearest whole unit.
- With respect to underlined terms, a definition of each term is provided in the “Glossary of Terms.”
- The forward-looking statements, remarks and projected figures concerning the future performance of NTT and its subsidiaries and affiliates contained or referred to herein are based on a series of assumptions, projections, estimates, judgments and beliefs of the management of NTT in light of information currently available to it regarding NTT and its subsidiaries and affiliates, the economy and telecommunications industry in Japan and overseas, and other factors. These projections and estimates may be affected by the future business operations of NTT and its subsidiaries and affiliates, the state of the economy in Japan and abroad, possible fluctuations in the securities markets, the pricing of services, the effects of competition, the performance of new products, services and new businesses, changes to laws and regulations affecting the telecommunications industry in Japan and elsewhere, other changes in circumstances that could cause actual results to differ materially from the forecasts contained or referred to herein, as well as other risks included in this Business Report.