

[Translation]

June 16, 2025

To whom it may concern:

Company Name: Nippon Telephone and Telegraph Corporation
Name of Representative: Akira Shimada, President and Chief Executive
Officer
(Securities Code: 9432, the Prime Market of the Tokyo Stock Exchange)

Notice regarding planned commencement of Tender Offer by NTT's Subsidiary (NTT DOCOMO, INC.) for CARTA HOLDINGS Inc. (Securities Code: 3688) and NTT DOCOMO's Execution of a Business and Capital Alliance Agreement with CARTA HOLDINGS Inc.

Nippon Telegraph and Telephone Corporation ("NTT") hereby announces that on June 16, 2025, its subsidiary NTT DOCOMO, INC. ("NTT DOCOMO") has decided to acquire CARTA HOLDINGS Inc. (Code No.: 3688, Prime Market of the Tokyo Stock Exchange; the "Target Company") through a tender offer, pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948; including subsequent revision), and execute a capital and business alliance agreement between the Target Company and the Target Company's parent company, Dentsu Group Inc..

For details, please refer to the attached "Notice Regarding the Planned Commencement of a Tender Offer for CARTA HOLDINGS Inc. (Securities Code: 3688) Execution of a Business and Capital Alliance Agreement (Summary)" announced by NTT DOCOMO on June 16, 2025.

Overview of NTT DOCOMO Inc.

Address:	2-11-1 Nagatacho, Chiyoda-ku, Tokyo
Name & Title of Representative:	Yoshiaki Maeda, President and CEO
Business Profile:	Consumer communications business; smart life business; and other businesses
Capital Funds:	949,679 million yen (as of March 31, 2025)

End

This document serves not only as the disclosure required of Nippon Telegraph and Telephone Corporation under the Securities Listing Regulations, but also as a public announcement pursuant to Article 30, Paragraph 1, Clause 4 of the Enforcement Order of the Financial Instruments and Exchange Act, made at the request of NTT DOCOMO Inc., (the Tender Offeror) to Nippon Telegraph and Telephone Corporation (parent company of the Tender Offeror).

For further inquiries, please contact:
Akaishi or Ooshima
Investor Relations
Finance and Accounting Department
Phone: 81-3-6838-5481

June 16, 2025

To Whom It May Concern

Company Name: NTT DOCOMO Inc.
Representative: President & CEO Yoshiaki Maeda
Contact: Business Alliance Department
Kitagawa, Otsuka
+81-3-5156-1688

**Notice Regarding the Planned Commencement of a Tender Offer for CARTA HOLDINGS Inc. (Securities Code: 3688)
and Execution of a Business and Capital Alliance Agreement (Summary)**

NTT DOCOMO Inc., (the “Tender Offeror”), hereby announces that a resolution was passed to acquire CARTA HOLDINGS Inc.’s (Code No.: 3688, Prime Market of the Tokyo Stock Exchange; the “Target Company”) through a tender offer pursuant to the Financial Instruments and Exchange Act (the “Tender Offer”) as part of a series of transactions aimed at delisting the stock certificates and to execute a capital and business alliance agreement with the Target Company and, the Target Company’s parent company, Dentsu Group Inc. (“Dentsu Group”) (the “Capital and Business Alliance Agreement”).

With regard to the Tender Offer, a certain period of time is required to complete procedures and responses to antitrust laws and regulations in Japan, China, South Korea, and under the Business and Capital Alliance Agreement, the completion of such procedures and responses forms conditions precedent to the Tender Offer (the “Conditions Precedent to the Tender Offer”) are required. The Tender Offer is scheduled to begin promptly Conditions Precedent to the Tender Offer are satisfied or waived by the Tender Offeror (the Tender Offeror may, at its discretion, waive some of the Conditions Precedent to the Tender Offer).

As of today, the Tender Offeror aims to commence the Tender Offer by late August 2025, based on discussions with domestic and foreign law firms regarding the relevant procedures. However, as it is difficult to accurately predict the time which will be required to complete antitrust procedures with the relevant overseas regulators, the Tender Offeror will provide prompt notification if the expected schedule for the Tender Offer changes.

1. Purpose of the Purchase, etc.

(1) Summary of the Tender Offer

At the meeting of the board of directors held on June 16, 2025, the Tender Offeror passed a resolution to a resolution to implement the Tender Offer as part of a series of transactions aiming to acquire all of the Target Company’s shares of common stock (the “Target Company Stock”) (excluding treasury stock held by the Target Company and Non-Tendering Agreed Shares (as defined below) and the Stock Options (as defined below in (ii) Stock Options, under (3) The Offer Price of 2. Summary of the Offer) of the Target Company, make the Tender Offer and Dentsu Group the only shareholders of the Target Company, and take the Target Company private (the “Transaction”). The Transaction involves (i) the Tender Offer, (ii) a reverse stock split (the “Reverse Stock Split”) being carried out by the Target Company if the Tender Offer is successful, but the Tender Offeror is unable to acquire all of the Target Company Stock (excluding treasury stock held by the Target Company and Non-Tendering Agreed Shares) and Stock Options, (iii) subject to the Tender Offer being successful and the Reverse Stock Split occurring, the Target Company acquiring a portion of the Non-Tendering Agreed Shares as treasury stock (the “Treasury Stock Acquisition”) and (iv) subject to the Treasury Stock Acquisition occurring, promptly following the occurrence of the Treasury Stock Acquisition, Target Company Stock will be used as consideration for a share exchange between the Target Company, as wholly-owned subsidiary of the Tender Offeror, and D2C Inc., a subsidiary of the Tender Offeror and joint venture between the Tender Offeror and Dentsu Group, resulting in D2C Inc., becoming a wholly-owned subsidiary of the Target Company, and the Tender Offeror and Dentsu Group being the sole shareholders of the Target Company and the delisting of the Target Company Stock.

As of today, the Tender Offeror is not aware of any reason that would impede the fulfillment of the Conditions Precedent to the Tender Offer. In addition, the Tender Offeror aims to implement the necessary procedures and responses under domestic and

international competition laws and regulations in order to satisfy the preconditions for the Tender Offer, based on legal advice received from law firms in Japan and overseas, and to commence the Tender Offer by late August 2025, based on the opinions of law firms in Japan and overseas. However, as it is difficult to accurately predict the time which will be required to complete antitrust procedures with the relevant overseas regulators, the Tender Offeror will provide prompt notification if the details of the Tender Offer schedule changes.

To implement the Tender Offer, as of today's date the Tender Offeror has entered into the Business and Capital Alliance Agreement with the Target Company and Dentsu Group, which provides that all Target Company Stock held by Dentsu Group (number of shares: 13,441,506 shares; shareholding ratio (Note 1): 53.13%; the "Non-Tendering Agreed Shares") will not be tendered in the Tender Offer and that the Tender Offeror and Dentsu Group have agreed to enter into a shareholder's agreement regarding the joint operation of the Target Company, in addition to tender offer agreements with Mr. Shinsuke Usami, Representative Director, President, Executive Officer and CEO of the Target Company and its second largest shareholder (number of shares held: 1,869,154 shares, shareholding ratio: 7.39%, "Mr. Usami") and Mr. Hidenori Nagaoka, Director, Executive Officer and CFO of the Target Company and the ninth largest shareholder (number of shares held: 372,084 shares, shareholding ratio: 1.47%, "Mr. Nagaoka"), to purchase all Target Company Stock held by Mr. Usami and Mr. Nagaoka (total number of shares held: 2,241,238 shares, shareholding ratio: 8.86%, the "Agreed Tendered Shares"), as well as their respective Stock Options (Mr. Usami and Mr. Nagaoka both own 70 options (amount of Target Company Stock: 7,000 shares) from the 10th Series Stock Options. The "Agreed Tendered Stock Options" and together with the Agreed Tendered Shares, the "Agreed Tendered Shares, Etc.") to the Tender Offer (the "Tender Agreements"). Please note that while some of the Agreed Tendered Shares owned by Mr. Usami and Mr. Nagaoka are subject to a security interests, and the Tender Agreements stipulate that Mr. Usami and Mr. Nagaoka will tender their Agreed Tendered Shares, Etc in the Tender Offer after extinguishing such security interests by paying off the secured claims or by other means. In addition, pursuant to the Tender Agreement with Mr. Usami, Mr. Usami's asset management company, 533 Limited Liability Company (*godo kaisha*), and Mr. Usami's wife's asset management company, Ataraxia Limited Liability Company (*godo kaisha*) (collectively with 533 Limited Liability Company, the "LLCs"), will tender their Target Company Stock in the Tender Offer (number of shares held by 533 Limited Liability Company: 100,000 shares, ownership ratio: 0.40%; number of shares held by Ataraxia Limited Liability Company: 20,000 shares, ownership ratio: 0.08%; total number of shares held by the LLCs: 120,000 shares, ownership ratio: 0.48%).

(Note 1) "Ownership Percentage" is calculated from the total number of outstanding shares of the Target Company (25,300,971 shares) as of March 31, 2025, as stated in the "Summary of Financial Results for the First Quarter of the Fiscal Year Ending December 2025 [Japanese Standards] (Consolidated)" published by the Target Company on May 14, 2025. This refers to the ratio (rounded to the second decimal place; the same applies to the calculation of ownership ratio below) of the number of shares (25,300,361 shares, the "Base Number of Shares") after deducting the number of treasury shares owned by the Target Company (610 shares). As of May 31, 2025, the number of the Target Company's shares to be issued upon exercise of the 700 remaining stock options is 70,000 shares. The exercise period for the 10th Series Stock Options is April 27, 2026, to April 26, 2029, and for the 11th Series Stock Options is April 27, 2026, to April 26, 2034. However, as the exercise of the Stock Options and the resulting issue or transfer of Target Company Stock to holders of Stock Options (the "Stock Option Holders") is not expected during the purchase period of the Tender Offer (the "Tender Offer Period"), the number of shares to be issued or transferred upon exercise of the Stock Options (70,000 shares) has not been added to the Base Number of Shares.

The Tender Offeror has set the minimum number of shares (Note 2) to be purchased in the Tender Offer at 3,425,400 shares (ownership ratio: 13.54%), and if the total number of share certificates, etc. tendered for the Tender Offer (the "Tendered Share Certificates, Etc.") is less than the minimum number of shares to be purchased (3,425,400 shares), the Tender Offeror will not purchase all of the Tendered Share Certificates, Etc. On the other hand, as stated above, the Tender Offeror intends to take the Target Company Stock private by acquiring all Target Company Stock (excluding treasury shares held by the Target Company and Non-Tendering Agreed Shares) and the Stock Options, and therefore has not set an upper limit on the number of shares to be purchased, and if the total number of Tendered Share Certificates, Etc. is equal to or greater than the minimum number of shares to be purchased (3,425,400 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

(Note 2) The minimum number of shares to be purchased is a provisional figure based on information as of today's date, and the actual minimum number of shares to be purchased in the Tender Offer may differ from the above figure

due to changes in the number of treasury shares held by the Target Company after today's date, among other factors. The final minimum number of shares to be purchased will be determined before the commencement of the Tender Offer, taking into account the latest information available at the time of the commencement of the Tender Offer.

According to the Target Company's announcement dated June 16, 2025, "Notice of Expression of Opinion in Support of the Planned Commencement of Tender Offer by NTT DOCOMO, Inc. for the Company's Share Certificates, etc. and Conclusion of Business and Capital Alliance Agreement," the Target Company announced that the Board of Directors of the Target Company, at meeting of the Board of Directors held June 16, 2025 the Board of Directors of the Target Company resolved to express their opinion in support of the Tender Offer if the Tender Offer is commenced, and recommended that all of the Target Company's shareholders and Stock Option Holders participate in the Tender Offer. In addition, it was also resolved at the aforementioned meeting of the Board of Directors of the Target Company, that when the Tender Offer is commenced, the special committee established by the Target Company (the "Special Committee") will consider whether there have been any changes to the opinion contained in the report submitted by the Special Committee to the Board of Directors of the Target Company on June 16, 2025, and will advise the Board of Directors of the Target Company accordingly. If there have been changes to the opinion, the Special Committee will provide a revised opinion on the Tender Offer based on their opinion at the time the Tender Offer is commenced.

(2) Policies for Organizational Restructuring after the Tender Offer (Matters Related to the So-Called Two- Step Acquisition)

If the Tender Offeror is unable to acquire all Target Company Stock (excluding treasury shares owned by the Target Company and Non-Tendering Agreed Shares) and the Stock Acquisition Rights through the Tender Offer, after the Tender Offer is completed, the Tender Offeror plans to request that a series of procedures be implemented to ensure that the only shareholders of the Target Company are the Tender Offeror and Dentsu Group for the purposes of delisting the Target Company Stock.

Specifically, in accordance with Article 180 of the Companies Act (Act No. 86 of 2005, as amended, the "Companies Act") and subject to the Share Consolidation and the effectiveness thereof, immediately after the completion of the settlement of the Tender Offer, the Tender Offeror plans to request that the Target Company hold an extraordinary general meeting of shareholders (the "Extraordinary General Meeting of Shareholders") in which the Share Consolidation and the partial amendment of the Articles of Incorporation to abolish the provision stipulating the number of shares constituting a unit will be included as an agenda items. Additionally, at this Extraordinary General Meeting of Shareholders, the Tender Offeror and Dentsu Group plan to vote in favor of the above proposals. As of today, the date of the Extraordinary General Meeting of Shareholders has not been determined, but if the Tender Offer is able to commence in late August 2025, it is intended that a request will be made to the Target Company for the Extraordinary General Meeting of Shareholders to be held in late November 2025.

If the proposal for the Share Consolidation is approved at the Extraordinary General Meeting of Shareholders, on the day the Share Consolidation becomes effective, the Target Company's shareholders will own an amount of Target Company Stock corresponding to the ratio of the Share Consolidation approved at the Extraordinary General Meeting of Shareholders.

If, as a result of the Share Consolidation, there are fractional amounts of shares equal to less than one share, in accordance with the procedures stipulated by Article 235 of the Companies Act and other relevant laws and regulations, the Target Company shareholders holding such resulting fractions will be provided with cash equal to the amount they would receive if they sold the total amount of such fractional shares (if there are fractional shares amounting to less than a single share, such fractional shares will be rounded down) in equivalent Target Company Stock to the Tender Offeror.

With regard to the calculation of the price of the Target Company Stock equivalent to the total amount of such fractions, it is intended that the amount of cash to be paid to the Target Company shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Dentsu Group and the Target Company) as a result of the sale will be equal to the purchase price per share of Target Company Stock in the Tender Offer (the "Tender Offer Price") multiplied by the number of Target Stock held by such shareholders, and the Tender Offeror plans to ask the Target Company to petition the court for permission to voluntarily sell such shares.

In addition, although the consolidation ratio of the Target Company Stock has not yet been determined as of today, the Tender Offeror plans to request that the Target Company to determine a consolidation ratio such that the amount of Target Company Stock held by the Target Company's shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror, Dentsu Group, and the Target Company) be fractions less than a single share, resulting in the Tender Offeror and Dentsu Group becoming the sole shareholders all Target Company Stock (excluding treasury shares held by the Target Company).

2. Summary of the Tender Offer

(1) Summary of the Target Company

1. Name	CARTA HOLDINGS Inc.
2. Location	TORANOMON HILLS STATION TOWER 36F, 2-6-1, Toranomon, Minato-ku, Tokyo, 105-5536
3. Name & Title of Representative	President, Representative Director and CEO, Shinsuke Usami
4. Description of Business	Digital Marketing Business / Internet-related Services Business

(2) Schedule and Other Matters

If the Tender Offer Conditions are satisfied or waived by the Tender Offeror, the Tender Offeror intends to commence the Tender Offer promptly. As of today's date, the Tender Offeror aims to commence the Tender Offer in late August, 2025. However, as it is difficult to accurately predict the time which will be required to complete antitrust procedures with the relevant overseas regulators, the Tender Offeror will provide prompt notification if the expected schedule for the Tender Offer changes.

In principle, the Tender Offeror intends to set a Tender Offer Period of 20 business days.

(3) Tender Offer Price

1. 2,100 yen per Common Share

2. Stock Options

- (i) The 10th series of Stock Options which were issued pursuant to a resolution passed at meeting of the Target Company's Board of Directors held on April 26, 2024 (the "10th Series Stock Options") (exercisable from April 27, 2026, to April 26, 2029) are equivalent to 40,800 yen per option.
- (ii) The 11th series of Stock Options which were issued pursuant to a resolution passed at meeting of the Target Company's Board of Directors held on April 26, 2024 (the "11th Series Stock Options") (exercisable from April 27, 2026, to April 26, 2034) are equivalent to 40,800 yen per option.

(4) Number of Shares to be Purchased

Type of Shares	Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
Common Shares	11,928,855 (shares)	3,425,400 (shares)	- (shares)
Total	11,928,855 (shares)	3,425,400 (shares)	- (shares)

(Note 1) If the total number of tendered shares is less than the minimum number of shares to be purchased (3,425,400 shares), none of the tendered shares will be purchased. If the total number of tendered shares equals or exceeds the minimum number of shares to be purchased (3,425,400 shares), all of the tendered shares will be purchased.

(Note 2) Since there is no maximum number of shares to be purchased in the Tender Offer, the number of shares to be purchased by the Tender Offeror in the Tender Offer (11,928,855 shares) is the maximum number of shares to be purchased. The maximum number is the number of shares (11,928,855 shares) obtained by adding the total number of Target Company Stock subject to Stock Options (70,000 shares) to the Base Number of Shares (25,300,361 shares) less the number of Non-Tendering Agreed Shares (13,441,506 shares).

(Note 3) Shares less than one unit will also be subject to the tender offer. If a shareholder exercises their right to sell shares less than one unit pursuant to the Companies Act, the Target Company may purchase its own shares during the Tender Offer Period in accordance with the procedures set forth in laws and ordinances.

(Note 4) The Target Company does not intend to acquire any of its treasury shares through the Tender Offer.

(Note 5) While the start date of the exercise period for each of the Stock Options is April 27, 2026, if the Tender Offer is commenced late August 2025, the exercise of Stock Options and a resulting issue or transfer of Target Company Stock to Stock Option Holders, is not expected during the Tender Offer Period.

(Note 6) The figures for “Number of Shares to be Purchased” and “Minimum Number of Shares to be Purchased” above are provisional figures based on information available as of today’s date, and the actual figures for the Tender Offer may differ from the figures stated above due to factors such as changes in the number of treasury shares after today’s date. Prior to the commencement of the Tender Offer, the final “Number of Shares to be Purchased” and the “Minimum Number of Shares to be Purchased” will be determined based on the latest information available at the time of the commencement of the Tender Offer.

(5) Tender Offer Cost (Estimate)

24,932 million yen

(Note) “Tender Offer Cost” is the sum of the total amount of tendered shares (24,904 million yen) obtained by multiplying (11,858,855 shares), which is the Base Number of Shares (25,300,361 shares) minus the Non-Tendering Agreed Shares (13,441,506 shares), by the Tender Offer Price (2,100 yen) and the total amount of tendered stock options (28 million yen), which is obtained by multiplying the total number of Stock Options (700 units) by the purchase price per Stock Option (40,800 yen). Consequently, if the actual number of shares to be purchased in the Tender Offer changes after today’s date, it is possible that the Tender Offer Cost will also change accordingly.

(6) Other Terms and Procedures of the Tender Offer

1. Other Terms and Procedures of the Tender Offer

The “Settlement Method,” the “Public Notification of the Tender Offer Commencement Date” and “Other Tender Conditions and Tender Methods” will be announced as soon as they have been determined. In addition, it is intended that Mizuho Securities Co., Ltd. will be appointed as Tender Offer Agent.

2. Other

The Tender Offer will not be made, directly or indirectly, in or to the United States, nor will it be made by using United States mail or any other methods or means of interstate or international commerce (including, but not limited to, facsimile, e-mail, Internet communication, telex, or telephone), or through any securities exchange facility in the United States. It is not possible to tender in the Tender Offer by any of the above methods or means, or through any of the above facilities, or from within the United States.

In addition, the tender offer registration statement or related purchase documents relating to the Tender Offer will not be, and may not be, sent or distributed by mail or other means within, to or from the United States. Any applications for the Tender Offer that directly or indirectly violate the above restrictions will not be accepted.

When tendering shares in the Tender Offer, tendering shareholders (or, in the case of foreign shareholders, their standing proxies) may be required to make the following representations and warranties to the Tender Offer Agent.

Tendering shareholders are not located in the United States at either the time of tender or the time of sending the tender offer application form. Tendering shareholders have not received or sent, directly or indirectly, any information regarding the Tender Offer (including copies thereof) in, to or from the United States. Tendering shareholders have not used, directly or indirectly, United States mail or other methods or means of interstate or international commerce (including but not limited to facsimile, e-mail, Internet communication, telex and telephone) or securities exchange facilities in the United States in connection with the tender or the signing and delivery of the tender offer application form. Tendering shareholders are not acting as an agent, trustee or mandatary without discretionary power for another person (except where such other person is giving all instructions regarding the purchase, etc. from outside the United States).

End