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NTT DATA GROUP CORPORATION

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The corporate governance of NTT DATA Group Corporation (“NTT DATA” or “the Company”; together with its subsidiaries and affiliates, “NTT DATA Group” or “the Group”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile, and Other Basic Information

1. Basic Views Update

NTT DATA believes that maintaining the effective functioning of corporate governance is essential to maximizing corporate value while meeting the expectations of a wide range of stakeholders, including shareholders, investors, clients, business partners, and employees. Based on this belief, NTT DATA is implementing the following basic policies in accordance with the purpose of each principle of the Corporate Governance Code: (1) ensuring transparency and soundness in business management; (2) achieving appropriate and swift decision-making and business execution; and (3) thoroughly enforcing compliance.

(1) Ensuring transparency and soundness in business management

NTT DATA strives to disclose information in a fair, impartial, and timely manner in accordance with its Disclosure Policy, which is based on its Disclosure Guidelines. We believe information disclosure is essential for NTT DATA to receive appropriate assessments from the market.

NTT DATA maintains a majority of independent outside directors and directors who serve as Audit and Supervisory Committee members, thereby strengthening the oversight and audit functions for business execution and supporting sound business management. Furthermore, NTT DATA carefully works to maximize the overall interests of its shareholders when conducting transactions with its parent company, Nippon Telegraph and Telephone Corporation, or other NTT Group companies.

(2) Achieving appropriate and swift decision-making and business execution

NTT DATA aims to realize appropriate and swift decision-making and business execution by delegating authority to its operating companies, including NTT DATA Japan Corporation and NTT DATA, Inc., while retaining certain authority at the Company level. Specifically, the Company is consulted by the operating companies on important matters related to business operations, such as overall strategy, business plans, and executive personnel changes. Decisions on these matters are made by the Board of Directors, the President and CEO, Representative Director, or the heads of relevant organizations in accordance with the Authority Rules and based on the importance of each matter, thereby ensuring proper operation across the entire Group. In addition, NTT DATA has formulated a Group-wide policy to standardize business management processes for key operational matters. This policy has been deployed and applied across operating companies to establish a system that enables effective supervision and control while maintaining agility in execution.

(3) Thoroughly enforcing compliance

NTT DATA has established the NTT DATA Group Code of Conduct as a set of basic rules to guide the daily activities of all Group employees, with the aim of fostering corporate ethics and raising compliance awareness in response to the evolving business environment. To ensure its effectiveness, ongoing awareness initiatives are essential. We continuously communicate compliance messages from management across the Group and conduct training sessions for all executives and employees.

Furthermore, to promote a more open corporate culture, we have introduced a shared whistleblowing system accessible to all Group executives, employees, and business partners' employees. This system accepts reports from both inside and outside the Group, whether anonymous or identified. The Group Internal Reporting Policy stipulates that no adverse treatment shall be taken against individuals who make reports through this channel.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

The Company complies with all principles in the Corporate Governance Code, including those applicable to companies listed on the Prime Market.

Disclosure Based on the Principles of the Corporate Governance Code

Update

[Principle 1-4] (Cross-Shareholdings)

(A) Policy relating to cross-shareholdings

The purpose of cross-shareholdings within NTT DATA Group is to maintain medium- to long-term relationships, expand transaction volumes, and generate synergies with clients and business partners by holding their shares. NTT DATA Group adheres to the Group's policy to retain such shareholdings only when we consider that will enhance corporate value and benefit our shareholders.

(B) Assessment of cross-shareholdings

NTT DATA assesses the significance of each cross-shareholding annually on an individual basis, using a comprehensive approach to determine whether the benefits and risks of holding the shares are commensurate with the cost of capital and aligned with the intended purposes—such as maintaining medium- to long-term relationships, expanding transaction volumes, and generating synergies with clients and business partners. The Group actively works to reduce holdings where the rationale for ownership is no longer recognized and reports the results to the Board of Directors.

In FY2024, NTT DATA Japan Corporation, one of the Company's subsidiaries, sold all its 8.65 million shares in Recruit Holdings Co., Ltd., on July 10, 2024, for approximately ¥79.2 billion. As a result, as of March 31, 2025, the total amount of cross-shareholdings recorded on the balance sheet was ¥27.7 billion^{*1}, representing 1.0% of consolidated net assets^{*2}. If continued ownership is deemed inappropriate due to changing circumstances, NTT DATA will continue to take steps such as reducing the number of such shareholdings.

Further details are provided in the Annual Securities Report, found at the link below.

<https://www.nttdata.com/global/en/investors>

*1 The total amount of shares held by the Company and NTT DATA Japan Corporation.

*2 The ratio of the total shares held by the Company and NTT DATA Japan Corporation to the consolidated net assets.

(C) Standards for exercising voting rights related to cross-shareholdings

NTT DATA Group exercises voting rights for cross-shareholdings based on a comprehensive judgment of whether such exercise will contribute to the sustainable growth and medium- to long-term enhancement of the issuing company's corporate value. For example, the Group may vote against proposals that would negatively affect the issuer's financial soundness or in cases where illegal conduct by the issuer is discovered. NTT DATA Group believes that such comprehensive decision-making ultimately contributes to its own corporate value and medium- to long-term shareholder returns.

[Principle 1-7] (Related Party Transactions)

With respect to transactions that might involve conflicts of interest as defined by the Companies Act—including direct transactions between NTT DATA and its individual executives, or transactions with other organizations or companies represented by NTT DATA directors—the Company requires prior approval in accordance with the Regulations of the Board of Directors. These transactions are first reviewed by the Legal Department and evaluated for appropriateness and economic rationality, including whether terms are equivalent to general market conditions. Once approved, the status of such transactions is regularly reported to the Board of Directors.

For transactions between NTT DATA and its parent company, please refer to section “I.4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder” in this report.

[Supplementary Principle 2-4-1] (Ensuring diversity in the appointment of core human resources, etc.)

In recognition of the importance of human capital strategy for enhancing medium- to long-term corporate value, the Group discloses its policies on human resource development and internal environment development to ensure diversity, along with the status of their implementation.

■ Policies on human resource development, promotion of diversity, equity & inclusion (DEI), and internal environment development under the human capital strategy

As part of its human resource development policy, the Company focuses on fostering professionals with advanced expertise and adaptability, as well as personnel capable of succeeding globally. To support the diverse expertise and aspirations of employees, we have developed a structured training system and a wide range of content, and we promote a culture of co-creation and mutual learning through community-based education (Advanced Training).

In line with our DEI promotion policy, we strive to foster a corporate culture in which diverse talent can succeed regardless of gender, nationality, sexual orientation, disability, skills, or career background. We also offer our employees the opportunity to realize/pursue diverse

career paths according to their high level of advanced expertise (Promote Diversity, Equity & Inclusion).

Regarding internal environment development, we are working to transform into a company that supports the success of each employee by creating an environment that allows flexible choice of workplace and working hours based on work processes and objectives (Future Workplace).

Note: For further details on initiatives such as Advanced Training, Promote Diversity, Equity & Inclusion, and Future Workplace, please refer to the Integrated Report, the Sustainability Report, and the Annual Securities Report.

In addition, we present our approach and voluntary, measurable targets for ensuring diversity in the appointment of core personnel, such as women, non-Japanese nationals, and mid-career hires to management positions, along with the status of those efforts.

1. View on ensuring diversity (DEI promotion policy)

The Group recognizes that DEI is a key management strategy essential for succeeding in global competition. Believing that incorporating diverse perspectives and abilities within the Group is crucial, we have established diversity-focused guidelines for selecting director candidates (see “II-2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions [Overview of Current Corporate Governance System], (3) Appointment, Dismissal, and Nomination”). We also strive to conduct recruitment and employment activities that are fair and equitable while respecting diversity. The Company aims to build a workplace where employees with diverse expertise, aligned with our diversified business portfolio and varied values, collaborate regardless of gender, nationality, age, or academic background to create unique value that responds to changing times.

2. Initiatives to ensure diversity

In 2008, the Group established the Diversity Promotion Office, under the direction of the Chief Personnel Affairs Officer. Since FY2012, the focus has been on advancing women in the workplace and optimizing overall working hours through work-style innovations, aiming to create an environment where diverse human resources, including women, can fully demonstrate their skills and continue to contribute actively. Furthermore, the Group has maintained continuous, Company-wide efforts to raise the awareness of employees, including managers, through consistent messaging from executives on diversity, support for career development, and work-style innovations.

Responding to evolving societal needs, the Group has incorporated the concept of equity and, since FY2023, continues these initiatives under the DEI Promotion Office.

3. Approach to ensuring diversity and voluntary, measurable targets

◆Advancing women’s careers

We emphasize enhancing creativity by respecting the diversity of each individual employee. Under our globally shared diversity, equity & inclusion statement—Bloom The Power of Diversity—we actively promote DEI, with a particular focus on advancing the active participation of women.

In response to the Act on the Promotion of Women’s Participation and Advancement in the Workplace enacted in 2016, NTT DATA Group, along with NTT DATA Corporation and NTT DATA, Inc., formulated a general business action plan for the period from April 2016 to March 2021 and implemented various measures based on the action plan. As a result, we have achieved targets for all categories. We have compiled a new five-year plan starting from FY2021 to further promote women’s advancement in the workplace.

As part of efforts to promote sustainability-oriented management, we have positioned DEI as a key focus. We continue to provide Inclusion, Behavior, and Transformation (IBT) training to all employees (approximately 13,950 participants, 100% participation rate), aimed at raising awareness of unconscious bias and instilling the fundamentals of diversity management and behavioral change. In addition, we support employee growth through career development training for female employees, participation in external training programs, and messages from executives promoting the advancement of women.

Through these ongoing efforts, the number of women in management positions has steadily increased. As of FY2024, the number of female executive leaders defined in the general employer action plan reached 18.

Furthermore, as part of our initiatives to promote women’s participation and transform work styles, we are actively encouraging men to take childcare leave. The percentage of eligible male employees taking childcare leave has increased annually*, reaching 100% by the end of FY2024, with the average number of days taken at 109.3 days.

In response to employee feedback and diverse work-style needs, we introduced a new leave program in April 2024 for employees accompanying partners on overseas assignments, and another in July 2024 for fertility treatment.

These initiatives to support and leverage human capital have been recognized with the Platinum Kurumin certification (2019) and the third-level Eruboshi certification (2017), and we have been selected for the MSCI Japan Empowering Women Index (WIN), which highlights Japanese companies with high gender diversity scores in promoting women’s participation.

[General business action plan based on the Act on the Promotion of Women’s Participation and Advancement in the Workplace (compiled in 2021)]

Plan period: From April 1, 2021, to March 31, 2026 (five years)

Goal 1: Maintain a female employment rate above 30% until March 31, 2026 (Hiring rate of new female graduates: 36.8% as of April 2025)

Goal 2: Ratio of female managers of 15% to be achieved by March 31, 2026 (11.9% as of March 31, 2025)

Goal 3: Twenty or more female executives (e.g., executives, organization heads) by March 31, 2026 (18 female executives as of March 31, 2025)

Goal 4: Rate of childcare leave acquisition by eligible male employees* of 100% to be achieved by March 31, 2026 (100% as of March 31, 2025)

Note: Including childcare leave

In addition, during FY2024, we revised goals 2, 3, and 4 of the general employer action plan.

(Revisions):

Goal 2: The target for the ratio of female managers was raised from 10% to 15%.

Goal 3: The target number of female executives (including officers and organization heads) was increased from 15 to 20.

Goal 4: The rate of childcare leave acquisition by eligible male employees was revised from 30% to 100% ,including childcare leave and childcare-related leave.

◆Mid-career recruitment

NTT DATA, together with NTT DATA Japan Corporation and NTT DATA, Inc. (domestic), employs a wide range of recruitment channels for mid-career hires, including the company website, direct sourcing, recruitment agencies, referrals, and re-employment programs. In FY2024, 590 mid-career professionals were hired. Amid intensifying competition for highly specialized talent such as consultants and technology professionals, we are enhancing our ability to acquire human resources by developing internal systems with the aim of acquiring such highly specialized human resources. These include the Advanced Professional (ADP) system for recruiting top-tier, highly skilled professionals ready to immediately take the lead; the Flexible Grade system for job-based employment (a role-specific employment model focused on skills and responsibilities); and the Technical Grade (TG) system that supports specialist career paths.

In addition, when appointing individuals to managerial or TG positions, no distinction is made between new graduates and mid-career hires, and evaluations are conducted fairly to ensure appropriate treatment. For FY2025, we have set a target of 8.8% for the proportion of mid-career hires among management positions (10.1% as of March 31, 2025).

◆Employees with foreign nationalities, etc.

NTT DATA Group hires foreign nationals for both new graduate and mid-career positions based on strategic considerations such as business conditions. For appointments to managerial positions and the TG system, foreign nationals are evaluated on an equal basis with other employees and are treated fairly and appropriately. As of March 31, 2025, one non-Japanese individual serves as a director and two non-Japanese individuals hold the position of Senior Vice President.

To support its global growth strategy, the Group also secures talent through methods such as M&A. We believe that leveraging the diverse capabilities of acquired personnel is key to enhancing competitiveness and meeting increasingly sophisticated needs and technologies. Accordingly, we are expanding systems that enable diverse talent to thrive, establishing globally standardized training programs, and promoting interaction among personnel from a medium- to long-term perspective. As of March 2025, the Group employs approximately 150,000 people outside Japan.

Globally, NTT DATA Group continuously secures highly professional talent essential for business growth by strengthening employer branding through a global career site that enables worldwide job searches, and by sharing information about our businesses and talent around the world via social media and other platforms.

[Principle 2-6] (Roles of Corporate Pension Funds as Asset Owners)

NTT DATA recognizes that the management of corporate pension funds affects the stability of employee assets and influences the Company's financial condition. Accordingly, the Company works to assign and develop personnel with the necessary experience and qualifications to appropriately monitor and oversee the organization responsible for managing corporate pensions.

[Principle 3-1] (Full Disclosure)

(1) Goals, management strategy, and plans of NTT DATA

See "I.1. Basic Views" in this report.

NTT DATA has also articulated its philosophy and vision under "Our Way" as part of Group management. For details, refer to:

<https://www.nttdata.com/global/en/about-us/our-way>

(2) Basic approach and policies on corporate governance

See "I.1. Basic Views" in this report.

(3) Policy and procedures for determining directors' remuneration

See "II.1. Director Remuneration" in this report.

(4) Policy and procedures for the appointment and nomination of director candidates, and dismissal of senior management

See "II.2 (3) Appointment, Dismissal, and Nomination" in this report.

(5) Explanations on individual appointments, dismissals, and nominations of director candidates

Since FY2016, NTT DATA has been providing explanations for each individual nomination or appointment of director candidates in the reference documents for the General Meeting of Shareholders. These documents are available on NTT DATA's website:

https://www.nttdata.com/global/en/investors/share/shareholders_meeting

[Supplementary Principle 3-1-3] (Sustainability Initiatives)

In recent years, the social and business environment has been undergoing significant changes on a daily basis. The Group views these major shifts as opportunities for further growth and promotes sustainability management with a long-term perspective. We are working to realize a sustainable society through corporate and business activities, based on three pillars: “Regenerating Ecosystems,” “Clients’ Growth,” and “Inclusive Society.”

In the Group, critical sustainability issues are discussed at the Board of Directors, where strategies are presented, policies decided, and monitoring conducted. Under the leadership of the President and CEO, Representative Director, discussions take place at the Strategy Office—the main body responsible for management strategy—related organizations, and the Sustainability Innovation Department to plan, formulate, and execute policies, goals, and measures. Progress on various plans set forth in the medium-term management plan (FY2022–2025) is also monitored.

The Sustainability Committee is chaired by the Senior Executive Vice President and Representative Director responsible for Corporate Management (as of the submission date), and includes persons responsible from NTT DATA Group Corporation, NTT DATA Japan Corporation, and NTT DATA, Inc. Under the supervision of the Board of Directors and the leadership of the President and CEO, Representative Director, the committee provides recommendations, formulates strategy, and monitors progress related to sustainability management. In addition, six subcommittees (thematic working groups) have been established to conduct practical discussions on various sustainability management issues. The content discussed is, in principle, reviewed or reported to the Board of Directors twice a year.

NTT DATA Group’s mission, “Using information technology to create new paradigms and values, which help contribute to a more affluent and harmonious society,” lies at the core of the Group’s existence, even in this era of dynamic change. Based on this mission, the Group will continue to create future value and realize a sustainable society together with our customers by connecting diverse people through technology.

(1) Human assets

To capture clients’ needs and keep pace with technological trends, continuously creating innovations in the rapidly evolving IT services industry requires diverse and highly specialized human resources. Equally important is securing personnel who possess deep know-how of clients’ businesses and applications, developed through long-standing relationships with our solid client base.

As reflected in our Group Vision, “Trusted Global Innovator,” we aim to cultivate, stimulate, and further enhance creativity on a global scale by respecting the diversity of every employee from a long-term perspective.

Aligned with this philosophy, the medium-term management plan for FY2022–2025 designates “Be the best place to work” as the foundation for realizing a sustainable society, making it the top priority. By strengthening our capabilities in business creation through foresight (consulting talent) and leveraging advanced technologies (technology talent), we seek to enhance the value we provide to clients and generate synergies across the Group.

The Annual Securities Report discloses governance, strategies, risks, and metrics and targets related to human assets.

Note: Please also refer to Supplementary Principle 2-4-1, “Ensuring diversity in the appointment of core human resources, etc.”

(2) Intellectual property

NTT DATA Group views intellectual property broadly, encompassing not only intellectual property rights such as patents, trademarks, and copyrights but also various other assets that support business execution and secure competitive advantage. These include technologies, know-how, products, and brand value. We accumulate, share, and utilize these intellectual properties on a global scale. Our investments in intellectual property and related activities aim not only to economically develop NTT DATA Group but also to address environmental and social challenges through social digitalization.

We actively invest in intellectual property to advance two of the five strategies forming the pillars of the medium-term management plan (FY2022–2025): “Evolve to an Asset-based Business Model” and “Enhance Advanced & Development Technology.”

Regarding “Evolve to an Asset-based Business Model,” we aim to convert tacit knowledge—expertise accumulated through operations—into more explicit knowledge that can function as an asset. By widely applying this knowledge, we seek to transition to a knowledge-intensive business model. This evolution shifts NTT DATA from a contract-based system integration service model to a proactive value-creation model, enhancing business agility suited to the digital age and maximizing the value delivered to clients.

For “Enhance Advanced & Development Technology,” NTT DATA categorizes its technology portfolio into three areas based on maturity: emerging, growth, and mainstream. We strengthen our capabilities to utilize advanced technologies that secure future competitiveness and enhance system development capabilities to boost productivity. In the mainstream area, the focus is on refining expertise in core technologies. For growth and emerging areas, we employ foresight to identify promising advanced technologies for future use, conducting proof-of-concept projects with clients engaged in cutting-edge global initiatives. In addition, the Company focuses on securing and utilizing intellectual property that serves as the source of competitive advantage in the Group’s business, particularly around key technologies and assets such as AI. Through these efforts, we invest in intellectual properties aligned with technology development, know-how accumulation, and asset creation.

(3) Climate change

Today, global environmental challenges encompass climate change, circular economy creation, biodiversity conservation, and water resource preservation, all requiring comprehensive approaches. NTT DATA Group recognizes its responsibility for the environmental impact of its corporate activities and business operations, while also understanding the importance of assessing how these environmental issues affect the Group’s management and the various systems it provides to support social infrastructure, and responding appropriately.

We will promote the “greening of our Group” by integrating environmental considerations into every aspect of our corporate activities. In addition, we will continue to advance initiatives that support the “greening of customers and society” through products and services aimed at addressing diverse environmental challenges, thereby continuously enhancing our corporate value.

As an example, NTT DATA has formulated NTT DATA NET-ZERO Vision 2040, aiming to achieve net-zero greenhouse gas emissions (Scope 1 to 3) across its own operations and supply chain by 2040. The plan targets net-zero for Scope 1 and 2 by 2035 and net-zero for Scope 1 to 3 by 2040.

In March 2021, NTT DATA Group declared support for the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and discloses information related to “governance,” “strategy,” “risk management,” and “metrics and targets” concerning climate change impacts on its business activities in the Annual Securities Report and other documents.

For more information on the Group’s sustainability initiatives, please refer to the “Sustainability” section of our website and the Annual Securities Report. Updates on our efforts related to human assets and intellectual property can be found in the Integrated Report and the Sustainability Report.

- “Sustainability” section of the NTT DATA website
<https://www.nttdata.com/global/en/about-us/sustainability>

- Annual Securities Report (available in Japanese only)
<https://www.nttdata.com/global/ja/investors/library/asr/>

- Integrated Report
<https://www.nttdata.com/global/en/investors/library/ar>

- Sustainability Report
<https://www.nttdata.com/global/en/about-us/sustainability/report>

[Supplementary Principle 4-1-1] (Overview of Roles and Responsibilities of the Board of Directors)

The Board of Directors determines matters prescribed in the Regulations of the Board of Directors, including those required by law and other important matters related to the management of the Company and the Group. It also supervises the execution of directors’ duties by regularly receiving reports on their performance.

The Board delegates to NTT DATA’s management the authority to make business decisions in alignment with the direction of the management strategy and plans discussed by the Board. To ensure effective decision-making and execution, NTT DATA appoints Senior Vice Presidents who are responsible for business execution. The President and CEO, Representative Director, delegates significant authority to these Senior Vice Presidents, enabling timely decision-making while maintaining oversight.

In addition, to support the President and CEO, Representative Director, in making decisions on basic policies and other key management issues, NTT DATA has established the Corporate Management Committee. This committee—comprising the President and CEO, Representative Director, Senior Executive Vice President, Executive Vice Presidents, and other key organizational leaders—meets weekly in principle to facilitate prompt and effective management decisions and oversight of operations.

For more details, refer to “II.2 (1) Business Execution” in this report.

[Principle 4-9] (Independence Standards and Qualification for Independent Directors)

NTT DATA designates as independent directors those outside directors who meet both the independence criteria stipulated by the Tokyo Stock Exchange, Inc., and the following additional requirements set by the Company:

- An individual must not have fallen under any of the following categories during the most recent three fiscal years:
 - (1) A business executor of a business partner*¹ of NTT DATA whose transaction amount with NTT DATA and/or its major subsidiaries exceeds the threshold defined by NTT DATA;
 - (2) A business executor of a lender*² to NTT DATA whose lending amount to NTT DATA and/or its major subsidiaries exceeds the threshold defined by NTT DATA;
 - (3) An individual providing professional services, such as a consultant, accountant, or lawyer, who has received monetary or other economic benefits amounting to ¥10 million or more per year from NTT DATA and/or its major subsidiaries*³, excluding executive compensation
 - (4) A business executor of an organization*⁴ that has received donations or contributions exceeding the standards defined by NTT DATA.

If an individual does fall under any of the conditions listed above, NTT DATA must provide a clear explanation and disclosure of the rationale for deeming the individual independent at the time of appointment.

*1 Major subsidiaries refer to NTT DATA Japan Corporation and NTT DATA, Inc.

*2 A business partner whose transaction amount with NTT DATA and/or its major subsidiaries equals or exceeds 2% of the business partner’s consolidated net sales in any of the past three fiscal years.

*3 A lender whose lending to NTT DATA and/or its major subsidiaries equals or exceeds 2% of NTT DATA’s consolidated total assets in any of the past three fiscal years.

*4 An organization that has received contributions from NTT DATA and/or its major subsidiaries exceeding either ¥10 million per year or 2% of the organization’s total annual revenue (whichever is higher) in any of the past three fiscal years.

[Supplementary Principle 4-10-1] (View, authority, and role regarding the independence of the Committees)

NTT DATA ensures that a majority of its Board of Directors consists of independent outside directors who have no potential conflicts of interest with general shareholders. This structure is intended to strengthen the Board’s supervisory function over business execution.

[Supplementary Principle 4-11-1] (Composition of the Board of Directors and Nomination Procedures of Directors)

For information on the balance of knowledge, experience, and capabilities, as well as considerations regarding diversity and the overall size of the Board of Directors, please refer to the “Appointment policy for candidates for directors” in section “II.2 (3) Appointment, Dismissal, and Nomination” of this report.

[Supplementary Principle 4-11-2] (Concurrent Positions Held by Directors)

Directors are expected to dedicate the necessary time and effort to appropriately fulfill their roles and responsibilities. As such, the number of concurrent positions they may hold is kept within reasonable limits. Details of concurrent positions held by directors at other listed companies are disclosed in the business report and reference materials for the General Meeting of Shareholders. For more information, please visit NTT DATA’s website.

(<https://www.nttdata.com/global/en/investors/stock-information?tab=Shareholders'-Meeting>)

[Supplementary Principle 4-11-3] (Evaluation of the Effectiveness of the Board of Directors)

The Board of Directors determines key matters related to Company and Group management and monitors the execution status of directors through quarterly reports. Since FY2016, the Board has conducted annual self-evaluations and analyses with the involvement of an external organization to objectively assess its effectiveness and enhance its function and corporate value. This self-evaluation and analysis were also carried out in FY2024, continuing the practice from the previous fiscal year. A general overview is provided below.

(1) Methods of implementation

Period: December 2024–March 2025

Evaluation method: A questionnaire survey was conducted for all directors, including those serving as members of the Audit and Supervisory Committee.

(Each question was rated on a five-point scale, with space provided for free comments under each category.)

Response process: Responses were submitted directly to an external organization to ensure anonymity.

(2) Evaluation results

Based on an analysis of questionnaire results conducted by an external organization—including comparisons with average scores from other companies—and individual interviews with outside and non-Japanese directors, we conducted a thorough review and evaluation of the results from January to March 2025, incorporating advice from multiple external experts. The findings were reported to the Board of Directors, which reviewed the content and discussed policies for further enhancement.

As a result, the Board's overall structure and management received positive evaluations, confirming that the effectiveness of the Board of Directors as a whole is appropriately maintained.

In addition, the initiatives implemented to address the issues identified in the previous fiscal year's evaluation—namely, enhancing Group governance under the holding company structure, strengthening discussions on management challenges and strategies under the same structure, improving the sharing of accurate information on market trends and the status of overseas businesses, and reinforcing discussions on global strategies—were positively assessed as showing progress.

(3) Actions based on evaluation results, etc.

While the initiatives implemented in the previous fiscal year were positively evaluated to some extent, several recurring issues were identified that require ongoing attention. To address these issues, we will pursue the following initiatives, innovations in the operation of the Board of Directors, and improvements in operational policy:

- Enhancement of monitoring for key plans and strategies
- Further enhancement of input to enrich strategic discussions on management issues
- Advancement of appropriate delegation of authority to allow the Board to focus more on strategic discussions related to management issues

We will continue to regularly evaluate the effectiveness of the Board of Directors and promote initiatives to improve its functions.

[Supplementary Principle 4-14-2] (Training for Directors)

Directors are appointed from individuals who possess broad knowledge of business, financial affairs, organizations, and related areas, and receive training as necessary. After taking office, directors continue to participate in a training program that covers a wide range of topics including market trends and economic and social issues both domestically and internationally. For outside directors, we provide seminars led by attorneys and opportunities to exchange opinions with executive members. In addition, we offer detailed explanations and organize facility visits to deepen their understanding of our business environments and conditions.

[Principle 5-1] (Policy for Constructive Dialogue with Shareholders)

NTT DATA promotes constructive communication with shareholders and investors. To contribute to continuous growth and enhancement of NTT DATA's medium- to long-term corporate value, our policy includes the following measures:

(1) Appointment of a director responsible for communication with shareholders

To facilitate constructive communication with shareholders and investors, a director responsible for Investor Relations (IR) has been appointed.

(2) Policy for systematic cooperation among internal offices

NTT DATA has established an Investor Relations Office specializing in IR activities. We have also formed a Disclosure Committee, which consists of the President and CEO, Representative Director, Head of the Finance Department, and heads of all significant organizations as designated by the Head of Finance. The Committee is managed by the Investor Relations Office and regularly discusses the formulation of disclosure policies related to, and the disclosure of, the following management information:

- (A) Quantitative information, such as the medium-term management plan, background for its formulation, client trends and solutions by domain, and business scale of individual segments;
- (B) Qualitative information, such as the medium-term management policy, shareholder return policy (including dividend policy), and industry trends; and
- (C) Any other information deemed important for investors beyond (A) and (B).

(3) Efforts to ensure sufficiency of communication procedures other than individual interviews

Please refer to section "III.2. IR Activities" of this report.

(4) Policy for effective feedback on shareholders' opinions and concerns

NTT DATA has established an Investor Relations Office that appropriately reports feedback, including shareholders' and investors' opinions and concerns, to the Board of Directors, regular meetings with the President and CEO, Representative Director, and others, as well as to the Disclosure Committee. NTT DATA also creates opportunities for directors and Senior Vice Presidents to directly engage with shareholders and investors to better understand their views and concerns.

(5) Policy for managing insider information in communication

NTT DATA has established rules for handling significant Company information prior to disclosure, including Rules for Prevention of Insider Trading and Policy (Rules) for Information Security. The Company strictly controls such information and provides regular training to all employees based on these rules to prevent insider trading.

In addition, NTT DATA has established Disclosure Guidelines to ensure timely and fair disclosure of information, supporting shareholders and investors' fair and appropriate investment decisions. To clarify our stance on information disclosure, we have formulated and disclosed a Disclosure Policy.

[Responses to facilitate management conscious of cost of capital and stock price] [Disclosed in Japanese and English] (Updated on June 17, 2025)

NTT DATA continues to make proactive investments in growth areas such as generative AI-related businesses and data centers, where strong demand persists, aiming for sustainable growth and maintaining and strengthening competitive advantage. While implementing these investments, we have managed our businesses with consideration for return on investment and financial soundness using ROIC and the net debt-to-EBITDA ratio as target benchmarks and have reported the progress to the Board of Directors. Externally, we disclose this progress in materials such as earnings briefing documents. Our ROIC is expected to recover to a level exceeding the WACC in FY2025.

For further details, please refer to the Company Presentation for the Fiscal Year Ended March 31, 2025, and the Integrated Report.

- Company Presentation for the Fiscal Year Ended March 31, 2025

<https://www.nttdata.com/global/en/investors/library/earnings>

- Integrated Report

<https://www.nttdata.com/global/en/investors/library/ar>

[Status of dialogues with shareholders, etc.]

NTT DATA places importance on dialogues with shareholders and investors. We strive to deepen their understanding of our business environment and performance through enhanced communication such as earnings presentations, individual meetings, domestic and international conferences, and briefings for individual investors. We have also expanded disclosures related to the data center business in our earnings presentation materials based on these dialogues.

Feedback received from shareholders and investors is reported to the Board of Directors, where it is discussed and linked to management actions, aiming for the sustainable enhancement of corporate value.

For details, please refer to “2. Status of IR-related Activities” (III. Implementation of Measures for Shareholders and Other Stakeholders)” of this report and the Integrated Report.

Integrated Report

<https://www.nttdata.com/global/en/investors/library/ar>

2. Capital Structure

Foreign Shareholding Ratio	10% or more and less than 20%
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Status of Major Shareholders

Update

Name or Company Name	Number of Shares Owned	Percentage (%)
Nippon Telegraph and Telephone Corporation	809,677,800	57.73
The Master Trust Bank of Japan, Ltd. (Trust Account)	163,115,100	11.63
Custody Bank of Japan, Ltd. (Trust Account)	86,381,600	6.16
NTT DATA Employee Share-Holding Association	14,157,300	1.01
HSBC HONG KONG TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES	12,704,417	0.91
STATE STREET BANK WEST CLIENT TREATY 505234	12,691,772	0.90
STATE STREET BANK WEST CLIENT TREATY 505325	12,663,363	0.90
STATE STREET BANK AND TRUST COMPANY 505001	11,603,565	0.83
JP MORGAN CHASE BANK 385781	8,246,901	0.59
MSCO CUSTOMER SECURITIES	7,084,875	0.51

Name of Controlling Shareholder, if applicable
(excluding Parent Company)

—

Name of Parent Company, if applicable

Nippon Telegraph and Telephone Corporation
(Listed Stock Exchange: Tokyo Exchange) (Code: 9432)

Supplementary Explanation

Update

- [Status of Major Shareholders] shown above is as of March 31, 2025.
- Percentage (%) has been calculated after deducting treasury stock (11,232 shares).

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Prime Market
Fiscal Year-End	March
Business Sector	Information & Communication
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) as of the End of the Previous Fiscal Year	¥1 trillion or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	300 or more

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

Update

As a basic policy governing the relationship between NTT DATA and its parent company, we seek to maintain mutual respect for each other's independence and autonomy while cooperating appropriately. Transactions with the parent company are conducted in compliance with applicable laws and regulations and are carried out under fair conditions equivalent to those applied to other business partners, both in terms of transaction terms and the methods for determining those terms.

For significant contracts with the parent company, NTT DATA conducts legal reviews through its Legal Department and, where necessary, seeks opinions from external legal counsel. Furthermore, depending on the importance of the contract, approval by the Board of Directors is

required to ensure independence in decision-making from the parent company. As of now, the Board of Directors consists of 12 members, seven of whom are independent outside directors, thereby forming a majority.

5. Other Special Circumstances That Could Have a Material Impact on Corporate Governance Update

(1) Parent company

NTT Group, led by Nippon Telegraph and Telephone Corporation, the parent company of NTT DATA Group, primarily engages in the integrated ICT business, regional communications business, and global solution business. The parent company formulates management strategies for the entire NTT Group. Based on these strategies, NTT DATA assumes management responsibility and operates its businesses independently.

NTT DATA Group is positioned as the provider of global solutions within the NTT Group. It deliberates important matters related to NTT Group's overall management strategy with the parent company or reports them in accordance with an agreement that sets forth the basic principles of Group governance. In daily operations, both parties fully respect each other's independence and autonomy to support continued growth, development, and profitability.

As noted in "1.2. Capital Structure" of this report, the parent company holds a majority of the Company's voting rights and is therefore the controlling shareholder. However, this does not compromise NTT DATA's ability to make its own management decisions. The Board of Directors is structured to ensure independence, with seven of 12 directors currently serving as independent outside directors, forming a majority.

(2) NTT DATA's listed subsidiaries

■ Approach and policy toward Group management

NTT DATA Group mainly operates in consulting, system integration and software development, integrated IT solutions, maintenance and support, and sales of IT infrastructure and communication devices. As the holding company of the Group, including listed subsidiaries, NTT DATA focuses on formulating and implementing Group-wide business strategies, managing operations, and ensuring governance from the perspective of overall Group optimization with the aim of enhancing the corporate value of the entire Group. Each Group company, based on these strategies and policies, assumes its own management responsibility and independently operates its business.

While respecting the autonomy and independence of each Group company, the Company enters into agreements with individual Group companies to confirm basic matters related to Group management. Under these agreements, important matters concerning the Group's overall business strategy are subject to discussion or reporting by the respective companies. This approach forms the basis of the Company's policy to ensure the appropriateness of operations across the entire Group.

■ Significance of holding listed subsidiaries based on the Group management policy and approach

The Company respects the independence and autonomy of its listed subsidiaries while maintaining close alignment with their business characteristics. This approach aims to maximize the corporate value of the entire NTT DATA Group and promote sustainable development, while appropriately addressing potential conflicts of interest with minority shareholders of those subsidiaries. The significance of maintaining listed subsidiaries is outlined as follows:

- Owning NTT DATA INTRAMART Corporation enables NTT DATA to support clients in digitalizing their entire operational processes and advancing digital transformation by leveraging its web system development framework. As a listed company, it is also able to collaborate and form capital alliances with firms that might otherwise be considered competitors of the parent company. This structure facilitates flexible business development in the areas of web system infrastructure as well as packaged software development and sales.
- Owning Netyear Group Corporation allows NTT DATA to offer unique solutions that integrate marketing expertise with system development capabilities, delivering a seamless user experience across both online and offline channels. In addition, its listed status strengthens brand recognition and supports flexible business development in digital marketing services.

■ Measures to ensure the effectiveness of governance systems at listed subsidiaries

Each listed subsidiary independently develops and operates its own governance system, including the appointment of independent outside directors and auditors. NTT DATA maintains a policy of respecting the independence and autonomy of its listed subsidiaries.

- With respect to NTT DATA INTRAMART Corporation and Netyear Group Corporation, NTT DATA receives explanations about executive candidates prior to the respective Board of Directors meetings and provides appropriate advice. Each company's Board then independently deliberates and makes decisions from the perspective of enhancing corporate value. NTT DATA exercises its voting rights at the General Meeting of Shareholders while respecting the independence of each company.

(3) Tender offer for the Company's shares

As announced on May 8, 2025, in the "Notice Concerning the Supporting Opinion and Tender Recommendation Opinion for the Tender Offer for Company Shares by NIPPON TELEGRAPH AND TELEPHONE CORPORATION, the Parent Company of the Company," Nippon Telegraph and Telephone Corporation, the parent company of the Company, commenced a tender offer for the Company's shares (hereinafter, the "Tender Offer") on May 9, 2025.

If the Tender Offer is successfully completed, the Company will become a wholly owned subsidiary of Nippon Telegraph and Telephone Corporation through the Tender Offer and a series of subsequent transactions, and the Company's shares are expected to be delisted from the Tokyo Stock Exchange following the prescribed procedures in accordance with the delisting criteria.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Corporate Governance System	Company with an Audit and Supervisory Committee
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Directors

Number of Directors Stipulated in Articles of Incorporation	15
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors <input type="button" value="Update"/>	12
Election of Outside Directors	Elected
Number of Outside Directors <input type="button" value="Update"/>	8
Number of Independent Directors <input type="button" value="Update"/>	7

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Mariko Fujii	From another company											
Fumihiko Ike	From another company								△			
Shigenao Ishiguro	From another company											
Eric Lamarre	From another company											
Nobuyuki Tainaka	From another company								△			
Tomoko Hoshi	Certified public accountant											
Eiichi Sakamoto	From another company											
Mitsuko Inamasu	Lawyer											

Note: Categories for "Relationship with the Company." ("○" indicates the director presently falls or has recently fallen under the category; "△" indicates the director fell under the category in the past; "●" indicates a close relative of the director currently falls or has recently fallen under the category; and "▲" indicates a close relative of the director fell under the category in the past.)

- a. Individual who executes business of the Company or its subsidiary
- b. Individual who executes business or a non-executive director at the parent company
- c. Individual who executes business of a sibling subsidiary

- d. Individual or entity for which the Company is a major client, or an individual responsible for business execution on their behalf
- e. Major client of the Company or an individual who executes business for such client
- f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets other than compensation as a director or Audit and Supervisory Board member from the Company
- g. Major shareholder of the Company (in cases where the shareholder is a corporation, an individual who executes business of the corporation)
- h. Individual who executes business for a client of the Company (excluding those covered by d, e, or f above) (applies to self only)
- i. Individual who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)
- j. Individual who executes business for an entity receiving contributions from the Company (applies to self only)
- k. Other

Outside Directors' Relationship with the Company (2)	Update
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Name	Membership of Audit and Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Mariko Fujii	—	○	—	<p>Mariko Fujii possesses keen discernment and extensive experience gained through her career in public administration, research on economics, and foreign affairs. She is expected to contribute, as an outside director, to enhancing the supervisory function over business execution and to providing advice from a broad and diverse perspective. Although she has not been involved in company management in any capacity other than serving as an outside director or outside auditor, NTT DATA believes that, based on the reasons above, she is capable of appropriately fulfilling the duties of an outside director.</p> <p>NTT DATA has designated her as an independent director because she meets the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA's shares are listed, as well as the Company's own criteria for independent directors. Accordingly, we have determined that there is no risk of a conflict of interest with general shareholders.</p>
Fumihiko Ike	—	○	<p>From October 2016 to September 2017, Fumihiko Ike served as a member of the 3rd advisory board, established to gather expert opinions from outside the Company with knowledge of IT and global business, in order to support management strategy development and transformation efforts. He received remuneration of less than ¥5 million per year for this role, and the</p>	<p>Fumihiko Ike has extensive management experience in global business and possesses deep insight into IT-related matters. He is expected to contribute, as an outside director, to strengthening oversight of business execution and to providing advice from a broad and informed perspective.</p> <p>Although he formerly served as an executive officer of Japan Automobile</p>

			<p>Company has determined that this does not affect his independence.</p> <p>He also previously served as Chairman of Japan Automobile Manufacturers Association, Inc., a general incorporated association (retired in May 2016). While the Company and/or its major subsidiaries have business transactions with this association, the transaction amount in each of the past three fiscal years was less than 1% of the total sales of the Company and its major subsidiaries.</p> <p>In addition, he was Chairman and Representative Director of Honda Motor Co., Ltd. (retired in June 2016). The Company and/or its major subsidiaries have business transactions with Honda Motor Co., Ltd., but the transaction value in each of the past three fiscal years was less than 1% of the total sales of both the Company and Honda Motor Co., Ltd.</p>	<p>Manufacturers Association, Inc., and Honda Motor Co., Ltd., with which the Company and/or its major subsidiaries conduct business, he has been appointed as an independent director as he meets the independence standards stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, and the Company's own criteria for independent directors. Accordingly, the Company has concluded that there is no risk of a conflict of interest with general shareholders.</p>
Shigenao Ishiguro	—	○	—	<p>Shigenao Ishiguro has extensive experience and a proven track record in management, including organizational leadership in global business, as well as strong insight into maximizing human and organizational potential. As an outside director, he is expected to contribute to enhancing the supervisory function over business execution and to provide advice from a broad and informed perspective.</p> <p>He has been appointed as an independent director by NTT DATA, as he meets the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, as well as the Company's own standards for independent directors. Accordingly, the Company has determined that there is no risk of a conflict of interest with general shareholders.</p>
Eric Lamarre	—	○	—	<p>Eric Lamarre has extensive consulting experience and a proven track record, primarily in North America, as well as a high level of expertise in digital and AI technologies. He is expected to contribute as an outside director to the enhancement of the supervisory function over business execution and</p>

				to provide advice from a broad perspective. He has been appointed as an independent director by NTT DATA, as he meets the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, as well as the Company's own standards for independent directors. Accordingly, the Company has determined that there is no risk of a conflict of interest with general shareholders.
Nobuyuki Tainaka	○	○	Nobuyuki Tainaka was an Executive Officer of Canon Inc. (retired in March 2023). Although the Company and/or its major subsidiaries have business transactions with Canon Inc., the transaction value in each of the last three fiscal years was less than 1% of the total sales of the Company and its major subsidiaries.	<p>Nobuyuki Tainaka has extensive experience in promoting and managing human resources and organizational restructuring, as well as a high level of legal insight. He is expected to contribute to ensuring corporate soundness and establishing a highly transparent and fair management monitoring system by auditing and supervising business execution, leveraging his experience.</p> <p>NTT DATA appointed him as an independent director because, although he served as an executive officer of Canon Inc., which has business transactions with the Company and/or its major subsidiaries, he satisfies the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, and the independence criteria established by the Company. Accordingly, the Company has determined that there is no risk of a conflict of interest with general shareholders.</p>
Tomoko Hoshi	○	○	—	<p>Tomoko Hoshi has extensive experience and broad perspectives in finance, accounting, and internal control audits in a global context, developed through many years of professional practice at an auditing firm. She is expected to contribute to ensuring corporate soundness and establishing a transparent and fair governance structure by auditing and supervising business execution. Although she has never been involved in company management, the Company believes that, based on her background, she can appropriately fulfill the responsibilities of an outside</p>

				<p>director who serves as a member of the Audit and Supervisory Committee.</p> <p>NTT DATA has appointed her as an independent director because she satisfies the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, as well as the Company's own criteria. Accordingly, the Company has determined that there is no risk of a conflict of interest with general shareholders.</p>
Eiichi Sakamoto	○		—	<p>Eiichi Sakamoto has extensive experience in corporate management within the NTT Group, including in sales. Although he previously served as a business executive at Nippon Telegraph and Telephone Corporation, the parent company of the Company, and its affiliated companies, he is expected to contribute to ensuring the Company's soundness and to establishing a highly transparent and fair management monitoring system by auditing and supervising business execution, drawing on his broad perspectives and experience.</p>
Mitsuko Inamasu	○	○	—	<p>Mitsuko Inamasu has extensive experience as a corporate auditor at other companies, along with legal expertise in IT and informatization-related legal matters, based on her many years of experience as a lawyer. She is expected to help the Company ensure corporate soundness and establish a transparent and fair structure to monitor management through auditing and supervision of business execution. She has never been engaged in company management other than as an outside director or outside corporate auditor. However, considering her background as stated above, we believe she can properly perform the duties of an outside director who is an Audit and Supervisory Committee member.</p> <p>She has been appointed as an independent director by NTT DATA, as she meets the independence criteria stipulated by Tokyo Stock Exchange, Inc., where NTT DATA is listed, as well as the Company's own standards for independent directors. Accordingly, the Company has determined that there is no risk of a</p>

				conflict of interest with general shareholders.
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Supervisory Committee

Composition of Audit and Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Supervisory Committee	4	3	0	4	Outside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee

Appointed

Matters Concerning Independence of Said Directors and/or Employees from Executive Officers

[Update](#)

To assist the Audit and Supervisory Committee in performing its duties and to ensure the smooth execution of its responsibilities, NTT DATA has established the Audit and Supervisory Committee Office and assigned dedicated staff to it.

These staff members work exclusively for the Committee Office, do not take instructions from directors who are not members of the Committee, and operate under the direction of the Committee. Personnel transfers and performance evaluations are conducted with due respect for the Committee's opinions.

These measures ensure the independence of the staff from business execution divisions and the effectiveness of the Committee's instructions.

Status of Coordination among Supervisory Committee, Accounting Auditor, and Internal Audit Department

The Audit and Supervisory Committee receives reports from the accounting auditor on audit plans and audit results both during and at the end of the fiscal year. It also periodically reviews and evaluates the accounting auditor's quality management system related to audits. The Committee endeavors to strengthen collaboration with the accounting auditor through the timely exchange of views.

NTT DATA has established the Internal Audit Department, which operates independently from business execution units to conduct internal audits.

The Audit and Supervisory Committee regularly receives reports on internal audit results from the Internal Audit Department, coordinates audit plans, and shares relevant information to promote efficient auditing and improve audit quality. In addition, when necessary, the Internal Audit Department can conduct investigations under the direction of the Audit and Supervisory Committee.

Voluntarily Established Committee(s)

Voluntary Establishment of Committee(s) Equivalent to Nomination Committee or Remuneration Committee

Not established

Matters Concerning Independent Directors

Number of Independent Directors

[Update](#)

7

Other Matters Concerning Independent Directors

All outside directors who meet the requirements for independent directors/auditors have been appointed as independent directors.

Incentives

Implementation Status of Measures Related to
Incentives Granted to Directors

A performance-linked remuneration scheme has been introduced.

Supplementary Explanation for Applicable Items

Refer to “II.1. Director Remuneration” in this report.

Persons Eligible for Stock Options

—

Supplementary Explanation for Applicable Items

—

Director Remuneration

Status of Disclosure of Individual Directors’
Remuneration

No individual disclosure provided for any directors.

Supplementary Explanation for Applicable Items

—

Policy on Determining Remuneration Amounts and
the Calculation Methods Thereof

Update

Established

Disclosure of Policy on Determining Remuneration and the Calculation Methods Thereof

The policy and structure/level of remuneration for directors who are not Audit and Supervisory Committee members are determined by the Board of Directors—comprising 13 directors including seven independent outside directors—within the range approved at the General Meeting of Shareholders. To ensure objectivity and transparency, the remuneration policy is explained to independent outside directors, directors who are Audit and Supervisory Committee members, and the parent company to obtain appropriate advice. The most recent resolution was made on May 11, 2023.

The amount of individual remuneration for directors who are not Audit and Supervisory Committee members (excluding outside directors) is determined by President and CEO, Representative Director, Yutaka Sasaki*, who has been delegated this authority by the Board of Directors. This delegation is based on the view that the President and CEO is deemed capable of making appropriate decisions while maintaining an overall perspective of the Company’s performance. Measures are in place to ensure this authority is exercised appropriately, with due respect for the opinions of outside directors and the Audit and Supervisory Committee’s right to express views on director remuneration when delegating such authority.

Individual remuneration for directors who are not Audit and Supervisory Committee members (excluding outside directors) consists of monthly remuneration (fixed base remuneration), bonuses (short-term performance-linked remuneration), and the acquisition of Company stock through the Officers’ Shareholding Association and stock-based compensation (medium- to long-term performance-linked remuneration). Under standard performance conditions, the remuneration ratio is approximately 50% monthly remuneration, 30% short-term performance-linked remuneration, and 20% medium- to long-term performance-linked remuneration.

Monthly remuneration is fixed and paid regularly, determined based on the size of each position’s role and scope of responsibility. Bonuses are paid annually in June, taking into account the business performance of the relevant fiscal year. The performance indicators for bonuses are set according to the targets outlined in the Company’s medium-term management plan. This is intended to clearly link director remuneration with corporate value and to enhance motivation toward achieving the goals of the medium-term plan.

The method for calculating bonuses involves converting the year-on-year improvement or target achievement level of each performance indicator into a payment ratio according to a predetermined method, then calculating a weighted average based on the respective weights of

each indicator, and finally multiplying this by the base bonus amount set for each position. Details of the performance indicators used for bonuses are provided in the Business Report (https://www.nttdata.com/global/en/investors/share/shareholders_meeting).

Regarding the acquisition of the Company's shares, full-time directors are required to contribute a fixed amount each month to purchase shares through the Officers' Shareholding Association, reflecting medium- to long-term performance. All purchased shares must be held during their tenure. (However, purchases have been suspended following the commencement of the tender offer.) In addition, Stock compensation is granted through a trust established by the Company, with points awarded every June based on each director's position. In June of the year following the final year of the medium-term management plan, a performance-linked coefficient is determined according to the achievement level of selected performance indicators. The number of shares to be granted is then calculated by multiplying this coefficient by the accumulated points. Shares are delivered upon the director's retirement. The performance indicators for stock compensation are consolidated net sales and consolidated operating profit margin, which are permanent core financial indicators in the medium-term management plan.

The remuneration for a director who concurrently serves as a director of a Group company is determined and paid by the Group company in accordance with the duties, scope of responsibilities, and the status of operational execution.

Outside directors who are not Audit and Supervisory Committee members receive only fixed monthly remuneration, unrelated to business performance, to ensure a high degree of independence.

As stated above, the determination of individual remuneration and related matters for directors who are not Audit and Supervisory Committee members is made based on multifaceted advice from independent outside directors, directors who are Audit and Supervisory Committee members, and the parent company. We have judged that the individual remuneration for directors for FY2024 aligns with the established determination policy.

Remuneration for directors serving on the Audit and Supervisory Committee is determined through discussions among the committee members. To maintain strong independence, their compensation consists solely of fixed monthly payments and does not include any performance-based incentives.

At the Board meeting held on May 9, 2025, a policy regarding the determination of individual remuneration for new directors was approved, including partial revisions to the existing policy. The aim is to further enhance awareness of contributing to medium- to long-term corporate value and sustainable growth by increasing the proportion of performance-linked remuneration in the overall compensation structure. The remuneration composition ratios are set according to responsibilities, with the President & CEO, Representative Director's ratio approximately at 40% fixed monthly remuneration, 35% short-term incentives, and 25% medium- to long-term incentives, while for other directors it is set at 50% fixed monthly remuneration, 30% short-term incentives, and 20% medium- to long-term incentives.

Note: Based on a resolution delegated by the Board of Directors, Yutaka Sasaki, who assumed the position of President & CEO, Representative Director, on June 18, 2024, has determined the specific details of individual directors' remuneration for the current fiscal year.

[Performance Indicators for Bonuses]

The Company uses the financial targets outlined in the medium-term management plan as performance indicators, evaluating them based on the degree of improvement from the previous year and the extent to which the plan's goals are achieved. Bonuses are calculated by converting each performance indicator into a payment rate according to a predetermined method for each indicator, then applying weights to each indicator based on the evaluation criteria shown in the attached chart, "Performance Indicators for Bonuses," at the end of this report. This weighted average is then multiplied by the standard bonus amount for each position.

Support System for Outside Directors

For outside directors who are not Audit and Supervisory Committee members, the Board of Directors' secretariat serves as a liaison and provides daily support, including addressing inquiries from outside directors and providing information on business execution.

NTT DATA has established the Audit and Supervisory Committee Office to assist the Audit and Supervisory Committee, including outside directors serving on the committee.

Before each Board of Directors' meeting, the office distributes documents and explains important projects to all outside directors.

Status of Persons Who Have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (e.g., *Sodanyaku, Komon*) after Retiring as Representative Director and President, etc.

Name	Job Title/ Position	Responsibilities	Terms and Conditions of Employment (e.g., full/part time, with/without remuneration)	Date When Former Role as President/ CEO Ended	Term
Yo Honma	Chief Corporate Adviser	<ul style="list-style-type: none"> Participating in external initiatives that address social issues, in line with the Company's social responsibility Supporting Company management by leveraging his personal network to strengthen external relationships 	<ul style="list-style-type: none"> Employment type: Full-time Remuneration: Yes (paid) 	June 18, 2024	From June 18, 2024, to June 17, 2026 (Renewed every 2 years)

Number of Persons Holding Advisory Positions (e.g., *Sodanyaku, Komon*) after Retiring as Representative Director and President, etc.

1

Other Related Matters

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2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System) Update

(1) Business Execution

NTT DATA has established its governance framework through institutions such as the General Meeting of Shareholders, the Board of Directors, and the Audit and Supervisory Committee. To further expedite decision-making in business execution, the Company has also set up the Corporate Management Committee.

Decision-making is conducted under the supervision of the Board of Directors based on the Authority Rules, which define the responsibilities and authority of the President and CEO, Representative Director, Senior Executive Vice Presidents, and the heads of each division or group. Operations are executed in line with the Organization Rules, which outline the responsibilities of each organizational unit.

The Board of Directors comprises 12 members, including seven independent outside directors. Among them are four female directors and one non-Japanese director. Board meetings are held monthly as a rule, with extraordinary meetings convened as needed. In FY2024, the Board met 17 times to deliberate and oversee legal matters and other key issues related to the management of the Company and Group.

The Corporate Management Committee is composed of the President and CEO, Representative Director, Senior Executive Vice Presidents, Executive Vice Presidents, and heads of key divisions. It meets weekly in principle to facilitate swift and smooth decision-making and oversight of business operations. To enhance transparency, one director who is a member of the Audit and Supervisory Committee also participates in these meetings.

The Internal Control Committee, chaired by the executive responsible for corporate management, comprises heads of relevant corporate departments. Its objective is to establish and maintain the Company's internal control systems. The committee's proceedings are reported to the Board of Directors.

The Corporate Ethics Committee, also chaired by the executive responsible for corporate management, includes heads of departments related to corporate ethics. Its mission is to foster a corporate culture rooted in legal compliance and ethical conduct. The committee's discussions are likewise reported to the Board.

NTT DATA's framework for business execution, management oversight, and internal control is illustrated in the attached chart, "The system of business execution and the mechanism of management monitoring and internal control."

Details regarding individual directors' attendance at Board meetings are provided in the reference materials for the shareholders' meeting and are posted on our website. Please refer to the following URL: https://www.nttdata.com/global/en/investors/share/shareholders_meeting

Key agenda items for the Board of Directors meetings in FY2024 are outlined in the attached chart, “Key agenda items for the Board of Directors meetings held in FY2024.”

(2) Audit and Supervision

NTT DATA is a company with an Audit and Supervisory Committee. The Committee consists of four outside directors, including three independent directors and two female directors. It held 24 meetings in FY2024. In addition, the Committee regularly exchanges opinions with directors—including the President and CEO, Representative Director, and Senior Executive Vice Presidents—on various topics and holds discussions with the representative directors and others at Group companies regarding management status. Through these activities, the Committee gains a clearer understanding of the actual status of directors’ execution of duties and provides recommendations when necessary.

There are no personal, capital, or business relationships between these four Audit and Supervisory Committee members and NTT DATA that could cause a conflict of interest with general shareholders. Each director who is a member of the Audit and Supervisory Committee attends important meetings, including Board meetings, exercises voting rights at Board meetings, and appropriately exercises the right to express opinions regarding the personnel affairs and remuneration of directors who are not Audit and Supervisory Committee members at the General Meeting of Shareholders. These actions are taken as part of their audit and supervisory responsibilities concerning the execution of duties by directors.

NTT DATA has also established the Internal Audit Department, which conducts internal audits independently from business execution. The Audit and Supervisory Committee members exchange information with the Internal Audit Department, including inquiries about the results of internal audits. They also conduct audits in cooperation with auditors and equivalent personnel at Group companies.

To support the duties of the Audit and Supervisory Committee, an Audit and Supervisory Committee Office has been established.

NTT DATA considers it important to conduct efficient accounting audits while maintaining or improving audit quality. Therefore, the Audit and Supervisory Committee members strive to strengthen the audit system by closely cooperating with the accounting auditor, including regularly exchanging information on audit plans and results.

The certified public accountants responsible for the accounting audit were Mr. Kenji Tanaka, Mr. Daisuke Yamada, and Mr. Kei Sakayori, all affiliated with KPMG AZSA LLC. The team assisting with the accounting audit consisted of 32 certified public accountants and 51 other employees.

Details regarding each director’s attendance at Audit and Supervisory Committee meetings are provided in the reference materials for the shareholders’ meeting and are posted on our website. Please refer to the following URL:

https://www.nttdata.com/global/en/investors/share/shareholders_meeting

(3) Appointment, Dismissal, and Nomination

(Appointment policy for candidates for directors)

Candidates for directors who are not Audit and Supervisory Committee members are appointed from among individuals who possess broad perspectives and experience that can contribute to the development of the entire Group, demonstrate excellent management ability and leadership, and have strong business acumen and motivation, with the aim of enhancing the corporate value of the entire NTT DATA Group.

Candidates for directors who are Audit and Supervisory Committee members are selected from individuals expected to perform audits and supervision based on their specialized experience and knowledge. Furthermore, to ensure fair audit and supervision of the execution of duties by the directors who are not Audit and Supervisory Committee members, in accordance with the Companies Act, the majority of directors who are Audit and Supervisory Committee members are designated as outside directors, and a majority of these are also designated as independent officers. (In this fiscal year, all four directors who are Audit and Supervisory Committee members are outside directors, of whom three are independent officers).

The size of the Board of Directors is determined proportionally to the scale of the business and is composed with consideration given to maintaining a balance* of expertise and diversity—including international aspects such as gender, age, career, race, ethnicity, and cultural background.

From the perspective of enhancing the supervisory function over business execution, independent outside directors, who have no potential conflicts of interest with general shareholders, should include individuals with management experience at other companies and constitute the majority of the Board of Directors.

Note: For details on the expertise that the Board of Directors should possess and the balance thereof, please refer to the attached chart, “The Board of Directors (Skill Matrix).”

(Procedures for appointment)

For selecting candidates for directors, the proposed management structure of the entire NTT DATA Group is first explained to independent outside directors, directors who are Audit and Supervisory Committee members, and the parent company. After obtaining appropriate advice from them, the Board of Directors passes a resolution, and the proposal is then submitted to the General Meeting of Shareholders.

For candidates who are not Audit and Supervisory Committee members, the Audit and Supervisory Committee appropriately exercises its right to express opinions regarding the nomination. Meanwhile, candidates who are Audit and Supervisory Committee members are appointed based on the deliberations and consent of the Audit and Supervisory Committee.

(Dismissal policy and procedures for the senior management)

If a senior management executive is deemed to be underperforming in their role, the reasons for dismissal are first explained to the independent outside directors, Audit and Supervisory Committee members, and the parent company before being presented to the Board of Directors. After receiving appropriate advice from these parties, the Board of Directors adopts a resolution, which is subsequently submitted to the General Meeting of Shareholders for approval.

In addition, the Audit and Supervisory Committee duly exercises its right to provide opinions on such nominations.

(4) Others

Matters related to the remuneration of directors who are Audit and Supervisory Committee members are determined through discussions among those directors.

NTT DATA enters into agreements with directors who are not executive officers, etc., pursuant to Article 427(1) of the Companies Act, to limit their liability for damages as stipulated in Article 423(1) of the same Act. The limit on liability under such agreements corresponds to the minimum amount prescribed in Article 425(1) of the Companies Act.

In addition, NTT DATA has concluded a directors and officers liability insurance contract with an insurance company, in accordance with Article 430(3)-1 of the Companies Act. This insurance covers liability for damages and litigation costs incurred by insured individuals arising from claims related to their acts, including omissions, in their capacity as corporate executives. However, damages resulting from criminal conduct—such as bribery or intentional illegal acts—are excluded from coverage to ensure the proper execution of duties by corporate executives.

The insurance policy covers all directors (including Audit and Supervisory Committee members), company auditors, executive officers, and others of the Company and its major subsidiaries, specifically NTT DATA Japan Corporation and NTT DATA, Inc.

3. Reasons for Adoption of Current Corporate Governance System

Update

NTT DATA has adopted a structure with an Audit and Supervisory Committee composed of Audit and Supervisory Committee members, who have audit and supervisory duties and hold voting rights at the Board of Directors meetings, with the majority of these members being outside directors. This system is deemed effective in strengthening the supervisory function of the Board and enhancing corporate governance.

The Company strengthens the oversight of the fairness of business execution by appointing a majority of outside directors to the Board of Directors.

Currently, the eight outside directors are expected to contribute diverse managerial perspectives drawn from their broad experience.

Outside directors who are not Audit and Supervisory Committee members receive reports on audit plans and audit results from both the Audit and Supervisory Committee and the Internal Audit Department. They also participate in discussions and express opinions as necessary, ensuring close coordination with the Audit and Supervisory Committee and the Internal Audit Department to supervise business operations.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meeting of Shareholders and Facilitate the Exercise of Voting Rights

Update

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	The notice calling for the General Meeting of Shareholders held in June 2025 was distributed three business days earlier than the legally required date.
Scheduling of the General Meeting of Shareholders during Non-Peak Days	NTT DATA schedules its General Meeting of Shareholders to avoid dates when many other companies hold theirs, ensuring that as many shareholders as possible can participate.
Electronic Exercise of Voting Rights	NTT DATA has created a website, hosted by the shareholder registry administrator, that accepts voting rights submissions until 6 p.m. on the business day before the General Meeting of Shareholders.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance the Environment for Institutional Investors to Exercise Voting Rights	Voting rights can be executed through the ICJ platform, operated by Investor Communications Japan (ICJ), which targets institutional investors. Since the General Meeting of Shareholders in June 2018, investors have also been able to vote using smartphones or other devices.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	The notice calling for a General Meeting of Shareholders is translated into English and uploaded to NTT DATA's website simultaneously with the Japanese version.
Other	The notice calling for the General Meeting of Shareholders is digitized. To ensure shareholders have sufficient time to review proposals, the electronic document is posted on NTT DATA's website or other platforms seven business days prior to dispatching the in Japanese notice. The notice of resolution is also uploaded in Japanese on NTT DATA's website.

2. Status of IR-related Activities

Update

	Supplementary Explanation	Explanation by a Representative Director or a Representative Executive Officer
Formulation and Publication of Disclosure Policies	NTT DATA has established a Disclosure Policy based on its Disclosure Guidelines. The basic policy is set forth under the Formulation of Policies, etc., on Provision of Information to Stakeholders.	
Regular Investor Briefings for Individual Investors	NTT DATA holds sessions for individual investors to explain the Company's business overview, strengths, growth strategy, and shareholder returns.	Held
Regular Investor Briefings for Analysts and Institutional Investors	NTT DATA holds quarterly briefings (1Q, 2Q, 3Q, and 4Q) to present financial results. These sessions cover financial performance, the business environment, and key initiatives for the quarter, and are led by the President and CEO, Representative Director, and other directors.	Held
Regular Investor Briefings for Overseas Investors	NTT DATA holds individual meetings as needed to communicate its most recent financial results, future initiatives, and shareholder returns.	Held
Online Disclosure of IR Information	Through the "Investor Relations" section on its website (https://www.nttdata.com/global/en/investors), NTT DATA provides access to earnings summaries, timely disclosures beyond financial results, financial statements and quarterly reports, presentation materials from results briefings, notices of the General Meeting of Shareholders, and the latest financial data. Video recordings of results briefings and transcripts including Q&A sessions are also available.	
Establishment of Department and/or Appointment of Manager in Charge of IR	NTT DATA has established the Investor Relations Office responsible for IR activities.	

3. Status of Measures to Ensure Appropriate Consideration for Stakeholders

	Supplementary ExplanationUpdate
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	The NTT DATA Group Code of Conduct, which governs NTT DATA's business practices, states that earning the trust of stakeholders, such as clients, shareholders, business partners, society, and employees, is essential for the Group's sustained growth. It emphasizes the importance of meeting stakeholder expectations and increasing their satisfaction and defines the Company's approach to engaging with each stakeholder group.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	<p>Under its medium-term management plan, NTT DATA Group has adopted the slogan "Realizing a Sustainable Future" and aims to create future value and connect diverse people through technology, working together with clients to realize a sustainable society. To promote sustainability management from a long-term perspective, the Group has identified three key focus areas—environment, economy, and society—and established nine material issues (materialities) to address.</p> <p>The latest information on our sustainability initiatives and social contribution activities is disclosed through our Integrated Report, Sustainability Report, and website.</p> <p>Integrated Report (https://www.nttdata.com/global/en/investors/library/ar)</p> <p>Sustainability Report (https://www.nttdata.com/global/en/about-us/sustainability/report)</p> <p>Sustainability Section of Our Website (https://www.nttdata.com/global/en/about-us/sustainability)</p>
Formulation of Policies, etc., on Provision of Information to Stakeholders	NTT DATA's Disclosure Policy stipulates that the Company shall disclose material information in a timely and appropriate manner to promote understanding and facilitate fair evaluation of its business by all stakeholders, including shareholders and investors.

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

Update

Basic Concept for Designing Internal Control Systems

- (1) In designing the internal control systems for the Company and its Group companies, the Company not only complies with laws, regulations, and the Articles of Incorporation in conducting its business activities but also adopts a basic policy of taking various measures to ensure the efficient execution of fair and transparent operations. These efforts are made with due consideration of potential uncertainties (risks) arising from business development.
- (2) As a holding company overseeing Group operations, the Company establishes basic policies for Group management, promotes autonomous management at each Group company, and implements a monitoring framework conducted by the Company itself.
- (3) The President and CEO, Representative Director of the Company, who serves as the Group's chief executive officer, is responsible for the design and operation of the Group's internal control system.
- (4) The Company has established the Internal Control Committee, which meets periodically to ensure the internal control system across the Group operates smoothly and effectively.
- (5) Internal audit departments have been established within the Company and key Group companies. These departments operate independently from business execution and verify that the Group's business activities comply with laws, the Articles of Incorporation, internal rules, and the Group's management policies and plans. They also help maintain sound business operations by offering concrete advice and recommendations.
- (6) An executive officer is appointed to oversee risk management across the Group from a global perspective. In addition, NTT DATA Japan Corporation, which oversees domestic operations, and NTT DATA, Inc., which manages overseas operations, each appoint an executive responsible for risk management and collaborate in designing the Group's risk management framework.
- (7) A reporting system is established between the Company and Group companies for important matters related to business execution. This includes mechanisms such as discussions, reports, instructions, and requests.
- (8) The Company takes appropriate measures to ensure the reliability of internal controls over financial reporting in accordance with the Financial Instruments and Exchange Act and other relevant laws and regulations.

Individual Internal Control Systems

- (1) Systems to ensure that the Company and the Group perform their duties in compliance with applicable laws and the Articles of Incorporation
NTT DATA's basic policy is to conduct sound business activities by establishing corporate ethics with the aim of becoming a trusted corporate group. To achieve this, the Company undertakes the following initiatives:
 - Establish the NTT DATA Group Code of Conduct along with various Group policies and internal regulations and ensure compliance across the entire Group.
 - Foster compliance awareness among executives, employees, and others through educational and training programs focused on corporate ethics.
 - Strengthen compliance programs to ensure legal and proper business activities. This includes assessing Group companies to design and enhance systems that deter, detect, and respond to serious illegal conduct.
 - Maintain no relationships or transactions with antisocial forces and firmly reject any illegal demands.
 - Implement a whistleblowing system that accepts reports from both identified and anonymous employees and other parties, while ensuring that whistleblowers are protected from any disadvantageous treatment as a result of their reporting.
 - The Internal Audit Department reports its annual plan to the Board of Directors, independently conducts internal audits based on this plan, and periodically reports the results to the Board.

In addition, the Company maintains a basic policy of coordination with its parent company, Nippon Telegraph and Telephone Corporation, respecting the independence and autonomy of each party and conducting transactions in full compliance with applicable laws.

- (2) System for storage and management of information concerning execution of duties by the Company and the Group
NTT DATA's basic policy is to appropriately store, manage, and actively share information for effective use, while ensuring personal and confidential information is protected from leakage or use beyond the intended purposes. To this end, the Company undertakes the following actions:
 - Establish internal rules at each Group company that define necessary measures for appropriate information handling and efficient documentation.
 - Properly record, store, and manage documents related to the execution of duties—such as minutes of Board of Directors' meetings and approved documents (including electronic records)—at each Group company, in compliance with laws, the Articles of

Incorporation, and internal regulations.

- Implement an internal information system and the Group Information Security Policy to guarantee the timely and appropriate use of business information and enforce thorough information management across the Group.
- Promote awareness among executives and employees about proper information handling through ongoing education and training on information security and personal data protection.
- Establish an Information Security Committee within the Company that regularly convenes to actively drive information handling and security measures for the entire Group.

(3) System for risk management of the Company and the Group

NTT DATA's basic policy is to recognize and address a variety of risks in its business operations by establishing a Group-wide risk management system. This system is designed based on the Group Risk Management Policy, which defines priority risk items and ensures that NTT DATA can implement optimal countermeasures promptly when risks materialize. To this end, the Company undertakes the following initiatives:

- In addition to appointing an executive at the Company level to oversee risk management from a Company-wide perspective, an executive responsible for risk management is appointed at each Group company, establishing a collaborative system across the entire Group.
- A framework is developed to continuously monitor and supervise the execution of risk management in each department responsible for risk management. Furthermore, the Company's Internal Control Committee evaluates the effectiveness of this system and oversees its promotion from a Group-wide perspective.
- The Company actively promotes activities to dynamically identify and respond to changes in risks, prioritizing them based on their relationship with management policies, strategies, and other relevant factors.

(4) System to ensure efficient execution of duties by the Company and the Group

NTT DATA's basic policy is to strengthen the functions of making important decisions, supervising execution, and performing operations, while revitalizing business activities. To this end, the Company undertakes the following initiatives:

- To enable the Board of Directors to appropriately make key decisions and supervise execution, Senior Vice Presidents specializing in operational duties are appointed. In addition, authority is delegated to Group companies to accelerate decision-making and promote swift business operations.
- To enhance the oversight function of business execution, the Board of Directors includes outside directors who maintain a certain level of independence.
- A Corporate Management Committee is established to support the President and CEO, Representative Director, in making appropriate decisions on fundamental business policies and other significant matters.
- To ensure proper and efficient business operations within the Group, the Company designs a system that facilitates efficient execution and control through delegation of authority, supported by Group-wide policies and internal regulations governing decision-making and business execution.

(5) System for reporting to the Company of matters related to the execution of duties at Group companies

NTT DATA's basic policy is to develop a system between the Company and its Group companies for reporting to the Company on matters related to the execution of duties within the Group, through discussions, reports, instructions, requests, and other means concerning important matters. To this end, the following activities are undertaken:

- For domestic business, a system is developed to collaborate with Group companies via NTT DATA Japan Corporation, which manages domestic operations.
- For overseas business, a system is developed to collaborate with Group companies via NTT DATA, Inc., which manages overseas operations.
- To ensure the soundness of Group companies, the Internal Audit Department of the Company monitors their activities.
- To design a Group-wide risk management system, the Company's Internal Control Committee supervises and promotes the implementation of risk management throughout the Group. In addition, a system is established for prompt reporting from Group companies to the Company in the event of a crisis or any matter that might significantly impact Group management.
- To prevent scandals, employee education and training are conducted, and an internal whistleblowing system is established to receive information from employees of Group companies, whether identified or anonymous. A system is also in place to ensure that individuals who report through the whistleblowing system or other channels are protected from any disadvantageous treatment as a result.
- For transactions between the Company and Group companies, compliance with laws is ensured, and a system is developed to guarantee appropriate financial reporting from Group companies.
- A system is established to ensure that business execution by Group companies is conducted appropriately and efficiently through the establishment of Group policies on important matters and other measures.

- (6) Matters concerning employees who assist the duties of the Company's Audit and Supervisory Committee and the independence of such employees from the directors who are not Audit and Supervisory Committee members of the Company
- NTT DATA's basic policy is to establish a system to support the duties of the Audit and Supervisory Committee to ensure effective audits and related activities. To this end, the Company undertakes the following initiatives:
- Establish the Audit and Supervisory Committee Office within the Company as an important organization under the Companies Act to appropriately assist the Committee's duties.
 - Assign a sufficient number of employees to assist the Audit and Supervisory Committee's duties, enabling the Committee to perform audits in accordance with the auditing standards it sets.
 - Ensure that the Audit and Supervisory Committee Office operates independently from the Company's directors who are not Audit and Supervisory Committee members and require that employees assisting the Committee carry out their duties under the Committee's instructions and directions.
 - Respect the opinions of Audit and Supervisory Committee members regarding personnel decisions, evaluations, and other matters related to employees who assist the Committee's duties.
- (7) System for directors who are not the Company's Audit and Supervisory Committee members and employees to report to the Audit and Supervisory Committee/Other systems to ensure effective audits, etc., by the Audit and Supervisory Committee
- NTT DATA's basic policy is to establish a system whereby directors who are not members of the Company's Audit and Supervisory Committee, as well as employees, report important matters related to the execution of duties to the Audit and Supervisory Committee, thereby ensuring effective audits and related activities. To this end, the Company undertakes the following initiatives:
- In consultation between directors who are not Audit and Supervisory Committee members and the Audit and Supervisory Committee, determine the meetings to be attended and materials to be reviewed by Audit and Supervisory Committee members, as well as matters related to the Company and Group companies to be reported periodically or extraordinarily to the Committee, and make such reports accordingly. In addition, promptly report risk information, such as the occurrence of damage or incidents, to the Audit and Supervisory Committee.
 - Directors who are not Audit and Supervisory Committee members and employees shall promptly report matters related to the execution of operations when requested by the Audit and Supervisory Committee and shall not suffer any disadvantageous treatment as a result of such reporting.
 - Directors who are not Audit and Supervisory Committee members, the independent auditors, and the Internal Audit Department shall exchange opinions regularly and as necessary at the request of the Audit and Supervisory Committee.
 - The Audit and Supervisory Committee may independently engage external experts and seek advice on audit operations.
 - Audit and Supervisory Committee members may claim payment for expenses necessary to execute their duties, and the Company shall make payments based on such claims.

Overview of the Operational Status of the Internal Control System

The following provides an overview of how the system to ensure appropriate business operations is functioning within the Company and the Group.

- (1) Systems to ensure that the Company and the Group perform their duties in compliance with applicable laws, regulations, and the Articles of Incorporation
- Aiming to be a trusted corporate group, the Company and the Group have established corporate ethics as a fundamental policy to promote sound business activities. We work to maintain and strengthen awareness of ethics and compliance, ensuring that our operations are conducted not only in accordance with laws and regulations but also with a strong sense of ethical responsibility.
- To foster this awareness across the Group, we have established the NTT DATA Group Code of Conduct, which outlines the values we uphold and how directors and employees should conduct business. Compliance training is regularly provided to directors, employees, and other relevant personnel at each Group company.
- An internal reporting system is also in place for all Group employees, both in Japan and overseas. This system is appropriately operated in line with the Whistleblower Protection Act, which prohibits any disadvantageous treatment of whistleblowers.
- We strictly avoid any relationships with antisocial forces by conducting credit checks on counterparties in accordance with internal regulations and reviewing the activities and purposes of any organizations we consider joining.
- The Internal Audit Department reports the annual audit plan as well as the interim and year-end audit results to the Company's Board of Directors.
- (2) System for storage and management of information concerning execution of duties of the Company and the Group
- The Company and the Group appropriately store and manage information while striving to protect personal and confidential information from leakage or misuse. At the same time, we promote active sharing and effective utilization of information.
- The NTT DATA Group Code of Conduct stipulates that information must be accurately recorded, properly stored, and that confidential and personal information must be appropriately protected. These provisions ensure proper information handling and efficient operations across the Group. In addition, we have established the NTT DATA Group Information Security Policy, which sets forth principles for the

appropriate handling, sharing, and utilization of information assets. To support this, an internal information system has been implemented for appropriate information management.

As part of our information security management framework, the Information Security Committee, chaired by a Senior Vice President of the Company, has been established to promote collaboration across Group companies. The committee convened twice during the fiscal year to discuss measures to enhance security, including expanding internal fraud inspections to overseas operations and strengthening countermeasures against internal fraud.

To support these efforts, information security training is provided to directors and employees of Group companies to maintain and enhance their awareness of information security and personal information protection.

(3) System for risk management of the Company and the Group

To implement integrated risk management across the entire Group, the Company and the Group have established a basic policy (Group Risk Management Policy) that defines standardized items to be addressed. Based on this policy, a consistent risk management framework is developed and operated by Group companies.

As part of the Group's risk management system, the Company has established the Internal Control Committee, chaired by the Director and Senior Executive Vice President, to promote collaboration with each Group company. The Committee convened four times during the fiscal year to assess the current risk landscape, discuss Group-wide risk management issues, and incorporate the outcomes into various initiatives.

The Company's Board of Directors identifies risks that could significantly affect the achievement of the Group's business plan or threaten its existence. These are designated as "material risks," and the Board monitors their status on an ongoing basis.

(4) System to ensure the efficient execution of duties by the Company and the Group

To enable agile business operations, the Company and the Group are promoting the delegation of authority to NTT DATA, Inc., and NTT DATA Japan Corporation, aiming to balance business agility with effective governance and oversight.

The Group's business operations are carried out by 11 Senior Vice Presidents appointed by the Company, under the supervision of the Company's Board of Directors and in accordance with the division of authority set forth in the Company's regulations.

The Company's Board of Directors resolves matters required by laws and regulations, key issues related to Group management, and other matters defined in the Board rules. It also oversees directors' execution of duties through regular reports on their activities. As of March 31, 2025, the Board comprises 11 directors, including six independent outside directors, and met 17 times during the fiscal year. The Corporate Management Committee, responsible for deliberating important business operations, convened 24 times during the fiscal year under review.

To ensure proper and efficient Group business execution, the Company has established and operates a Group-wide policy covering areas that require consistent implementation across the Group.

(5) System for reporting to the Company of matters related to the execution of duties at Group companies

A system is in place to facilitate reporting between the Company and Group companies on matters related to the execution of duties, through discussions, reports, instructions, and requests concerning important issues.

The Group has established rules and frameworks to ensure that significant Group management matters are discussed and reported to the Company—through NTT DATA, Inc., for overseas operations and through NTT DATA Japan Corporation for domestic operations. In addition, risks that could significantly impact the Group's business plan or foundation are designated as "material risks." The Internal Control Committee monitors the status of these risks and related controls. To prevent misconduct, measures described in "(1) Systems to ensure that the Company and the Group are performing their duties in compliance with applicable laws and regulations and the Articles of Incorporation" are in place.

Financial conditions of Group companies are appropriately reported to the Company on a monthly basis, including reports to the Corporate Management Committee and Executive Committee monthly, and to the Board of Directors quarterly.

The Company's Internal Audit Department conducts audits of domestic and overseas Group companies, employing various audit methods that consider both Group-wide material risks and region- or company-specific risks.

(6) Matters concerning employees who assist the duties of the Company's Audit and Supervisory Committee and their independence from directors who are not Audit and Supervisory Committee members

To support the audits conducted by the Company's Audit and Supervisory Committee, the Audit and Supervisory Committee Office has been established, staffed by nine dedicated employees. This office carries out its operations appropriately under the instructions and orders of the Audit and Supervisory Committee. Personnel decisions, including transfers and evaluations, for employees of this office are made with consideration of the opinions of the Audit and Supervisory Committee members, ensuring their independence from directors who are not Committee members.

(7) System for directors who are not the Company's Audit and Supervisory Committee members and employees to report to the Audit and Supervisory Committee / Other systems to ensure effective audits by the Audit and Supervisory Committee, etc.

Audit and Supervisory Committee members attend key meetings such as the Board of Directors, the Corporate Management Committee,

and the Internal Control Committee, review important documents, and regularly exchange views with the President and CEO, Representative Director, and Senior Executive Vice Presidents. They also discuss specified topics with directors and others, receiving reports on the status of duty execution based on basic policies and providing recommendations as necessary.

In addition, the Committee members hold regular discussions with independent auditors and the Internal Auditing Department. They receive explanations on audit plans, internal control systems, and related matters, offering recommendations as needed.

The Company also engages outside experts such as lawyers to provide advice on auditing duties. The Company covers the costs for these experts and all expenses necessary to carry out auditing functions.

2. Basic Views on Measures for Eliminating Antisocial Forces and Status of Development

(1) Basic Views on Measures for Eliminating Antisocial Forces

NTT DATA maintains a basic policy of having no relationship whatsoever with Antisocial Forces, including business relationships, and will take a firm stance against any unreasonable demands.

(2) Status of Development for Eliminating Antisocial Forces

The NTT DATA Group Code of Conduct clearly states that the Company shall maintain a resolute attitude toward antisocial forces and shall neither yield to unreasonable demands nor engage in any form of relationship with such entities. We educate all employees about this policy by distributing printed materials and ensuring awareness throughout the organization.

In addition, we are developing a manual to guide appropriate responses to unreasonable demands from antisocial forces. Through these measures, we are working to eliminate any potential association with such entities.

Furthermore, under the supervision of the executive in charge of risk management, our risk management promotion organization collaborates with external specialist bodies, including the police, to collect and manage information on antisocial forces. This information is then shared throughout the organization to prevent criminal activity and raise employee awareness.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
Supplementary Explanation for Applicable Items	
—	

2. Other Matters Concerning the Corporate Governance System

[Overview of the timely disclosure system]

NTT DATA ensures the timely, fair, and appropriate disclosure of important information relating to the NTT DATA Group by establishing and operating under the Policy (Rules) for Information Security, the Disclosure Guidelines, and the Rules for Prevention of Insider Trading.

Important management information is disclosed via the stock exchange on which NTT DATA shares are listed, through press releases, and on the Company's website. This disclosure follows consultation by the Corporate Management Committee and is determined by the President and CEO, Representative Director.

Each section or group head is responsible for managing relevant organizational information in accordance with the Policy (Rules) for Information Security and the Disclosure Guidelines. Information deemed appropriate for timely disclosure is disclosed only after consultation with the Corporate Management Committee and with the consent of the President and CEO, Representative Director. Even in cases where disclosure is not required under timely disclosure rules, information may still be disclosed if it is deemed to potentially affect investor judgment, upon consultation with the Disclosure Committee.

Regarding information handling, NTT DATA conducts regular training sessions for all employees and strictly manages unreleased important information in accordance with the Rules for Prevention of Insider Trading.

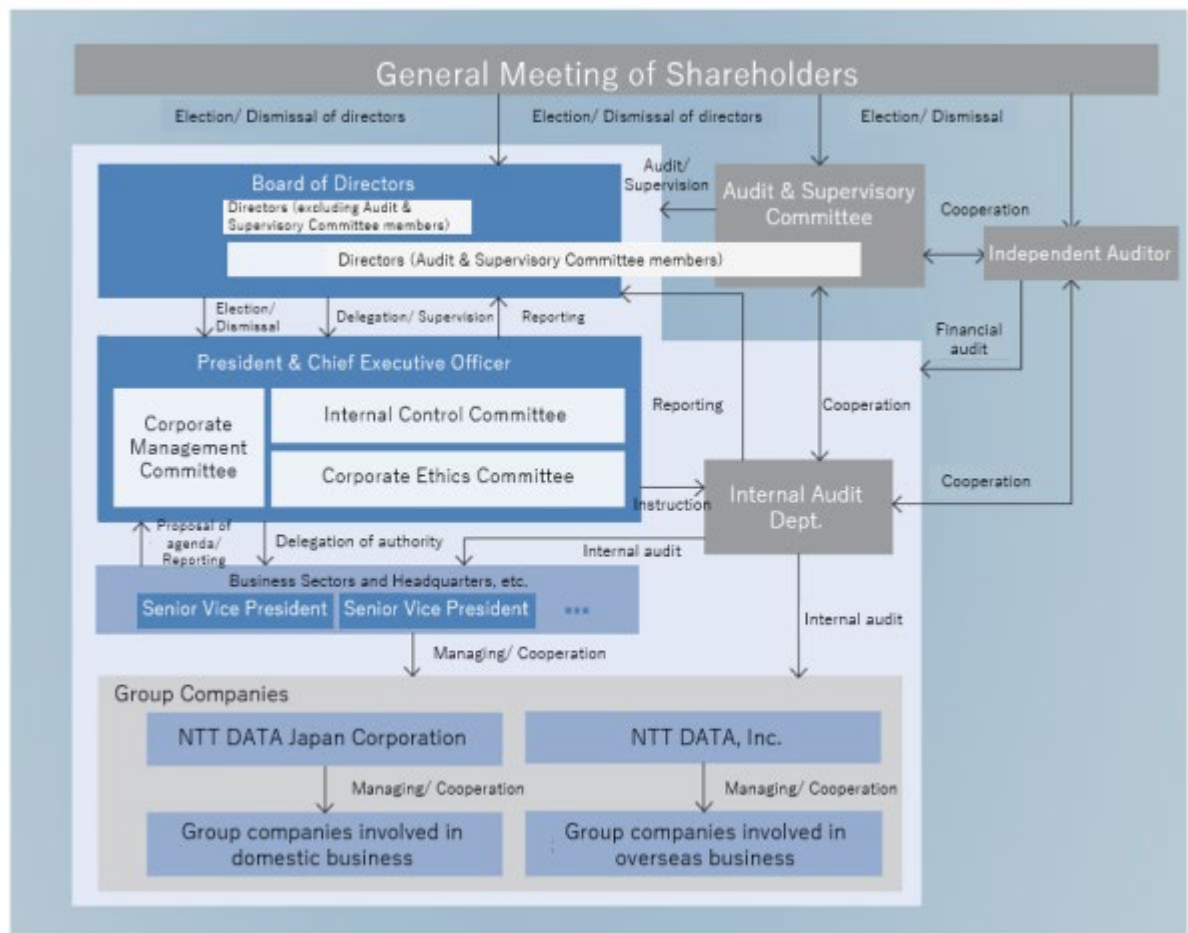
An outline of the system described above is presented in the attached chart, "Overview of the Timely Disclosure System."

NTT DATA remains committed to further enhancing its corporate governance to increase corporate value by reinforcing efficient and transparent management practices, staying abreast of emerging trends, and incorporating external feedback.

[Attached chart]

【The System of Business Execution and the Mechanism of Management Monitoring and Internal Control】

Update



【Key Agenda Items for the Board of Directors Meetings Held in FY2024】

Update

Key Agenda Items	
<p>Matters related to management strategy</p> <ul style="list-style-type: none">● Matters related to overseas structural transformation● Investment and financial strategies● Strategic investment and technology strategy● Strategy on the Data Center business● Human resources strategy● Sustainability strategy● IT services market trends● Nippon Telegraph and Telephone Corporation's plan to make the Company a wholly-owned subsidiary through its tender offer for the Company's common shares	<p>Matters related to businesses of operating companies</p> <ul style="list-style-type: none">● Matters related to financing and investments <p>Matters related to governance</p> <ul style="list-style-type: none">● Monitoring of key projects● Results of internal control initiatives and plans for the next fiscal year● Results of internal audits and plans for the next fiscal year● Matters related to cross-shareholdings● Evaluation of the effectiveness of the Board of Directors <p>Matters related to finance and disclosure</p> <ul style="list-style-type: none">● Report on IR activities and opinions of investors

【The Board of Directors (Skill Matrix)】

Update

Name	Corporate management	Internationality	Sales/ Marketing Consulting	Development/ R&D	Business Management	Finance & Accounting	Legal & Administrative	(Reference) Particular Field of Expertise (Executors Only)
Yutaka Sasaki	●		●	●	●			Enterprise Segment
Kazuhiko Nakayama	●	●			●	●		Corporate Management
Asako Toyoda		●	●		●		●	Global Segment
Tadaoki Nishimura			●	●	●			Public & Social Infrastructure business
Mariko Fujii		●				●	●	—
Fumihiko Ike	●	●	●		●			—
Shigenao Ishiguro	●	●		●	●			—
Eric Lamarre	●	●	●		●			
Nobuyuki Tainaka					●		●	—
Tomoko Hoshi		●				●		—
Eiichi Sakamoto	●		●		●			—
Mitsuko Inamasu							●	—

Notes:

1. The Company defines the seven areas of expertise that its Board of Directors should possess as Corporate Management, Internationality, Sales/Marketing & Consulting, Development/R&D, Business Management, Finance & Accounting, and Legal & Administrative.
2. The “Sustainability” field is included in Business Management.
3. Up to four major skills possessed by each person are marked with “●.”

【Overview of the Timely Disclosure System】

