

[English Translation: Reference Purpose Only]

August 29, 2025

To whom it may concern:

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Notice Concerning Approval of Resolutions on Share Consolidation, Abolition of Share Unit, and Partial Amendment to Articles of Incorporation

NTT DATA Group Corporation (the "**Company**") hereby announces that, as previously announced in its "Notice of Extraordinary General Shareholders Meeting to Approve Share Consolidation, Abolition of Share Unit, and Partial Amendment to Articles of Incorporation" dated July 24, 2025 (the "**Company Press Release Dated July 24, 2025**"), proposals regarding the share consolidation, the abolition of the share unit, and the partial amendment to the articles of incorporation were submitted for approval at the extraordinary general shareholders meeting held today (the "**Extraordinary General Shareholders Meeting**"), and that all proposals were approved as originally proposed, as set forth below.

As a result, the Company's common shares (the "**Company Shares**") will fall under the delisting criteria set forth in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**"). Accordingly, the Company Shares are scheduled to be designated as securities to be delisted from today, to September 25, 2025, and are scheduled to be delisted on September 26, 2025. Please note that, following the delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange.

1. Proposal No. 1: Share Consolidation

The Company has obtained the approval of its shareholders at the Extraordinary General Shareholders Meeting for the share consolidation (the "**Share Consolidation**") as described below. Details of the Share Consolidation are as described in the Company Press Release Dated July 24, 2025.

(I) Class of Shares to Be Consolidated
Common shares

(II) Consolidation Ratio
The Company Shares will be consolidated at a ratio of 256,029,428 shares to one share.

(III) Decrease in Total Number of Issued Shares

1,402,499,995 shares

(IV) Total Number of Issued Shares Before the Effective Date

1,402,500,000 shares

(V) Total Number of Issued Shares After the Effective Date

5 shares

(VI) Total Number of Authorized Shares as of the Effective Date

20 shares

(VII) Method of Handling Fractional Shares Less Than One Share and the Amount of Cash Expected to Be Delivered to Shareholders as a Result of Such Handling

(i) Whether the Planned Handling is Pursuant to Article 235, Paragraph 1 of the Companies Act or Article 234, Paragraph 2 as Applied *mutatis mutandis* Pursuant to Article 235, Paragraph 2 of the Companies Act, and the Reasons Therefor

Upon completion of the Share Consolidation, the number of Company Shares held by shareholders other than NTT, Inc. (the "**Tender Offeror**") is scheduled to be less than one share.

As for the fractional shares resulting from the Share Consolidation, Company Shares equivalent to the total number of such fractional shares (in the case where there are fractions which total do not consist of one share, such fractional shares shall be excluded) will be sold and the proceeds from the sale will be distributed to shareholders in proportion to their holdings of fractional shares.

In light of the fact that it is unlikely that a buyer will emerge through auction because the Share Consolidation will be conducted as part of the Transaction, which is intended to make the Tender Offeror the sole shareholder of the Company, and as the Company Shares are scheduled to be delisted on September 26, 2025 and will therefore have no market price, the Company intends to sell the shares to the Tender Offeror with the approval of the court pursuant to Article 234, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter) as applied *mutatis mutandis* in accordance with Article 235, Paragraph 2 of the same Act.

In this case, if the necessary court approval is obtained as planned, the sale price is scheduled to be set at a price that allows the Company to deliver to the shareholders an amount of cash equivalent to the amount calculated by the number of Company Shares held by the shareholders listed or recorded in the Company's final shareholder register as of the day before the effective date of the Share Consolidation, which is September 29, 2025, multiplied by JPY 4,000, which is the same amount as the Tender Offer Price. However, in cases where court approval cannot be obtained or where rounding adjustments for calculation are necessary, the actual amount paid may differ from the above amounts.

(ii) Name of the Entity Expected to Purchase the Shares to Be Sold

NTT, Inc. (formerly NIPPON TELEGRAPH AND TELEPHONE CORPORATION, prior to the change of company name on July 1, 2025)

(iii) Method by Which the Entity Expected to Purchase the Shares to Be Sold Secures the Funds for

the Payment of the Price Relating to the Sale and the Appropriateness of That Method

The Tender Offeror plans to fund the acquisition of the Company Shares corresponding to the total amount of fractions resulting from the Share Consolidation by a loan from NTT FINANCE CORPORATION (the "**NTT Finance**") pursuant to the CMS Basic Agreement entered into between the Tender Offeror and NTT Finance on September 10, 2015. NTT Finance plans to fund the above loans to the Tender Offeror from cash on hand, cash deposits, issuing corporate bonds and commercial paper, and/or borrowings from financial institutions ((1) Borrowings under the term loan agreement with a fixed term drawdown period entered into with MUFG Bank, Ltd. on June 20, 2025, (2) Borrowings under the term loan agreement with a fixed term drawdown period entered into with Mizuho Bank, Ltd. on June 20, 2025, (3) Borrowings under the term loan agreement with a fixed term drawdown period entered into with Sumitomo Mitsui Banking Corporation on June 20, 2025, (4) Borrowings under the term loan agreement with a fixed term drawdown period entered into with the Norinchukin Bank on June 20, 2025, and (5) Borrowings under the term loan agreement with a fixed term drawdown period entered into with Sumitomo Mitsui Trust Bank, Limited on June 20, 2025, etc.). The Company has also confirmed the Tender Offeror's means of securing funds by confirming the contents of the CMS Basic Agreement and the term loan agreements related to the borrowings described in (1) to (5) above.

In addition, according to the Tender Offeror, there are no events that may hinder the payment of the purchase price for the Company Shares equivalent to the total number of fractions less than one share resulting from the Share Consolidation, and the Tender Offeror is not aware of any such events that may occur in the future.

Based on the above, the Company has determined that the means of securing funds for the payment of the purchase price for the Company Shares equivalent to the total number of fractions of less than one share held by the Tender Offeror is appropriate.

(iv) Expected Timing of the Sale and Delivery of the Proceeds of the Sale to the Shareholders

The Company plans to file a petition with the court for permission to sell the Company Shares equivalent to the total number of fractions of less than one share resulting from the Share Consolidation and to have the Tender Offeror purchase such Company Shares in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act as applied *mutatis mutandis* pursuant to Article 235, Paragraph 2 of the same Act, in around late October 2025. Although the timing of obtaining such permission may vary depending on the circumstances of the court, etc., the Company plans to sell the Company Shares by the method of a purchase by the Tender Offeror with the permission of the court sometime around late November 2025 onwards. Following such sale, after completing the necessary preparations to distribute the proceeds from such sale to the shareholders, the Company expects to distribute the proceeds from the sale to the shareholders sometime around December 2025 onwards.

The Company has determined that, taking into consideration the period required from the effective date of the Share Consolidation to the completion for the procedures related to the sale, the Company Shares equivalent to the total number of fractions of less than one share resulting from the Share Consolidation will be sold and the proceeds from the sale will be delivered to the shareholders at each stage as stated above.

2. Proposal No. 2: Partial Amendment to the Articles of Incorporation

The proposal regarding the partial amendment to the Company's articles of incorporation, as described below, was approved at the Extraordinary General Shareholders Meeting. Details of the partial amendment to the articles of incorporation are as set forth in the Company Press Release Dated July 24, 2025.

The partial amendment to the articles of incorporation is scheduled to take effect on September 30, 2025, the effective date of the Share Consolidation, subject to the Share Consolidation taking effect.

- (1) If the proposal for the Share Consolidation is approved as proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation becomes effective, in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act., the articles of incorporation of the Company shall be deemed to be amended to reflect the decrease of the total number of authorized shares of the Company to 20 shares. To clarify this point, subject to the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the current articles of incorporation will be amended.
- (2) If the proposal for the Share Consolidation is approved as proposed at the Extraordinary General Shareholders Meeting, the Company Shares are scheduled to be delisted, and after delisting, the Company Shares will no longer be traded on the Prime Market of the Tokyo Stock Exchange. Therefore, subject to the Share Consolidation taking effect, the entire text of Article 7 (Acquisition of Treasury Stock) of the current articles of incorporation will be deleted and the article numbers will be renumbered accordingly.
- (3) If the proposal for the Share Consolidation is approved as proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation becomes effective, the total number of issued shares of the Company will be 5 shares, and it will no longer be necessary to have or specify any share unit. Therefore, subject to the Share Consolidation taking effect, in order to abolish current provision relating to the unit of the Company Shares under which one unit consists of 100 shares, the entire text of Article 8 (Share Unit) and Article 9 (Rights of Shares less than Share Unit) of the current articles of incorporation will be deleted and the article numbers will be renumbered accordingly.
- (4) If the proposal for the Share Consolidation is approved as proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation becomes effective, the Tender Offeror will be the only party holding one or more Company Shares, and the Company Shares will be delisted as a result of the Share Consolidation. Therefore, the provisions regarding general shareholders meetings without a fixed venue (so-called "virtual-only general shareholders meetings") based on the Act for Partial Revision of the Act on Strengthening Industrial Competitiveness (Act No. 70 of 2021) will no longer be necessary. Accordingly, subject to the Share Consolidation taking effect, Article 12 (Convening) Paragraph 4 of the current articles of incorporation will be deleted.
- (5) If the proposal for the Share Consolidation is approved as proposed at the Extraordinary General Shareholders Meeting and the Share Consolidation becomes effective, the Tender Offeror will be the only party holding one or more Company Shares, and the Company Shares will be delisted as a result of the Share Consolidation. Therefore, the provisions regarding the electronic provision of shareholders meeting materials will no longer be necessary. Accordingly, subject to the Share Consolidation taking effect, the entire text of Article 14 (Electronic Provision Measures, etc.) of the current articles of incorporation will be deleted, and the article numbers will be renumbered accordingly.

3. Schedule of Share Consolidation

Date of Extraordinary General Shareholders Meeting	August 29, 2025 (Friday)
Designation date as a security to be delisted	August 29, 2025 (Friday)
Last trading date of Company Shares	September 25, 2025 (Thursday) (tentative)
Date of delisting of Company Shares	September 26, 2025 (Friday) (tentative)
Effective date of Share Consolidation	September 30, 2025 (Tuesday) (tentative)

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