May 15, 2020

To all parties concerned

Company name	NTT DATA CORPORATION
Company representative	Yo Honma, President and Chief Executive Officer, Representative Director
	(Code: 9613, Tokyo Stock Exchange 1st Section)
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Notice Regarding Partial Amendments to the Articles of Incorporation

At the Board of Director meeting held on today, NTT DATA CORPORATION decided to submit a proposal on "Partial Amendments to the Articles of Incorporation" to the 32nd Ordinary General Meeting of Shareholders to be held on June 17, 2020.

Outline

1. Reason of Amendments

In order to further strengthen the supervisory function of the board of directors and corporate governance, and to further enhance the soundness and efficiency of management, NTT DATA CORPORATION would like to transition to a company with an audit and supervisory committee from a company with a board of company auditors, and will make necessary changes, including the establishment of new rules for audit and supervisory committee members and audit and supervisory committee, the deletion of rules for company auditors and the board of company auditors, and the establishment of new rules for delegation of authority to directors.

2. Articles of Incorporation Amendments Plan

The details of amendments are as attachment.

3. Schedule

(1) Scheduled date of the General Meeting of Shareholders to approve the Amendments to the Articles of Incorporation	June 17, 2020 (Wednesday)
(2) Scheduled effective date of the Amendments to the Articles of Incorporation	June 17, 2020 (Wednesday)

End of text

【Attachment】 Articles of Incorporation Amendments Plan

(The parts underlined are changes.)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
- Chapter One – General Provision	- Chapter One – General Provision
Article 1 to Article 4 (Omitted)	Article 1 to Article 4 (Same as the current Articles of Incorporation)
Article 5 (Organization) The company shall establish the following organs in addition to the shareholders meeting and the directors: 1. board of directors 2. company auditors 3. board of company auditors 4. accounting auditor	Article 5 (Organization) The company shall establish the following organs in addition to the shareholders meeting and the directors: 1. board of directors 2. audit and supervisory committee 3. accounting auditor (Deleted)
Article 6 to Article 17 (Omitted)	Article 6 to Article 17 (Same as the current Articles of Incorporation)
- Chapter Four – Directors and Board of Directors	- Chapter Four – Directors and Board of Directors
Article 18 (Number of Directors) The company shall have no more than thirteen (13) directors.	Article 18 (Number of Directors) The company shall have no more than eleven(11) directors who are not audit and supervisory committee members and no more than four (4) directors who are audit and supervisory committee members.
Article 19 (Omitted)	Article 19 (Same as the current Articles of Incorporation)
Article 20 (Term of Office of Director) The term of office of director shall be until the close of the ordinary shareholders meeting pertaining to the last business year, ending within two (2) years following its election.	Article 20 (Term of Office of Director) The term of office of each director who is not an audit and supervisory committee member shall be until the close of the ordinary shareholders meeting pertaining to the last business year ending within one (1) year following his or her election.
(Added)	2. The term of office of each director who is an audit and supervisory committee member shall be until the close of the ordinary shareholders meeting pertaining to the last business year ending within two (2) years following his or her election.
2. The term of office of any director elected to fill a vacancy or a newly created office shall serve until the term of the predecessor or other directors currently in office expires.	3. The term of office of any director who is an audit and supervisory committee member elected to fill a vacancy caused by the resignation of a director who is an audit and supervisory committee member before the expiry of his or her term of office shall be until the term of the predecessor expires.
Article 21 (Representative Director, etc.) 1. The company shall have one (1) person as a president who shall be appointed from among directors by resolution of the board of directors.	Article 21 (Representative Director, etc.) 1. The company shall have one (1) person as a president who shall be appointed from among directors who are not audit and supervisory committee members by resolution of the board of directors.
2 to 3 (Omitted)	2 to 3 (Same as the current Article of Incorporation)
4. In addition to the president, the company may appoint one or more directors to represent the company by resolution of the board of directors.	4. In addition to the president, the company may appoint one or more directors who are not audit and supervisory committee members to represent the company by resolution of the board of directors.
5. (Omitted)	5. (Same as the current Article of Incorporation)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
6. In case the president is prevented from so acting, one of other directors shall act on its behalf in accordance with the order or the directors prescribed in advance by the board of directors.	6. In case the president is prevented from so acting, one of other directors who is not an audit and supervisory committee member shall act on his or her behalf in accordance with the order of the directors prescribed in advance by the board of directors.
Article 22 (Board of Directors) 1 to 3 (Omitted)	Article 22 (Board of Directors) 1 to 3 (Same as the current Article of Incorporation)
4. Notice of meeting of the board of directors shall be given to each director and each company auditor no less than three (3) days before the date of the meeting. Provided that such period may be shortened in case of emergency.	4. Notice of meeting of the board of directors shall be given to each director no less than three (3) days before the date of the meeting. Provided that such period may be shortened in case of emergency.
5 to 7 (Omitted)	5 to 7 (Same as the current Article of Incorporation)
(Added)	Article 23 (Delegation of Decisions on Execution of Important Operations) The company may, by a resolution of the board of directors pursuant to Article 399-13, paragraph 6 of the Companies Act, delegate to directors all or a part of decisions on execution of important operations (excluding with respect to matters stated in each item of Article 399-13, paragraph 5 of the Companies Act).
Article 23 to Article 24 (Omitted)	Article 24 to Article 25 (Same as the current Article of Incorporation)
- Chapter Five- Company Auditors and Board of Company Auditors	- Chapter Five - Audit and Supervisory Committee
Article 25 (Number of Company Auditors) The company shall have no more than four (4) company auditors.	(Deleted)
Article 26 (Method of Election of Company Auditor) Resolutions of election of auditors shall be adopted by a majority of the votes at a shareholders meeting where shareholders holding at least one-third (1/3) of the voting rights of shareholders who are entitled to vote are present.	(Deleted)
Article 27 (Term of Office of Company Auditor) The term of office of company auditor shall be until the close of the ordinary shareholders meeting pertaining to the last business year, ending within four (4) years following its election. 2. The term of office of any company auditor elected to fill a vacancy shall serve until the term of the predecessor expires.	(Deleted)
Article 28 (Full-time Company Auditor) The board of company auditors shall by its resolution appoint one or more full-time company auditors.	Article 26 (Standing Audit and Supervisory Committee Members) The audit and supervisory committee shall, by its resolution, appoint one or more standing audit and supervisory committee members.
Article 29 (Board of Company Auditors) Notice of meeting of the board of company auditors shall be given to each company auditor no less than three (3) days before the date of meeting; provided that such period may be shortened in case of emergency. 2. Except as otherwise provided in applicable laws and regulations, resolution of the board of company auditors shall be adopted by a majority vote of the company auditors.	Article 27 (Audit and Supervisory Committee) A notice for each meeting of the audit and supervisory committee shall be given to each audit and supervisory committee member no less than three (3) days before the date of the meeting; provided that such period may be shortened in case of emergency. 2. Except as otherwise provided in applicable laws and regulations, each resolution of the audit and supervisory committee shall be adopted by a majority vote of the audit and supervisory committee members at a meeting where a majority of the audit and supervisory committee members who are entitled to vote are present.

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
3. Except as otherwise provided in applicable laws and regulations or in this Articles of Incorporation, other matters concerning the board of company auditors shall be subject to the regulations of the board of company auditors to be adopted by the board of company auditors.	3. Except as otherwise provided in applicable laws and regulations or in these Articles of Incorporation, other matters concerning the audit and supervisory committee shall be governed by the regulations of the audit and supervisory committee to be adopted by the audit and supervisory committee.
Article 30 (Exemption of Company Auditors from Liabilities) 1. The company may, by a resolution of the board of directors pursuant to Article 426, paragraph 1 of the Companies Act, exempt company auditor (including those who were company auditors in the past) from liabilities under Article 423, paragraph 1 of the Companies Act to the extent permitted by laws and regulations. 2. Pursuant to Article 427, paragraph 1 of the Companies Act, the company may enter into an agreement with company auditor which limits liabilities under Article 423, paragraph 1 of the Companies Act. Provided that the amount of such limitation under such agreement shall be such amount as provided for by laws and regulations.	(Deleted)
- Chapter Six - Accounts	- Chapter Six - Accounts
Article 31 to Article 33(Omitted)	Article 28 to Article 30 (Same as the current Articles of Incorporation)
(Added)	- Supplementary Provisions - Article 1 (Transitional Measures Regarding Exemption of Company Auditors from Liabilities, Etc. Existing Before Transition to Company with an Audit and Supervisory Committee) The following that are related to acts stated in Article 423, paragraph 1 of the Companies Act and that existed before the closing of the 32nd Ordinary Shareholders Meeting held in June 2020 shall be governed by Article 30 of the Articles of Incorporation before the amendment following the closing of that Ordinary Shareholders Meeting: (a) exemption of company auditors (including former company auditors) from liabilities; and (b) agreements limiting liabilities that are executed with company auditors.