Note 1: This document is the English translation of "Dai 37kai teiji kabunushisokai shoshu gotsuchi" *(Notice of Convocation of the 37th Ordinary General Meeting of Shareholders) and is provided solely for reference purposes. In the event of any discrepancy between this translated document and the Japanese original, the Japanese original shall prevail.*

Note 2: All times and dates in this document are Japan time.

Note 3: In this document, NTT DATA Group Corporation (the holding company) is referred to as "NTT DATA" or "the Company;" NTT DATA Japan Corporation (the operating company in Japan) as "NTT DATA Japan Corporation;" NTT DATA, Inc. (the operating company overseas) as "NTT DATA, Inc.;" and the entire group comprising the three companies and their subsidiaries and affiliates as "the NTT DATA Group" or "the Group."

Securities code: 9613
May 28, 2025

To the Shareholders of NTT DATA Group Corporation

NTT DATA Group Corporation
3-3, Toyosu 3-chome, Koto-ku, Tokyo, Japan
Yutaka Sasaki
President and Chief Executive Officer, Representative Director

NOTICE OF CONVOCATION OF THE 37th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that our 37th Ordinary General Meeting of Shareholders will be held as follows. For convening the General Meeting of Shareholders, we have adopted the electronic provision measures. The matters subject to the electronic provision measures (matters for which information is provided in electronic format) are available as "NOTICE OF CONVOCATION OF THE 37th ORDINARY GENERAL MEETING OF SHAREHOLDERS" on the following website.

●The Company website
https://www.nttdata.com/global/en/investors/share/shareholders_meeting/

It is also available on the following website.

●Website of the Tokyo Stock Exchange (Listed Company Search)
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
Please enter and search "NTT DATA Group" in "Issue name (company name)" or our securities code "9613" in "Code," select "Basic information" and "Documents for public inspection/PR information" in order, and check the field "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" in "Filed information available for public inspection."

Please exercise your voting rights by attending the General Meeting of Shareholders or by any of the following methods including the Internet (or mail) by 6:00 p.m., Friday, June 13, 2025.

In addition, we will provide a live streaming of the General Meeting of Shareholders online, while also accepting questions from shareholders in advance to respond to questions mainly related to the "Purposes of the Meeting" and those in which shareholders are highly interested during the General Meeting of Shareholders. The responses will be posted on the Company's website at a later date.

Particulars

1. Date and time	Monday, June 16, 2025 at 10:00 a.m. (Reception is set to start at 9:00 a.m.)	
2. Venue	5th floor, NTT DATA Shinagawa Building (A,RE,A Shinagawa), 9-36, Konan 1-chome, Minato-ku, Tokyo	
3. Purposes of the Meeting	To be reported	1. Business Report, consolidated financial statements, and audit results of the consolidated financial statements by the Independent Auditor and the Audit and Supervisory Committee for the 37th fiscal year (from April 1, 2024 to March 31, 2025) 2. Non-consolidated financial statements for the 37th fiscal year (from April 1, 2024 to March 31, 2025)
	To be resolved	No. 1 Appropriation of Surplus No. 2 Election of 8 Directors Who Are Not Audit and Supervisory Committee Members

- Of the matters subject to the electronic provision measures, the following matters are not included in the documents to be delivered to shareholders who have requested delivery of the documents, in accordance with the provisions of laws and regulations as well as the Articles of Incorporation of the Company. Please note that the Audit and Supervisory Committee and the Independent Auditor have audited the document subject to audit containing the following matters:

1. Changes in Assets and Profit and Loss, Main Offices, Independent Auditor, Overview of the Resolution on Design of Systems to Ensure Appropriate Business Operations, etc. and Overview of the Operational Status of the Systems to Ensure Appropriate Business Operations
2. Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
3. Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Shareholders' Equity, and Notes to Non-Consolidated Financial Statements
4. Audit Report by the Independent Auditor on the Financial Statements and Supplementary Schedules Thereof

- If the matters subject to the electronic provision measures are revised, the details of the revisions will be posted on the Company's relevant website.

Regarding the tender offer for the Company's shares by NIPPON TELEGRAPH AND TELEPHONE CORPORATION (NTT), its parent company

At a meeting of the Board of Directors held on May 8, 2025, the Company resolved to express its opinion in favor of the tender offer (hereinafter, "the Tender Offer") for the Company's common shares by NTT, the Company's controlling shareholder (parent company), and to recommend that the Company's shareholders tender their shares in the Tender Offer.

For details, please refer to the document dated May 8, 2025, "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," which has been posted on the Company's website.

URL: https://www.nttdata.com/global/en/investors/library/disclosure

How to exercise your voting rights

Exercise of voting rights by electromagnetic means (Internet, etc.)



Please access our voting site (https://www.web54.net) listed on the Voting Rights Exercise Form, review the Reference Documents for the Ordinary General Meeting of Shareholders indicated in the matters subject to the electronic provision measures, and enter your vote following the instructions on the screen.

For details of exercise of voting rights on the Internet, see page 4.

Deadline By 6:00 p.m., Friday, June 13, 2025

Exercise of voting rights by mail



Please review the Reference Documents for the Ordinary General Meeting of Shareholders shown in the matters subject to the electronic provision measures, write your vote on the enclosed Voting Rights Exercise Form, and send it to be delivered by the following deadline of exercise. If no indication of approval or disapproval on the proposals is provided, it will be treated as affirmative votes.

Deadline Delivered by 6:00 p.m., Friday, June 13, 2025

Internet Live Streaming of the General Meeting of Shareholders
(Only available in Japanese)

You can watch the General Meeting of Shareholders live online. The live streaming is available for viewing only. Therefore, we kindly ask that you exercise your voting rights in advance via the Internet, etc. and submit questions, if you have any, in advance as described below.

1. Time/date of live streaming:
Starting at 10:00 a.m. on Monday, June 16, 2025
*The video will only show the chairperson, directors, and the area around their seats.

2. Access from PC, tablet, and smartphone
The video can be viewed on the Company's following website:
URL: https://www.nttdata.com/global/ja/investors/share/shareholders_meeting/
1) Please access the Internet live streaming page from the above website.
2) Once you access the page, please enter the password.*
* For the password required to watch the live streaming, please refer to the related page of the NOTICE OF CONVOCATION booklet mailed to the shareholders.

Acceptance of Questions in Advance
(Only available in Japanese)

We will accept your questions in advance and will respond to questions mainly related to the "Purposes of the Meeting" and those in which shareholders are highly interested during the Q&A session on the day of the General Meeting of Shareholders. If you are interested in details, please watch the above-mentioned live streaming. The responses will also be posted on the Company's website at a later date.

[How to submit questions in advance]
We will accept your questions on the Company's website:
URL: https://www.nttdata.com/global/ja/investors/share/shareholders_meeting/
From 10:00 a.m., Wednesday, May 28 , 2025 to 6:00 p.m., Tuesday, June 10, 2025

We will also accept questions by mail if you find it inconvenient to post them online. Please mail them to the following address during the above period (Please write your name, address, and shareholder number).
Reception Desk, Sustainability Innovation Department, NTT DATA Group Corporation
Toyosu Center Bldg. 34F, 3-3, Toyosu 3-chome, Koto-ku, Tokyo 135-6034, Japan

Procedures for Exercising Your Voting Rights via the Internet

We kindly ask that you review the following information before exercising your voting rights via the Internet:

1. You can exercise your voting rights via the Internet only by accessing the Company's designated website:

   https://www.web54.net (in Japanese)

   You can also use a smartphone, cellular phone, etc.
2. In case of exercising your voting rights via the Internet, please use the code and password indicated on the Voting Rights Exercise Form enclosed herewith (or Convocation Mail) and follow the instructions on the screen.
3. You can exercise your voting rights via the Internet **by 6:00 p.m. on Friday, June 13, 2025**. However, we kindly ask that you exercise your voting rights at your earliest convenience, so we can compile the results smoothly.
4. In case of exercising your voting rights via the Internet, it is not necessary to send the Voting Rights Exercise Form by mail.

   If you exercise your voting rights twice via the Internet and by mail, your vote via the Internet will be treated as valid.
5. If you exercise your voting rights more than once via the Internet, through a personal computer, a smartphone or a cellular phone, the last exercise of your voting rights will be treated as valid.
6. The costs of using the Internet to exercise your voting rights, such as the connection fees of Internet service providers and applicable communications fees (i.e., call charges), will be borne by the shareholder.

Inquiries on Exercising Voting Rights via the Internet

If you have any inquiries regarding the procedures for exercising your voting rights via the Internet, please contact:

Shareholder registry administrator: Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

[Direct line] 0120-652-031 (9:00 a.m. to 9:00 p.m.)

For other inquiries, please call 0120-782-031 (9:00 a.m. to 5:00 p.m., except for Saturdays, Sundays, and national holidays).

Electronic Voting Platform

Nominal shareholders such as trust banks acting as administrators (including standing proxies) can also use the electronic voting platform operated by ICJ Inc., a joint venture company established by Tokyo Stock Exchange, Inc. as an electromagnetic means to exercise their voting rights for the general meeting of shareholders of NTT DATA, in addition to exercising via the Internet as described above, if they apply in advance for the use of the electronic voting platform.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

No.1 Appropriation of Surplus

NTT DATA proposes to appropriate the surplus of the 37th fiscal year as follows:

Matters concerning year-end dividend

NTT DATA has adopted a basic policy of enhancing corporate value over the medium to long term and distributing profits properly, by pursuing sustainable growth through investments in new businesses, etc., efficient business operations, and other initiatives.

With regard to dividends, NTT DATA aims to pay dividends in a stable manner based on its consolidated financial results and financial position, taking into consideration the balance between dividend payments and expenditures needed to make investments in businesses and technological development for sustainable growth and to maintain and strengthen the financial structure. For determining the amount, the Company places importance on the maintenance of dividend payout ratio (*) over the medium to long term, considering the need to pay dividends in a stable manner at a time when the Company is going through drastic changes in the structure of such businesses as IT infrastructure due to the overseas business transformation.

Based on the above policy, NTT DATA decided to pay year-end dividends as follows:

(i) **Matters concerning the appropriation of dividend assets to shareholders and total amount**

Per NTT DATA common share: 12.5 yen

Total: 17,531,109,600 yen

The annual dividend will be 25 yen per share including an interim dividend of 12.5 yen, which has already been paid.

(ii) **Effective date of dividend of surplus**

June 17, 2025

*Dividend payout ratio: Total amount of dividends / profit attributable to shareholders of NTT DATA

No. 2 Election of 8 Directors Who Are Not Audit and Supervisory Committee Members

All 7 directors who are not Audit and Supervisory Committee members will complete their terms of office upon the closing of the General Meeting of Shareholders. Therefore, we would kindly ask for your election of 8 directors who are not Audit and Supervisory Committee members.

With the aim of strengthening global governance and enhancing diversity of the Board of Directors, the Company proposes to increase the number of directors who are not Audit and Supervisory Committee members by one to 8.

If this Proposal is approved as proposed, the Company plans to designate 7 out of all 12 directors as independent directors, and as a result, a majority of its directors will be independent outside directors.

The candidates for directors who are not Audit and Supervisory Committee members are as follows:

Candidate No.	Name			Present position and area of responsibility	Attendance at BOD meetings	Years as director
1	Re-appointment	Yutaka Sasaki	Male	**Representative Director, President and CEO**	Ordinary: 12/12 Extraordinary: 5/5	2
2	Re-appointment	Kazuhiko Nakayama	Male	**Representative Director and Senior Executive Vice President** Responsible for Corporate Management	Ordinary: 12/12 Extraordinary: 5/5	2
3	New	Asako Toyoda	Female	**Executive Vice President** Responsible for Legal and Risk Management Head of the Global Governance Headquarters	–	–
4	Re-appointment	Tadaoki Nishimura	Male	**Director and Senior Vice President** Responsible for Business Strategy Head of the Corporate Headquarters Concurrently as Head of the Strategy Office of the Corporate Headquarters	Ordinary: 10/10 Extraordinary: 4/4	1
5	Re-appointment	Mariko Fujii	Outside Director Independent Director	Female	Director	Ordinary: 12/12 Extraordinary: 5/5	6
6	Re-appointment	Fumihiko Ike	Outside Director Independent Director	Male	Director	Ordinary: 12/12 Extraordinary: 5/5	5
7	Re-appointment	Shigenao Ishiguro	Outside Director Independent Director	Male	Director	Ordinary: 12/12 Extraordinary: 4/5	3
8	New	Eric Lamarre	Outside Director Independent Director	Foreign national Male	–	–	–



Attendance at BOD meetings (FY2024)
Ordinary: 12/12 (100%)
Extraordinary: 5 /5 (100%)

Years as director
2 years
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
(Of which, the number of shares to be delivered under the Stock Compensation Plan)
37,905 shares
(15,305 shares)

Candidate No. 1 **Yutaka Sasaki** (Born September 13, 1965) Reappointment Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1990	April	Joined the Company
2016	June	Senior Vice President, Head of the Business Solutions Sector of the Company
2018	June	Senior Vice President, Head of the Manufacturing IT Innovation Sector of the Company
2020	June	Executive Vice President, Head of the Manufacturing IT Innovation Sector Head of the Business Solutions Sector of the Company
2021	June	Director and Executive Vice President, Head of the Strategy Headquarters Concurrently as Head of the Strategy Office of the Strategy Headquarters of the Company
2022	June	Executive Vice President, Head of the Corporate Headquarters Concurrently as Head of the Strategy Office of the Corporate Headquarters of the Company
2023	June	Representative Director and Senior Executive Vice President, Responsible for Technology Management of the Company
2023	July	Representative Director and Senior Executive Vice President, Responsible for the Japan Region of the Company Representative Director, President and CEO of NTT DATA Japan Corporation (set to resign in June 2025)
2024	June	Representative Director, President and CEO of the Company (present post)

Principal Concurrent Positions
None

Reasons for the nomination
He has engaged in organizational management in the Enterprise business for many years and also has an excellent track record and experience in corporate operations. In addition, he has been in charge of management as Representative Director, President and CEO of the Company since 2024. He has been nominated as a candidate for director as he is expected to continue to advance the NTT DATA Group's business operations while assuming roles such as supervision of business execution by utilizing his experience and achievements.



Attendance at BOD meetings (FY2024)
Ordinary: 12/12 (100%)
Extraordinary: 5/5 (100%)

Years as director
2 years
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
(Of which, the number of shares to be delivered under the Stock Compensation Plan)
10,242 shares
(6,242 shares)

Candidate No. 2 **Kazuhiko Nakayama** (Born October 5, 1964) Reappointment Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1989	April	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2007	June	General Accounting Manager of the Accounts and Finance Department of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION
2012	July	Head of the Investor Relations Office of the Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2014	June	Chief of Staff of the CEO's Office of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2018	June	Head of the Finance Department of NTT Communications Corporation
2019	June	Director and Head of the Finance Department of NTT Communications Corporation
2020	June	Senior Vice President and Head of the Finance and Accounting Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION
2023	June	Director and Senior Executive Vice President, Responsible for Corporate Management of the Company
2024	June	Representative Director and Senior Executive Vice President, Responsible for Corporate Management of the Company (present post)

Principal Concurrent Positions
None

Reasons for the nomination
He has an excellent track record and extensive experience in finance and business management at NIPPON TELEGRAPH AND TELEPHONE CORPORATION and NTT Group companies. In addition, since 2023, he has been in charge of corporate operations at NTT DATA, contributing to the maximization of human resources and organizational capabilities. He has been nominated as a candidate for director as he is expected to continue to advance the NTT DATA Group's business operations while assuming roles such as supervision of business execution by utilizing his experience and achievements.



Number of shares of the Company held
(Of which, the number of shares to be delivered under the Stock Compensation Plan)
16,332 shares
(10,322 shares)

Candidate No. 3

Asako Toyoda (Born March 18, 1966)

New | Female

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1990	April	Joined the Ministry of Posts and Telecommunications
2008	July	Deputy Mayor, CIO of the City of Hiroshima
2012	January	Joined the Company
2018	July	Head of the Global Accounts & Industries Division, Global Marketing Headquarters of the Company
2020	June	Senior Vice President, Head of the Global Accounts & Industries Division, Global Marketing Headquarters of the Company
2021	July	Senior Vice President, Head of the Global Strategy Office of the Corporate Headquarters of the Company
2022	July	Senior Vice President, Head of the Global Governance Headquarters of the Company
2023	June	Executive Vice President, Head of the Global Governance Headquarters of the Company
2024	June	Executive Vice President, Responsible for Legal and Risk Management, Head of the Global Governance Headquarters of the Company (present post)

Principal Concurrent Positions
None

Reasons for the nomination
She has an excellent track record and experience in global business for many years and also has engaged in organizational management in corporate operations. She has been nominated as a candidate for director as she is expected to continue to advance the NTT DATA Group's business operations while assuming roles such as supervision of business execution by utilizing her experience and achievements.



Attendance at BOD meetings (FY2024)
Ordinary: 10/10 (100%)
Extraordinary: 4/4 (100%)

Years as director
1 year
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
(Of which, the number of shares to be delivered under the Stock Compensation Plan)
10,302 shares
(6,402 shares)

Candidate No. 4

Tadaoki Nishimura (Born February 7, 1971)

Reappointment | Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1993	April	Joined the Company
2018	July	Head of the Fourth Public Division of the Second Public Sector of the Company
2020	July	Head of the First Public Division of the First Public Sector of the Company
2021	June	Deputy Head of the First Public Sector of the Company
2022	June	Senior Vice President, Head of the First Public Sector of the Public Headquarters of the Company
2023	June	Senior Vice President, Head of the Corporate Headquarters serving concurrently as Head of the Strategy Office of the Corporate Headquarters of the Company
2024	June	Director and Senior Vice President, Responsible for Business Strategy, Head of the Corporate Headquarters serving concurrently as Head of the Strategy Office of the Corporate Headquarters of the Company (present post) Director of NTT DATA, Inc. (set to resign in June 2025)

Principal Concurrent Positions
None

Reasons for the nomination
He has an excellent track record and experience in the Public & Social Infrastructure business for many years and also has engaged in organizational management in corporate operations. He has been nominated as a candidate for director as he is expected to continue to advance the NTT DATA Group's business operations while assuming roles such as supervision of business execution by utilizing his experience and achievements.



Attendance at BOD meetings (FY2024)
Ordinary:12/12(100%)
Extraordinary:5/5(100%)

Years as director
6 years
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
11,100 shares

Candidate No. 5

Mariko Fujii (Born March 9, 1955)

Outside Director | Independent Director | Reappointment | Female

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1977	April	Joined the Ministry of Finance
1997	July	Director of the International Affairs and Research Division of the Customs and Tariff Bureau at the Ministry of Finance
2001	March	Professor of the Research Center for Advanced Economic Engineering of the University of Tokyo
2004	April	Professor of the Research Center for Advanced Science and Technology of National University Organization, the University of Tokyo (resigned in October 2015)
2014	June	Director of Electric Power Development Co., Ltd. (resigned in October 2015)
2015	October	Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of Latvia (resigned in January 2019)
2016	June	Emeritus Professor of the University of Tokyo (present post)
2019	June	Director of the Company (present post)
2019	June	Director of Mitsubishi UFJ Financial Group, Inc. (set to resign in June 2025)

Principal Concurrent Positions
None

Reasons for the nomination as a candidate for outside director and outline of expected roles

She has keen discernment and extensive experience accumulated through her career in public administration, research on economics, and foreign affairs. Accordingly, she has been nominated as a candidate for outside director since she is expected to contribute to the enhancement of supervisory function in business execution and the provision of advice from a wide range of perspectives. She has never been engaged in corporate management other than by serving as an outside director or an outside auditor. However, based on the above reasons, the Company judges that she can perform the duties of outside director properly.

[Matters related to independence]

Ms. Mariko Fujii satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence (*) for independent directors stipulated by the Company.

Based on the above reasons, the Company judges that the independence of Ms. Fujii is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 14.

(Note) Ms. Mariko Fujii is a candidate for outside director. In addition, as described in the above section "Matters related to independence," she does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Accordingly, the Company has designated Ms. Fujii as an independent director and has notified this to Tokyo Stock Exchange, Inc. If the election of Ms. Fujii is approved, the Company will continue to designate her as an independent director.



Attendance at BOD meetings (FY2024)
Ordinary:12/12 (100%)
Extraordinary:5/5 (100%)

Years as director
5 years
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
14,000 shares

Candidate No. 6

Fumihiko Ike (Born May 26, 1952)

Outside Director | Independent Director | Reappointment | Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1982	February	Joined Honda Motor Co., Ltd.
2003	June	Chief Operating Officer for Power Products Operation and Director of Honda Motor Co., Ltd.
2006	April	Chief Financial Officer and Director of Honda Motor Co., Ltd.
2007	June	Chief Financial Officer and Managing Director of Honda Motor Co., Ltd.
2008	April	Chief Operating Officer for Asia and Oceania Region and Managing Director of Honda Motor Co., Ltd.
		President and Director of Asian Honda Motor Co., Ltd. (resigned in March 2011)
2011	April	Chief Financial Officer, Risk Management Officer, Chief Office for Information Systems and Senior Managing Director of Honda Motor Co., Ltd.
2012	April	Chief Financial Officer, Chief Information Officer, Risk Management Officer and Senior Managing Director of Honda Motor Co., Ltd.
2013	April	Chairman and Representative Director of Honda Motor Co., Ltd. (resigned in June 2016)
2014	May	Chairman of Japan Automobile Manufacturers Association, Inc. (resigned in May 2016)
2020	June	Director of the Company (present post)
2021	June	Director of Eisai Co., Ltd.
2021	June	Director of Resona Holdings, Inc.
2022	June	Director, Chairperson of the Board of Directors of Resona Holdings, Inc. (present post)
2023	June	Director, Chair of the Board of Directors of Eisai Co., Ltd. (present post)

Principal Concurrent Positions

Director, Chair of the Board of Directors of Eisai Co., Ltd.
Director, Chairperson of the Board of Directors of Resona Holdings, Inc.

Reasons for the nomination as a candidate for outside director and outline of expected roles

He has extensive experience in management in global business and a high level of expertise in IT. He has been nominated as a candidate for outside director since he is expected to contribute to the enhancement of supervisory function in business execution and the provision of advice from a wide range of perspectives.

[Matters related to independence]

Mr. Fumihiko Ike satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence (*) for independent directors stipulated by the Company.

From October 2016 to September 2017, he served as a member of the 3rd advisory board established for the purpose of obtaining opinions from experts outside the Company with knowledge of IT and global businesses, to examine the Company's management strategies and achieve transformation. The Company paid remuneration to Mr. Ike as an advisory board member, but the amount was less than 5 million yen per year. Therefore, we have determined that there is no concern in relation to his independence.

The Company and its major subsidiaries have transactions with Japan Automobile Manufacturers Association, Inc., for which Mr. Ike served as Chairman. However, the annual transaction in each of the most recent three fiscal years is less than 1% of the total annual sales of the Company and its major subsidiaries. The Company and its major subsidiaries have transactions with Honda Motor Co., Ltd., for which Mr. Ike served as Chairman and Representative Director. However, the annual transaction in each of the most recent three fiscal years is less than 1% of the total annual sales of the Company and its major subsidiaries, and less than 1% of the total annual sales of Honda Motor Co., Ltd.

Based on the above reasons, the Company judges that the independence of Mr. Ike is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 14.

(Note) Mr. Fumihiko Ike is a candidate for outside director. As described in the above section "Matters related to independence," he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Accordingly, the Company has designated Mr. Ike as an independent director and has notified this to Tokyo Stock Exchange, Inc. If the election of Mr. Ike is approved, the Company will continue to designate him as an independent director.



Attendance at BOD meetings (FY2024)
Ordinary: 12/12 (100%)
Extraordinary: 4/5 (80%)

Years as Director
3 years
(as of the closing of the General Meeting of Shareholders)

Number of shares of the Company held
2,900 shares

Candidate No. 7

Shigenao Ishiguro (Born October 30, 1957)

Outside Director | Independent Director | Reappointment | Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1982	January	Joined Tokyo Denki Kagaku Kogyo K.K. (current TDK Corporation)
2014	June	Corporate Officer of TDK Corporation
2015	April	CEO of Magnetic Heads and Sensors Business Company of TDK Corporation
2015	June	Senior Vice President of TDK Corporation
2016	June	President & Representative Director of TDK Corporation
		General Manager of Humidifier Countermeasures HQ of TDK Corporation
2022	April	Chairman & Representative Director of TDK Corporation
2022	June	Chairman & Director of TDK Corporation (resigned in June 2024)
2022	June	Director of the Company (present post)
2023	June	Director of Ricoh Company, Ltd. (present post)

Principal Concurrent Positions
Director of Ricoh Company, Ltd.

Reasons for the nomination as a candidate for outside director and outline of expected roles
He has an excellent track record and extensive experience in management including organizational management in global business, as well as a high level of expertise in maximization of human resources and organizational capabilities. He has been nominated as a candidate for outside director since he is expected to contribute to the enhancement of supervisory function in business execution and the provision of advice from a wide range of perspectives.

[Matters related to independence]
Mr. Shigenao Ishiguro satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence (*) for independent directors stipulated by the Company.
Based on the above reasons, the Company judges that the independence of Mr. Ishiguro is ensured.
* For the criteria of independence for independent directors stipulated by the Company, please see page 14.

(Note) Mr. Shigenao Ishiguro is a candidate for outside director. As described in the above section "Matters related to independence," he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Accordingly, the Company has designated Mr. Ishiguro as an independent director and has notified this to Tokyo Stock Exchange, Inc. If the election of Mr. Ishiguro is approved, the Company will continue to designate him as an independent director.



Number of shares of the Company held
0 shares

Candidate No. 8 **Eric Lamarre** (Born November 3, 1964)

Foreign national | Outside Director | Independent Director | New | Male

Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions

1994	August	Joined McKinsey & Company Inc.
2000	October	Partner of McKinsey & Company Inc.
2005	October	Global Co-leader Risk Management Practice of McKinsey & Company Inc.
2006	October	Senior Partner of McKinsey & Company Inc. (resigned in November 2024)
2010	October	Managing Partner of McKinsey Canada (resigned in September 2016)
2017	January	Managing Partner of McKinsey Digital North America (resigned in June 2023)
2024	September	Director of Coveo Solutions Inc. (present post)
2024	November	Special Advisor of McKinsey & Company Inc. (present post)
2025	May	Director of WSP Global Inc. (present post)

Principal Concurrent Positions

Director of Coveo Solutions Inc.
Special Advisor of McKinsey & Company Inc.
Director of WSP Global Inc.

Reasons for the nomination as a candidate for outside director and outline of expected roles

He has an excellent track record and extensive experience in consulting mainly in North America as well as a strong insight into digital and AI technologies. He has been nominated as a candidate for outside director since he is expected to contribute to the enhancement of supervisory function in business execution and the provision of advice from a wide range of perspectives.

[Matters related to independence]

Mr. Eric Lamarre satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence (*) for independent directors stipulated by the Company.

Based on the above reasons, the Company judges that the independence of Mr. Eric Lamarre is ensured.

* For the criteria of independence for independent directors stipulated by the Company, please see page 14.

(Note) Mr. Eric Lamarre is a candidate for outside director. As described in the above section "Matters related to independence," he does not have any possibility of causing a conflict of interest with general shareholders, in light of the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Therefore, if the election of Mr. Eric Lamarre is approved, the Company will designate him as an independent director.

(Note 1) NIPPON TELEGRAPH AND TELEPHONE CORPORATION is the parent company of the Company. NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION, and NTT Communications Corporation is a subsidiary of NTT DOCOMO, INC., which is a subsidiary of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.

(Note 2) There are no special interests between each candidate and the Company.

(Note 3) Mr. Yutaka Sasaki is set to resign as Representative Director, President and CEO of NTT DATA Japan Corporation in June 2025. Mr. Tadaoki Nishimura is set to resign as Director of NTT DATA, Inc. in June 2025. Ms. Mariko Fujii is set to resign as Director of Mitsubishi UFJ Financial Group, Inc. in June 2025.

(Note 4) Ms. Asako Toyoda is scheduled to be appointed as Director of NTT DATA, Inc. at the 31st Ordinary General Meeting of Shareholders to be held in June 2025. Mr. Tadaoki Nishimura is scheduled to be appointed as Director of NTT DATA Japan Corporation at the 3rd Ordinary General Meeting of Shareholders to be held in June 2025.

(Note 5) If the elections of Ms. Mariko Fujii, Mr. Fumihiko Ike, Mr. Shigenao Ishiguro and Mr. Eric Lamarre are approved, the Company will continue the respective agreement with the three directors, Ms. Mariko Fujii, Mr. Fumihiko Ike and Mr. Shigenao Ishiguro, which limits their liabilities for damages stipulated in Article 423, paragraph (1) of the Companies Act (hereinafter, the "Act") in accordance with the provision of Article 427, paragraph (1) of the Act, and newly enter into such agreement with Mr. Eric Lamarre. The limitation on liabilities for damages under such agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Act.

(Note 6) The Company has entered into a directors and officers liability insurance policy with an insurance company set forth in Article 430-3, paragraph (1) of the Act. This insurance policy shall cover the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position in the Company. However, losses and costs personally incurred by the insured due to bribery and other criminal acts as well as intentional illegal activities shall not be covered by the policy as a measure to ensure that the proper performance of duties by officers is not impaired. The candidates shall be included as insured persons under the insurance policy. The insurance policy will be renewed with the same terms and conditions at the time of the next renewal.

(Note 7) Over the past 10 years, Mr. Kazuhiko Nakayama had been a business executor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and NTT Communications Corporation, both of which are specified associated companies of the Company. His position and responsibilities are as described in "Career Summary, Positions, Areas of Responsibility and Principal Concurrent Positions."

(Note 8) The number of the Company's shares held by each candidate includes the number of shares to be delivered after his/her retirement based on the Stock Compensation Plan {equivalent to the number of vested points in the performance-linked Stock Compensation Plan (trust-type)}, which is indicated in parentheses in the above pages. For an overview of the Company's director remuneration system, please refer to Business Report "3. Circumstances of Corporate Governance (3) Matters Related to Corporate Officers (ii) Policy regarding director remuneration, etc. and total amount of remuneration."

Matters Regarding Election and Nomination

(Election policy for candidates for directors)

With regard to directors who are not Audit and Supervisory Committee members, we elect candidates from among human resources who have a broad perspective and experience, excellent management capabilities and leadership, a keen sense of management, as well as strong enthusiasm, in order to improve corporate value of the entire NTT DATA Group.

With regard to directors who are Audit and Supervisory Committee members, we elect candidates from among human resources expected to conduct audit and supervision from the perspective based on their professional experience and knowledge, etc. To audit and supervise the business operations conducted by directors who are not Audit and Supervisory Committee members in a fair manner, we elect all Audit and Supervisory Committee members from among outside directors.

In addition, we keep the size of the Board of Directors according to the business scale and structure the Board with consideration for a balance (Note) of required areas of expertise and diverse backgrounds including global experience (also including gender, race, ethnicity, and cultural background).

Furthermore, from the perspective of enhancing the supervisory function of business execution, we ensure that individuals with management experience at other companies are among independent outside directors who do not have any possibility of causing a conflict of interest with general shareholders, and that such individual outside directors make up the majority of the Board of Directors.

(Note) For the areas of expertise required for the Board of Directors and the current status of the balance, please refer to "(Reference) Composition of the Board of Directors (Skill Matrix)" on the next page.

(Election procedure)

For the election of candidates for directors, we first explain the NTT DATA Group's plan on overall management structure to independent outside directors, directors who are Audit and Supervisory Committee members, and the parent company. Upon receiving their appropriate advice, we adopt a resolution at the Board of Directors and submit the resolution to a general meeting of shareholders.

For the election of candidates for directors who are not Audit and Supervisory Committee members, we appropriately manage the right to make opinions regarding the nomination by the Audit and Supervisory Committee. For the election of candidates for directors who are Audit and Supervisory Committee members, we elect them based on the deliberation and consent of the Audit and Supervisory Committee.

Criteria of Independence

The Company designates outside directors who satisfy the following conditions, in addition to the criteria for independence stipulated by Tokyo Stock Exchange, Inc., as its independent directors.

A person who does not fall under any of the following items for the most recent three fiscal years:

(1) A business executor of the Company's business partner with the transaction exceeding the standard set forth by the Company (Note1);

(2) A business executor of the Company's lender with the amount of lending exceeding the standard set forth by the Company (Note 2);

(3) An individual providing specialized services, such as a consultant, an accounting expert, or a legal expert, who has received from the Company and its major subsidiaries (Note 3) any money or other property profit that is worth 10 million yen or more per year other than director remuneration in any year of the most recent three fiscal years; or

(4) A business executor of an organization that has received contributions exceeding the standard set forth by the Company (Note 4).

Even if a person falls under any of the conditions from (1) through (4) as stipulated above, any reason for judging that such person still has independence is required to be explained and disclosed when such person is appointed as an independent director.

(Note 1) The Company's business partner exceeding the standard set forth by the Company refers to a business partner whose total transaction with the Company and its major subsidiaries (Note 3) is 2% or larger of their total sales in any of the most recent three fiscal years.

(Note 2) The Company's lender exceeding the standard set forth by the Company refers to a lender who lends to the Company and its major subsidiaries (Note 3) 2% or a larger percentage of their total assets in any of the most recent three fiscal years.

(Note 3) The major subsidiaries are NTT DATA Japan Corporation and NTT DATA, Inc.

(Note 4) An organization that has received contributions exceeding the standard set forth by the Company refers to an organization that has received contributions from the Company and its major subsidiaries (Note 3) that exceed 10 million yen per year or 2% of the total annual revenue of such organization, whichever is larger in amount, in any of the most recent three fiscal years.

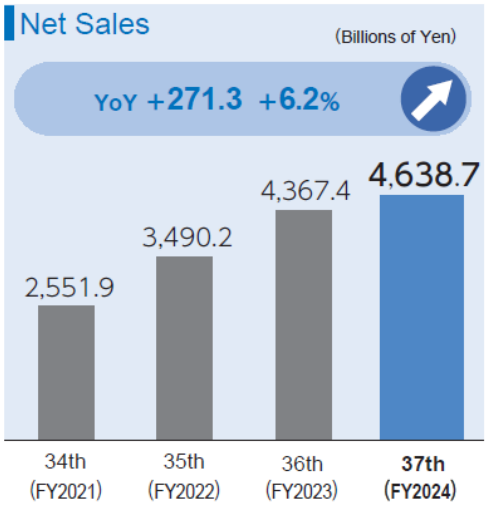
(Reference) Composition of the Board of Directors (Skill Matrix) *based on the assumption that all the candidates will be elected at the General Meeting of Shareholders

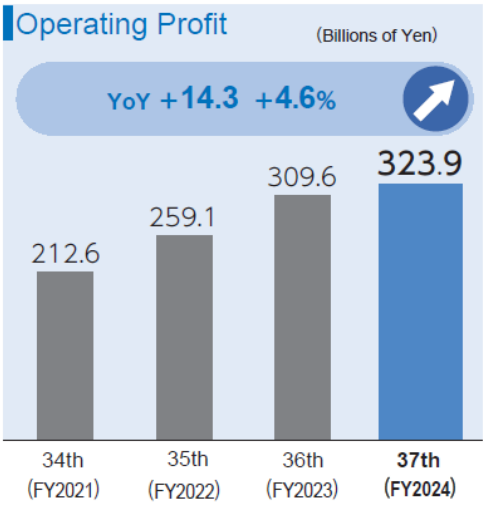
Name			Corporate Management	Global Perspective	Sales / Marketing & Consulting	Development/ R&D	Business Management	Finance & Accounting	Legal & Government Affairs	(Reference) Area of particular expertise *Business executors only
Yutaka Sasaki			●		●	●	●			Enterprise business
Kazuhiko Nakayama			●	●			●	●		Corporate Management
Asako Toyoda				●	●		●		●	Global business
Tadaoki Nishimura					●	●	●			Public & Social Infrastructure business
Mariko Fujii	Outside Director Independent Director			●				●	●	—
Fumihiko Ike	Outside Director Independent Director		●	●	●		●			—
Shigenao Ishiguro	Outside Director Independent Director		●	●		●	●			—
Eric Lamarre	Outside Director Independent Director Foreign national Director		●	●	●		●			—
Tomoko Hoshi	Outside Director Independent Director	Audit & Supervisory Committee member		●				●		—
Nobuyuki Tainaka	Outside Director Independent Director	Audit & Supervisory Committee member					●		●	—
Eiichi Sakamoto	Outside Director	Audit & Supervisory Committee member	●		●		●			—
Mitsuko Inamasu	Outside Director Independent Director	Audit & Supervisory Committee member							●	—

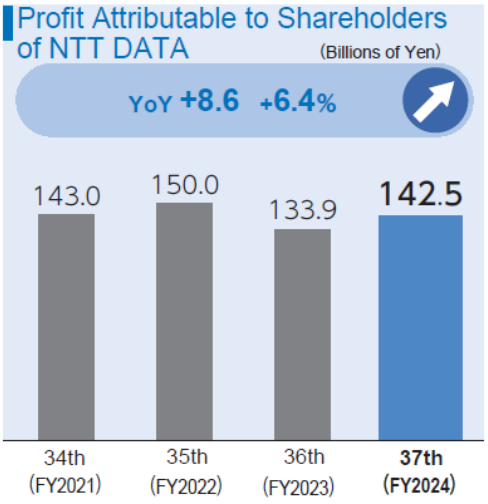
(Note 1) The Company defines seven areas of expertise that its Board of Directors should possess as Corporate Management, Global Perspective, Sales/Marketing & Consulting, Development/R&D, Business Management, Finance & Accounting, and Legal & Government Affairs.
(Note 2) Sustainability field is included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

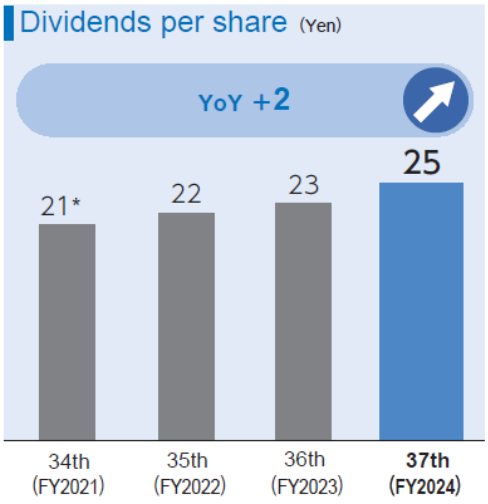
Highlights of the 37th Fiscal Year (from April 1, 2024 to March 31, 2025)

- Enjoyed increases in net sales, operating profit, and profit, buoyed by the robust performances of the Japan Segment, the Data Center and SAP businesses of the Overseas Segment, etc.
- Plans to pay an annual dividend of 25 yen, up 2 yen from FY2023









*Including a special dividend of 2 yen

In this Notice of Convocation, amounts are rounded off to the indicated unit.
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Forward-looking statements in this document are based on certain assumptions derived from information available to the NTT DATA Group as of March 31, 2025 and actual results may differ from the statements due to various factors that may arise in the future.