

Notification of Independent Directors

1. Basic Information

Company Name	NTT DATA Group Corporation		Code	9613
Date of Submission	2024/5/20	(Scheduled) Date of Change	2024/6/18	
Reason for Submitting This Notification	It is filed as the selection of Outside Directors is to be discussed at the Ordinary General Meeting of Shareholders.			
<input checked="" type="checkbox"/> NTT DATA Group has designated all candidates who meet the independence standards as Independent Directors. *1				

2. Information Regarding Independence of Independent Directors and Outside Directors

No.	Name	Outside Director	Independent Director	Attributes of the Directors (*2, 3)													Content of Change	Consent of the Director	
				a	b	c	d	e	f	g	h	i	j	k	l	N/A			
1	Mariko Fujii	Outside Director	<input type="radio"/>															<input type="radio"/>	Yes
2	Fumihiko Ike	Outside Director	<input type="radio"/>																Yes
3	Shigenao Ishiguro	Outside Director	<input type="radio"/>															<input type="radio"/>	Yes
4	Tomoko Hoshi	Outside Director	<input type="radio"/>															<input type="radio"/>	Yes
5	Nobuyuki Tainaka	Outside Director	<input type="radio"/>																Yes
6	Eiichi Sakamoto	Outside Director																Newly appointed	
7	Mitsuko Inamasu	Outside Director	<input type="radio"/>															<input type="radio"/>	Yes

3. Description of Attributes of Independent Directors and Reasons for Appointment

No.	Explanation of the Relationship *4	Reason for Appointment *5
1		Ms. Mariko Fujii satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
2	From October 2016 to September 2017, Mr. Fumihiko Ike served as a member of the 3rd advisory board which was established for the purpose of obtaining opinions from experts outside the company with knowledge of IT and global businesses. The Company paid remunerations to Mr. Fumihiko Ike as an advisory board member and the amount was less than 5 million yen per year. Therefore, we are determined that there is no concern in relation to his independence. He was Chairman of Japan Automobile Manufacturers Association, Inc., a general incorporated association. The Company and/or its major subsidiaries have business transactions with Japan Automobile Manufacturers Association, Inc. and the transaction value in any of the last three fiscal years is less than 1% of the total sales amount of the Company and its major subsidiaries. He was Chairman and Representative Director of Honda Motor Co., Ltd. The Company and/or its major subsidiaries have business transactions with Honda Motor Co., Ltd. and the transaction value in any of the last three fiscal years is less than 1% of the total sales amount of the Company and its major subsidiaries, and of Honda Motor Co., Ltd.	As described in the left column, Mr. Fumihiko Ike was an executive of Japan Automobile Manufacturers Association, Inc. and Honda Motor Co., Ltd., with which the Company and/or its major subsidiaries have business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
3		Mr. Shigenao Ishiguro satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
4		Ms. Tomoko Hoshi satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
5	Mr. Nobuyuki Tainaka was an Executive Officer of Canon Inc. The Company and/or its major subsidiaries have business transaction with Canon Inc., and the transaction value in any of the last three fiscal years is less than 1% of the total sales amount of the Company and its major subsidiaries.	As described in the left column, Mr. Nobuyuki Tainaka was an executive of Canon Inc., with which the Company and/or its major subsidiaries have business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.
6		
7		Ms. Mitsuko Inamasu satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which stocks of the Company are listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have deemed that there is no risk of conflicting interest with general shareholders.

4. Supplementary Explanation

<p>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.</p> <p>A person who does not fall under any of the following items for the most recent 3 fiscal years:</p> <p>(1) A business executor of the Company's business partner exceeding the standards set forth by the Company (*1);</p> <p>(2) A business executor of the Company's lender exceeding the standards set forth by the Company (*2);</p> <p>(3) An individual providing specialized services, such as a consultant, an accountant or a lawyer, who has received from the Company and/or its major subsidiaries (*3) any money or other property profit that is worth 10 million yen or more per year other than executive remuneration in any year of the most recent 3 fiscal years; or</p> <p>(4) A business executor of an organization that has received contributions exceeding the standards set forth by the Company (*4).</p> <p>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.</p> <p>*1 The Company's business partner exceeding the standards set forth by the Company refers to a business partner whose total trading amount with the Company and its major subsidiaries (*3) is 2% of their total sales or larger in any fiscal year out of the most recent 3 fiscal years.</p> <p>*2 The Company's lender exceeding the standards set forth by the Company refers to a lender who lends to the Company and/or its major subsidiaries (*3) 2% or a larger percentage of their total assets in any fiscal year out of the most recent 3 fiscal years.</p> <p>*3 The major subsidiaries are NTT DATA Japan Corporation and NTT DATA, Inc.</p> <p>*4 An organization that has received contributions exceeding the standards set forth by the Company refers to an organization that has received contributions from the Company and/or its major subsidiaries (*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 fiscal year out of the most recent 3 fiscal years.</p>

- *1 Check the box if all of the Outside Directors/Auditors who meet the standards for Independent Directors/Auditors have already been registered as Independent Directors/Auditors.
- *2 Items to check regarding the attributes of each Director/Auditor
- An executive of the listed company or its subsidiary
 - A non-executive director or an accounting advisor of the listed company or its subsidiary (in the case of an Outside Auditor)
 - An executive or a non-executive director of a parent company of the listed company
 - An auditor of a parent company of the listed company (in the case of an Outside Auditor)
 - An executive of a fellow subsidiary company of the listed company
 - A party whose major business partner is the listed company or an executive thereof
 - A major business partner of the listed company or an executive thereof
 - A consultant, an accountant or a legal professional who receives a large amount of monetary payments or other assets from the listed company besides compensation as Director/Auditor
 - A major shareholder of the listed company (or an executive of such major shareholder if the shareholder is a legal entity)
 - An executive of a business partner of the listed company (which does not correspond to any of f, g, or h.) (the Director/Auditor himself/herself only)
 - An executive of a company, between which and the listed company, Outside Directors/Auditors are mutually appointed. (the Director/Auditor himself/herself only)
 - An executive of a company or an organization that receives donations from the listed company (the Director/Auditor himself/herself only)
- Please note that the above items from a. to l. are brief descriptions of the items specified in the TSE regulations.
- *3 Mark the box with "○" if the category presently applies to or has recently applied to the Director/Auditor or with "△" when the category applied to the Director/Auditor in the past.
- *4 Mark the box with "●" if the category presently applies to or has recently applied to a close relative or with "▲" when the category applied to a close relative in the past.
- *4 If any of the items through a. to l. applies to the Director/Auditor, describe the attributes in detail (outline).
- *5 Describe the reasons for appointment as an Independent Director/Auditor.