



May 9, 2025

Company Name: Nippon Telegraph and Telephone Corporation
Representative: Akira Shimada, President and Chief Executive Officer
(Code No.: 9432, Tokyo Stock Exchange, Prime Market)

**NOTICE REGARDING CHANGE OF CORPORATE NAME OF THE COMPANY AND ITS
SUBSIDIARIES, A PARTIAL AMENDMENT TO THE ARTICLES OF INCORPORATION AS A
RESULT OF THE TRANSITION TO A COMPANY WITH AN AUDIT AND SUPERVISORY
COMMITTEE, DETERMINATION OF THE AMOUNT AND DETAILS OF COMPENSATION FOR
MEMBERS OF THE BOARD, DETERMINATION OF THE AMOUNT AND DETAILS OF THE
PERFORMANCE-LINKED STOCK COMPENSATION SYSTEM FOR MEMBERS OF THE
BOARD**

Nippon Telegraph and Telephone Corporation (“NTT”) hereby announces that, at a meeting of its Board of Directors held May 9, 2025, the board resolved to submit to the 40th Ordinary General Meeting of Shareholders scheduled to be held on June 19, 2025 (the “Ordinary General Meeting of Shareholders”) a proposal to change the corporate name, partially amend the Articles of Incorporation as a result of the transition to a company with an Audit and Supervisory Committee, determine the amount and details of compensation for Members of the Board (excluding Audit and Supervisory Committee Members) and determine the amount of compensation for Members of the Board who are Audit and Supervisory Committee Members, and partially revise the eligibility for the performance-linked stock compensation system for NTT and NTT’s specified major subsidiaries (the “Target Subsidiaries” and, together with NTT, collectively, the “Target Companies”) which was implemented in 2021 (the “Compensation System”), to Members of the Board (excluding Outside Members of the Board, Audit and Supervisory Committee Members, and those who are non-residents of Japan).

In 1952, the Nippon Telegraph and Telephone Public Corporation took over the formally government-run telegraph and telephone business. During the period of postwar reconstruction and rapid economic growth, in response to society’s expectations of “immediately accessible telephones,” the Nippon Telegraph and Telephone Public Corporation built the foundation of communications infrastructure.

With the liberalization of telecommunications, the company became the current Nippon Telegraph and Telephone Corporation in 1985, and has continued to expand its business and take on the challenge of solving social issues while remaining committed to always considering the voices of customers and society as the starting point for its business activities.

As the business structure of the NTT Group has evolved with the changing times, and in light of the fact that the Act Partially Amending the Act on Nippon Telegraph and Telephone Corporation, etc., enacted in April 2024 (the “Amended NTT Act”), now allows NTT to change its corporate name, NTT has decided to officially adopt its common name, “NTT,” for which it is widely accepted both in Japan and overseas, as its corporate name.

At the same time, NTT has decided to transition to a company with an Audit and Supervisory Committee with the aim of further enhancing discussions on management policies and strategies, further strengthening the monitoring function of the Board of Directors, and to make the governance structure more easily understood by overseas investors and other stakeholders as a global company.

Taking advantage of the change in its corporate name and the restructuring of its governance model, the “New NTT Group” will promote business development in global markets with a sense of unity, continue to undergo dynamic self-innovation with a view to the future while accelerating the medium-term management strategy “New value creation & Sustainability 2027 powered by IOWN,” and aim to further enhance corporate value.

*As announced in the “Notice of Regarding Transition to a Company with an Audit and Supervisory Committee” dated March 25, 2025, the Board has resolved to transition from a “Company with an Audit and Supervisory Board” to a “Company with an Audit and Supervisory Committee,” subject to approval at the Ordinary General Meeting of Shareholders and approval from the Minister of Internal Affairs and Communications.

1. Change of NTT’s Corporate Name

① New corporate name
NTT 株式会社 (NTT, Inc.)

② Scheduled Date of Change
July 1, 2025

*The Change of corporate name is subject to the approval of the amendment to the Articles of Incorporation (regarding the change of corporate name) at the Ordinary General Meeting of Shareholders.

2. Change of Subsidiaries’ Corporate Names

It is hereby announced that the Board of Directors of the following companies, which are two subsidiaries of NTT, have resolved to change their corporate names, subject to the approval of the amendment to the Articles of Incorporation at the Ordinary General Meeting of Shareholders and the approval at each subsidiary’s General Meeting of Shareholders.

Current Corporate Name		New Corporate Name
東日本電信電話株式会社 (NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION)	⇒	NTT 東日本株式会社 (NTT EAST, Inc.)
西日本電信電話株式会社 (NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION)	⇒	NTT 西日本株式会社 (NTT WEST, Inc.)

(Reference) Corporate Logos of NTT and its subsidiaries after the corporate name changes

NTT, Inc.	NTT DATA Group Corporation [※]	NTT DATA Japan Corporation [※]
		
NTT DOCOMO, INC. [※]	NTT EAST, Inc.	NTT WEST, Inc.
		
NTT Urban Solutions, Inc. [※]	NTT Anode Energy Corporation [※]	NTT DOCOMO BUSINESS, Inc.
		
NTT DOCOMO SOLUTIONS, Inc.		
		

(Note) “NTT DATA Group Corporation,” “NTT DATA Japan Corporation,” “NTT DOCOMO, INC.” “NTT Urban Solutions, Inc.” and “NTT Anode Energy Corporation” will not change their corporate names, but only their logos.

3. Partial Amendment to the Articles of Incorporation

(1) Reason and Summary of Change

As mentioned above, the Amended NTT Act has enabled NTT to change its corporate name, and as such NTT has decided to adopt its common name, “NTT,” which is widely known both in Japan and overseas, as its official corporate name.

In addition, in connection with the transition to a company with an Audit and Supervisory Committee to further enhance discussions on management policies and strategies, the following changes will be made:

- ① Change of corporate name.
- ② Establishment of new provisions concerning Audit and Supervisory Committee and its members, the deletion of provisions concerning the Audit and Supervisory Board and its members.
- ③ Establishment of new provisions regarding the number of Members of the Board who are Audit and Supervisory Committee Members and their term of office.

- ④ Changes of other items, such as amendments and deletions of related provisions, changes to the numbering of articles, and other necessary changes.

(2) Details of the Amendment to the Articles of Incorporation

The details of the changes are included in the Appendix.

(3) Schedule

Date of the Ordinary General Meeting of Shareholders to amend the Articles of Incorporation: June 19, 2025 (Planned)

Effective date of the amendment to the Articles of Incorporation: June 19, 2025 (Planned)

(Further, the effective date of the change of the corporate name is July 1, 2025 (Planned))

4. Determination of the Amount and Details of Compensation for Members of the Board (Excluding Audit and Supervisory Committee Members) and the Amount of Compensation for Members of the Board Who Are Audit and Supervisory Committee Members

The amount of monetary compensation for Members of the Board which was approved at the 36th Ordinary General Meeting of Shareholders held on June 24, 2021, was monetary compensation in an amount of ¥600 million or less annually (for Outside Members of the Board, ¥200 million or less annually), funds paid to Members of the Board (excluding Outside Members of the Board) by NTT to acquire NTT's common stock (the "Company Shares") through the Board Members Shareholding Association (the "Board Members Shareholding Association System") in an amount of ¥50 million or less annually, which is separate from the amount of monetary compensation for Members of the Board.

As a result of the transition to a company with an Audit and Supervisory Committee, NTT plans to submit to the Ordinary General Meeting of Shareholders proposals that (1) the amount of monetary compensation for Members of the Board (excluding Audit and Supervisory Committee Members) be ¥830 million or less annually (for Outside Members of the Board, ¥200 million or less annually), (2) the amount paid to Members of the Board (excluding Outside Members of the Board) as funds for the Board Members Shareholding Association System, which is separate from the amount of monetary compensation for Members of the Board described above in (1), be ¥70 million or less annually, and (3) the amount of monetary compensation for Members of the Board who are Audit and Supervisory Committee Members be ¥200 million or less annually.

5. Determination of the Amount and Details of the Performance-Linked Stock Compensation System for Members of the Board

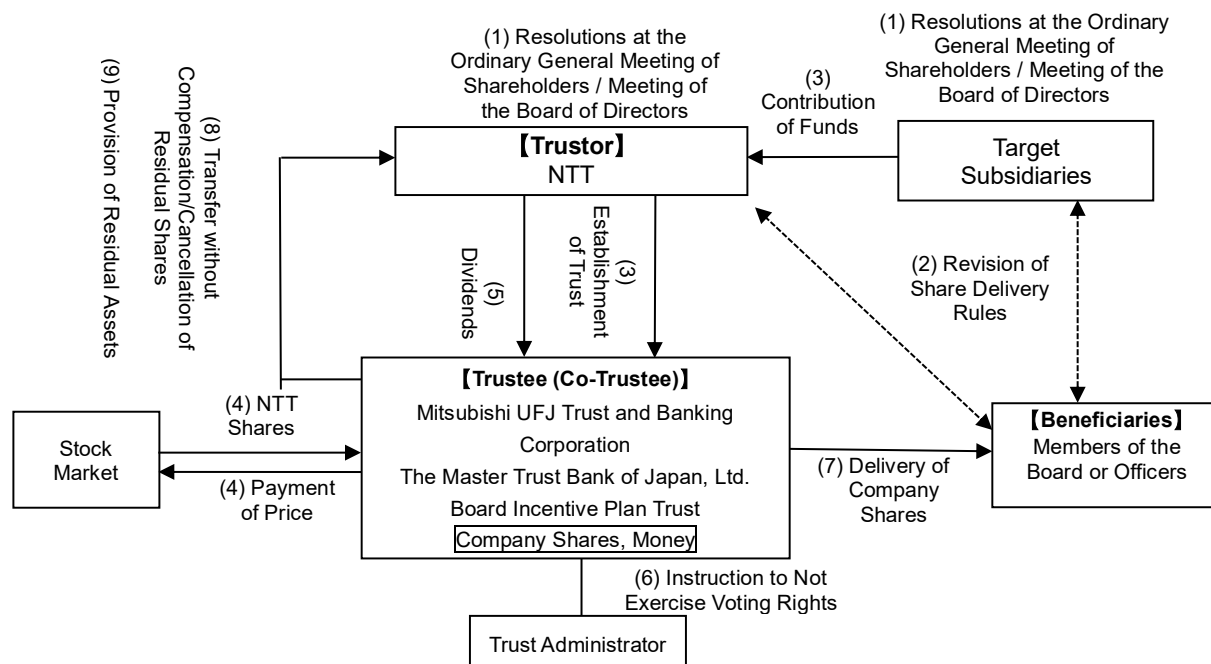
(1) Summary

In conjunction with the NTT's transition to a company with an Audit and Supervisory Committee, NTT has decided to change the persons eligible for the Compensation System from Members of the Board and

Executive Officers (excluding Outside Members of the Board, Audit and Supervisory Committee Members, and those who are non-residents of Japan) of NTT and Members of the Board and Executive Officers of Target Subsidiaries (excluding Outside Members of the Board, Audit and Supervisory Committee Members, and those who are non-residents of Japan) (the “Members of the Board or Officers”) to Members of the Board and Executive Officers (excluding Outside Members of the Board, Audit and Supervisory Committee Members, and those who are non-residents of Japan) of NTT and Target Subsidiaries.

In addition, with the aim of achieving the Company’s Medium-Term Management Strategy, NTT has decided to revise the details of the Compensation System to increase the ratio of stock compensation for Members of the Board to more clearly link the compensation of Members of the Board with the Company’s corporate value, further enhance the motivation of Members of the Board to achieve financial targets under the Medium-Term Management Strategy, and encourage ownership of the Company’s shares by Members of the Board to further align their interests with shareholders.

(2) Overview of the Revised Compensation System



- ① NTT will obtain resolutions approving the changes to the Compensation System for the Members of the Board at the Ordinary General Meeting of Shareholders.
- ② NTT and the Target Subsidiaries will revise the share delivery rules of the Compensation System at the Boards of Directors meeting of each company.
- ③ NTT will contribute funds that constitute the source of the funds for the stock compensation of the Members

of the Board or Officers and establish the trust under which the Members of the Board or Officers who satisfy the beneficiary requirements will be beneficiaries.

- ④ Pursuant to instructions from the trust administrator, the trust will acquire the Company Shares from the stock market. The number of shares to be acquired by the trust for delivery to the Members of the Board or Officers and the amount of funds equivalent to the conversion price of such shares (each, a “delivery”), will not exceed the scope approved at the shareholder meetings of each Target Company.
- ⑤ Dividends on the Company Shares held by the trust will be paid in the same manner as dividends on other Company Shares.
- ⑥ Voting rights for the Company Shares held by the trust will not be exercised throughout the trust period.
- ⑦ During the delivery period, Members of the Board or Officers under the trust will receive certain points pursuant to the stock delivery rules of each Target Company and, if they satisfy the beneficiary requirements, will receive Company Shares equivalent to a certain ratio of points (with shares less than one unit to be rounded down) from the trust. Company Shares equivalent to any residual points will be converted into cash within the trust pursuant to the trust agreement, and Members of the Board or Officers will receive a monetary equivalent to the converted value of the Company Shares.
- ⑧ With respect to any residual shares at the expiration of the trust period due to non-achievement of the company’s results targets or other reasons, in the event that the trust continues to be used under the Compensation System or an equivalent stock compensation system, such shares will be eligible for delivery to the Members of the Board or Officers. In the event that the trust is terminated upon expiration of the trust period, as a means of shareholder returns, the trust will transfer such shares to NTT without compensation, and it is expected that NTT would cancel such shares pursuant a resolution of the Board of Directors.
- ⑨ Any residual dividends on the Company Shares held by the trust at the expiration of the trust period will be used as funds to acquire shares if the trust continues to be utilized. In the event that the trust is terminated upon the expiration of the trust period, the amount will be returned to the company within the limits of the trust expense reserve after deducting from the trust money the funds for share acquisition, and the portion exceeding the reserve for trust expenses will be donated to organizations that have no interests with NTT or the Members of the Board or Officers.

* During the trust period, if the number of shares held by the trust is likely to be insufficient for the number of Company Shares equivalent to the number of points to grant shares to the Members of the Board or Officers, or if the funds consisting of trust assets is likely to be insufficient for the payment of the trust fees and expenses, additional funds may be contributed to the trust by NTT, and additional Company Shares may be acquired by the trust.

(1) Overview of the Compensation System

The Compensation System will cover the fiscal years that are subject to the medium-term management strategy set forth by NTT (in each case such continuation is referred to herein, as set forth in Section 4(a) below), and is a system for delivery of Company Shares as executive compensation depending on the position of the Members of the Board or Officers and the degree to which financial targets under the medium-term management strategy have been achieved, among other factors. Furthermore, in the event of the continuation of the trust thereafter (in each case such continuation is referred to herein, as set forth in Section 4(b) below), the fiscal years that correspond to subsequent medium-term management strategies will be set as the target periods.

(2) Resolutions of Boards of Directors with Respect to the Continuation of the Compensation System

In connection with the continuation of the Compensation System, with respect to the executive compensation of the Members of the Board of each Target Company who are eligible under the Compensation System, the trust agreement will be amended at the end of the trust period and additional

contributions will be made to the trust pursuant to board resolutions, within the scope approved at the shareholder meetings for the adoption of the Compensation System. Furthermore, necessary matters regarding the executive compensation of Executive Officers of each Target Company who are eligible under the Compensation System will also be resolved pursuant to board resolutions.

(3) Persons Eligible for the Compensation System (Beneficiary Requirements)

Subject to meeting the beneficiary requirements described below and upon completing the required beneficiary verification procedures, Members of the Board or Officers will be able to have Company Shares delivered from the trust in an amount corresponding to the number of stock delivery points.

The beneficiary requirements are as follows:

- a. The person is a Member of the Board or Officer on or after the date the system begins (including persons who newly become Members of the Board or Officers after the date the system begins)
- b. The person has retired from the position of a Member of the Board or Officer* or become non-residents of Japan
- c. The person has not resigned due to personal reasons (excluding unavoidable circumstances such as injury and illness or other reasons approved by NTT), been dismissed, or has not engaged in any illegal or inappropriate activities during his or her tenure
- d. Other requirements that are determined to be necessary to accomplish the purpose of a performance-linked stock compensation system

* However, in the event that the trust period is extended pursuant to Section 4(c) below and such Member of the Board or Officer is still in office as a person eligible for the system following the expiration of the extended trust period, the trust will be terminated at such time, and delivery of the Company Shares for such eligible person will be conducted while such person remains in office.

(4) Trust Period

a. Extended Trust Period

Because there is currently an existing trust established to correspond to the four fiscal years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2028 (the “Current Target Period”), the target period under the revised Compensation System shall be the remaining three fiscal years of the Current Target Period (from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028).

b. Continuation of the Trust

Upon the expiration of the trust period, the trust may be continued by means of amendment of the trust agreement or creation of an additional trust. In such an event, the number of fiscal years that corresponds to the medium-term management strategy established by NTT at such time will be set as the new target period, the trust period will be extended to correspond to such new target period, and distributions of points to Members of the Board or Officers will continue to be made during the duration of the extended trust period. For any additional contributions made to the trust during the new target period, executive compensation for Members of the Board of each Target Company will be made within the scope of the maximum amounts of funds to be contributed to the trust (the “Acceptable Range”) if the proposals relating to the Compensation System which are scheduled to be submitted to the Ordinary General Shareholders Meeting are approved. In the event that such additional contributions are made, however, if there are any Company Shares (excluding Company Shares corresponding to points granted to Members of the Board or Officers for which Delivery has not been completed) or funds that remain in the trust’s property on the last day of the trust period prior to the extension (collectively, “Residual Shares”), the total amount of Residual Shares corresponding to the executive compensation for Members of the Board of each Target Company, plus additional contributions of funds to the trust, will be within the Acceptable Range. Extensions of the trust period will not be limited to one extension; the trust period

may also be re-extended thereafter in the same manner.

c. Expiration of the Trust (Extension of Trust Period without Additional Contributions)

Even in the event that the trust expires, if there are Members of the Board or Officers who may meet the beneficiary requirements at the time of the expiration of the trust period (or, in the event of a continuation of the trust as described in (b) above, the as-extended trust period), the trust will not be terminated immediately, but rather, the trust period will be extended for a specified limited period of time. In such an event, however, new distributions of points to Members of the Board or Officers will not be made.

(5) Calculation Method for the Number of Company Shares to be Provided for the Delivery to Members of the Board or Officers

At a specified time each year during the trust period, points calculated in accordance with the following formula (“Reference Points”) will be granted on the basis of the position of each Member of the Board or Officer. At a specified time following the last day of the final fiscal year of the target period, the number of Company Shares to be delivered will be determined based on the number of Reference Points accumulated during the trust period (“Accumulated Points”) multiplied by the performance-linked co-efficient.

The performance-linked co-efficient will be assessed based on financial targets and other metrics set forth in NTT’s medium-term management strategy. For the target period, the performance-linked co-efficient will be determined within a range of 0-150% at the end of the final fiscal year of the target period (the fiscal year ending March 31, 2028) based on the degree to which the EBITDA financial target has been achieved.

(Reference Point Formula)

Reference stock compensation amount based on position ÷ average closing share price of Company Shares on the Tokyo Stock Exchange in the month prior to the start of the target period (rounded down to the nearest whole number)

The number of the Company Shares that will be subject to delivery to the Members of the Board or Officers through the trust will be one Company Share per one point, with any fraction less than one point rounded down. If, however, a stock split or reverse stock split occurs with respect to Company Shares during the trust period, the number of Company Shares per point will be adjusted in accordance with the stock split ratio or reverse stock split ratio, as applicable.

In addition, in the event that a Member of the Board or Officer retires, passes away or becomes a non-resident of Japan during the trust period, the number of shares to be delivered will be determined using the number of Accumulated Points as of such time as the number of points for share delivery.

(6) Method of Delivery of the Company Shares to the Members of the Board or Officers, and Period of Delivery

In the event that an Member of the Board or Officer who meets the beneficiary requirements retires (excluding instances in which such person passes away), such Member of the Board or Officer will, upon completing certain specified beneficiary verification procedures, receive Company Shares from the trust in a number corresponding to a specified percentage of the points for share delivery (rounded down), and with respect to the number of Company Shares corresponding to the remaining points for share delivery, funds corresponding to the exchange payment will be delivered after such shares are redeemed within the trust. If a Member of the Board or Officer who meets the beneficiary requirements passes away during the trust period, Company Shares corresponding to the number of points for share delivery calculated at such time will be redeemed within the trust, and the heirs of such Member of the Board or Officer will receive a distribution from the trust. If a Member of the Board or Officer who meets the beneficiary requirements becomes a non-resident of Japan during the trust period, Company Shares corresponding to the number of points for share delivery calculated at such time will be redeemed within

the trust, and the Member of the Board or Officer will receive a distribution from the trust.

(7) Maximum Total Amount of Funds to be Contributed to the Trust for NTT's Members of the Board or Officers and Maximum Total Amount of Points to be Granted

The maximum total amount of funds to be contributed to the trust for purposes of the acquisition of Company Shares for delivery to NTT's Members of the Board or Officers, and the maximum total amount of points to be granted to NTT's Members of the Board or Officers, are as described below.

- **Maximum Amount of Funds to be Contributed to the Trust⁽¹⁾**

¥150 million per each fiscal year, with the maximum aggregate amount of funds to be contributed to the trust during the target period (three fiscal years) to be ¥450 million. In the event that there is a continuation of the trust as described in Section 4(b) above, the maximum aggregate amount of funds to be contributed to the trust will be an amount equivalent to the maximum amount of trust funds for one fiscal year (¥150 million) multiplied by the number of years in the new target period.
 - **Maximum Total Amount of Points to be Granted to Members of the Board or Officers⁽²⁾**

1,750,000 points per each fiscal year (equivalent to 1,750,000 shares). Therefore, the maximum aggregate number of Company Shares to be acquired by the trust during the target period (three fiscal years) will be 5,250,000 shares, which is the product of the amount per fiscal year multiplied by three (the number of fiscal years in the target period). In the event that there is a continuation of the trust as described in Section 4(b) above, the maximum aggregate number of the Company Shares to be acquired by the trust will be an amount equivalent to the maximum amount of points for one fiscal year (1,750,000 points) multiplied by the number of years in the new target period.
- (1) Represents the aggregate amount of funds for stock acquisitions by the trust and for trust fees and expenses for the duration of the trust period.
- (2) The maximum total amount of points to be granted to NTT's Members of the Board or Officers is determined based on the maximum amount of trust funds listed above and by reference to the stock price at the time the compensation system was adopted and other factors.

Reference:

The Target Subsidiaries for the Compensation System are as follows:

- NTT DOCOMO, INC.
 - NTT EAST, Inc. ⁽³⁾
 - NTT WEST, Inc. ⁽³⁾
 - NTT DOCOMO BUSINESS, Inc.⁽⁴⁾
 - NTT Urban Solutions, Inc.
- (3) The change of corporate names will take effect on July 1, 2025 (Planned), subject to the approval of the amendment to the Articles of Incorporation at the Ordinary General Meeting of Shareholders and the approval at each subsidiary's General Meeting of Shareholders.
- (4) Subject to approval at the subsidiary's General Meeting of Shareholders, the change of corporate names will take effect on July 1, 2025 (Planned).

(8) Method of Acquisition of the Company Shares by the Trust

Company Shares acquired by the trust are anticipated to be acquired from the stock market.

Acquisitions of Company Shares with respect to NTT's Members of the Board or Officers will be conducted in an amount of shares within the scope that corresponds to the maximum total amount of acquisition funds and maximum total amount of points granted to the Members of the Board or Officers described in (7) above.

(9) Clawback System

A system has been established such that, in the event that a Member of the Board or Officer engages in significant illegal or inappropriate activity, or takes employment with a competing company without the permission of the Target Companies, the system will enable the revocation of rights to receive Company Shares under the Compensation System with respect to such person (malus) and the request for the return of funds corresponding to previously delivered Company Shares (clawback).

(10) Exercise of Voting Rights of Company Shares within the Trust

In order to maintain the neutrality of management, voting rights with respect to Company Shares held within the trust (i.e., Company Shares held before delivery to the Members of the Board and Officers as described in (6) above) will not be exercised during the trust period.

(11) Dividends on Company Shares within the Trust

Dividends on Company Shares held within the trust will be received by the trust and applied to the trust's fees and expenses.

(12) Expiration of the Trust Period

With respect to any residual shares at the expiration of the trust period due to non- achievement of the company's financial targets or other reasons, in the event that the trust continues to be used under the Compensation System or an equivalent stock compensation system, such shares will be eligible for delivery to the Members of the Board or Officers. In the event that the trust is terminated upon expiration of the trust period, as a means of shareholder returns, the trust will transfer such shares to NTT without compensation, and it is expected that NTT would cancel such shares pursuant a resolution of the Board of Directors.

In addition, any residual dividends on the Company Shares held by the trust that exist at the expiration of the trust period will be used as funds to acquire shares if the trust will continue to be used. If, however, the trust is terminated due to the expiration of the trust period, the residual dividends will vest in NTT within the extent of reserves for trust expenses, which are calculated by deducting funds for acquiring shares from the trust money, and the portion exceeding the reserves for trust expenses will be donated to organizations that have no interests with NTT or the Members of the Board or Officers.

For further inquiries, please contact:
Ooshima or Urakawa
Investor Relations Office
Finance and Accounting Department
Nippon Telegraph and Telephone Corporation
Contact us by email: <https://group.ntt/en/ir/contact/>

Appendix

(The underlined represent the revisions)

Current Articles of Incorporation	Proposed Amendment
Article 1. (Corporate Name) - The Company shall be incorporated pursuant to the Act on Nippon Telegraph and Telephone Corporation, Etc. and the name of the Company shall be <u>Nippon Denshin Denwa Kabushiki Kaisha</u>. - The name of the Company in English translation shall be <u>Nippon Telegraph and Telephone Corporation</u>. Article 2. (Purpose) - The purpose of the Company shall be to hold all the shares which both <u>Nippon Telegraph and Telephone East Corporation</u> and <u>Nippon Telegraph and Telephone West Corporation</u> (hereinafter referred to as the “Regional Companies”) respectively issue and to ensure proper and stable provision of telecommunications services by the Regional Companies as well as to conduct research relating to the telecommunications technologies that will form the foundation for telecommunications. - The Company shall engage in the following business activities: (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) such business activities as are incidental to the business activities of the preceding three items. - The Company may, besides the business activities <u>referred to</u> in the preceding paragraph, engage in business activities necessary to achieve the purpose of the Company. Article 5. (Organs) The Company shall, besides the general meeting of Shareholders and the Members of the Board, have the following organs: (1) Board of Directors; (2) <u>Audit & Supervisory Board Members</u>; (3) <u>Audit & Supervisory Board</u>; and (4) Accounting Auditor. Article 11. (Share Handling Regulations) Administrative work related to the Company’s	Article 1. (Corporate Name) - The Company shall be incorporated pursuant to the Act on Nippon Telegraph and Telephone Corporation, Etc. and the name of the Company shall be <u>NTT Kabushiki Kaisha</u>. - The name of the Company in English translation shall be <u>NTT, Inc.</u> Article 2. (Purpose) - The purpose of the Company shall be to hold all the shares which both <u>NTT EAST, Inc.</u> and <u>NTT WEST, Inc.</u> (hereinafter referred to as the “Regional Companies”) respectively issue and to ensure proper and stable provision of telecommunications services by the Regional Companies as well as to conduct research relating to the telecommunications technologies that will form the foundation for telecommunications. - The Company shall engage in the following business activities: (1) (No changes) (2) (No changes) (3) (No changes) (4) such business activities as are incidental to the business activities of the preceding three items. - The Company may, besides the business activities <u>prescribed</u> in the preceding paragraph, engage in business activities necessary to achieve the purpose of the Company. Article 5. (Organs) The Company shall, besides the general meeting of Shareholders and the Members of the Board, have the following organs: (1) Board of Directors; (2) <u>Audit and Supervisory Committee</u>; and (3) Accounting Auditor. Article 11. (Share Handling Regulations) Administrative work related to the Company’s

shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors.

Article 13. (Transfer Agent)

1. (Omitted)
2. The transfer agent, its location and the scope of its authority shall be determined by a resolution of the Board of Directors and public notice shall be given with respect thereto.

Article 20. (Number of Members of the Board)

There shall be no more than fifteen (15) Members of the Board of the Company.

(New Article)

Article 21. (Election of Members of the Board)

1. (Omitted)
2. (Omitted)

(New Article)

Article 22. (Term of Office of Members of the Board)

1. The term of office of Members of the Board shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years from their assumption of office.

(New Article)

shares and stock acquisition rights, and the fees therefor, as well as matters relating to the exercise of rights by Shareholders, shall, other than as prescribed by laws or regulations or by these Articles of Incorporation, be in accordance with the Share Handling Regulations determined by the Board of Directors, or by a Member of the Board delegated by a resolution of the Board of Directors.

Article 13. (Transfer Agent)

1. (No changes)
2. The transfer agent, its location and the scope of its authority shall be determined by a resolution of the Board of Directors, or by a Member of the Board delegated by a resolution of the Board of Directors, and public notice shall be given with respect thereto.

Article 20. (Number of Members of the Board)

1. There shall be no more than seventeen (17) Members of the Board of the Company.
2. Of the Members of the Board described in the preceding paragraph, no more than five (5) Members of the Board shall be Members of the Audit and Supervisory Committee.

Article 21. (Election of Members of the Board)

1. (No changes)
2. (No changes)
3. The effect of a resolution electing a substitute Member of the Board who is an Audit & Supervisory Committee Member shall expire upon the commencement of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years after such Board Member's assumption of office.

Article 22. (Term of Office of Members of the Board)

1. The term of office of Members of the Board (excluding Audit and Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within one (1) year from their assumption of office.
2. The term of office of Members of the Board who are Audit and Supervisory Committee

2. The term of office of any Member of the Board elected to fill a vacancy or elected because of <u>an increase in number shall be the same as the remainder of the term of office of the other Members of the Board.</u> Article 23. (Election of Representative Members of the Board and Members of the Board with Specific Powers) 1. The Members of the Board shall elect from among its members one (1) President. 2. ~ 4. (Omitted) 5. The Board of Directors may elect one (1) or more Members of the Board from among its members to be Representative Members of the Board of the Company, in addition to the President. 6. (Omitted) 7. When the President is unable to act, one of the other Members of the Board shall act on his or her behalf in accordance with the order predetermined by a resolution of the Board of Directors. Article 24. (Meetings of the Board of Directors) 1. (Omitted) 2. ~ 3. (Omitted) 4. Notice of a meeting of the Board of Directors shall be dispatched to each Member of the Board <u>and Audit & Supervisory Board Member</u> no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 5. ~ 7. (Omitted) (New Article)	<u>Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last business year ending within two (2) years from their assumption of office.</u> 3. The term of office of any Member of the Board <u>who is an Audit and Supervisory Committee Member elected as a substitute for an Audit and Supervisory Committee Member of the Board who has retired before the expiration of their term shall be the same as the remainder of the term of office of the retired Audit and Supervisory Committee Member.</u> Article 23. (Election of Representative Members of the Board and Members of the Board with Specific Powers) 1. The Members of the Board shall elect from among its members <u>(excluding Audit and Supervisory Committee Members)</u> one (1) President. 2. ~ 4. (No changes) 5. The Board of Directors may elect one (1) or more Members of the Board from among its members <u>(excluding Audit and Supervisory Committee Members)</u> to be Representative Members of the Board of the Company, in addition to the President. 6. (No changes) 7. When the President is unable to act, one of the other Members of the Board <u>(excluding Audit and Supervisory Committee Members)</u> shall act on his or her behalf in accordance with the order predetermined by a resolution of the Board of Directors. Article 24. (Meetings of the Board of Directors) 1. (No changes) 2. ~ 3. (No changes) 4. Notice of a meeting of the Board of Directors shall be dispatched to each Member of the Board no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 5. ~ 7. (No changes) <u>Article 26. (Delegation of Decisions on Execution of Important Operations)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph (6) of the Companies Act, the Company may, by a resolution of the Board of Directors,</u>
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Article 26. (Exemption of Members of the Board from Liabilities) (Omitted) CHAPTER V. <u>AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u> <u>Article 27. (Number of Audit & Supervisory Board Members)</u> <u>There shall be no more than six (6) Audit & Supervisory Board Members of the Company.</u> <u>Article 28. (Election of Audit & Supervisory Board Members)</u> <u>Audit & Supervisory Board Members shall be elected at a general meeting of Shareholders by a majority vote of Shareholders present at a meeting at which Shareholders entitled to exercise their voting rights present hold shares representing in the aggregate one-third (1/3) or more of voting rights of all the Shareholders.</u> <u>Article 29. (Term of Office of Audit & Supervisory Board Members)</u> <u>1. The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders held relating to the last business year ending within four (4) years from their assumption of office.</u> <u>2. The term of office of any Audit & Supervisory Board Member elected to fill a vacancy shall be the same as the remainder of the term of office of his or her predecessor.</u> <u>Article 30. (Full-time Audit & Supervisory Board Members)</u> The <u>Audit & Supervisory Board</u> shall, by its resolution, elect one (1) or more full-time <u>Audit & Supervisory Board Members</u>. <u>Article 31. (Meetings of Audit & Supervisory Board)</u> <u>1. Notice of a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the date of the</u>	<u>delegate all or part of decisions on the execution of important operations (excluding the matters set forth in each item of paragraph (5) of the same Article) to Members of the Board.</u> Article <u>27</u>. (Exemption of Members of the Board from Liabilities) (No changes) CHAPTER V. <u>AUDIT AND SUPERVISORY COMMITTEE</u> (Deleted) (Deleted) (Deleted) Article <u>28</u>. (Full-time <u>Audit and Supervisory Committee Members</u>) The <u>Audit and Supervisory Committee</u> shall, by its resolution, elect one (1) or more full-time <u>Audit and Supervisory Committee Members</u>. Article <u>29</u>. (<u>Meetings of Audit and Supervisory Committee</u>) <u>1. Notice of a meeting of the Audit and Supervisory Committee shall be dispatched to</u>
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meeting. Such period of notice may, however, be shortened in case of urgency. 2. Unless otherwise provided by laws or regulations, resolutions at a meeting of the <u>Audit & Supervisory Board</u> shall be adopted by a majority vote of the <u>Audit & Supervisory Board Members</u>. 3. Unless otherwise provided by laws or regulations or by these Articles of Incorporation, any other matters with respect to the <u>Audit & Supervisory Board</u> shall be governed by the Regulations of the <u>Audit & Supervisory Board</u> established by the <u>Audit & Supervisory Board</u>. <u>Article 32. (Exemption of Audit & Supervisory Board Members from Liabilities)</u> <u>The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws or regulations pursuant to a resolution of the Board of Directors.</u> <u>The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Audit & Supervisory Board Members limiting their liabilities as provided in Article 423, Paragraph 1 of the Companies Act; provided, however, that said limits on liability based on agreements shall be limited to the extent permitted by laws or regulations.</u> Article <u>33</u>. (Business Year) (Omitted) (New Article)	each <u>Audit and Supervisory Committee Member</u> no later than three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency. 2. Unless otherwise provided by laws or regulations, resolutions at a meeting of the <u>Audit and Supervisory Committee</u> shall be adopted by a majority vote of the <u>Audit and Supervisory Board Committee Members at which majority of the Audit and Supervisory Board Committee Members eligible to vote are in attendance</u>. 3. Unless otherwise provided by laws or regulations or by these Articles of Incorporation, any other matters with respect to the <u>Audit and Supervisory Committee</u> shall be governed by the Regulations of the <u>Audit and Supervisory Committee</u> established by the <u>Audit and Supervisory Committee</u>. (Deleted) Article <u>30</u>. (Business Year) (No changes) <u>Article 31. (Organ for Determining Distributions of Surplus, etc.)</u> <u>The Company may determine the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of</u>
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Article <u>34</u>. (Distributions of Surplus, etc.) (Omitted) Article 35. (Interim Dividends) 1. Pursuant to Article 151, Paragraph 1 of the Book-Entry Transfer Act, the Company shall, <u>by resolution of the Board of Directors</u>, be entitled to make distributions of surplus <u>in accordance with Article 454, Paragraph 5 of the Companies Act</u> (hereinafter referred to as “interim dividends”) to Shareholders as identified by notice to the Company from the transfer institution, or persons designated as pledgees of such shares as identified by such notice to the Company from the transfer institution, on the 30th day of September of each year as stipulated in Paragraph 1 of the preceding Article. 2. (Omitted) (New Article) (New Article)	<u>surplus, by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</u> Article <u>32</u>. (Distributions of Surplus, etc.) (No changes) Article <u>33</u>. (Interim Dividends) 1. Pursuant to Article 151, Paragraph 1 of the Book-Entry Transfer Act, the Company shall be entitled to make distributions of surplus (hereinafter referred to as “interim dividends”) to Shareholders as identified by notice to the Company from the transfer institution, or persons designated as pledgees of such shares as identified by such notice to the Company from the transfer institution, on the 30th day of September of each year as stipulated in Paragraph 1 of the preceding Article. 2. (No changes) (Supplementary Provisions) <u>Article 1.</u> <u>The amendments to Article 1 and Article 2, Paragraph 1 of the Articles of Incorporation shall take effect on July 1, 2025. Upon the effective date of the amendment of Article 1 and Article 2, Paragraph 1 of the Articles of Incorporation, this Article shall be deleted and the following paragraph shall be renumbered accordingly.</u> <u>Article 2.</u> <u>Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, to the extent permitted by laws and regulations, exempt members of the Audit & Supervisory Board (including former members) from liability under Article 423, Paragraph 1 of the Companies Act, for neglecting their duties prior to the effective date of the partial amendment to the Articles of Incorporation resolved at the 40th Ordinary General Meeting of Shareholders.</u>
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Executive Compensation Policy

1. Fundamental Policy of the Executive Compensation Policy

In NTT's Medium-Term Management Strategy, "New Value Creation & Sustainability 2027 Powered by IOWN," we have identified "NTT as a Creator of New Value and Accelerator of a Global Sustainable Society," "Upgrading the Customer Experience (CX)," and "Improving the Employee Experience (EX)" as main pillars. The core of our business is to support the sustainability of the planet, and for that purpose, we pursue the creation of new value as well as the sustainable business growth and development of the NTT Group while aiming to increase corporate value.

In order to achieve such a vision, the executive compensation system is an important mechanism for increasing motivation by strongly encouraging the execution of responsibilities by executive officers in furtherance of increasing medium- to long-term corporate value and achieving sustainable growth.

2. Compensation Principles

The level of executive compensation will take into consideration factors including economic and social conditions, the business environment of the NTT Group, a review of compensation levels of comparably sized major companies based on external databases and other data, and the responsibilities of officers of NTT and NTT Group companies, and will be determined upon review of appropriate levels to be able to maintain market competitiveness.

3. Details of Compensation Structure and Performance-Linked Compensation

Compensation for Members of the Board (excluding Outside directors and members of the Audit and Supervisory Committee) and Executive Officers consists of monthly compensation, bonuses (short-term incentives), purchases of Company Shares through the Board Members Shareholding Association, and performance-linked stock compensation (medium- to long-term incentives), and the ratio of monthly compensation, short-term incentives, and medium- to long-term incentives is determined according to job responsibilities.

Specifically, the composition ratio of compensation for the President and Senior Vice Presidents in the event that standard business results are achieved will roughly be as follows: monthly base salary : short-term incentive (bonus) : medium- to long-term incentive = 40:35:25, or = 50:30:20 in the case of other Members of the Board.

When appointing non-Japanese executive offices, compensation levels and structures may be determined individually, considering the nature of the role and market standards.

Details of each compensation system are described below.

- **Monthly Compensation**

- Monetary compensation based on the significance of each executive officer's role and the scope of such officer's responsibilities, is to be paid as a fixed monthly compensation.

- **Bonus (Short-Term Incentive)**

- The performance-linked monetary compensation is paid each year in June upon consideration of

business results in the current fiscal year.

- Furthermore, with respect to the financial targets for bonuses, the targets set forth in the medium-term management strategy, among others, are used as the relevant indexes upon which evaluations are made.
- **Stock Acquisition Funds (Medium- to Long-Term Incentive)**
 - Funds of certain defined amounts or more are contributed to the Board Members Shareholding Association to purchase Company Shares for the purposes of further promoting profit-sharing with shareholders by encouraging executive officers to hold Company Shares. All Company Shares purchased with such funds will continue to be held during the period of tenure of such executive officers.
- **Performance-Linked Stock Compensation (Medium- to Long-Term Incentive)**
 - Stock compensation, payments of which vary, based on the degree to which business performance targets, including the financial targets, have been achieved during the fiscal years covered by the medium-term management strategy, is provided for the purposes of creating a clear correlation between executive compensation and the corporate value of the company, and provides increased incentives to achieve the financial targets, and further promotes profit-sharing with shareholders by encouraging executive officers to hold Company Shares.
 - Using the trust established by NTT, points are granted and accumulated each year as determined in accordance with position, and upon the expiration of the medium-term management strategy, the number of shares to be granted is calculated by multiplying the performance-linked co-efficient, based on the degree to which financial targets have been achieved, by the number of accumulated points. EBITDA, among other targets, will be used as the financial targets for stock compensation, and shares will be granted upon the retirement of the executive officer.
 - If an executive officers who is eligible for the stock compensation system commits a significant violation of his or her contract with the company or engages in other inappropriate activity, or takes employment with a competing company without the permission of the company, the system will enable the revocation of rights to receive grants of Company Shares under the Compensation System with respect to such person and the request for the return of funds corresponding to previously delivered Company Shares.

In order to maintain a high level of independence, compensation of Outside Members of the Board (excluding Audit and Supervisory Committee Members) consists of a base salary only, and is not linked to NTT's business results. Compensation of Members of the Board who are Audit & Supervisory Committee Members is determined by resolution of the Members of the Board who are Audit & Supervisory Committee Members and consists of a base salary only, for the same reasons as those cited above with respect to Outside Members of the Board (excluding Audit and Supervisory Committee Members).

4. Process of Determining Compensation

With regard to the compensation of Members of the Board of NTT, in order to ensure objectivity and transparency, NTT established the Appointment and Compensation Committee, of which the majority of its members will consist of Outside independent Members of the Board, and the committee makes compensation determinations including with respect to individual compensation. In addition, the Board

of Directors has delegated determinations regarding the compensation ratio, the compensation calculation method and individual compensation to the committee.