



January 28, 2022

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Notice Regarding Subscription to the Tender Offer of Treasury Shares Conducted by Recruit Holdings Co., Ltd.

NTT DATA CORPORATION ("the Company") hereby announces that the Company has entered into a subscription agreement with Recruit Holdings Co., Ltd. ("RHC") concerning RHC's tender offer of treasury shares ("Tender Offer") which was resolved at RHC's board of directors meeting held today, pursuant to which, the Company will tender a portion of the common shares of RHC held by the Company in the Tender Offer. Brief details are provided as follows.

1. Reasons for subscribing to the Tender Offer

As part of its efforts to review its strategic shareholdings (cross-shareholdings), the Company and RHC have been internally discussing the partial sale of its RHC shares. While examining the optimal capital relationship between the two companies, the Company received a proposal from RHC for subscribing to the Tender Offer, and as a result of the examination of the contents of the proposal, the Company decided to subscribe to the Tender Offer, as the conditions, such as the tender offer price, are considered appropriate.

The Company will continue to enhance its corporate value by maintaining and strengthening its partnership with RHC.

2. Overview of the Tender Offer

The Company subscribes to the Tender Offer with regard to the common shares of RHC held by the Company as follows:

Number of shares to be tendered 19,700,000 common shares
Purchase price 4,581 JPY per share
Total amount to be sold 90,245,700,000 JPY

3. Status of shares held before and after the Tender Offer

(1) Number of shares held before the Tender Offer	28,350,000 shares (1.71% of the total number of shares outstanding)
(2) Number of shares to be tendered through the Tender Offer	19,700,000 shares (1.19% of the total number of shares outstanding)
(3) Number of shares held after the Tender Offer	8,650,000 shares (0.52% of the total number of shares outstanding)

(Note 1) The figures for the percentages of the total number of shares outstanding hereinabove are calculated based on the total number of shares issued by RHC as of September 30, 2021, as described in the "Consolidated Financial Results for the Six Months Ended September 30, 2021 [IFRS, Unaudited]" released by RHC on November 15, 2021, minus the number of treasury shares held by RHC as of that date (excluding shares held by the Board Incentive Plan Trust for Directors' Remuneration and shares held by the Stock Granting Trust ESOP), and are rounded down to the nearest two decimal place.

(Note 2) Number of shares held after the Tender Offer indicates the number of shares held in the event that the Tender Offer is completed and all 19,700,000 shares of RHC common stock tendered by the Company are purchased by RHC. Since the maximum number of shares to be purchased by RHC is set at 34,000,000 shares in the Tender Offer, it is possible that all 19,700,000 shares to be tendered by the Company may not be purchased, depending on the tendering status of other shareholders of RHC.

4. Schedule of the Tender Offer (Planned)

(1) Public Notice of Commencement of Tender Offer	January 31, 2022
(2) Tender Offer Period	From January 31, 2022 to March 1, 2022
(3) Settlement Commencement Date	March 24, 2022

5. Impact on business results

The Company has adopted International Financial Reporting Standards (IFRS) in its consolidated financial statements, thus, there is no impact of the Tender Offer on net income for the fiscal year ending March 2022.

Gain on sales of investment securities resulting from the Tender Offer is expected to be recorded as extraordinary income in the non-consolidate statements for the fiscal year ending March 2022. Since the Tender Offer is not completed as of the date, the Company will disclose the information promptly after the Tender Offer Period ends and the number of shares to be sold by the Company is determined.

End