



May 9, 2022

To whom it may concern

Company name: NTT DATA Corporation
Representative: Yo Honma, Representative Director, President, and
Chief Executive Officer
(Security code: 9613, Tokyo Stock Exchange, Prime
Market)
Contact: Sota Endo, Senior Executive Manager, Investor
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Tel.: +81-3-5546-8119

Company name: NTT Data Intramart Corporation
Representative: Yoshihito Nakayama, Representative Director and
President
(Security code: 3850, Tokyo Stock Exchange,
Standard Market)
Contact: Makoto Suzuki, Director & General Manager,
Administration Department
Tel.: +81-3-5549-2823

Company name: XNET Corporation
Representative: Takehiko Motani, Representative Director and
President
(Security code: 4762, Tokyo Stock Exchange,
Standard Market)
Contact: Koji Tsubota, General Manager, Administration
Department
Tel.: +81-3-5367-2201

Company name: Netyear Group Corporation
Representative: Hirohiko Sasaki, Representative Director and
President & CEO
(Security code: 3622, Tokyo Stock Exchange, Growth
Market)
Contact: Takashi Harimoto, Executive Officer and General
Manager, Corporate Department
Tel.: +81-3-6369-0550

Notice Concerning Change in Parent Company

NTT DATA Corporation (“NTT Data”), NTT Data Intramart Corporation (“NTT Data Intramart”), XNET Corporation (“XNET”) and Netyear Group Corporation (“Netyear Group”) hereby announce that NTT, Inc. (“NTT, Inc.”), the parent company of NTT Data and the (indirectly owning) parent company of each of NTT Data Intramart, XNET and Netyear Group, will cease to be the parent company of these companies effective as of October 1, 2022.

1. Background of Change

NTT, Inc. is the parent company of NTT Data holding 760,000,000 shares of common stock (54.2% of the total number of voting rights as of September 30, 2021) of NTT Data and also the parent company of each of NTT Data Intramart, XNET and Netyear Group indirectly holding shares of such companies through NTT Data.

As announced by the “Notice Concerning Execution of Master Agreement and Shareholders Agreement with Nippon Telegraph and Telephone Corporation, and Execution of Absorption-Type Company Split Agreement with NTT, Inc., for Integration of NTT Group’s Overseas Business, Change of Largest and Major Shareholder and Change of Subsidiaries, and Transition to Holding Company Structure upon Company Split of Domestic Business and Establishment of Split Preparation Company” released by NTT Data today, NTT Data has, in line with its plan to further grow the NTT Data group’s overseas business, resolved at today’s Board of Directors meeting to integrate the group overseas business of NTT, Inc., a wholly owned subsidiary of Nippon Telegraph and Telephone Corporation (“NTT”) (the “Overseas Business Integration”) into the NTT Data group’s overseas business. Specifically, NTT Data resolved (i) to execute a master agreement (the “Master Agreement”) and shareholders agreement (the “Shareholders Agreement”) with NTT; (ii) to execute an absorption-type company split agreement with NTT, Inc. whereby each of NTT, Inc. and its subsidiaries will become subsidiaries of NTT Data after the overseas business operated by NTT Data is succeeded to by NTT, Inc. (the “Overseas Business Split Agreement”; the company split based on this agreement shall be referred to as the “Overseas Business Split”); and (iii) as part of the Overseas Businesses Integration, to acquire a part of NTT, Inc. shares held by NTT subject to the Overseas Business Split coming into effect (the “Additional Share Acquisition”), respectively, at today’s Board of Directors meeting, and NTT Data executed the Master Agreement, the Shareholders Agreement and the Overseas Business Split Agreement effective as of today. Further, prior to the Overseas Business Split and Additional Share Acquisition, NTT, Inc. is scheduled to perform a 49-for-1 share split of NTT, Inc. shares of common stock pursuant to the Master Agreement, and to distribute all of 760,000,000 shares of common stock of NTT Data held by NTT, Inc. in kind to NTT (the “Distribution in Kind”) effective as of October 1, 2022. The dividend-in-kind will be paid to NTT in the form of a cash dividend. As a result of the Distribution in Kind, NTT, Inc. will no longer be the parent company of NTT Data nor the (indirect holding) parent company of each of NTT Data Intramart, XNET and Netyear Group.

2. Overview of NTT, Inc.

(1)	Name	NTT, Inc.	
(2)	Address	5-1, Otemachi 1-chome, Chiyoda-ku, Tokyo	
(3)	Title and Name of Representative	Jun Sawada, President and Chief Executive Officer	
(4)	Business Details	NTT group global business governance, strategy formulation, policy promotion, etc.	
(5)	Stated Capital Amount	340,050 million yen (as of March 31, 2022)	
(6)	Date of Incorporation	July 5, 2006	
(7)	Net Assets	1,540,730 million yen (as of March 31, 2021)	
(8)	Total Assets	1,541,830 million yen (as of March 31, 2021)	
(9)	Major Shareholders and Shareholding Ratios	Nippon Telegraph and Telephone Corporation 100%	
(10)	Relationship with the Company	Capital relationship	As of today, NTT, Inc. holds 760,000,000 shares of NTT Data’s common stock (54.2% of the total number of voting rights as of September 30, 2021), and also indirectly holds 2,320,000 shares of NTT Data Intramart’s common stock (47.9% of the total number of voting rights as of September 30, 2021), 4,213,400 shares of XNET (51.1% of the total number of voting rights as of September 30, 2021) and 3,395,701 shares of Netyear Group’s common stock (48.5% of the total number of voting rights as of September 30, 2021) through NTT Data. Through the Distribution in Kind, NTT, Inc. will deliver all of its shares of common stock of NTT Data to NTT, and NTT Data will acquire 3,575 shares in total of common stock of NTT, Inc. as consideration for the Overseas Business Split and as a result of the Additional Share Acquisition.
		Personnel	One director of NTT, Inc. also serves as a director of NTT Data.

	relationship	
	Business relationship	The Company engages in transactions with NTT, Inc. such as outsourced consulting, system and software development, and maintenance and support services.

(Note) The above-mentioned figure for the stated capital amount of NTT, Inc. is as of March 31, 2022, reflecting reclassification of stated capital and capital surplus to other capital surplus in January 2022.

3. Number of Voting Rights held by NTT, Inc. and the Percentage of Voting Rights held Before and After the Change
(Voting Rights in NTT Data)

	Attribute	Number of Voting Rights (Percentage of Voting Rights Held)		
		Direct Holding	Amount Subject to Aggregation	Total
Before Change (as of May 9, 2022)	Parent company	7,600,000 (54.2%)	-	7,600,000 (54.2%)
After Change	-	-	-	-

(Note) The percentage of voting rights held is calculated based on the total number of voting rights as of September 30, 2021 (i.e., 14,023,886 voting rights), rounded to one decimal place.

(Voting Rights in NTT Data Intramart)

	Attribute	Number of Voting Rights (Percentage of Voting Rights Held)		
		Direct Holding	Amount Subject to Aggregation	Total
Before Change (as of May 9, 2022)	Parent company (indirectly holding NTT Data Intramart shares)	-	23,200 (47.9%)	23,200 (47.9%)
After Change	-	-	-	-

(Note) The percentage of voting rights held is calculated based on the total number of voting rights as of September 30, 2021 (i.e., 48,419 voting rights), rounded to one decimal place.

(Voting Rights in XNET)

	Attribute	Number of Voting Rights (Percentage of Voting Rights Held)		
		Direct Holding	Amount Subject to Aggregation	Total
Before Change (as of May 9, 2022)	Parent company (indirectly holding XNET shares)	-	42,134 (51.1%)	42,134 (51.1%)
After Change	-	-	-	-

(Note) The percentage of voting rights held is calculated based on the total number of voting rights as of September 30, 2021 (i.e., 82,410 voting rights), rounded to one decimal place.

(Voting Rights in Netyear Group)

	Attribute	Number of Voting Rights (Percentage of Voting Rights Held)		
		Direct Holding	Amount Subject to Aggregation	Total
Before Change (as of May 9, 2022)	Parent company (indirectly holding Netyear Group shares)	-	33,957 (48.5%)	33,957 (48.5%)

	Attribute	Number of Voting Rights (Percentage of Voting Rights Held)		
		Direct Holding	Amount Subject to Aggregation	Total
After Change	-	-	-	-

(Note) The percentage of voting rights held is calculated based on the total number of voting rights as of September 30, 2021 (i.e., 69,978 voting rights), rounded to one decimal place.

4. Planned Date of Change

October 1, 2022 (scheduled)

5. Future Outlook

The impact of the foregoing transactions on the business performance for the fiscal year ending March 31, 2023 and beyond is currently under examination, and we will make immediate announcement if and when any new matter becomes necessary to be disclosed with respect to the foregoing transactions.

6. Changes in “Unlisted Parent Company, etc. Subject to Disclosure”

N/A

End