



May 12, 2022

For Immediate Release

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Representative : Yo Honma, President and Chief Executive Officer  
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Stock exchange that listed  
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### **Notice of Partial Amendments to the Articles of Incorporation**

NTT DATA announces that the Board of Directors held on May 12, 2022, decided to submit a proposal for “Partial Amendments to the Articles of Incorporation” to the 34<sup>th</sup> Ordinary General Meeting of Shareholders to be held on June 16, 2022, as below.

#### 1. Purpose of the Amendments

- (1) The enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021) on June 16, 2021, has allowed listed companies to hold a shareholders meeting without specifying a venue (so-called virtual-only shareholders meeting) under certain requirements.

NTT DATA proposes the amendment to its Articles of Incorporation to enable NTT DATA to hold a virtual-only shareholders meeting when the Board of Directors decides that it is not appropriate to hold a shareholders meeting with a specified venue due to spread of an infectious disease such as COVID-19, occurrence of a natural disaster, or any other reasons, considering the interests of shareholders as well.

The partial amendments to the Articles of Incorporation based on this proposal comes into effect on the date when NTT DATA obtains the confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice in accordance with the requirements of Ministerial Ordinance of the Ministry of Economy, Trade and Industry and Ministry of Justice.

- (2) The revised provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the “Act for Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. To prepare for the implementation of an electronic provision system for documents for a shareholders meeting, NTT DATA proposes partial amendments to its Articles of Incorporation as follows:
- i) Since Internet Disclosure of Reference Documents for the shareholders Meeting and Deemed Provision (Article 14 in the current Articles of Incorporation) will become unnecessary, it is to be deleted;
  - ii) Article 14, Paragraph 1 in “Proposed Amendments” below will stipulate that NTT DATA shall take measure for providing information of reference documents for the shareholders meeting, etc. electronically;
  - ii) Article 14, Paragraph 2 in “Proposed Amendments” below will be established to limit the scope of the items stated in the documents delivered to shareholders who requested the delivery of hard copy;
  - iii) As a result of the deletion and establishment as described above, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the Amendments

The details of amendments are as follows.

(Underlined parts indicates amendment.)

<b>Current Articles of Incorporation</b>	<b>Proposed Amendments to the Articles of Incorporation</b>
<p style="text-align: center;">Chapter 3 Shareholders Meeting</p> <p>Article 12 (Calling)</p> <p>An ordinary shareholders meeting of the company shall be convened in June of each business year, and an extraordinary shareholders meeting shall be convened whenever necessary. Such calling shall be made by the president of this company in accordance with the resolution of the meeting of the board of directors.</p> <p>2. If the president is prevented from so acting, any of the other directors convenes the meeting in the order prescribed in advance by the board of directors.</p> <p>3. The shareholders meeting shall be held at the place within any ward of Tokyo.</p> <p>Article 13 (Omitted)</p> <p><u>Article 14 (Internet Disclosure of Reference Documents for the Shareholders Meeting and Deemed Provision)</u></p> <p><u>In convening a shareholders meeting, the company may deem that it has provided the shareholders with the information on the matters which must be described or mentioned in the reference documents of a shareholders meeting, business report, financial statements and consolidated financial statements by disclosing such information using the Internet pursuant to the regulations set forth by the ministerial ordinance of the Ministry of Justice.</u></p>	<p style="text-align: center;">Chapter 3 Shareholders Meeting</p> <p>Article 12 (Calling)</p> <p>An ordinary shareholders meeting of the company shall be convened in June of each business year, and an extraordinary shareholders meeting shall be convened whenever necessary. Such calling shall be made by the president of this company in accordance with the resolution of the meeting of the board of directors.</p> <p>2. If the president is prevented from so acting, any of the other directors convenes the meeting in the order prescribed in advance by the board of directors.</p> <p>3. The shareholders meeting shall be held at the place within any ward of Tokyo.</p> <p><u>4. The shareholders meeting without a specifying venue may be held when the board of directors decides that it is not appropriate to hold the shareholders meeting with a specified venue due to the spread of an infectious disease or the occurrence of a natural disaster.</u></p> <p>Article 13 (Omitted)</p> <p style="text-align: center;">(Deleted)</p>

<p>(Newly established)</p>	<p><u>Article 14 (Electronic Provision Measure, etc. )</u>  <u>In convening a shareholders meeting, the company shall take measure to provide information of the Reference Documents Concerning the shareholders meeting, etc. electronically.</u>  <u>2. Among the matters to be provided electronically, the Company may omit all or part of the matters set forth in the Ministerial Ordinance of the Ministry of Justice in documents to be delivered to shareholders who requested hard copy delivery by the record date of voting rights.</u></p>
<p>Article 15 to Article 17 (Omitted)</p>	<p>Article 15 to Article 17 (Omitted)</p>
<p>Supplementary Provision</p>	<p>Supplementary Provision</p>
<p>Article 1 (Omitted)</p>	<p>Article 1 (Omitted)</p>
<p>(Newly established)</p>	<p><u>Article 2 (Transitional Measures for Electronic Provision Measure, etc.)</u>  <u>Amendment to Article 14 of the Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the revised provisions prescribed in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) (hereinafter referred to as the “Effective Date”).</u>  <u>2. Notwithstanding the provisions the preceding paragraph, Current Article 14 of the Articles of Incorporation shall remain in force regarding a shareholders meeting held within six months from the Effective Date.</u>  <u>3. These Supplementary Provisions shall be deleted after the date on which six months have elapsed form the Effective Date or three months have elapsed from the date of a shareholders meeting in the preceding paragraph.</u></p>

3. Schedule of the Amendments

- (1) Date of the shareholders meeting for amendments to the Articles of Incorporation : June 16, 2022 (planned)
- (2) Effective date of amendments to the Articles of Incorporation : June 16, 2022 (planned)

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