Independent Directors/Auditors (Audit & Supervisory Board Members) Notification

1. Basic Information

Company Name	NIPPO	ON TELEGRAPH AND TELE	TION	Code 9432				
Date of Filing	5/12/2021 Date of change 6/24/2021							
	Reasons for Filing this Notification "Attributes of the Directors/Auditors" have been changed.							
Ø	NTT has designated all candidates who meet the Independence standards as Independent Directors/Auditors. ^{※1}							

2. Information Regarding Independence of Independent Directors/Auditors and Outside Directors/Auditors

No. Name		Independent	Attributes of the Directors/Auditors 💥 2, 3											Consent of the						
	Name	Name	Directors/Auditors			Directors/ Auditors	а	b	с	d	e	f	g	h	i	j	k	Ι	N/A	
1	Katsuhiko Shirai	Outside Director	0										Δ		Δ			Yes		
2	Sadayuki Sakakibara	Outside Director	0										Δ		Δ			Yes		
3	Ken Sakamura	Outside Director	0										0		0			Yes		
4	Keiko Takegawa	Outside Director	0										0				Modified	Yes		
5	Takashi Iida	Outside Auditor	0										0					Yes		
6	Hideki Kanda	Outside Auditor	0										0				Modified	Yes		
7	Kaoru Kashima	Outside Auditor	0										0					Yes		

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

No.	Supplementary Explanation of the Relationship ^{%4}		Reasons for A	Appointment ^{※5}					
	Although the Company and its major subsidiaries have relationships involving transactions and donations with Waseda University, where Mr. Katsuhiko Shirai, who is designated as an independent Outside Director, served as President, and The Foundation for the Open University of Japan, where he served as Chairperson, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Katsuhiko Shirai has a weal institution and has a high level of strengthen the supervisory funct he provides from his wide-ranging In addition, although the Compa transactions and donations with V Foundation for the Open Universi table below, Mr. Shirai fulfills the i on which the Company is listed, a officers.	integrity and in ion for business g managerial per ny and its major Vaseda Universi ty of Japan, wh independence c ind the Compan	sight. The Company believ execution and expects to spective. subsidiaries have relation ty, where Mr. Shirai serve ere he served as Chairper riteria stipulated by the T, y's own independence sta	res that he will help incorporate the advice ships involving d as President, and The son, as shown in the okyo Stock Exchange, undards for independent				
1		Supplementary Explanation") >			-				
		Transaction counterparty Waseda University, at which Mr. Shirai served as President	Total annual amount of transactions	Comparison basis Total annual operating revenues of the Company and its major subsidiaries Total annual income of the university	Comparative size Less than 1% Less than 1%				
		(resigned in November, 2010)	Total annual amount of donations	Total annual income of the university	Less than 1%				
		The Foundation for the Open University of Japan, at which Mr. Shirai served as Chairman	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries Total annual income of the	Less than 1%				
	Although the Company and its major subsidiaries have relationships involving transactions and donations with Toray Industries, Inc., where Mr. Sadayuki Sakakibara,	(resigned in March, 2017) Mr. Sadayuki Sakakibara has a w of integrity and insight. The Comp	vealth of experie	university ence as a corporate mana					
	who is designated as an independent Outside Director, served as Chairman of the Board, and the Japan Business Federation (Keidanren), where he served as Chairperson, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Innction for business execution a ranging managerial perspective. In addition, although the Compan transactions and donations with 1 of the Board, and the Japan Busis shown in the table below, Mr. Sak Stock Exchange, on which the Co for independent officers.	nd expects to in ny and its major Toray Industries ness Federation akibara fulfills t	ncorporate the advice he subsidiaries have relation , Inc., where Mr. Sakakibai (Keidanren), where he se he independence criteria s	provides from his wide- ships involving ra served as Chairman rved as Chairperson, as stipulated by the Tokyo				
2		$\langle \rm NTT$ and its major subsidiaries within the last three fiscal years (see Note 3 under "4. Supplementary Explanation") $>$							
		Transaction counterparty	Content	Comparison basis	Comparative size				
		Toray Industries, Inc., at which Mr. Sakakibara served as Chairman of the Board	Total annual amount of	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%				
		(resigned in June, 2015)	transactions Total annual	Total sales of Toray Industries, Inc. Total annual operating	Less than 1%				
		Japan Business Federation (Keidanren), at which Mr. Sakakibara served as Chairperson	amount of transactions Total annual	revenues of the Company and its major subsidiaries	Less than 1%				
		(resigned in May, 2018)	amount of donations	-	10 million yen or less				

	Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Ken Sakamura, who is designated as an independent Outside Director, previously served as a professor, and Toyo University, where he currently serves as a dean, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Ken Sakamura has a wealth of experience in the research and development fields, and has a high level of integrity and insight. The Company expects that he will contribute to the strengthening of the supervisory function for business execution and expects him to provide advice from his wide-ranging perspective. Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Ken Sakamura previously served as a professor, and Toyo University, where he currently serves as a dean, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company's own independence standards for independent officers.							
3		Transaction counterparty	Content	Comparison basis Total annual operating	Comparative size				
			Total annual amount of	revenues of the Company and its major subsidiaries	Less than 1%				
		The University of Tokyo, at which Mr. Ken Sakamura served as a professor	transactions	Total annual income of the university	Less than 1%				
		(resigned in March, 2017)	Total annual amount of donations	Total annual income of the university	Less than 1%				
			Total annual	Total annual operating revenues of the Company and	Less than 1%				
		Toyo University, at which Mr. Ken Sakamura serves as a Dean	amount of transactions	its major subsidiaries Total annual income of the university	Less than 1%				
			Total annual amount of	_	10 million yen or less				
			donations	_	to minori yen or less				
4	Although the Company and its major subsidiaries have a relationship involving transactions with the Gender Equality Bureau Cabinet Office, where Ms. Keiko Takegawa, who is designated as an independent Outside Director, previously served as Director General, and Showa Women's University, where she currently serves as a professor, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Ms. Keiko Takegawa has a wealth the government and has a high ler contribute to the strengthening or her to provide advice from her wird Although the Company and its may the Gender Equality Bureau Cabin independent Outside Director, pre University, where she currently so fulfills the independence criteria s is listed, and the Company's own <ntt and="" its="" major="" subsidiaries="" w<br="">Supplementary Explanation'') ></ntt>	vel of integrity a f the supervisor de-ranging pers jor subsidiaries net Office, when viously served erves as a profe tipulated by the independence s	and insight. The Company of y function for business expective. have a relationship involvir e Ms. Keiko Takegawa, who as Director General, and sosor, as shown in the table tokyo Stock Exchange, o standards for independent of tandards for tandards fo	expects that she will soution and expects of transactions with b is designated as an showa Women's b below, this case n which the Company officers.				
		Transaction counterparty	Content	Comparison basis	Comparative size				
		Gender Equality Bureau Cabinet Office, at which Ms. Keiko Takegawa previously served as Director General	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiarles	Less than 1%				
		Showa Women's University, at which Ms. Keiko Takegawa serves as a	Total annual amount of	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%				
		Professor	transactions	Total annual income of the university	Less than 1%				
5	Although the Company and its major subsidiaries have relationships involving transactions with Mori Hamada & Matsumoto, where Mr. Takashi Iida, who is designated as an independent Outside Auditor, previously served, and Kowa Law Office, where he currently serves as a representative, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Takashi Iida is an attorney wit expects that he will conduct futur throughout his career. Although the Company and its ma Mori Hamada & Matsumoto, where he currently serves as a represer independence criteria stipulated b and the Company's own indepenc <ntt and="" its="" major="" subsidiaries="" w<br="">Supplementary Explanation") ></ntt>	e audits based jor subsidiaries Mr. Takashi lid tative, as show y the Tokyo St lence standards ithin the last th	on the knowledge and insig have relationships involvin la previously served, and K n in the table below, this c. ock Exchange, on which th for independent officers. ree fiscal years (see Note	ht he has gained g transactions with owa Law Office, where ase fulfills the e Company is listed, 3 under "4.				
		Transaction counterparty Mori, Hamada and Matsumoto, at which	Content Total annual	Comparison basis Total annual operating	Comparative size				
		Mr. Takashi Iida served (resigned in December, 2011)	amount of transactions	revenues of the Company and its major subsidiaries	Less than 1%				
		Kowa Law Office, at which Mr. Takashi Iida serves as a representative	Total annual amount of	Total annual operating revenues of the Company and	Less than 1% $(*)$				
	Although the Company and its subsidiaries have relationships involving transactions	L (Note) Applicable transactions only includ Mr. Hideki Kanda is an expert with	transactions e those related to c a wealth of exp	its major subsidiaries ommon communication services. perience in the legal sector	r and has served as a				
	and donations with the University of Tokyo, where Mr. Hideki Kanda, who is designated as an independent Outside Auditor, previously served as a professor, and Gakushuin University, where he currently serves as a professor, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	university professor specializing in future audits based on the knowle Although the Company and its sul with the University of Tokyo, whe Gakushuin University, where he c cases fulfill the independence crit Company is listed, and the Compa <ntt and="" its="" major="" subsidiaries="" w<br="">Supplementary Explanation") ></ntt>	dge and insight osidiaries have n re Mr. Hideki Ka urrently serves eria stipulated l ny's own indep ithin the last th	he has gained throughout relationships involving tran- anda previously served as a as a professor, as shown i yo the Tokyo Stock Exchar endence standards for inde ree fiscal years (see Note	his career. sactions and donations professor, and n the table below, both nge, on which the spendent officers. 3 under "4.				
6		Transaction counterparty	Content	Comparison basis Total annual operating	Comparative size				
		The University of Tokyo, at which Mr. Hideki Kanda served as a Professor (resigned on March, 2016)	Total annual amount of	revenues of the Company and its major subsidiaries	Less than 1%				
			transactions	Total annual income of the university	Less than 1%				
			Total annual amount of	Total annual income of the university	Less than 1%				
			donations Total annual	University Total annual operating revenues of the Company and	Less than 1%				
		Gakushuin University, at which Mr. Hideki Kanda serves as a Professor	amount of transactions	its major subsidiaries Total annual income of the university	Less than 1%				
		<u></u>	1	university	·				

Although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima, who is designated as an independent Outside Auditor, currently serves, as described in the "Reasons for Appointment" column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.

Ms. Kaoru Kashima is an expert with a wealth of experience as a certified public accountant. The ompany expects that she will conduct future audits based on the knowledge and insight she has ained throughout her career.

Although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima currently serves, as shown in the table below, this case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company's own independence standards for independent officers

<NTT and its maior subsidiaries within the last three fiscal years (see Note 3 under "4. Supplementary Explanation") >

Transaction counterparty	Content	Comparison basis	Comparative size		
Ernst & Young ShinNihon LLC, at which Ms. Kashima serves		Total annual operating revenues of the Company and its major subsidiaries	Less than 1%		
Pis. Rashina serves	transactions	Total annual income of the university	Less than 1%		

4. Supplementary Explanation

[Independence Standards for the Independent Directors/Auditors] NTT designates outside Directors and outside Auditors that fulfill both the independence criteria stipulated by the Tokyo Stock Exchange as well as NTT's own independence standards. order to meet the independence standards, a person may not fall under any of the categories below in the last three fiscal years: (1) A person who executes business in a partner company that exceeds NTT's standards*1 (2) A person who executes business in a lending company that exceeds NTT's standards*2 (3) A consultant, accountant, lawyer, or any other person providing professional services, who received monetary payments or any other gain in assets equal to or more than ¥10 million, excluding the Board Members' or Audit & Supervisory Board Members' compensation, from NTT or its major subsidiaries*3 in any of the last three fiscal years (4) A person who executes business in an organization that received donations exceeding NTT's standards Even if any of (1) through (4) above applies to a person, where it has been decided that a person meets the independence standards, the reasons shall be explained and disclosed at the time of the person's appointment as the Independent Member of the Board or Audit & Supervisory Board Member. *1 "A partner company that exceeds NTT's standards" is defined as a company that has had any business dealing with NTT and its major subsidiaries*3 in any of the last three fiscal years equal to or more than 2% of the total operating revenues of NTT and its major subsidiaries for the respective fiscal year.
 *2 "A lending company that exceeds NTT's borrowing standards" is defined as a company in which the total amount of borrowings on a consolidated basis in any of the last three fiscal years equals to or is more than 2% of the total operating revenues of NTT is defined as a company in which the total amount of borrowings on a consolidated basis in any of the last three fiscal years equals to or is more than 2% of the total operating revenues of NTT's consolidated total assets for the respective fiscal year.
 *3 The major subsidiaries are NTT DOCOMO, INC, NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, NIT COMMUNICATIONS CORPORATION, and NTT DATA CORPORATION.
 *4 An "organization that received donations exceeding NTT's standards" is defined as an organization which received donations from NTT and its major subsidiaries*3 in any of the last three fiscal years exceeding ¥10 million or 2% of the total income of the organization, whichever is larger, during the respective fiscal year.

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. Items to check regarding the attributes of each Director/Auditor: a. Executive of the listed company or its subsidiary b. Non-executive Director or accounting advisor of the listed company of its subsidiaries (in the case of an Outside Auditor) c. Non-executive Director or executive of a parent company of the listed company d. Auditor of a parent company of the listed company of the lasted company d. Auditor of a parent company of the listed company of an executive thereof g. Major client or supplier of the listed company or an executive thereof g. Major client or supplier of the listed company or an executive thereof h. Consultant, accountant or legal professional who receives a large amount of monetary payments or other assets from the listed company besides compensation as Director/Auditor i. Major shareholder of the listed company of the listed company (which does not correspond to any of f. g. or h) (the Director/Auditor himself/herself only) k. Executive of a company, between which and the listed company (which does not correspond to any of f. g. or h) (the Director/Auditor himself/herself only)

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- j. Executive of a clent or supplier company of the listed company (which does not correspond to any of t. g., or h.) (the Director/Auditor himself/herself only) k. Executive of a company, between which and the listed company (which does not correspond to any of t. g., or h.) (the Director/Auditor himself/herself only) l. Executive of a company or organization that treceives donations from the listed company (the Director/Auditor himself/herself only) l. Executive of a company or organization that receives donations from the listed company (the Director/Auditor himself/herself only) Please note that the above items from a. to I. are brief descriptions of the items specified in the TSE regulations. Mark the box with "O" if the category presently applies to or has recently applied to a close relative or with "A" when the category applied to the Director/Auditor, describe the attributes in detail (outline). Durate the wavene for extended to the Director/Auditor, describe the attributes in detail (outline).
- ₩4 *5 Describe the reasons for appointment as an independent Director/Auditor