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

## 1. Basic Information

| | | | |
|---|---|---|---|
| Company Name | NIPPON TELEGRAPH AND TELEPHONE CORPORATION | Code | 9432 |
| Date of Filing | 9 May, 2025 | Date of change | 19 June, 2025 |
| Reasons for Filing this Notification | "Attributes of the Directors/Auditors" have been changed. | | |

☑ 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 | Outside Directors/Auditors | Independent Directors/ Auditors | Attributes of the Directors/Auditors ※ 2, 3 | | | | | | | | | | | | | Transfer Content | Consent of the Person |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | a | b | c | d | e | f | g | h | i | j | k | l | N/A | | |
| 1 | Ken Sakamura | Outside Director | ○ | | | | | | | | | | ○ | | ○ | | | Yes |
| 2 | Yukako Uchinaga | Outside Director | ○ | | | | | | | | | | ○ | | | | | Yes |
| 3 | Koichiro Watanabe | Outside Director | ○ | | | | | | | | | | ○ | | | | | Yes |
| 4 | Noriko Endo | Outside Director | ○ | | | | | | | | | | ○ | | ○ | | | Yes |
| 5 | Natsuko Takei | Outside Director | ○ | | | | | | | | | | △ | | | | | Yes |
| 6 | Kensuke Koshiyama | Outside Director | ○ | | | | | | | | | | △ | | | | New | Yes |
| 7 | Hideki Kanda | Outside Director | ○ | | | | | | | | | | △ | | | | New | Yes |
| 8 | Kaoru Kashima | Outside Director | ○ | | | | | | | | | | △ | | | | New | Yes |

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

| No. | Supplementary Explanation of the Relationship ※4 | Reasons for Appointment ※5 |
|---|---|---|
| 1 | 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 Head of Collaboration Hub, 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.<br><br>In addition, although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Sakamura previously served as a Professor, and Toyo University, where he currently serves as Head of Collaboration Hub, as shown in the table below, both of these cases fulfill 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.<br><br><Transactions with NTT and its major subsidiaries within the last three fiscal years (see Note 3 under "4. Supplementary Explanation") ><br><br>Transaction counterparty: The University of Tokyo, where Mr. Sakamura previously served as a Professor (resigned in March 2017)<br>Content: Total annual amount of transactions<br>Comparison basis: Total annual operating revenues of the Company and its major subsidiaries<br>Comparative size: Less than 1%<br>Comparison basis: Total annual income of the university<br>Comparative size: Less than 1%<br>Content: Total annual amount of donations<br>Comparison basis: Total annual income of the university<br>Comparative size: Less than 1%<br>Transaction counterparty: Toyo University, where Mr. Sakamura currently serves as Head of Collaboration Hub<br>Content: Total annual amount of transactions<br>Comparison basis: Total annual operating revenues of the Company and its major subsidiaries<br>Comparative size: Less than 1%<br>Comparison basis: Total annual income of the university<br>Comparative size: Less than 1%<br>Content: Total annual amount of donations<br>Comparison basis: —<br>Comparative size: 10 million yen or less |
| 2 | Although the Company and its major subsidiaries have relationships involving transactions with IBM Japan, Ltd., where Ms. Yukako Uchinaga, who is designated as an independent Outside Director, previously served as a Director and Senior Executive Officer, and Globalization Research Institute Co., Ltd., where she currently serves as President and CEO, 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. Yukako Uchinaga has a wealth of experience in global business management and in the promotion of diversity, and has a high level of integrity and insight. The Company expects that she will contribute to the strengthening of the supervisory function for business execution and expects her to provide advice from her wide-ranging perspective.<br><br>In addition, although the Company and its major subsidiaries have relationships involving transactions with IBM Japan, Ltd., where Ms. Uchinaga previously served as a Director and Senior Executive Officer, and Globalization Research Institute Co., Ltd., where she currently serves as President and CEO, as shown in the table below, both of these cases fulfill 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.<br><br><Transactions with NTT and its major subsidiaries within the last three fiscal years (see Note 3 under "4. Supplementary Explanation") ><br><br>Transaction counterparty: IBM Japan, Ltd., where Ms. Uchinaga previously served as a Director and Senior Executive Officer (resigned in March 2008)<br>Content: Total annual amount of transactions<br>Comparison basis: Total annual operating revenues of the Company and its major subsidiaries<br>Comparative size: Less than 1%<br>Comparison basis: Total sales of counterparty<br>Comparative size: Less than 2%<br>Transaction counterparty: Globalization Research Institute Co., Ltd., where Ms. Uchinaga currently serves as President and CEO<br>Content: Total annual amount of transactions<br>Comparison basis: Total annual operating revenues of the Company and its major subsidiaries<br>Comparative size: Less than 1%<br>Comparison basis: Total sales of counterparty<br>Comparative size: Less than 1% |

**3**

Although the Company and its major subsidiaries have relationships involving transactions with The Dai-ichi Life Insurance Company, Limited, where Mr. Koichiro Watanabe, who is designated as an independent Outside Director, previously served as Director and Chairman of the Board, and Dai-ichi Life Holdings, Inc., where he previously served as a Director, 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. Koichiro Watanabe has a wealth of experience as a corporate executive, 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.

In addition, although the Company and its major subsidiaries have relationships involving transactions with The Dai-ichi Life Insurance Company, Limited, where Mr. Watanabe previously served as Director and Chairman of the Board, and Dai-ichi Life Holdings, Inc., where he previously served as a Director, as shown in the table below, both of these cases fulfill 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.

<Transactions with 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 |
|---|---|---|---|
| The Dai-ichi Life Insurance Company, Limited, where Mr. Watanabe previously served as Director and Chairman of the Board (changed position in March 2023) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total sales of counterparty | Less than 1% |
| Dai-ichi Life Holdings, Inc., where Mr. Watanabe previously served as a Director (resigned in June 2023) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total sales of counterparty | Less than 1% |

**4**

Although the Company and its major subsidiaries have relationships involving transactions and donations with DIAMOND, Inc., where Ms. Noriko Endo, who is designated as an independent Outside Director, previously served, Keio University, where she previously served as a Project Professor, and Waseda 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. Noriko Endo has a wealth of experience that has been developed through her experiences as an editor of economic publications, in public policy research (including in the energy field) and as an outside director of companies, and has a high level of integrity and insight. The Company expects that she will contribute to the strengthening of the supervisory function for business execution and expects her to provide advice from her wide-ranging perspective.

In addition, although the Company and its major subsidiaries have relationships involving transactions and donations with DIAMOND, Inc., where Ms. Endo previously served, Keio University, where she previously served as a Project Professor, and Waseda University, where she currently serves as a Professor, as shown in the table below, all of these cases fulfill 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.

<Transactions with 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 |
|---|---|---|---|
| DIAMOND, Inc., where Ms. Endo previously served (resigned in December 2013) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total sales of counterparty | Less than 1% |
| Keio University, where Ms. Endo previously served as a Project Professor (resigned in March 2025) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total annual income of the university | Less than 1% |
| | Total annual amount of donations | – | 10 million yen or less |
| Waseda University, where Ms. Endo currently serves as a Professor | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total annual income of the university | Less than 1% |
| | Total annual amount of donations | – | 10 million yen or less |

**5**

Although the Company and its major subsidiaries have relationships involving transactions with Sony Group Corporation, where Ms. Natsuko Takei, who is designated as an independent Outside Director, previously served as an Executive Vice President, 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. Natsuko Takei has a wealth of experience as a legal and compliance officer, and has a high level of integrity and insight. The Company expects that she will contribute to the strengthening of the supervisory function for business execution and expects her to provide advice from her wide-ranging perspective.

In addition, although the Company and its major subsidiaries have relationships involving transactions with Sony Group Corporation, where Ms. Takei previously served as an Executive Vice President, 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.

<Transactions with 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 |
|---|---|---|---|
| Sony Group Corporation, where Ms. Takei previously served as an Executive Vice President (resigned in March 2023) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total sales of counterparty | Less than 1% |

**6**

Although the Company and its major subsidiaries have relationships involving transactions with the Board of Audit of Japan, where Mr. Kensuke Koshiyama, who will be designated as an independent Outside Director, previously served as Secretary General, 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. Kensuke Koshiyama is an expert with a wealth of experience on financial accounting and business execution audits that has been developed through his many years of responsibilities at the Board of Audit of Japan, and has a high level of integrity and insight. The Company expects that he will provide appropriate oversight of business execution and conduct audits from a neutral and objective standpoint.

In addition, although the Company and its major subsidiaries have relationships involving transactions with the Board of Audit of Japan, where Mr. Koshiyama previously served as Secretary General, 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.

<Transactions with 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 |
|---|---|---|---|
| Board of Audit of Japan, where Mr. Koshiyama previously served as Secretary General (resigned in December 2021) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |

**7**

Although the Company and its subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Hideki Kanda, who will be designated as an independent Outside Director, previously served as a Professor, and Gakushuin University, where he previously served 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.

Mr. Hideki Kanda is an expert with a wealth of experience in the legal sector and has served as a university professor specializing in law for many years, and has a high level of integrity and insight. The Company expects that he will provide appropriate oversight of business execution and conduct audits from a neutral and objective standpoint.

In addition, although the Company and its subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Kanda previously served as a Professor, and Gakushuin University, where he previously served as a Professor, as shown in the table below, both of these cases fulfill 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.

<Transactions with 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 |
|---|---|---|---|
| The University of Tokyo, where Mr. Kanda previously served as a Professor (resigned in March 2016) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total annual income of the university | Less than 1% |
| | Total annual amount of donations | Total annual income of the university | Less than 1% |
| Gakushuin University, at which Mr. Kanda previously served as a Professor (resigned in March 2024) | Total annual amount of transactions | Total annual operating revenues of the Company and its major subsidiaries | Less than 1% |
| | | Total annual income of the university | Less than 1% |

| | | |
|---|---|---|
| 8 | Although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima, who will be designated as an independent Outside Director, previously served, 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, and has a high level of integrity and insight. The Company expects that he will provide appropriate oversight of business execution and conduct audits from a neutral and objective standpoint.<br><br>In addition, although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kashima previously served, 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.<br><br><Transactions with NTT and its major subsidiaries within the last three fiscal years (see Note 3 under "4. Supplementary Explanation") ><br><br>Transaction counterparty: Ernst & Young ShinNihon LLC, at which Ms. Kashima previously served (resigned in June, 2019)<br>Content: Total annual amount of transactions<br>Comparison basis: Total annual operating revenues of the Company and its major subsidiaries<br>Comparative size: Less than 1%<br>Comparison basis: Total annual income of the firm<br>Comparative size: 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.

In 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'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, NTT COMMUNICATIONS CORPORATION, and NTT DATA Group 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.

※1 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.
※2 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 or 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 (in the case of an Outside Auditor)
e. Executive of a fellow subsidiary company of the listed company
f. A party whose major client or supplier is 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 (or an executive of such major shareholder if the shareholder is a legal entity)
j. Executive of a client or supplier 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 Outside Directors/Auditors are mutually appointed (the 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 l. are brief descriptions of the items specified in the TSE regulations.
※3 Mark the box with "○" if the category presently applies to or has recently applied to the Director/Auditor or with "△" when the category applied to the Director/Auditor in the past.
Mark the box with "●" when the category presently applies to or has recently applied to a close relative or with "▲"when the category applied to a close relative in the past.
※4 If any of the items a. through l. apply to the Director/Auditor, describe the attributes in detail (outline).
※5 Describe the reasons for appointment as an independent Director/Auditor.