

Note: This document is the English translation of Dai 27kai teiji kabunushisokai shoshu gotsuchi (Notice of Convocation of the 27th Ordinary General Meeting of Shareholders) and is provided solely for reference purposes. In the event of any inconsistency between the Japanese version and any English translation of it, the Japanese version will govern.

Security code: 9613
May 28, 2015

To Our Shareholders

NTT DATA CORPORATION
3-3, Toyosu 3-chome, Koto-ku, Tokyo, Japan
Toshio Iwamoto
President and Chief Executive Officer

NOTICE OF CONVOCATION OF THE 27TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to notify you that the 27th Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

In the event that you are unable to attend the 27th Ordinary General Meeting of Shareholders, please exercise your voting rights by either of the following methods by June 16, 2015, Tuesday, 6:00 p.m.

[Exercise of Voting Rights by Mail]

You are requested to examine the attached reference documents, indicate your approval or disapproval on the enclosed voting right exercise form, and return it to NTT DATA by the above date and time.

[Exercise of Voting Rights by Electronic Method (via the Internet, etc.)]

You are requested to access the website (<http://www.web54.net>) designated by NTT DATA for exercising your voting rights as indicated on the voting right exercise form, examine the reference documents on the website, and input your approval or disapproval following the instructions on the screen. Before exercising your voting rights via the Internet, please read pages 51 and 52.

Particulars

- 1. Date and Time:** June 17, 2015, Wednesday, 10:00 a.m.
- 2. Venue:** Large Hall, 5th floor
Tokyo Conference Center Shinagawa
NTT DATA Shinagawa Building
(A,RE,A Shinagawa)
9-36, Konan 1-chome, Minato-ku, Tokyo
(Please refer to “Access to the Meeting Venue.”)
- 3. Purposes of the Meeting:**
 - Matters to be reported**
 1. Report on business report, consolidated financial statements, and audit results of consolidated financial statements by the independent auditor and the Board of Corporate Auditors for the 27th fiscal year (from April 1, 2014 to March 31, 2015)
 2. Report on non-consolidated financial statements for the 27th fiscal year (from April 1, 2014 to March 31, 2015)
 - Matters to be resolved**
 - First Item** Appropriation of Retained Earnings
 - Second Item** Partial amendment to the Articles of Incorporation
 - Third Item** Election of 10 Directors
 - Fourth Item** Election of 1 Corporate Auditor

END

- If you attend the meeting in person, please submit the enclosed voting right exercise form to the receptionist at the meeting venue.
- The documents appended to this Notice of Convocation of the 27th Ordinary General Meeting of Shareholders do not include the notes to the consolidated financial statements and the notes to the non-consolidated financial statements, since they are presented on the NTT DATA website (<http://www.nttdata.com/jp/ja>) in accordance with legal requirements and the provisions of the Company's articles of incorporation.
- Consolidated financial statements and non-consolidated financial statements that were audited by the independent auditor include documents, which are described in the documents appended to this Notice of Convocation of the 27th Ordinary General Meeting of Shareholders, and the notes to the consolidated financial statements and the notes to the non-consolidated financial statements, which are presented on the NTT DATA website.
- If any revisions are made to the reference documents, business report or consolidated and non-consolidated financial statements by the day before the date of the ordinary general meeting of shareholders, we will inform you of the revisions by inserting a notice on the NTT DATA website.

BUSINESS REPORT

(From April 1, 2014 to March 31, 2015)

I. MATTERS CONCERNING PRESENT CONDITION OF THE CORPORATE GROUP

1. Business Progress and Results

(1) Overall business conditions

The economy and business environment for the information services industry in the current consolidated fiscal year are as follows.

The Japanese economy continued to be on track for moderate recovery, and although various effects including the reaction to the binge buying ahead of the consumption tax hike were seen, there was a continuous improvement in corporate profitability as well as an increasing trend in capital investment. Nevertheless, it is important to keep in mind that the downturn in overseas economies represents a major factor that could serve to weaken the Japanese economy, but its economy is expected to maintain this moderate recovery.

In the Japanese information services industry, the market has shown signs of moderate recovery thanks to the promotion of IT investment in response to various system renewal projects that had previously been suspended, as well as to the preparations for international expansion by financial institutions and the manufacturing sector. Nonetheless, the needs to subdue system maintenance and management costs as well as to survive the severe price competition remain.

A gradual improvement in the international economy has been noted, although weaknesses in some regions have been observed. Furthermore, with regard to future economic trends, geopolitical risks such as attempts to normalize US fiscal policy, the debt problems of European governments, and the collapse in oil prices must be kept in mind, but the economy is expected to maintain this moderate recovery in the future.

In the international information services industry, there has been an increase in IT investment in the American corporate sector. Furthermore, in the European market, although IT expenditure in Italy is not expected to recover in the short term, the IT markets in Germany and the UK are growing.

Implementation of management policies

Under such circumstances, the NTT DATA Group formulated the Medium-term Management Plan for the fiscal Years 2012 to 2015, with the aim of “becoming a Global Top 5 player (over 1.5 trillion yen in net sales)” and “achieving an EPS of 200 yen” by evolving into a corporate group that can efficiently provide diverse IT services worldwide. In line with this plan, we are concentrating on the plan's primary strategies, namely “Expansion of New Fields and Reinforcement of Product Competitiveness”, “Expansion, Enhancement and Reinforcement of Global Business” and “Pursuit of Overall Optimization”. Examples of specific action taken are as follows.

• “Expansion of New Business Fields and Reinforcement of Product Competitiveness”

We increased net sales whose growth rate exceeded the market growth rate by capturing opportunities to enter the market resulting from recent years' changes in the business environment and ICT, and also promoted remarketing by creating an unprecedented market while predicting clients' needs in advance by making the best use of the latest technology. For examples of specific action taken during the current consolidated fiscal year under review, please see “Implementation of business activities” on page 4.

Through the complete automation in development operation, we promoted innovation of product technology to achieve sophistication and speed in product development, as well as strategic R&D by assessing important future technology in light of the direction of the information society. For examples of specific action taken during the current consolidated fiscal year under review, please see “5. Progress of Technical Development” on page 10.

•“Expansion, Enhancement, and Reinforcement of Global Business”

We implemented the expansion, enhancement and reinforcement of businesses in each region by taking advantage of synergy between the NTT DATA Group and the NTT Group to reinforce its sales capability and the capability to provide services. In addition, the NTT DATA Group supported customers’ entries into the global market by utilizing its regional bases. For examples of specific action taken during the current consolidated financial year, please see “Global Business” under the “Implementation of business activities.”

•“Pursuit of Overall Optimization”

Promotion of reduction of administration costs related the entire group through steady efforts such as the standardization, optimization, and consolidation of business, the reorganization and integration of the company, and the fluidization and optimum arrangement of resources with a focus on the cost required for administrative operation.

Implementation of business activities

Through the above measures, we strove to expand businesses in the global market in order to cope with clients’ acceleration of business expansion into the global market and meet their diversified and sophisticated needs. We also made efforts to expand diverse IT services in response to market changes and stably provide such services.

The following sections present descriptions of efforts made in each of its segments.

< Public & Financial IT Services >

•With regard to business related to the My Number system, we have received multiple orders concerning the new core system that will be introduced as well as for the renewal of the existing national system. Moreover, we have been pushing for the investigation of new businesses in the private sector. One example is the conduct of an operation test concerning the use of smartphones for “a number collection agent service” that can perform My Number collection and registration. Based on this operation test, we aim to realize the creation of a My Number service to support companies in My Number collection, storage, and submission through paper or digital means.

•We have been involved in the Digital Archiving Project of the Vatican Apostolic Library, for which we signed an initial agreement with the Vatican Apostolic Library. The Library has made its collection of priceless handwritten manuscripts available for viewing on its website. These manuscripts have been digitally reproduced using the digital archive system developed by us.

•As part of our export of infrastructure solutions, we have received an order from the government of Myanmar for the development of the Myanmar versions of “NACCS ^(Note 1)” and “CIS ^(Note 2)”, which utilize the Japanese trade procedure and customs clearance systems of NACCS and CIS. This is the second country to place such an order, the first being the government of Vietnam.

•We have started services to change over hosts to “SCRUM,” a shared user system to support general insurance companies that are attempting to enter the life insurance market, and develop system integration to SCRUM along with the consolidation of client companies.

< Enterprise IT Services >

•As a partner company (integrator), we have partly started providing services and will sequentially start providing the rest of services utilizing the smart meter operation management system of Tokyo Electric Power Company, Incorporated (“TEPCO”), which has been promoting projects. The ability to remotely confirm electricity meter systems and electricity flow has led to improved convenience for users as well as the realization of speedy power outage recovery and optimization of the electricity meter business. Other electric companies have been promoting projects to construct similar systems. We have received an order for the “Switching Support System” to be implemented towards the realization of the electricity system reforms to be conducted by the Organizing Office for the Organization for Cross-regional Coordination of Transmission Operators,

JAPAN. We have promoted the project with an eye toward the full liberalization of the retail electricity market in April 2016.

- We have supported the creation of omni-channels through the coordination of sales channels in the retail industry such as physical stores and EC sites ^(Note 3) that provide sales opportunities targeting customer behavior. We constructed the “Matsumotokiyoshi mobile site,” the official app of Matsumotokiyoshi Holdings Co., Ltd. for smartphones. This has made it possible to deliver various types of information in accordance with the strategy of the company. Furthermore, we have supported major retailers with projects ranging from concept creation to the development of business processes and to system construction for their omni-channel initiative. Through the fusion of Internet and physical stores, we have aimed for the realization of various new services with customers such as unified sales of in-house products.

< Solutions & Technologies >

- By integrating sales channels, including physical stores and in-house/external EC sites, and establishing uniform management, we have started providing services through “the BIZXAAS Omni-Channel”, which makes it possible to provide the same products and services in all channels. Furthermore, with the aim of realizing the goal of SANYO SHOKAI LTD. for next-generation e-commerce, ^(Note 4) we have started the construction of “SANYO Omnichannel Base System”, which allows the fusion of physical stores with EC sites by using this service as well as the sharing of information with external web sites.

- We constructed the infrastructure for the cloud data storage of mobile terminals such as smartphones for the cloud mail service "docomo mail" provided by NTT DOCOMO, INC. We succeeded in expanding storage volume at any time and realized one of the largest cloud storage systems with petabyte-class ^(Note 5) capacity in Japan.

< Global Business >

- Through our group company, we concluded a multi-year contract with the German automobile maker Daimler AG for the operation and maintenance and additional system development of global ERP systems, and we are currently providing our services as a strategic partner. Our group is in charge of the operation and maintenance and additional system development of various ERP systems in Daimler AG that were implemented by IT vendors from each country in cooperation with “the Shared Service Centers”, the newly established IT support centers by Daimler AG in India, Turkey, and the US. We have thus contributed to the optimization of these businesses in Daimler AG and the improvement of service quality. This order shows that the efforts of our group to reach the automobile industry have been highly evaluated, and we will continue to promote future expansion of our business for the automobile industry on a global scale through the group’s unified efforts.

- We have entered into a Global Services Partnership with SAP SE (Systems Applications Products Societas Europaea) in Germany, in an effort to promote services that leverage next-generation platforms and a high level of expertise. Through this Partnership, the entire NTT DATA Group will become a SAP Service Partner, which, in turn, will further strengthen the cooperation between the Group companies in the SAP business, as well as enhance the Group’s global competitiveness and allow the Group to provide value including state-of-the-art technology. In recognition of these initiatives by NTT DATA in SAP implementations, we were selected as a member of the Winner’s Circle, the highest commendation, in the 2014 SAP Services Blueprint Report by the U.S. research firm, HfS Research.

Notes:

1. Nippon Automated Cargo and Port Consolidated System (NACCS)

NACCS is an electronic application system used by public and private organizations which performs administrative procedures such as import and export declarations and port arrival and departure procedures for ships and aircraft, as well as private operations relating to import and export procedures.

2. Customs Intelligence Database System (CIS)

CIS is an information system through which all customs clearance records for imports and exports and information on importers and exporters are compiled centrally and used for customs screening.

3. EC sites

The general term for websites that provide e-commerce services through the Internet; they are often referred to as "online shops" etc.

4. e-commerce

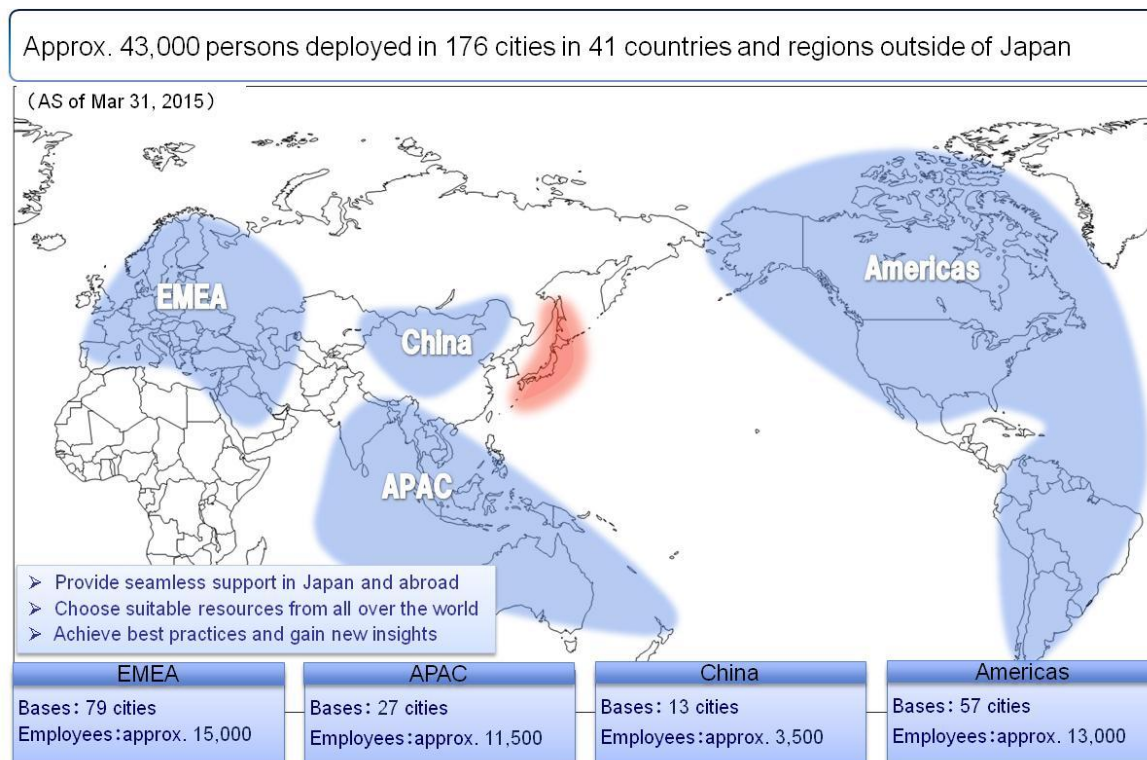
Computerized transactions made through electronic computer networks such as the Internet.

5. Petabyte

A data measurement unit. A petabyte is 1 million times the size of a gigabyte.

In addition to the businesses above, we proudly disclose that we could create 100 jobs, the target from the beginning at "The Ishinomaki BPO Center", which we established as our continuous supporting effort for reconstruction at the disaster stricken area by the Great East Japan Earthquake, which made the number of employees at the Center 125. We will continuously try to create new jobs, maintain and expand employment for many years to come.

The following shows the status of overseas bases during the period under review.
The expansion of our global base will enhance the ability of customers to address globalization.



As a result of these activities, business performance during the period was as follows.

• New Orders Received	1,429,117 million yen	(up	2.1% year-on-year)
• Net Sales	1,511,812 million yen	(up	12.5% year-on-year)
• Operating Income	84,013 million yen	(up	34.2% year-on-year)
• Ordinary Income	77,909 million yen	(up	25.4% year-on-year)
• Net Income	32,144 million yen	(up	38.0% year-on-year)

(2) Progress by business segment

Progress by business segment is as follows. Each business of NTT DATA is described in the “I. Matters concerning Present Condition of the Corporate Group, 8. Principal Business” of the Business Report on page 15.

In the Public & Financial IT Services segment net sales totaled 739,169 million yen (up 2.4% year-on-year) as a result of new customer acquisition and expansion of existing large-scale systems of the Company itself, and other effects.

In the Enterprise IT Services segment, net sales totaled 281,849 million yen (up 0.9% year-on-year) as a result of an increase in revenue in the utility and the wholesale distribution, although there was a decline in the sales of the telecommunications sector on a non-consolidated basis.

In the Solutions & Technologies segment, net sales totaled 176,539 million yen (down 1.4% year-on-year) as a result of a reactionary decline in existing projects of the Company itself.

In the Global Business segment, net sales totaled 464,505 million yen (up 47.7% year-on-year) as a result of the effects of expansion of the scope of consolidation, the increased scale of existing subsidiaries, the effects of foreign exchange fluctuations, and other effects.

Items	Net Sales (¥ million)				
	26 th Fiscal Year (2013)		27 th Fiscal Year (2014)		
		Component ratio (%)		Component ratio (%)	Percent change (%)
Public & Financial IT Services	721,698	47.8	739,169	44.1	2.4
Enterprise IT Services	279,340	18.5	281,849	16.8	0.9
Solution & Technologies	179,131	11.9	176,539	10.5	(1.4)
Global Business	314,535	20.8	464,505	27.7	47.7
Others	14,712	1.0	15,551	0.9	5.7
Subtotal	1,509,418	100.0	1,677,615	100.0	11.1
Adjustments	(165,645)	—	(165,802)	—	(0.1)
Total	1,343,772	—	1,511,812	—	12.5

2. Changes in Assets and Profit and Loss

Changes in Assets and Profit and Loss of the Corporate Group

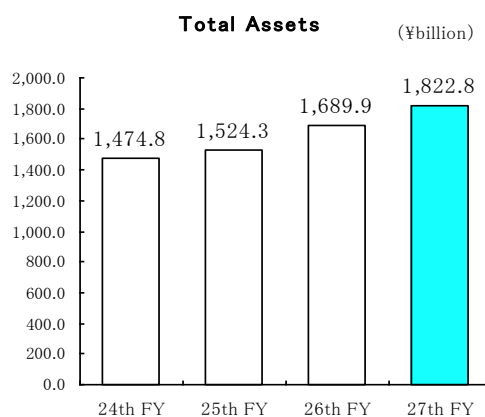
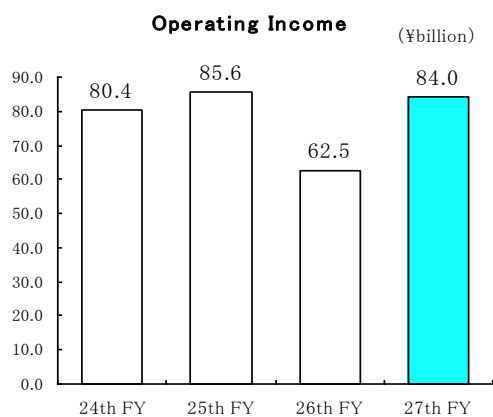
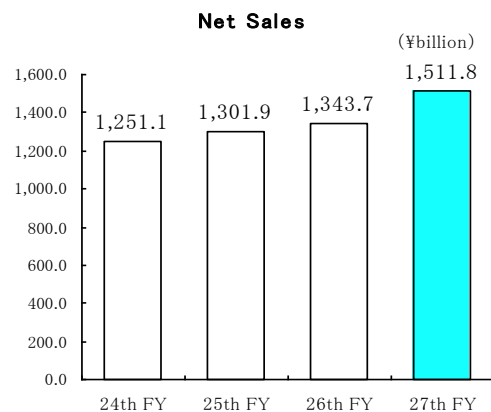
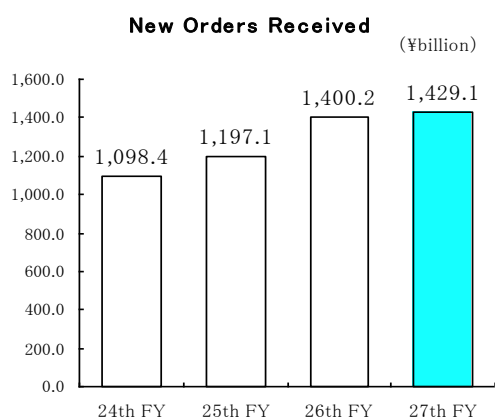
(¥ million, except net income per share [yen])

Items \ Year	24 th Fiscal Year (2011)	25 th Fiscal Year (2012)	26 th Fiscal Year (2013)	27 th Fiscal Year (2014)
Net Sales	1,251,177	1,301,941	1,343,772	1,511,812
Operating Income	80,416	85,696	62,583	84,013
Ordinary Income	75,588	81,870	62,153	77,909
Net Income	30,446	43,517	23,287	32,144
Net Income per Share	109	155	83	114
Total Assets	1,474,894	1,524,309	1,689,940	1,822,837
Net Assets	639,750	684,207	709,818	806,205

New Orders Received	1,098,400	1,197,168	1,400,221	1,429,117
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Notes:

1. Net income per share is calculated based on the average number of shares outstanding during the fiscal year.
2. Net income per share is a figure derived by assuming that the share split of October 1, 2013 was conducted at the beginning of the 24th fiscal year.



3. Capital Investments

Capital investments this fiscal year totaled 140,900 million yen (down 4.6 % year-on-year) and comprised principally capital investment in Public & Financial IT Services segment.

4. External Financing

In this consolidated fiscal year, NTT DATA borrowed 405 million euros as long-term borrowings to finance M&A, etc.

5. Progress of Technical Development

In pursuit of “Expansion of new fields and reinforcement of product competitiveness,” which is the key objective of the Medium-term Management Plan, NTT DATA implemented technical development focused on “Software Engineering”, “Advanced Technology”, and “IT Base Technology”. The results are set out below.

Software Engineering

• In order to promote the policy of applying the automated software development tool TERASOLUNA ^(Note 1) in all possible cases, we have doubled the number of specialist support organizations for diffusion and development. “TERASOLUNA Reengineering”, which has automated the specification analysis of existing systems, has been applied in approximately 30 projects. “TERASOLUNA ViSC v1.6”, an automated development tool, has been applied in over 80 different projects. Furthermore, “TERASOLUNA Suite”, which links the TERASOLUNA automated tool group, has been applied in over 200 projects, leading to the realization of high-quality, rapid system development.

Advanced Technology

• We have practicalized translation services for technical documents utilizing the automatic translation engine “platform for building statistical machine translation systems among multiple languages” developed by NIPPON TELEGRAPH AND TELEPHONE CORPORATION. Furthermore, in cooperation with Tokyo Seishinkai (social welfare service corporation) and Universal Accessibility Evaluation Organization Japan (UAEO) (general incorporated association), We have started demonstrations of utilizing communication robots for use in nursing care services in elderly facilities.

IT Base Technology

• In order to accelerate the use of open source software (OSS), ^(Note 2) We have taken a dominant position in the promotion of activities of the OSS development community. In order to respond to the needs for corporations to handle large quantities of data, We have developed mission critical ^(Note 3) system functions in-house that reflect OSS source code. Moreover, We have produced the first Japanese committers (main developers) in the Hadoop-related projects. ^(Note 4) Furthermore, utilizing the accumulated know-how concerning the applications of OSS, We have expanded its experience in applying OSS databases to large-scale systems. We have presented past examples of the application of PostgreSQL ^(Note 5) databases in large-scale systems at “the PostgreSQL Conference 2014”.

As part of the effort to forecast and utilize the near-future vision of the information society and IT-related technology trends, we held lectures and exhibitions of “NTT DATA Technology Foresight ^(Note 6)” in major events of the ICT industry such as the ITpro Expo in Japan and international events such as The Open Championship for golf and the Gartner Symposium. Furthermore, we also held 6 “Co-Creation Workshops” to share information for new trends to create policies for clients that aim to create new businesses, 67 “private seminars for our clients”, and released “NTT DATA Technology Foresight 2015”, the latest version of the trends.

Moreover, as part of the efforts to strengthen R&D in overseas locations, We have participated in AIME, a project aimed at the realization of the Industrie 4.0 ^(Note 7) concept, an academic-industrial collaboration promoted by the German government, and started the research and development of advanced technology aimed at the optimization of manufacturing lines.

Notes:

1. TERASOLUNA
A solution that incorporates the company's technologies for project management, development processes, frameworks, etc., accumulated from its numerous system development projects, and offers comprehensive support for system development.
2. OSS (Open Source Software)
Computer software with its source code made available to the public for free, so that anyone can change and redistribute the software.
3. Mission critical
This refers to things that are essential to the completion of tasks or services in which obstacles or malfunctions are unacceptable.
4. Hadoop
OSS platform software that is used for the efficient distributed processing and management of large-scale data.
5. PostgreSQL
High-performance, multifunction OSS database management system.
6. NTT DATA Technology Foresight
The near-future vision of the information society (information society trend) and IT-related technology trends. It is derived through comprehensive surveys of the trend relating to IT that are implemented from the perspectives of politics, economy, society and technology, as well as through hearings and discussions with domestic and foreign intellectuals.
Trend information has been released since 2012, and is updated every year.
7. Industrie 4.0
Concept advocated in a joint project between the German government and the manufacturing industry with the aim of developing novel technological innovations in the manufacturing sector.

6. Issues Requiring Attention

In domestic IT investments, while we see some movements toward business expansion such as in the IT infra-integration, we consider that cost reduction needs in maintenance and operation still remain and by and large we maintain a cautious stance on investments.

Meanwhile, global IT investments, mainly in emerging markets, are expected to continue on a strong trend. Given that our customers are accelerating their movement into the global market, the NTT DATA Group needs to expand its businesses in the global market.

In the IT service market in Japan, due to the diversification and sophistication of the needs of society and our customers, there is an increasing demand for services which can be used as necessary without owning a system, as well as services that match the expectations for price reduction and shorter delivery periods. Therefore, the issue that the NTT DATA Group needs to work on is the expansion of diverse IT services that can respond to changes in the market rather than a business structure that depends on system integration.

The NTT DATA Group has rapidly expanded its size through measures such as capital alliances. In order to take advantage of its larger size, the Group must enhance corporate governance, after which it must promote more efficient utilization of resources and the creation of synergy from the perspective of group-wide optimization.

For the abovementioned issues, the NTT DATA Group has formulated and will implement the Medium-Term Management Plan for 2012 through 2015 as follows.

- Expansion of new fields and reinforcement of product competitiveness

In response to our customers' expectations of price reduction, the NTT DATA Group will work on broadening solutions to reduce IT costs, such as cloud computing and AMO, while seeking to sophisticate and diversify the services provided in response to the need of customers to apply IT to more advanced and complicated business operations, such as business analytics and core business BPO. In addition, the Group will aim to upgrade and expand businesses that bring sustainable growth to our revenue by developing new businesses, such as M2M clouds and robotics, and by using its resources in areas with the potential for growth in existing businesses and for increase in the market share.

The Group will also invest aggressively in expanding new businesses and strengthening product competitiveness, through such measures as improvement of software production

technology (software development automation) and the R&D of advanced technologies in cooperation with universities and other organizations.

- Expansion, enhancement and reinforcement of global business

The NTT DATA Group will aim to cover uncharted areas in order to support customers' entries into the global market and provide services to overseas markets with growth potential. In areas where we already have bases, we will implement the expansion, enhancement and reinforcement of businesses by taking advantage of synergy between the NTT DATA Group and the NTT Group.

- Pursuit of overall optimization

The NTT DATA Group will work on improving operational efficiency by leveraging the size of our businesses, which was achieved through the global-level standardization, streamlining, and intensification of business operations, as well as reorganization and consolidation of group companies and organizations. The Group will promote further growth through resource allocation based on business portfolios which can respond to the rapidly changing environment.

NTT DATA looks forward to the continued understanding and support of all its shareholders in these undertakings.

7. Parent Company and Principal Subsidiaries

(1) Relationship with parent company

The parent company of NTT DATA is NIPPON TELEGRAPH AND TELEPHONE CORPORATION, which holds 152,001,000 shares (voting right ratio 54.2%) of NTT DATA. Commercial transactions between NTT DATA and NIPPON TELEGRAPH AND TELEPHONE CORPORATION include research and development of basic systems conducted by and services and convenience for the group management provided by NIPPON TELEGRAPH AND TELEPHONE CORPORATION.

(2) Principal subsidiaries

Name of Company	Capital	NTT DATA's Voting Right Ratio	Location	Main Line of Business
< Public & Financial IT Services >				
NTT DATA SYSTEM TECHNOLOGIES INC.	¥ million 200	97.1%	Chuo-ku, Tokyo	System design/ development
NTT DATA i CORPORATION	¥ million 100	100.0%	Shinjuku-ku, Tokyo	System design/ development
NTT DATA KANSAI CORPORATION	¥ million 400	100.0%	Kita-ku, Osaka city	System design/ development/sales
NTT DATA CUSTOMER SERVICE CORPORATION	¥ million 2,000	100.0%	Koto-ku, Tokyo	Systems operation/ maintenance
NTT DATA FINANCIAL CORE CORPORATION	¥ million 100	100.0%	Minato-ku, Tokyo	System design/ development
NTT DATA SOFIA CORPORATION	¥ million 80	95.0%	Meguro-ku, Tokyo	System design/ development
NTT DATA Getronics Corporation	¥ million 831	70.0%	Chiyoda-ku, Tokyo	System design/ development
XNET Corporation	¥ million 783	51.0%	Shinjuku-ku, Tokyo	System sales
Japan Information Processing Service Co.,Ltd.	¥ million 2,460	80.0%	Koto-ku, Tokyo	System design/ development
< Enterprise IT Services >				
NTT DATA INTRAMART CORPORATION	¥ million 738	46.8%	Minato-ku, Tokyo	Package software sales
NTT DATA WAVE CORPORATION	¥ million 100	80.1%	Shibuya-ku, Tokyo	System design/ development
NTT DATA BUSINESS SYSTEMS CORPORATION	¥ million 100	100.0%	Shinagawa-ku, Tokyo	System design/ development/sales
NTT DATA CCS CORPORATION	¥ million 330	60.0%	Shinagawa-ku, Tokyo	System design/ development
NTT DATA MSE Corporation	¥ million 320	60.0%	Kohoku-ku, Yokohama City	System design/ development

Name of Company	Capital	NTT DATA's Voting Right Ratio	Location	Main Line of Business
JSOL Corporation	¥ million 5,000	50.0%	Chuo-ku, Tokyo	System design/ development
< Solutions & Technologies >				
NTT DATA SMS CORPORATION	¥ million 100	100.0%	Koto-ku, Tokyo	Systems operation
NTT DATA INTELLILINK CORPORATION	¥ million 100	100.0%	Chuo-ku, Tokyo	System design/ development
NJK CORPORATION	¥ million 4,222	51.2%	Chuo-ku, Tokyo	System design/ development
< Global Business >				
NTT Data International L.L.C.	\$ thousand 1,529,670	100.0%	New York, U.S.A.	Supervision of North American operating subsidiaries
NTT DATA, Inc.	\$ thousand 1,236,410	100.0% (100.0%)	Massachusetts, U.S.A.	Consulting System design/ development
NTT DATA Enterprise Services Holding, Inc.	\$ thousand 130,097	100.0% (100.0%)	Texas, U.S.A.	Consulting System design/ development
NTT DATA Deutschland GmbH	€ thousand 97,653	100.0% (100.0%)	Munich, Germany	Consulting System design/ development
NTT DATA ITALIA S.P.A.	€ thousand 34,237	100.0% (100.0%)	Milano, Italy	Consulting System design/ development
NTT DATA EMEA LTD.	€ thousand 407,121	100.0%	London, England	Supervision of European operating subsidiaries
NTT DATA EUROPE GmbH & CO. KG	€ thousand 308,050	100.0% (5.0%)	Bielefeld, Germany	Supervision of overseas SAP operating subsidiaries
itelligence AG	€ thousand 82,782	100.0% (100.0%)	Bielefeld, Germany	Consulting System design/ development
GISA GmbH *	€ thousand 4,100	51.0% (51.0%)	Halle, Germany	Consulting System design/ development
EVERIS PARTICIPACIONES, S.L.U.	€ thousand 72,999	100.0%	Madrid, Spain	Consulting System design/ development
NTT DATA CHINA OUTSOURCING Co.,Ltd.	¥ million 95	100.0% (53.5%)	Koto-ku, Tokyo	System design/ development
< Others >				
NTT DATA MANAGEMENT SERVICE CORPORATION	¥ million 100	70.0%	Koto-ku, Tokyo	Administrative agent business

Notes:

1. In addition to the above, there were 223 subsidiaries at March 31, 2015.

2. Figures in parentheses in the column of NTT DATA's voting right ratio show the ratio of indirectly owned voting rights included therein.

3. * Subsidiary of NTT DATA acquired their shares during the fiscal year.

8. Principal Business

Principal business of NTT DATA is as follows:

Business	Description
Public & Financial IT services	Provides high-value-added IT services for social infrastructure, including public administration, healthcare, finance, and settlement systems
Enterprise IT Services	Provides high-value-added IT services that support the business activities of the manufacturing, distribution, service, media, communications, and other industries
Solutions & Technologies	Offers platforms and solutions that support cutting-edge IT services
Global Business	Provides high-value-added IT services mainly in overseas markets

9. Principal Centers of the Corporate Group

(1) Principal Offices of NTT DATA

Head Office:	3-3, Toyosu 3-chome, Koto-ku, Tokyo, Japan	
Divisions:	Public Administration Systems Sector	(Tokyo)
	First Financial Sector	(Tokyo)
	Second Financial Sector	(Tokyo)
	Third Financial Sector	(Tokyo)
	Fourth Financial Sector	(Tokyo)
	First Enterprise Sector	(Tokyo)
	Second Enterprise Sector	(Tokyo)
	Third Enterprise Sector	(Tokyo)
	Fourth Enterprise Sector	(Tokyo)
	Enterprise Business Consulting and Marketing Sector	(Tokyo)
	Business Solutions Sector	(Tokyo)
	System Platforms Sector	(Tokyo)
	Global Business Sector	(Tokyo)

(2) Principal offices of principal subsidiaries

As listed in the “Location” column in (2) “Principal Subsidiaries” of Section 7 “Parent Company and Principal Subsidiaries” above.

10. Employees

Number of Employees (persons)	Increase/Decrease Compared with the End of the Previous Fiscal Year (persons)
76,642	1,622

Note:

The number of employees above does not include the persons who transferred to other companies, but includes the persons who are transferred from other companies.

(For reference) Employees of NTT DATA

Number of Employees (persons)	Increase/Decrease Compared with the End of the Previous Fiscal Year (persons)	Average Age (years old)	Average Working Years (years)
11,110	110	37.1	13.4

Notes:

1. The number of employees above does not include the persons who transferred to other companies, but includes the persons who are transferred from other companies.
2. In calculating the average working years of employees, the number of working years in NIPPON TELEGRAPH AND TELEPHONE CORPORATION, NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, NTT Communications Corporation, and other companies are included in the above average working years in case of the employees transferred from such companies.

11. Principal Lenders

Name of Lender	Borrowings Outstanding (¥ million)
Mizuho Bank, Ltd.	35,265
Sumitomo Mitsui Banking Corporation	28,313
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	16,883
Mizuho Trust & Banking Co., Ltd.	11,546
Development Bank of Japan Inc.	10,000

II. MATTERS CONCERNING SHARES

1. Total number of shares authorized to be issued by the company 1,122,000,000 shares
 2. Total number of shares issued 280,500,000 shares (Including 99 shares of treasury stock)
 3. Number of shareholders 83,633 persons

4. Principal shareholders

Name	Number of Shares Held	Ratio of Shareholding (%)
NIPPON TELEGRAPH AND TELEPHONE CORPORATION	152,001,000	54.19
The Master Trust Bank of Japan, Ltd. (Trust Account)	15,970,900	5.69
Japan Trustee Services Bank, Ltd. (Trust Account)	9,972,700	3.56
BNP PARIBAS SECURITIES (JAPAN) LIMITED	3,480,000	1.24
NTT DATA Employee Share-Holding Association	3,002,400	1.07
THE BANK OF NEW YORK MELLON SA/NV 10 (Standing agent: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	2,837,939	1.01
Trust & Custody Services Bank, Ltd. (Investment Trust Account)	2,342,000	0.83
STATE STREET BANK AND TRUST COMPANY 505001 (Standing agent: Mizuho Bank, Ltd.)	2,316,253	0.83
NORTHERN TRUST CO. (AVFC) RE U.S. TAX EXEMPTED PENSION FUNDS (Standing agent: The Hong Kong and Shanghai Banking Corporation Limited Tokyo Branch)	2,156,100	0.77
RBC IST-OMNIBUS 15.315 NON LENDING – CLIENTS ACCOUNT (Standing agent: Citibank Japan Ltd.)	1,732,800	0.62

Note: Ratio of Shareholding has been calculated after deducting treasury stock (99 shares).

III. MATTERS CONCERNING DIRECTORS AND CORPORATE AUDITORS

1. Name of Directors and Corporate Auditors

Position	Name	Areas of responsibility and Principal Concurrent Positions
President and Chief Executive Officer	Toshio Iwamoto	Chairman, Private Finance Initiative / Public Private Partnership(PFI/PPP)
Representative Director and Senior Executive Vice President	Eiji Yamada	Company President, Global Business Company In charge of corporate group CRO in charge of risk management In charge of corporate governance In charge of CSR
Representative Director and Senior Executive Vice President	Satoshi Kurishima	Company President, Solutions & Technologies Company CIO, in charge of information strategy CISO, in charge of security strategies In charge of intellectual property strategies
Representative Director and Executive Vice President	Masanori Shiina	Company President, Public & Financial IT Services Company Director, The Center for Financial Industry Information Systems
Director and Executive Vice President	Yo Honma	Company President, Enterprise IT Services Company
Director and Executive Vice President	Hironobu Sagae	Head of Finance Department CFO, in charge of financial management Director, NTT DATA MANAGEMENT SERVICE CORPORATION
Director and Executive Vice President	Eiji Ueki	Head of Group Strategy Headquarters Director, NTT DATA CUSTOMER SERVICE CORPORATION Director, NTT DATA MANAGEMENT SERVICE CORPORATION
Director	Yoichiro Takaya	Director, Strategic Business Development Division of NIPPON TELEGRAPH AND TELEPHONE CORPORATION Director of NTT Resonant Inc.
Director	Yukio Okamoto	Representative Director, Okamoto Associates, Inc. Director, MITSUBISHI MATERIALS CORPORATION Director, Nippon Yusen Kabushiki Kaisha Representative Director, 'Signal of Hope' Fund to Support the Resumption of Tohoku Fisheries (Not-for-profit General Incorporated Foundation)
Standing Corporate Auditor	Hiroo Inoue	
Standing Corporate Auditor	Yasuomi Hino	
Standing Corporate Auditor	Yukio Ishijima	
Corporate Auditor	Rieko Sato	Lawyer Corporate Auditor of Ajinomoto Co., Inc.

Notes:

1. Of the directors, both Yoichiro Takaya and Yukio Okamoto are outside directors assigned in accordance with Article 2 (xv) of the Companies Act. NTT DATA has designated Yukio Okamoto as independent director in accordance with the listing regulations of the Tokyo Stock Exchange on which its stocks are listed, and has notified this to the Tokyo Stock Exchange.
2. Of the corporate auditors, three auditors, i.e. Yasuomi Hino, Yukio Ishijima and Rieko Sato are outside corporate auditors assigned in accordance with Article 2 (xvi) of the Companies Act. NTT DATA has designated both Yasuomi Hino and Rieko Sato as independent directors in accordance with the listing regulations of the Tokyo Stock Exchange on which its stocks are listed, and has notified this to the Tokyo Stock Exchange.
3. Both Directors Yoshinori Hagino and Toru Yamashita resigned at the conclusion of the 26th Ordinary General Meeting of Shareholders held on June 18, 2014.
4. Yasuhiro Kadowaki, Corporate Auditor, resigned at the conclusion of the 26th Ordinary General Meeting of Shareholders held on June 18, 2014.
5. Hiroo Inoue, Corporate Auditor, has considerable insight in and knowledge of the finance and accounting field given his business experience in the finance and accounting division of the Company.

2. Policies concerning, and Total Remuneration of, Directors and Corporate Auditors

(1) Policies

Matters regarding remuneration for the directors are determined by the Board of Directors.

The remuneration of directors shall consist of monthly compensation and bonuses. Monthly compensation shall be paid based upon the scope of the function or responsibilities. Bonuses shall be paid considering the performance of the business results during the fiscal year.

In addition, for the purpose of reflecting medium- and long-term business results on remuneration, the directors shall purchase NTT DATA's shares in an amount equal to or more than a certain percentage of their remuneration and hold all of such shares through the terms of their offices.

The remuneration of corporate auditors shall be determined by the corporate auditors after consultation. For the purpose of securing the independence of the corporate auditors, their remuneration is not linked to the business results and the corporate auditors receive monthly compensation only.

(2) Total amount of remuneration for directors and corporate auditors during the fiscal year

Position	Number of Persons	Amount of Remuneration
Director	10 persons	328 million yen
Corporate Auditor	5 persons	94 million yen
Total	15 persons	423 million yen

Notes:

1. The above includes two directors and one corporate auditor who retired at the conclusion of the 26th Ordinary General Meeting of Shareholders held on June 18, 2014.
2. Concerning the limit of remuneration for the directors and corporate auditors, the 18th General Meeting of Shareholders held on June 22, 2006 passed the resolution to set the limit of remuneration for the directors at 580 million yen in a year and that for the corporate auditors at 150 million yen in a year.
3. The amount of remuneration includes the director bonus of 62 million yen.

3. Outside Directors and Corporate Auditors

(1) Additional posts in other companies of outside directors and corporate auditors

Position	Name	Concurrent Employers	Concurrent Posts	Relationship with NTT DATA
Outside Director	Yoichiro Takaya	NIPPON TELEGRAPH AND TELEPHONE CORPORATION	Director, Strategic Business Development Division	Parent company
		NTT Resonant Inc.	Outside Director	Subsidiary of parent company
Outside Director	Yukio Okamoto	Okamoto Associates, Inc.	Representative Director	-
		MITSUBISHI MATERIALS CORPORATION	Outside Director	(Note 1)
		Nippon Yusen Kabushiki Kaisha	Outside Director	-
		‘Signal of Hope’ Fund to Support the Resumption of Tohoku Fisheries (Not-for-profit General Incorporated Foundation)	Representative Director	-
Outside Corporate Auditor	Rieko Sato	ISHII LAW OFFICE	Partner	-
		Ajinomoto Co., Inc.	Outside Corporate Auditor	(Note 2)

Notes:

1. The Company maintains a business relationship with MITSUBISHI MATERIALS CORPORATION. However, its transactions account for less than 0.1% of the consolidated net sales of the Company.
2. The Company maintains a business relationship with Ajinomoto Co., Inc. However, its transactions account for less than 0.1% of the consolidated net sales of the Company.

(2) Main activities during the fiscal year

Position	Name	Main Activities
Outside Director	Yoichiro Takaya	He attended 15 out of the 17 Board of Directors' meetings held during the fiscal year under review, and made statements necessary for deliberating proposals from a point of view that was independent of the members executing the business.
Outside Director	Yukio Okamoto	He attended 12 out of the 13 Board of Directors' meetings held during the fiscal year under review after his appointment as Director of the Company, and made statements necessary for deliberating proposals from a point of view that was independent of the members executing the business.
Outside Corporate Auditor	Yasuomi Hino	He attended all 17 meetings of the Board of Directors and all 21 meetings of the Board of Corporate Auditors that were held during the fiscal year under review, and made statements from the viewpoint of compliance with laws and regulations and the Articles of Incorporation, and other viewpoints, when necessary, independent of the members executing the business.
Outside Corporate Auditor	Yukio Ishijima	He attended all 13 meetings of the Board of Directors and all 13 meetings of the Board of Corporate Auditors that were held during the fiscal year under review after his appointment as Corporate Auditor of the Company, and made statements from the viewpoint of compliance with laws and regulations and the Articles of Incorporation, and other viewpoints, when necessary, independent of the members executing the business.
Outside Corporate Auditor	Rieko Sato	She attended 14 out of the 17 Board of Directors' meetings and 20 out of the 21 Board of Corporate Auditors' meetings that were held during the fiscal year under review, and made statements from the viewpoint of compliance with laws and regulations and the Articles of Incorporation, and other viewpoints, when necessary, independent of the members executing the business and from the professional standpoint as a lawyer.

(3) Outline of agreement for limiting obligation

NTT DATA and each of its outside directors and outside corporate auditors entered into an agreement for limiting the obligation to compensate for damage set forth in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of the same Act. The maximum amount of compensation shall be the minimum liability amount prescribed in Article 425 (1) of the Companies Act.

(4) Total amount of remuneration for outside directors and corporate auditors for this fiscal year

	Number of Persons	Amount of Remuneration
Total Amount of Remuneration for Outside Directors and Corporate Auditors	5 persons	71 million yen

Notes:

1. The above is included in the section "2. (2) Total amount of remuneration for directors and corporate auditors during the fiscal year."
2. The above includes one outside director who retired at the conclusion of the 26th Ordinary General Meeting of Shareholders held on June 18, 2014.

IV. INDEPENDENT AUDITOR

1. Name of Independent Auditor of NTT DATA

KPMG AZSA LLC

2. Remuneration for Independent Auditor Payable by NTT DATA for This Fiscal Year

Amount payable for the services set forth in Article 2 (1) of the Certified Public Accountants Act (1948 Act No. 103)

¥ 372 million

Note: The auditing agreement between NTT DATA and its independent auditor does not segregate the amount of the remuneration to Auditors pursuant to the Companies Act and those pursuant to the Financial Instruments and Exchange Act. As these amounts cannot, as a practical matter, be calculated separately, the amount above is the total for both categories of remuneration as stated above.

3. Total Amount Payable by NTT DATA and Its Subsidiaries to Independent Auditor in Cash and Other Interest in Property

Total amount payable by NTT DATA and its subsidiaries to independent auditor

¥ 563 million

Note: Among NTT DATA's principal subsidiaries, NTT Data International L.L.C., NTT DATA Deutschland GmbH, NTT DATA ITALIA S.P.A., NTT DATA EMEA LTD., NTT DATA EUROPE GmbH & CO. KG, itelligence AG, GISA GmbH and EVERIS PARTICIPACIONES, S.L.U. are audited by audit corporations other than the Company's independent auditor.

4. Non-Auditing Business

With regard to services other than those prescribed in Article 2, (1) of the Certified Public Accountants Act (non-auditing business), NTT DATA consigns to the independent auditor such duties as guidance and advice concerning the International Financial Reporting Standards and the verification of the status of internal control systems pursuant to the JICPA Auditing and Assurance Practice Committee Practical Guideline No. 86, "Assurance Reports on Controls at a Service Organization"

5. Policy of Decision of Dismissal or Non-reelection of Independent Auditor

In NTT DATA, if it is recognized that the independent auditor falls under any of the items of Article 340 (1) of the Companies Act, the Board of Corporate Auditors dismisses the independent auditor by unanimous consent.

In addition to the above, if it is recognized that the independent auditor is unable to properly conduct an audit, the Board of Corporate Auditors decides the details of the proposal to dismiss, or not to reelect the independent auditor to be submitted to the general meeting of shareholders; and the Board of Directors submits the proposal to the general meeting of shareholders based on such decision.

Note: At the meeting of the Board of Corporate Auditors held on April 6, 2015, a resolution was passed on the responses to the revision of the Companies Act, which became effective May 1, 2015, and other matters.

V. OVERVIEW OF RESOLUTION FOR IMPROVEMENT OF SYSTEMS FOR ENSURING APPROPRIATE OPERATIONS

NTT DATA is moving forward with efforts to ensure appropriate operations of internal control systems and its Board of Directors' meeting has adopted a resolution on the basic policy for establishing internal control systems for the NTT DATA Group in compliance with Article 362 of the Companies Act. Details of the said resolution are as follows:

1. Basic Policy for Establishing Internal Control Systems

- (1) In building its internal control systems, NTT DATA will further the basic policy that it will take various measures to efficiently conduct fair and transparent business activities in compliance with applicable laws and its Articles of Incorporation, as a matter of course, and at all times being aware of risks increasing as its business expands.
- (2) The president, as the chief executive officer, takes responsibility and improves and operates the internal control systems.
- (3) In order to make its internal control systems function smoothly and efficiently, NTT DATA will establish an internal control promotion committee that will hold meetings on a regular basis.
- (4) NTT DATA sets up the Internal Audit Department, which verifies whether or not the activities of each Sector are performed in compliance with applicable laws, its Articles of Incorporation, internal rules, and management policies and plans and gives practical advice and recommendations from a position independent of operations of businesses for the purpose of sound performance of businesses.
- (5) NTT DATA appoints a chief risk officer (CRO) who supervises the risk management structure from the point of view covering the entire group and the compliance division conducts inspections for the purpose of ensuring the legality of business activities.
- (6) NTT DATA is taking appropriate measures to realize high reliability of its internal control systems over financial reporting under the Financial Instruments and Exchange Act and other related laws.

2. Individual Systems for Establishing Internal Control Systems

- (1) Systems to ensure that the directors and employees are performing their duties in compliance with applicable laws and the Articles of Incorporation

Setting our sights on becoming a reliable company and having the basic policy to conduct sound business activities by establishing its corporate ethics, NTT DATA proceeds with the following activities:

- It will establish the "Global Compliance Policy", which is the guideline for behaviors including compliance with applicable laws, for the directors and employees.
- It will raise employees' consciousness of compliance through educational and training programs concerning the corporate ethics.
- It will check activities through the compliance division and give advice, guidance, and other assistance to Sectors in order to perform lawful and appropriate business activities.
- It will have no relation, including any transaction, with antisocial forces and reject illegal demands in a resolute attitude.
- Towards realizing sound management, it will establish a whistle-blowing system that receives information from both identified and anonymous employees and other parties to ensure a channel of communication that is independent of the ordinary execution of business, and establish a system to ensure that employees and other parties who have made reports using the whistle-blowing system and other channels will not receive disadvantageous treatment on account of having made such reports.
- It will have the Internal Audit Department submit an annual plan to the Board of Directors, according to which the department will perform an internal audit and regularly report the results to the Board of Directors.

(2) Systems for storage and management of information concerning execution of duties by directors

While NTT DATA appropriately stores, manages, and willingly shares information for effective uses according to the policy that it will protect personal and confidential information from leakage or unauthorized use, it proceeds with the following activities:

- It will record and store information concerning the performance of duties by directors in writing or electromagnetic media and appropriately manage them in compliance with applicable laws, the Articles of Incorporation and internal rules.
- It will improve the internal information system in order to timely and properly use information arising out of business activities.
- It will establish internal rules for the purpose of formulating rules required for the appropriate handling of information and efficient clerical work.
- It will establish an information security committee to expedite measures for the entire group concerning the handling of information and hold a meeting regularly.

(3) Rules and other systems concerning risk management

Assuming various business risks, NTT DATA has a policy that each division shall improve its own voluntary risk management system by risk so that it may take the best measure upon occurrence of any of such risks and proceeds with the following activities:

- It will improve a system to continuously monitor and supervise the situation of risk management by each Sector and establish an organization to promote risk management under the control of the CRO from the point of view covering the entire group so that the risk management system functions smoothly and effectively.
- It will give priority on certain business risks over the other risks taking the frequency of occurrence into account and deal with them.
- It will establish a system in accordance with the internal rules provided for from the point of view of quality management, etc. concerning risks related to development, operation and maintenance of systems, which are assumed as risks pertaining to the main line of NTT DATA's businesses.

(4) Systems to ensure efficient performance of duties by directors

Having the basic policy that it shall enhance each of the functions of making important decisions, supervision of performance of duties, and performance of operations, and that it shall work for vitalization of operations, NTT DATA proceeds with the following activities:

- In order for the Board of Directors to make important decisions and appropriately supervise the performance of duties, it will appoint executive officers as responsible persons who specialize in the performance of duties and, by transferring substantial part of authority from directors to the executive officers, expedite decision making to pursue speedy operations.
- It will include outside directors who are in a position independent of the Board of Directors in order to strengthen the function to supervise the fairness of business execution.
- It will establish a management meeting for the president to make appropriate decisions pertaining to the basic policy of a business or other important matters.
- For the purpose of appropriate and efficient performance of affairs, it will improve the systems to clarify the official authority and exercise appropriate restraints by setting internal rules pertaining to the decision making for, and performance of, business affairs.

(5) Systems to ensure appropriate operations of NTT DATA Group, etc.

Having the basic policy that it shall ensure appropriate operations of the entire NTT DATA Group through consultations, reports, instructions and requests concerning important matters, NTT DATA and its Group proceed with the following activities:

- It will appoint a division responsible for coordination with each group company and improve the coordination system including the related divisions.
- The Internal Audit Department of it will monitor activities for the purpose of ensuring the soundness of businesses of the group companies.
- The internal control promotion committee of NTT DATA will oversee and promote the situation of risk management of the entire group and at the same time each group company will appoint an officer in charge of risk management for the purpose of improvement of the risk management system.

- In order to prevent the occurrence of scandals, it will conduct employee education and training and establish a whistle-blowing system that receives information from identified and anonymous employees of the Group and other parties as well as establish a system to ensure that employees and other parties who have made reports using the whistle-blowing system and other channels will not receive disadvantageous treatment on account of having made such reports.
- It will have dealings with a group company in compliance with the laws, as a matter of course, and establish a system for the group companies to submit appropriate financial status reports.
- Each group company will conduct autonomous management based on the basic policy of group business and at the same time the Corporate Management Committee of NTT DATA will monitor the management situation of the entire group in order to promote efficient and effective group management.

Furthermore, in between it and NTT, its parent company, there is the basic policy that either party will coordinate with the other, respecting the other party's independency and autonomy and the parties appropriately have dealings with the other in compliance with the laws.

- (6) Matters concerning employees who assist corporate auditors' duties and independence of such employees from directors

Having the basic policy to establish a system to assist the corporate auditors' duties in order to ensure the effective audits by corporate auditors, NTT DATA will proceed with the following activities:

- NTT DATA sets up the Corporate Auditors' Office to appropriately assist the duties of its auditors as an important organization under the Companies Act.
- It posts the number of employees required for conducting audits according to the auditing standards determined by the auditors.
- The Corporate Auditors' Office shall be an organization independent from the directors and the employees assisting the auditors' duties shall perform their duties under instructions and directions from the auditors.
- It handles the matters concerning personnel changes and evaluation of the employees assisting the auditors' duties respecting the auditors' opinions.

- (7) Systems for directors and employees to report to auditors and for ensuring effective auditing by auditors

Having a basic policy to improve the systems for directors and employees to report material matters regarding the execution of business to corporate auditors and other systems in order to ensure the effective audits by corporate auditors, NTT DATA will proceed with the following activities:

- The directors and corporate auditors shall determine after consultation the meetings that the corporate auditors shall attend, materials that the corporate auditors shall review, and the matters regarding NTT DATA and its Group companies that the corporate auditors shall report to the directors regularly or when necessary and the corporate auditors shall report to the directors from time to time as determined between the directors and corporate auditors.
- Upon request of each auditor for a report on the performance of duties, the directors and employees shall promptly report to the auditor about their performance of duties.
- In addition to the above, the directors, independent auditor, and Internal Audit Department shall respectively have an exchange of opinions with each auditor regularly and when necessary upon request of the auditor.
- The corporate auditors may independently engage external experts and receive advice on audit operations.
- The corporate auditors may claim payment for expenses necessary for the execution of duties and NTT DATA will make payments based on such claims.

Note: At the meeting of the Board of Directors held on April 21, 2015, a resolution was passed on the responses to the revision of the Companies Act, which became effective May 1, 2015, and other matters.

In this Business Report, amounts are rounded off to the indicated unit.

The names of NTT DATA's products and services referred to on this report are trademarks or registered trademarks of NTT DATA in Japan and other countries. The names of other companies etc., products, services, etc, are the trade names, trademarks, or registered trademarks of the companies etc. concerned.

Consolidated Balance Sheet

(¥ million)

	27 th FY (As of March 31, 2015)	[Reference] 26 th FY (As of March 31, 2014)
ASSETS		
Current Assets	772,275	669,206
Cash and deposits	160,108	180,430
Notes and accounts receivable - trade	366,678	344,221
Lease receivables and investment assets	16,983	19,166
Securities	6,533	2,000
Inventories	32,539	22,645
Deferred tax assets	36,730	27,518
Other	155,379	76,344
Allowance for doubtful accounts	(2,679)	(3,120)
Non-Current Assets	1,050,561	1,020,733
Property, plant and equipment	312,914	312,697
Data communication facilities, net	93,782	92,656
Buildings and structures, net	92,326	94,475
Machinery, equipment and vehicles, net	18,152	19,474
Tools, furniture and fixtures, net	17,369	15,129
Land	59,193	50,209
Construction in progress	26,500	36,142
Other, net	5,589	4,609
Intangible assets	555,598	562,177
Software	251,673	260,458
Software in progress	52,086	48,638
Goodwill	179,540	177,536
Other	72,297	75,543
Investments and other assets	182,049	145,858
Investment securities	111,623	46,085
Net defined benefit asset	2,282	1,331
Deferred tax assets	26,318	61,239
Other	42,503	37,932
Allowance for doubtful accounts	(677)	(730)
TOTAL ASSETS	1,822,837	1,689,940

Note: Amounts less than one million yen are rounded down.

(¥ million)

	27 th FY (As of March 31, 2015)	[Reference] 26 th FY (As of March 31, 2014)
LIABILITIES		
Current liabilities	479,554	454,714
Accounts payable - trade	103,970	97,837
Short-term loans payable	48,887	66,387
Current portion of long-term loans payable	732	1,950
Current portion of bonds	39,999	—
Income taxes payable	14,942	22,490
Advances received	140,634	151,781
Provision for loss on order received	3,093	4,609
Other	127,294	109,657
Non-current liabilities	537,077	525,407
Bonds payable	210,052	250,040
Long-term loans payable	139,459	87,298
Deferred tax liabilities	30,303	20,952
Net defined benefit liability	136,313	145,653
Provision for directors' retirement benefits	901	919
Other	20,047	20,543
TOTAL LIABILITIES	1,016,631	980,121
NET ASSETS		
Shareholders' equity	690,113	666,742
Capital stock	142,520	142,520
Capital surplus	139,300	139,300
Retained earnings	408,293	384,922
Treasury shares	(0)	—
Accumulated other comprehensive income	83,380	10,081
Valuation difference on available-for-sale securities	46,792	2,872
Deferred gains or losses on hedges	656	38
Foreign currency translation adjustment	62,615	35,056
Remeasurements of defined benefit plans	(10,095)	(10,224)
Other	(16,587)	(17,661)
Minority interests	32,711	32,993
TOTAL NET ASSETS	806,205	709,818
TOTAL LIABILITIES AND NET ASSETS	1,822,837	1,689,940

Note: Amounts less than one million yen are rounded down.

Consolidated Statement of Income

(¥ million)

	27 th FY (2014/4/1–2015/3/31)	[Reference] 26 th FY (2013/4/1–2014/3/31)
Net sales	1,511,812	1,343,772
Cost of sales	1,147,302	1,031,213
Gross profit	364,509	312,559
Selling, general and administrative expenses	280,495	249,975
Operating income	84,013	62,583
Non-operating income	6,845	10,822
Interest income	951	527
Dividend income	1,190	1,043
Foreign exchange gains	129	4,679
Other	4,573	4,571
Non-operating expenses	12,950	11,253
Interest expenses	5,782	5,245
Loss on retirement of non-current assets	1,761	691
Compensation for damage	1,062	3,509
Other	4,343	1,806
Ordinary income	77,909	62,153
Extraordinary losses	3,913	7,893
Impairment loss of noncurrent assets	2,244	3,525
Loss on restructuring of subsidiaries and affiliates	1,668	4,367
Income before income taxes and minority interests	73,995	54,259
Income taxes – current	34,992	39,746
Income taxes – deferred	5,423	(10,591)
Total income taxes	40,416	29,155
Income before minority interests	33,579	25,103
Minority interests in income (loss)	1,434	1,816
Net income	32,144	23,287

Note: Amounts less than one million yen are rounded down.

Consolidated Statements of Shareholders' Equity

27th FY (From April 1, 2014 to March 31, 2015)

(¥ million)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	142,520	139,300	384,922	—	666,742
Cumulative effects of changes in accounting policies			8,272		8,272
Restated balance	142,520	139,300	393,195	—	675,015
Changes of items during period					
Dividends of surplus (Note 1)			(8,415)		(8,415)
Dividends of surplus (Note 2)			(8,415)		(8,415)
Net income			32,144		32,144
Purchase of treasury shares				(0)	(0)
Change of scope of consolidation			(211)		(211)
Other changes			(5)		(5)
Net changes of items other than shareholders' equity					
Total changes of items during period	—	—	15,097	(0)	15,097
Balance at end of current period	142,520	139,300	408,293	(0)	690,113

	Accumulated other comprehensive income						Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Other	Total accumulated other comprehensive income		
Balance at beginning of current period	2,872	38	35,056	(10,224)	(17,661)	10,081	32,993	709,818
Cumulative effects of changes in accounting policies								8,272
Restated balance	2,872	38	35,056	(10,224)	(17,661)	10,081	32,993	718,091
Changes of items during period								
Dividends of surplus (Note 1)								(8,415)
Dividends of surplus (Note 2)								(8,415)
Net income								32,144
Purchase of treasury shares								(0)
Change of scope of consolidation								(211)
Other changes								(5)
Net changes of items other than shareholders' equity	43,920	617	27,558	128	1,074	73,298	(282)	73,016
Total changes of items during period	43,920	617	27,558	128	1,074	73,298	(282)	88,114
Balance at end of current period	46,792	656	62,615	(10,095)	(16,587)	83,380	32,711	806,205

Notes: 1. This is the item of appropriation of retained earnings resolved at the ordinary general meeting of shareholders held in June 2014.
2. This is the item resolved at the meeting of the Board of Directors held in October 2014.
3. Amounts less than one million yen are rounded down.

Non-Consolidated Balance Sheet

(¥ million)

	27 th FY (As of March 31, 2015)	[Reference] 26 th FY (As of March 31, 2014)
ASSETS		
Current assets	450,667	393,566
Cash and deposits	69,743	83,244
Notes receivable - trade	—	182
Accounts receivable - trade	173,412	162,056
Lease receivables	1,240	1,351
Lease investment assets	13,389	14,899
Inventories	20,759	12,120
Prepaid expenses	13,897	11,511
Deferred tax assets	25,792	16,261
Other	132,443	91,996
Allowance for doubtful accounts	(11)	(59)
Non-current assets	1,106,428	1,050,031
Property, plant and equipment	271,399	277,075
Data communication facilities, net	92,511	90,320
Buildings, net	77,919	81,358
Structures, net	1,997	2,095
Machinery, equipment and vehicles, net	10,927	12,057
Tools, furniture and fixtures, net	7,279	7,496
Land	54,676	48,229
Leased assets, net	934	707
Construction in progress	25,153	34,809
Intangible assets	279,965	289,331
Software	233,791	247,801
Software in progress	44,048	39,393
Leased assets	33	30
Other	2,091	2,106
Investments and other assets	555,063	483,625
Investment securities	94,437	30,513
Shares of subsidiaries and associates	132,868	133,822
Investments in other securities of subsidiaries and associates	221,092	220,596
Long-term loans receivable	540	540
Lease and guarantee deposits	9,427	10,623
Deferred tax assets	—	25,964
Other	97,155	62,065
Allowance for doubtful accounts	(457)	(500)
TOTAL ASSETS	1,557,096	1,443,598

Note: Amounts less than one million yen are rounded down.

	(¥ million)	
	27 th FY (As of March 31, 2015)	[Reference] 26 th FY (As of March 31, 2014)
LIABILITIES		
Current liabilities	395,951	374,442
Accounts payable - trade	75,762	72,041
Short-term loans payable	41,885	61,241
Current portion of long-term loans payable	1,692	1,675
Current portion of bonds	39,999	—
Lease obligations	564	485
Accounts payable - other	12,685	13,524
Accrued expenses	9,276	8,762
Income taxes payable	6,011	11,546
Advances received	122,018	135,460
Deposits received	72,855	65,944
Provision for loss on order received	2,216	3,547
Asset retirement obligations	18	134
Other	10,965	79
Non-Current Liabilities	433,209	415,157
Bonds payable	209,952	249,940
Long-term loans payable	136,822	84,000
Lease obligations	1,074	933
	12,561	—
Provision for retirement benefits	59,744	64,550
Asset retirement obligations	608	663
Other	12,445	15,069
TOTAL LIABILITIES	829,160	789,600
NET ASSETS		
Shareholders' equity	682,027	651,651
Capital stock	142,520	142,520
Capital surplus	139,300	139,300
Legal capital surplus	139,300	139,300
Retained earnings	400,207	369,831
Legal retained earnings	2,287	2,287
Other retained earnings	397,919	367,543
Reserve for special depreciation	127	152
Reserve for reduction entry	280	402
General reserve	288,000	288,000
Retained earnings brought forward	109,511	78,988
	(0)	—
Valuation and translation adjustments	45,908	2,346
Valuation difference on available-for-sale securities	46,005	2,346
	(97)	—
TOTAL NET ASSETS	727,935	653,997
TOTAL LIABILITIES AND NET ASSETS	1,557,096	1,443,598

Note: Amounts less than one million yen are rounded down.

Non-Consolidated Statement of Income

(¥ million)

	27 th FY (2014/4/1–2015/3/31)	[Reference] 26 th FY (2013/4/1–2014/3/31)
Net sales	799,377	782,865
Cost of sales	622,741	621,011
Gross profit	176,636	161,853
Selling, general and administrative expenses	113,158	114,104
Operating income	63,478	47,749
Non-operating income	13,032	17,268
Interest income	1,795	1,397
Dividend income	7,522	8,323
Foreign exchange gains	—	5,230
Other	3,715	2,316
Non-operating expenses	9,534	9,651
Interest expenses	1,809	1,490
Interest on bonds	3,287	3,360
Compensation for damage	1,044	3,408
Loss on retirement of non-current assets	1,299	492
Other	2,092	899
Ordinary income	66,976	55,365
Extraordinary losses	1,940	4,097
Impairment loss of noncurrent assets	1,914	2,980
Loss on restructuring of subsidiaries and affiliates	26	1,117
Income before income taxes	65,035	51,267
Income taxes - current	17,904	23,360
Income taxes - deferred	5,356	(5,737)
Net income	41,775	33,645

Note: Amounts less than one million yen are rounded down.

Non-Consolidated Statements of Shareholders' Equity

27th FY (From April 1, 2014 to March 31, 2015)

(¥ million)

	Net assets										
	Shareholders' equity							Valuation and translation adjustments			Total
	Capital stock	Capital surplus	Retained earnings			Treasury shares	Total	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total	
		Legal capital surplus	Legal retained earnings	Other retained earnings	Total						
Balance at beginning of current period	142,520	139,300	2,287	367,543	369,831	—	651,651	2,346	—	2,346	653,997
Cumulative effects of changes in accounting policies				5,429	5,429		5,429				5,429
Restated balance	142,520	139,300	2,287	372,973	375,261	—	657,081	2,346	—	2,346	659,427
Changes of items during period											
Dividends of surplus (Note 1)				(8,415)	(8,415)		(8,415)				(8,415)
Dividends of surplus (Note 2)				(8,415)	(8,415)		(8,415)				(8,415)
Net Income				41,775	41,775		41,775				41,775
Purchase of treasury shares						(0)	(0)				(0)
Net changes of items other than shareholders' equity								43,659	(97)	43,562	43,562
Total changes of items during period	—	—	—	24,945	24,945	(0)	24,945	43,659	(97)	43,562	68,507
Balance at end of current period	142,520	139,300	2,287	397,919	400,207	(0)	682,027	46,005	(97)	45,908	727,935

Breakdown of Other Retained Earnings

(¥ million)

	Other retained earnings				
	Reserve for special depreciation	Reserve for reduction entry	General reserve	Retained earnings brought forward	Total
Balance at beginning of current period	152	402	288,000	78,988	367,543
Cumulative effects of changes in accounting policies				5,429	5,429
Restated balance	152	402	288,000	84,418	372,973
Changes of items during period					
Dividends of surplus (Note 1)				(8,415)	(8,415)
Dividends of surplus (Note 2)				(8,415)	(8,415)
Reversal of reserve for special depreciation	(24)			24	—
Reversal of reserve for reduction entry		(122)		122	—
Net income				41,775	41,775
Purchase of treasury shares					—
Total changes of items during period	(24)	(122)	—	25,092	24,945
Balance at end of current period	127	280	288,000	109,511	397,919

- Notes:
1. This is the item of appropriation of retained earnings resolved at the ordinary general meeting of shareholders held in June 2014.
 2. This is the item resolved at the meeting of the Board of Directors held in October 2014.
 3. Amounts less than one million yen are rounded down.

Independent Auditor's Report on Consolidated Financial Statements
(English translation of the certified copy)

INDEPENDENT AUDITOR'S REPORT

May 7, 2015

To: The Board of Directors
NTT DATA CORPORATION

KPMG AZSA LLC
Atsuji Maeno, C.P.A. (seal)
Engagement Partner
Yasuyuki Morimoto, C.P.A. (seal)
Engagement Partner
Hirotaka Nakata, C.P.A. (seal)
Engagement Partner

We have audited, pursuant to Article 444 (4) of the Companies Act, the consolidated financial statements of NTT DATA CORPORATION, namely, the consolidated balance sheet, consolidated statement of income, consolidated statement of shareholders' equity, and notes to consolidated financial statements for the consolidated fiscal year from April 1, 2014 to March 31, 2015.

Management's responsibility with regards to the consolidated financial statements

The management is responsible for preparing and appropriately presenting consolidated financial statements in accordance with the corporate accounting standards that are generally accepted in Japan as being fair and reasonable. This responsibility includes establishing and operating internal control that the management deems necessary to ensure the consolidated financial statements are prepared and appropriately represented without any material misstatement caused by fraud or error.

Auditor's responsibility

Our responsibility is to express our opinion on these consolidated financial statements based on our audits in an independent manner. We performed the audit according to the auditing standards that are generally accepted in Japan as being fair and reasonable. Those standards require that we formulate an auditing plan and perform the audit under the plan to obtain reasonable assurance that the consolidated financial statements are free of material misstatement.

In an audit, the audit procedures are performed to obtain audit evidence with respect to the amounts and disclosures in the consolidated financial statements. The procedures are selected and applied, according to our judgment, based on assessment of the risks of material misstatement in the consolidated financial statements caused by fraud or error. In assessing these risks, the auditor reviews the internal control measures related to the preparation and appropriate presentation of the consolidated financial statements to develop proper audit procedures which meet the circumstances, but not to express an opinion on the effectiveness of the internal control. An audit also includes evaluating the accounting policies adopted and their application method used by the management, and the accounting estimates made by the management, as well as evaluating the overall presentation of consolidated financial statements.

We believe that we have obtained sufficient and acceptable audit evidence to express our opinion.

Audit opinion

In our opinion, the above consolidated financial statements present fairly, in all material respects, the assets, profit and loss during the period related to the said consolidated financial statements of the corporate group consisting of NTT DATA CORPORATION and its consolidated subsidiaries in conformity with corporate accounting standards that are generally accepted in Japan as being fair and reasonable

Conflicts of interest

There are no particular conflicts of interest between NTT DATA CORPORATION and KPMG AZSA LLC or its engagement partners that should be described in accordance with the provisions of the Certified Public Accountants Law.

END

Independent Auditor's Report
on Non-Consolidated Financial statements and Supplementary Schedules
(English translation of the certified copy)

INDEPENDENT AUDITOR'S REPORT

May 7, 2015

To: The Board of Directors
NTT DATA CORPORATION

KPMG AZSA LLC

Atsuji Maeno, C.P.A. (seal)
Engagement Partner

Yasuyuki Morimoto, C.P.A. (seal)
Engagement Partner

Hirotaka Nakata, C.P.A. (seal)
Engagement Partner

We have audited, pursuant to Article 436 (2) (i) of the Companies Act, the financial statements of NTT DATA CORPORATION, namely, the non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of shareholders' equity and notes to non-consolidated financial statements, and supplementary schedules attached thereto for the 27th fiscal year from April 1, 2014 to March 31, 2015.

Management's responsibility with regards to the financial statements

The management is responsible for preparing and appropriately presenting financial statements and supplementary schedules in accordance with the corporate accounting standards that are generally accepted in Japan as being fair and reasonable. This responsibility includes establishing and operating internal control that the management deems necessary to ensure the consolidated financial statements are prepared and appropriately represented without any material misstatement caused by fraud or error.

Auditor's responsibility

Our responsibility is to express our opinion on these financial statements and supplementary schedules based on our audits in an independent manner. We performed the audit according to the auditing standards that are generally accepted in Japan as being fair and reasonable. Those standards require that we formulate an auditing plan and perform the audit under the plan to obtain reasonable assurance that the financial statements and supplementary schedules are free of material misstatement.

In an audit, the audit procedures are performed to obtain audit evidence with respect to the amounts and disclosures in the financial statements and supplementary schedules. The procedures are selected and applied, according to our judgment, based on assessment of the risks of material misstatement in the financial statements and supplementary schedules caused by fraud or error. In assessing these risks, the auditor reviews the internal control measures related to the preparation and appropriate presentation of the financial statements and supplementary schedules to develop proper audit procedures which meet the circumstances, but not to express an opinion on the effectiveness of the internal control. An audit also includes evaluating the accounting policies adopted and their application method used by the management, and the accounting estimates made by the management, as well as evaluating the overall presentation of financial statements and supplementary schedules.

We believe that we have obtained sufficient and acceptable audit evidence to express our opinion.

Audit opinion

In our opinion, the above financial statements and supplementary schedules present fairly, in all material respects, the assets, profit and loss during the period related to the said financial statements and supplementary schedules in conformity with corporate accounting standards that are generally accepted in Japan as being fair and reasonable

Conflicts of interest

There are no particular conflicts of interest between NTT DATA CORPORATION and KPMG AZSA LLC or its engagement partners that should be described in accordance with the provisions of the Certified Public Accountants Law.

END

BOARD OF CORPORATE AUDITORS' REPORT

(English translation of the certified copy)

AUDIT REPORT

With respect to the performance of duties by directors during the 27th fiscal year from April 1, 2014 to March 31, 2015, the Board of Corporate Auditors has examined the reports from each corporate auditor and prepared this Audit Report as follows:

1. Auditors, audit methodology adopted by the Board of Corporate Auditors and procedure

The Board of Corporate Auditors determined auditing policies, received reports from each corporate auditor on the progress and results of the audit, received reports from directors and the independent auditor, and requested explanations when necessary.

In accordance with the auditing policies determined by the Board of Corporate Auditors, each corporate auditor talked with directors and employees of the Internal Audit Department and other divisions, exerted his effort to collect information and to improve the audit environment, attended the meetings of the Board of Directors and other important meetings, received reports from directors and employees on the performance of their duties, requested explanations when necessary, reviewed documents of important decisions, and investigated the business and financial conditions at the head office and principal branch offices.

In addition, the Board of Corporate Auditors monitored and inspected the details of the Board of Directors' resolution concerning the system to ensure that directors perform their duties in conformity with laws and regulations and the Articles of Incorporation and the system necessary to ensure that the Kabushiki Kaisha is operated appropriately ("Internal Control System"), and the situation of the Internal Control System established in accordance with such resolution.

As to the subsidiaries, the Board of Corporate Auditors talked and exchanged information with directors and auditors of the subsidiaries, and received business reports from the subsidiaries when necessary.

In accordance with the above procedure, the Board of Corporate Auditors examined the business reports and supplementary schedules attached thereto.

Furthermore, the Board of Corporate Auditors monitored and verified whether or not the independent auditor maintained its independence and appropriately performed audits, received reports from the independent auditor on the progress of its duties, and requested explanations when necessary.

The Board of Corporate Auditors also received a notice from the independent auditor that the system to ensure that the independent auditor's duties are appropriately performed has been established and requested explanations when necessary.

Based on the procedure described above, the Board of Corporate Auditors examined the financial statements for the fiscal year (the non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of shareholders' equity, and non-consolidated notes to financial statements) and supplementary schedules attached thereto, and the consolidated financial statements (the consolidated balance sheet, consolidated statement of income, statement of changes in consolidated shareholders' equity, and notes to consolidated financial statements).

2. Audit results

(1) Audit results of the Business Report, etc.

- (i) The Board of Corporate Auditors finds that the Business Report and supplementary schedules attached thereto fairly present the situation of NTT DATA in accordance with the laws and the Articles of Incorporation.

(ii)	The Board of Corporate Auditors ascertains that there is no fraudulent act or fact of a materials breach of applicable laws or regulations or the Articles of Incorporation with respect to the performance of duties by directors.
(iii)	The Board of Corporate Auditors finds that the details of the resolution of the meeting of the Board of Directors concerning the Internal Control System are adequate. In addition, the Board of Corporate Auditors ascertains that there is no matter that needs to be indicated with respect to the performance of duties by directors.
(2)	<p>Audit results of the performance of duties by the independent auditor</p> <p>The Board of Corporate Auditors ascertains that there is no matter that needs to be indicated with respect to the system to ensure that audits are appropriately performed by the independent auditor, KPMG AZSA LLC.</p>
(3)	<p>Audit results of financial statements, supplementary schedules and consolidated financial statements</p> <p>The Board of Corporate Auditors finds that the audit methodology adopted by the independent auditor, KPMG AZSA LLC and the audit results are adequate.</p>
<p>May 8, 2015</p> <p>NTT DATA CORPORATION</p>	
Board of Corporate Auditors	
	Standing Corporate Auditor
	Standing Corporate Auditor (Outside Auditor)
	Standing Corporate Auditor (Outside Auditor)
	Corporate Auditor (Outside Auditor)
	Hiroo Inoue (Seal)
	Yasuomi Hino (Seal)
	Yukio Ishijima (Seal)
	Rieko Sato (Seal)

END

【Reference】

At the meeting of the Board of Directors held on May 8, 2015, NTT DATA resolved to make changes to its organizational structure.

In order to meet more diversified customer and community needs and expectations under such circumstances where the rapidly changing industry and the rapid progress of the IT revolution are expected, the Company requires more active cooperation across business units and much faster decision-making.

Against this background, the Company will move to a new organization where the decisions of execution of operations are made at each sector for the purpose of further enhancing maneuverability of business organizations.

In line with this change, the Company plans to change reporting segments. The financial impact referring to this change is not calculated.

Details regarding this matter may be found on NTT DATA's website.
(<http://www.nttdata.com/jp/ja/news/release/2015/050800.html>)

Reference Documents for the Ordinary General Meeting of Shareholders

Matters for Resolution and Reference

First Item: Appropriation of Retained Earnings

NTT DATA proposes to appropriate the retained earnings for this fiscal year as follows:

Matters concerning year-end dividends

NTT DATA's basic policy on profit sharing is to seek an increase of corporate value in mid- and long-terms and to fairly distribute profits through the continuous growth of its business resulting from investment in new businesses, etc., efficient business management and other improvements. With regards to year-end dividends, based on a comprehensive assessment of a balance with business investments and technology development toward a sustainable growth in the future, and with expenditures for maintenance and reinforcement of financial strength, in light of consolidated operating results and financial position, NTT DATA proposes payment of a year-end dividend as follows:

- (i) Matters concerning appropriation of dividend assets to shareholders and total amount
 - 30 yen per NTT DATA common share
 - 8,414,997,030 yen in total
 - The annual dividend will be 60 yen per share including an interim dividend of 30 yen, which was already paid.
- (ii) Effective date of dividend of retained earnings
 - June 18, 2015

Second Item: Partial Amendment to the Articles of Incorporation

NTT Data proposes to amend part of the current Articles of Incorporation as shown in the Articles of Incorporation Amendment Plan below:

1. Reason for Amendment

In order for directors and corporate auditors to fully demonstrate their capabilities as expected in their roles who may enter into a new liability limitation agreement in accordance with the amendment to Paragraph 1, Article 427 of the Companies Act, under the “Act for Partial Amendment of the Companies Act, promulgated on June 27, 2014” (Act No.90,2014), we propose making a partial amendment to Paragraph 2, Article 23 (Exclusion of Liability of Directors) and Paragraph 2, Article 30 (Exclusion of Liability of Corporate Auditors) of the existing Articles of Incorporation.

2. Articles of Incorporation Amendment Plan

(The parts underlined are changes related to the resolution of this Item.)

Current Articles of Incorporation	Articles of Incorporation Amendment Plan
(Exclusion of Liability of Directors) Article 23 (Omitted) 2. The Company may enter into an agreement with <u>an Outside Director</u> to limit its liabilities required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act, provided, however, that the ceiling amount for liabilities pursuant to such agreement shall be an amount stipulated by laws and regulations.	(Exclusion of Liability of Directors) Article 23 (Not amended) 2. The Company may enter into an agreement with a <u>Director (excluding Executive Directors and other positions)</u> to limit its liabilities required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act, provided, however, that the ceiling amount for liabilities pursuant to such agreement shall be an amount stipulated by laws and regulations.
(Exclusion of Liability of Corporate Auditors) Article 30 (Omitted) 2. The Company may enter into an agreement with <u>an Outside Corporate Auditor</u> to limit its liabilities required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act, provided, however, that the ceiling amount for liabilities pursuant to such agreement shall be an amount stipulated by laws and regulations.	(Exclusion of Liability of Corporate Auditors) Article 30 (Omitted) 2. The Company may enter into an agreement with a <u>Corporate Auditor</u> to limit its liabilities required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act, provided, however, that the ceiling amount for liabilities pursuant to such agreement shall be an amount stipulated by laws and regulations.

Third Item: Election of 10 Directors

All of the directors will resign upon the termination of their terms of office at the conclusion of this Ordinary General Meeting of Shareholders.

NTT DATA is seeking approval to increase the number of Directors by one in order to strengthen the management system and to elect ten Directors in total.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
1	Toshio Iwamoto (January 5, 1953)	April 1976	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	11,900
		June 2004	Director and Senior Executive Manager, Payment Solutions Sector and Executive Manager, Financial Business Sector of NTT DATA	
		June 2005	Senior Vice President and Senior Executive Manager, Financial Business Sector of NTT DATA	
		June 2007	Director, Executive Vice President and Senior Executive Manager, Financial Business Sector and Senior Executive Manager, Fourth Public Administration Systems Sector of NTT DATA	
		February 2008	Director, Executive Vice President, and Senior Executive Manager, Financial Business Sector of NTT DATA	
		July 2008	Director and Executive Vice President of NTT DATA	
		June 2009	Representative Director and Senior Executive Vice President of NTT DATA	
		July 2009	Representative Director, Senior Executive Vice President, and Company President, Public & Financial IT Services Company of NTT DATA	
		June 2011	Representative Director and Senior Executive Vice President of NTT DATA	
		June 2012	President and Chief Executive Officer of NTT DATA (present post)	

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
2	Satoshi Kurishima (March 28, 1955)	April 1980	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	8,100
		June 2009	Director, Senior Vice President and Senior Executive Manager, Group Strategy Headquarters and Senior Executive Manager, Financial Systems Sector of NTT DATA	
		July 2009	Director, Senior Vice President and Senior Executive Manager, Group Strategy Headquarters of NTT DATA	
		June 2011	Director, Executive Vice President, and Company President, Solutions & Technologies Company of NTT DATA	
		June 2012	Representative Director, Executive Vice President, and Company President, Solutions & Technologies Company of NTT DATA	
		June 2014	Representative Director, Senior Executive Vice President and Company President, Solutions & Technologies Company of NTT DATA (present post)	
3	Masanori Shiina (February 15, 1956)	April 1979	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	6,200
		June 2011	Director, Senior Vice President, and Senior Executive Manager, Group Strategy Headquarters of NTT DATA	
		June 2012	Director, Executive Vice President, and Senior Executive Manager, Group Strategy Headquarters of NTT DATA	
		July 2013	Director, Executive Vice President and Company President, Public & Financial IT Services Company of NTT DATA	
		June 2014	Representative Director, Executive Vice President and Company President, Public & Financial IT Services Company of NTT DATA (present post)	
		(Principal Concurrent Position) Director of the Center for Financial Industry Information Systems Executor of business for the Limited Liability Partnership of Regional Revitalization /Value Partner 2020.		

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
4	Yo Honma (May 8, 1956)	April 1980	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	4,600
		June 2010	Senior Vice President and Senior Executive Manager, Retail and Service Business Sector of NTT DATA	
		April 2012	Senior Vice President and Senior Executive Manager, Third Enterprise Sector of NTT DATA	
		June 2013	Senior Vice President, Head of Third Enterprise Sector of NTT DATA (present post)	
		June 2014	Director, Executive Vice President, and Company President, Enterprise IT Services Company of NTT DATA (present post)	
5	Hironobu Sagae (March 3, 1959)	April 1981	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	3,700
		June 2011	Director, Senior Vice President, and Senior Executive Manager, Financial Department and Human Resources Department of NTT DATA	
		June 2012	Director, Senior Vice President, and Senior Executive Manager, Financial Department of NTT DATA	
		June 2014	Director, Executive Vice President, and Senior Executive Manager, Financial Department of NTT DATA (present post)	
		(Principal Concurrent Position) Director of NTT DATA Management Service Corporation		

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
6	Eiji Ueki (June 18, 1958)	April 1981	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	6,300
		June 2013	Director, Senior Vice President and Senior Executive Manager, Second Financial Sector of NTT DATA	
		July 2013	Director, Senior Vice President, and Senior Executive Manager, Group Strategy Headquarters of NTT DATA	
		June 2014	Director, Executive Vice President, and Senior Executive Manager, Group Strategy Headquarters of NTT DATA (present post)	
		(Principal Concurrent Position) Director of NTT DATA Customer Service Corporation Director of NTT DATA Management Service Corporation		
7	Kazuhiro Nishihata (March 16, 1957)	April 1981	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	4,700
		July 2011	Senior Vice President and Senior Executive Manager, Global Business Sector of NTT DATA	
		June 2012	Executive Vice President and Senior Executive Manager, Global Business Sector of NTT DATA	
		July 2013	Executive Vice President, Head of Global Business Sector of NTT DATA (present post)	
		(Principal Concurrent Position) NTT Data Internatuional L.L.C. Chair EVERIS PARTICIPACIONES, S.L.U. Director of Board NTT DATA EMEA LTD. Director of Board itelligence AG Supervisory Board		

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
8	Toshio Iwai (February 3, 1958)	April 1980	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	3,500
		June 2010	President and Chief Executive Officer of NTT DATA KANSAI CORPORATION	
		June 2011	Senior Vice President and Senior Executive Manager, First Public Administration Systems Sector of NTT DATA	
		July 2011	Senior Vice President and Senior Executive Manager, Public Administration Systems Sector of NTT DATA	
		June 2013	Executive Vice President, Senior Executive Manager, Public Administration Systems Sector and Senior Executive Manager, Regional Business Sector of NTT DATA	
		July 2013	Executive Vice President, Senior Executive Manager, Public Administration Systems Sector of NTT DATA (present post)	
		(Principal Concurrent Position) Director of NTT DATA i CORPORATION Director of Japan Information Processing Service Co.,Ltd. Vice Chairman of the Information Security Technology Study Group Vice Executive Director of Japan Bosai Platform		

Candidate No.	Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
9	Yukio Okamoto (November 23, 1945)	April 1968	Joined the Ministry of Foreign Affairs	100
		January 1991	Resigned from the Ministry of Foreign Affairs	
		March 1991	Representative Director, Okamoto Associates, Inc. (present post)	
		June 2000	Director, Mitsubishi Materials Corporation (present post)	
		June 2006	Corporate Auditor, Mitsubishi Motors Corporation	
		June 2008	Director, Nippon Yusen Kabushiki Kaisha (NYK LINE) (present post)	
		June 2014	Director of NTT DATA (present post)	
		(Principal Concurrent Positions) Representative Director, Okamoto Associates, Inc. Director, Mitsubishi Materials Corporation Director, Nippon Yusen Kabushiki Kaisha (NYK LINE) Representative Director, ‘Signal of Hope’ Fund to Support the Resumption of Tohoku Fisheries (Not-for-profit General Incorporated Foundation)		
10	Hiromasa Takaoka (August 18, 1965)	April 1988	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION	0
		September 2010	Director of Group & Alliance Strategy, Corporate Planning and Director of Global Strategy Department, Global Business Division of NTT Communications Corporation	
		July 2011	Director of Human Resources and Director of Training Institute of NTT Communications Corporation	
		August 2011	Director of Human Resources of NTT Communications Corporation	
		August 2011	Member of the Board of NTT Human Solutions Corporation (present post)	
		July 2013	Vice President of HR, General Affairs Department of NIPPON TELEGRAPH AND TELEPHONE CORPORATION (present post)	

Note 1: NIPPON TELEGRAPH AND TELEPHONE CORPORATION is the parent company of NTT DATA. Both NTT Communications Corporation and NTT Human Solutions Corporation are subsidiaries of NIPPON TELEGRAPH AND TELEPHONE CORPORATION.

Note 2: Toshio Iwamoto, a candidate for director is also the Chairman of Japan Electronic Payment Promotion Organization. The Company receives rental fees for the building and business management fees from the above organization. The Company pays the annual membership fees to the above organization. Please note that there are no special financial relationships between the Company and other candidates for directors.

Note 3: Yukio Okamoto and Hiromasa Takaoka are candidates for Outside Directors. Yukio Okamoto is a candidate for independent director under the listing rules stipulated by the Tokyo Stock Exchange on which the Company is listed.

Note 4: Yukio Okamoto is being nominated as an Outside Director so that the Company's management may benefit from his wide range of knowledge and high-level insight as an expert in international circumstances.

Hiromasa Takaoka is being nominated as an Outside Director so that the Company expects

his opinions from a broad viewpoint based on his abundant knowledge and experience obtained through his long career in telecommunications services. Hiromasa Takaoka has never been involved in corporate management except as an outside director. Nevertheless, he will be able to implement his duties as an outside director appropriately for the aforementioned reason.

Note 5: It was determined in March 2011 that Mitsubishi Motors Corporation where Yukio Okamoto had served as Outside Corporate Auditor was using partial facilities at its factory without making a registration required under the environment-related laws and regulations, ordinances and other rules.

It was found in the period from September to December, 2012, that Mitsubishi Motors Corporation erroneously disposed of certain equipment using insulation oil that contains or may contain PCB (polychlorinated biphenyl).

Although Yukio Okamoto was not involved in these facts, he had always expressed his opinions appropriately from the viewpoint of legal compliance. Following the incidents, he has discharged his responsibility by making proposals to reinforce the compliance system of Mitsubishi Motors Corporation through ways such as checking the content of its measures to prevent the recurrence of such misconduct.

Nippon Yusen Kabushiki Kaisha, where he serves concurrently as Outside Director, received a cease and desist order and a payment order for surcharge in March 2014 from the Japan Fair Trade Commission under the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade, regarding its specific cargo automobile transport business in the past fiscal year.

In addition, this company agreed to a plea bargain with the Department of Justice in December 2014 that includes the payment of a penalty regarding its violation of the United States antitrust law.

Yukio Okamoto had not recognized these acts that constituted such orders and plea bargain. In addition to his previous advice of legal compliance, he has expressed his opinions at the Board of Directors and at the committee regarding this company's thorough implementation of law-abiding activities of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade for the purpose of eliminating and preventing the reoccurrence of any violation against the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade and overseas competition laws.

Note 6: Hiromasa Takaoka has been in the position of business executor in the last five years at NIPPON TELEGRAPH AND TELEPHONE CORPORATION, NTT Communications Corporation and NTT Human Solutions Corporation, these companies of which the Company has important relationships. At present, he is in the position of business executor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and NTT Human Solutions Corporation. The matters concerning his position and assignments are detailed in the "Career Summary, Positions, Assignments, and Material Concurrent Positions".

Note 7: Hiromasa Takaoka is being nominated as an Outside Director and has received for the last two years and will receive employee salary and wages from NIPPON TELEGRAPH AND TELEPHONE CORPORATION with which the Company has an important relationship.

Note 8: Yukio Okamoto's term of office as an outside director of the Company is one year at the conclusion of this General Meeting of Shareholders.

Note 9: The Company has entered into a limited liability agreement with Yukio Okamoto who is a candidate for an Outside Director, in order for the Outside Director to fully demonstrate his capabilities as expected in his roles. Under such agreement, the maximum on the amount of liability as required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act is the minimum liability amount as provided in laws and ordinances. When the proposition is approved, the Company will enter into a limited liability agreement with him.

When the appointment of Hiromasa Takaoka who is a candidate for an Outside Director is approved, in order for the Outside Director to fully demonstrate his capabilities as expected in his roles, the Company will enter into a limited liability agreement with him. Under such agreement, the maximum on the amount of liability as required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act is the minimum liability amount as provided in laws and ordinances.

Fourth Item: Election of 1 Corporate Auditor

Corporate Auditor Hiroo Inoue will resign upon the termination of office at the conclusion of this Ordinary General Meeting of Shareholders. NTT DATA is seeking approval to elect one Corporate Auditor in order to fill the vacancy.

Approval of the Board of Corporate Auditors is already obtained.

Candidates for Corporate Auditors are as follows:

Name (Date of birth)	Resume, position, Areas of responsibility and Principal Concurrent Positions		Number of shares of NTT DATA held
Testuro Yamaguchi (January 22, 1956)	April 1979	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	0
	June 2006	Director of Global Business Division of NTT Communications Corporation and President & CEO of NTT America, Inc.	
	July 2010	Director of Global Strategy Department, Global Business Division of NTT Communications Corporation	
	February 2011	Dimension Data Holdings plc, Director of the Board, Group Executive: Joint Business Development (present post)	
	(Principal Concurrent Positions) Dimension Data Holdings plc, Director of the Board, Group Executive: Joint Business Development		

Note 1: NIPPON TELEGRAPH AND TELEPHONE CORPORATION is the parent company of NTT DATA. Both NTT Communications Corporation and Dimension Data Holdings plc are subsidiaries of NIPPON TELEGRAPH AND TELEPHONE CORPORATION. NTT America, Inc. is a subsidiary of NTT Communications Corporation.

Note 2: There are no business relationships or special financial relationships between Tetsuro Yamaguchi, who is a candidate for Corporate Auditor, and the Company.

Note 3: Tetsuro Yamaguchi is being nominated as an Outside Corporate Auditor.

Note 4: Tetsuro Yamaguchi is being nominated as Outside Corporate Auditor so that the Company expects him to contribute to ensuring the soundness of the Company's corporate management and establishing a highly transparent and fair system to monitor the management of the Company.

Note 5: Tetsuro Yamaguchi, who is a candidate for Outside Corporate Auditor, has been in the position of business executor in the last five years of NTT Communications Corporation and Dimension Data Holdings plc, these companies of which the Company has important relationships. At present, he is in the position of business executor of Dimension Data Holdings plc. Matters concerning his position and assignments are detailed in the "Career Summary, Positions, Assignments, and Material Concurrent Positions".

Note 6: Tetsuro Yamaguchi is being nominated as an Outside Corporate Auditor and has received for the last two years and will receive remuneration, etc. for director from the Dimension Data Holdings plc with which the Company has an important relationship.

Note 7: When the appointment of Tetsuro Yamaguchi who is a candidate for an Outside Corporate Auditor is approved, in order for an Outside Corporate Auditor to fully demonstrate his capabilities as expected in his roles, the Company will enter into a limited liability agreement with him. Under such agreement, the maximum on the amount of liability as required by Paragraph 1, Article 423 of the Companies Act in accordance with the provisions as set forth in Paragraph 1, Article 427 of the Companies Act is the minimum liability amount as provided in laws and ordinances.

END

Exercising Your Voting Rights via the Internet

Before exercising your voting rights via the Internet, please be aware of the following:

1. The exercise of your voting rights via the Internet is available only by accessing the following designated website:
<http://www.web54.net> (in Japanese)
It is also possible to access the website for exercising your voting rights through a cellular phone.
2. If you are exercising your voting rights via the Internet, please use the code and password indicated on the Form for Exercise of Shareholder Voting Rights enclosed herewith (or Convocation Mail) and follow the instructions on the screen.
3. Although your exercise of voting rights via the Internet is acceptable until 6:00 p.m. of the day before the ordinary general meeting of shareholders (Tuesday, June 16, 2015), please exercise your voting rights as soon as possible to help us in totalizing the results of exercise of voting rights.
4. If you exercise your voting rights via the Internet, it is not necessary to send the Form for Exercise of Shareholder Voting Rights by mail.
If you exercise your voting rights twice via the Internet and by mail, your vote via the Internet will be treated as valid.
5. If you exercise your voting rights more than once via the Internet, or twice through a personal computer and a cellular phone, the last exercise your voting rights will be treated as valid.
6. The costs of using the Internet website to exercise your voting rights, such as the connection fees of Internet service providers and applicable communications fees (i.e., call charges), will be borne by the shareholder.

System Requirements for Exercising Voting Rights via the Internet

To use the voting website, the following system environment is required:

- (1) A system for Internet access
- (2) If you are exercising your voting rights through a personal computer, Microsoft® Internet Explorer 5.01 SP2 or later versions, Adobe®, Acrobat® Reader® 4.0 or later versions, or Adobe® Reader® 6.0 or later versions, and hardware environment for the use of the above Internet browsing software.
- (3) If you use a cellular phone to exercise your voting rights, a model having a function of 128-bit SSL communication (cryptic communication).
(Certain cellular phone models without the function of 128-bit SSL communication cannot be used since the website accepts the cellular phones that have security encryption for ensuring security. Exercising voting rights is possible through the use of smartphones and other mobile phones with full browser capability, but we regret that this may not be possible with some models.)

(“Microsoft®” is the registered trademark of Microsoft Corporation in the United States and other countries. “Adobe®” is the registered trademark of Adobe System Incorporated in the United States and other countries.)

Inquiries on Exercising Voting Rights via the Internet

If you have any questions about the procedure for exercising voting rights via the Internet, please contact:

Administrator of Shareholder Registry: Stock Transfer Agency Web support, Sumitomo Mitsui Trust Bank, Limited

[Direct line] 0120-652-031 (09:00 to 21:00)

<Other inquiries> 0120-782-031 (09:00 to 17:00 of weekdays)

Electronic Voting Platform

Nominal shareholders such as trust banks acting as administrator (including standing proxies) can use the electronic voting platform as an electromagnetic means to exercise their voting rights at the ordinary general meeting of shareholders of NTT DATA, in addition to the exercising of voting rights via the Internet above, if they apply in advance for the use of the electronic voting platform operated by ICJ Inc., a joint venture company established by Tokyo Stock Exchange, Inc.

Access to the Meeting Venue

Venue: Large Hall, 5th floor
Tokyo Conference Center Shinagawa
NTT DATA Shinagawa Building
(A,RE,A Shinagawa)
9-36, Konan 1-chome, Minato-ku, Tokyo

* One-minute walk from the Konan Exit of JR Shinagawa Station

* Please refrain from coming by car.

* The reception desk is located on the third floor.