

Notification of Independent Directors/Audits

1. Basic Information

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Company Name		NTT DATA CORPORATION		Code9613
Date of Submission		2017/5/23	(Scheduled) Date of Change	2017/6/20
Reason for Submit this Notification		It is filed as the selection of Outside Directors/Audits is to be discussed at the Ordinary General Meeting of Shareholders		
<input checked="" type="checkbox"/> NTT DATA has designated all candidates who meet the Independence standards as Independent Directors/Audits.※1				

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

No.	Name	Outside Director/Audit	Independent Director/Audit	Attributes of the Directors/Audits ※ 2, 3													Change	Consent of the Director/Audit
				a	b	c	d	e	f	g	h	i	j	k	l	N/A		
1	Yukio Okamoto	Outside Director	○														○	Yes
2	Eiji Hirano	Outside Director	○								△						Modified	Yes
3	Yukio Ishijima	Outside Audit	○			△		△										Yes
4	Tetsuro Yamaguchi	Outside Audit															Modified	
5	Akio Nakamura	Outside Audit	○										△				Modified	Yes
6	Rieko Sato	Outside Audit	○														○	Yes

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

No.	Supplementary Explanation of the Relationship ※4	Reasons for Appointment ※5
1		We have deemed that there is no risk of conflicting interest with general shareholders in the context of the independence criteria defined by the Tokyo Stock Exchange.
2	Although Mr. Eiji Hirano is an executive of MetLife Inc., our business partner, the transaction amount between MetLife Inc. and NTT DATA Corporation in the period of March 2017 is less than 2% of the non-consolidated sales amount of NTT DATA Corporation. He was also an executive of the Bank of Japan, which was a main business partner of NTT DATA Corporation (resigned in 2006). However, more than 10 years have passed since his resignation and the relationship between Mr. Hirano and the Bank of Japan has no specific interests. The transaction amount between the Bank of Japan and NTT DATA Corporation in the period of March 2017 is less than 2% of the non-consolidated sales amount of NTT DATA Corporation.	As described in the left column, he was an executive in the Bank of Japan, a main business partner of NTT DATA Corporation. However, we have deemed that there is no risk of conflicting interest with general shareholders in the context of his term of office, scale and characteristics of transactions and the independence criteria defined by the Tokyo Stock Exchange.
3	Mr. Yukio Ishijima was an executive of NIPPON TELEGRAPH AND TELEPHONE CORPORATION (hereinafter called "NTT"), a parent company of NTT DATA Corporation, (from April 1976 to June 1999), NTT Communications Corporation, a subsidiary of NTT (from July 1999 to June 2006) and NTT BUSINESS ASSOCIE CORPORATION (from June 2006 to June 2009).	As described in the left column, he was an executive in NTT, a parent company of NTT DATA Corporation, and NTT group companies. However, we have deemed that there is no risk of conflicting interest with general shareholders in the context of his term of office and the independence criteria defined by the Tokyo Stock Exchange.
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5	Mr. Akio Nakamura was a member of the Ministry of Finance, a main business partner of NTT DATA Corporation, (resigned in 2011). The transaction amount of the Ministry and NTT DATA Corporation in the period of March 2017 is less than 2% of the non-consolidated sales amount of NTT DATA Corporation.	As described in the left column, he was a member of the Ministry of Finance, a business partner of NTT DATA Corporation, however, we have deemed that there is no risk of conflicting interest with general shareholders in the context of his term of office, scale and characteristics of transactions and the independence criteria defined by the Tokyo Stock Exchange.
6		We have deemed that there is no risk of conflicting interest with general shareholders in the context of the independence criteria defined by the Tokyo Stock Exchange.

4. Supplementary Explanation

NTT DATA designates outside directors/Audits who satisfy the following conditions, in addition to the criteria for independence stipulated by Tokyo Stock Exchange, Inc., as its independent officer. - A person who does not fall under any of the following items for the most recent 3 fiscal years: (1) A business executor of NTT DATA's business partner with a trading amount exceeding the standards set forth by NTT DATA (*1); (2) A business executor of NTT DATA's lender with an amount of lending exceeding the standards set forth by NTT DATA (*2); (3) An individual providing specialized services, such as a consultant, accountant or lawyer, who has received from NTT DATA any money or other property profit that is worth 10 million yen or more per year other than executive remuneration in any year of the most recent 3 fiscal years; or (4) A business executor of an organization that has received contributions exceeding NTT DATA's standards (*3). Even if a person falls under any of the conditions from (1) through (4) as stipulated above, any reason for judging that such person still has independence is required to be explained and disclosed when such person is appointed as an independent officer. *1 Trading exceeding the standards set forth by NTT DATA refers to a business partner whose trading amount with NTT DATA is 2% of NTT DATA's non-consolidated annual sales or larger in any fiscal year out of the most recent 3 fiscal years. *2 Lending exceeding the standards set forth by NTT DATA refers to a lender who lends to NTT DATA 2% or a larger percentage of NTT DATA's total assets in any fiscal year out of the most recent 3 fiscal years. *3 An organization that has received contributions exceeding the standards set forth by NTT DATA refers to an organization that has received contributions from NTT DATA that exceed 10 million yen per year or 2% of the total annual revenue of such organization, whichever is larger in amount, in any fiscal year out of the most recent 3 fiscal years.	
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※1 Check the box if all of the Outside Directors/Audits who meet the standards for Independent Directors/Audits have already been registered as Independent Directors/Audits.

※2 Items to check regarding the attributes of each Director/Audits.

- Executive of the listed company or its subsidiary
- Non-executive Director or accounting advisor of the listed company or its subsidiaries (in the case of an Outside Audit)
- Non-executive Director or executive of a parent company of the listed company
- audit of a parent company of the listed company (in the case of an Outside Audit)
- Executive of a fellow subsidiary company of the listed company
- A party whose major client or supplier is the listed company or an executive thereof
- Major client or supplier of the listed company or an executive thereof
- Consultant, accountant or legal professional who receives a large amount of monetary payments or other assets from the listed company besides compensation as Director/Audit
- Major shareholder of the listed company (or an executive of such major shareholder if the shareholder is a legal entity)
- Executive of a client or supplier company of the listed company (which does not correspond to any of f, g, or h.) (the Director/audit himself/herself only)
- Executive of a company, between which and the listed company Outside Directors/Audits are mutually appointed (the audit himself/herself only)
- Executive of a company or organization that receives donations from the listed company (the Director/Audit himself/herself only)

Please note that the above items from a. to l. are brief descriptions of the items specified in the TSE regulations.

※3 Mark the box with "○" if the category presently applies to or has recently applied to the Director/Audit or with "△" when the category applied to the Director/Audit in the past.

Mark the box with "●" when the category presently applies to or has recently applied to a close relative or with "▲" when the category applied to a close relative in the past.

※4 If any of the items a. through l. apply to the Director/Audit, describe the attributes in detail (outline).

※5 Describe the reasons for appointment as an independent Director/Audit.