

March 7, 2019

Company Name: Nippon Telegraph and Telephone Corporation  
Representative: Jun Sawada, President and Chief Executive Officer  
(Code No.: 9432, First section of Tokyo Stock Exchange)

**NOTICE REGARDING THE RESULT OF NTT DATA CORPORATION'S TENDER OFFER  
FOR SHARE CERTIFICATES OF NETYEAR GROUP CORPORATION**

NTT DATA CORPORATION ("NTT DATA"), a subsidiary of Nippon Telegraph and Telephone Corporation ("NTT"), has announced the result of a tender offer ("Tender Offer") to acquire common stock of Netyear Group Corporation, which commenced on February 5, 2019 and was completed on March 6, 2019. For more details, please see the attached press release by NTT DATA.

The Tender Offer will not have a material impact on NTT's consolidated results of operations.

For further inquiries, please contact:  
Takumi Matsumoto or Takayuki Kimura  
Investor Relations Office  
Finance and Accounting Department  
Nippon Telegraph and Telephone Corporation  
Contact us by email:  
[http://www.ntt.co.jp/ir/form\\_e/ref\\_contact.html](http://www.ntt.co.jp/ir/form_e/ref_contact.html)

March 7, 2019

Company Name: NTT DATA CORPORATION  
Representative Director: Yo Honma, President and Chief Executive Officer  
(Code No.: 9613, First section of Tokyo Stock Exchange)  
Contact: Hiroshi Setoguchi, Senior Executive Manager  
Investor Relations Office  
Phone: +81-3-5546-8119

## **Notice Regarding The Result of Tender Offer for Share Certificates of Netyear Group Corporation (TSE Code 3622)**

NTT DATA CORPORATION (the “Offeror”) decided at its Board of Directors’ meeting held on February 5, 2019, to acquire common shares of Netyear Group Corporation (Tokyo Stock Exchange Mothers Market, Code: 3622, the “Target”) through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended; hereinafter, the “Act”). The Offeror commenced the Tender Offer on February 6, 2019, and the Tender Offer has been completed on March 6, 2019.

### **1. Overview of the Tender Offer**

**(1) Name and Address of the Offeror**

Name : NTT DATA CORPORATION  
Address : 3-3, Toyosu 3-chome, Koto-ku, Tokyo

**(2) Name of the Target**

Netyear Group Corporation

**(3) Class of Share Certificates, etc. for the Tender Offer**

Common Shares

**(4) Expected Amount of Shares to be Purchased**

Expected Number of Shares to be Purchased	Expected Minimum Number of Shares to be Purchased	Expected Maximum Number of Shares to be Purchased
4,618,200 shares	2,130,200 shares	4,618,200 shares

(Note 1) If the total number of share certificates, etc. offered for sale to the Tender Offer (the “Tendered Share Certificates”) does not reach the expected minimum number of shares to be purchased (2,130,200 shares), none of the Tendered Share Certificates will be purchased.

(Note 2) If the total number of Tendered Share Certificates exceeds the expected maximum number of shares to be purchased (4,618,200 shares), the Offeror will not purchase all or any part of the excess portion, and will conduct transfers and other settlements pertaining to tenders for shares according to the pro rata method set out in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance on Disclosure Required for the Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38, 1990; as amended; hereinafter, the “Ordinance”).

(Note 3) Shares representing less than one unit are also subject to the Tender Offer. If a shareholder exercises the right to require purchase of shares representing less than one unit in accordance with the Companies Act (Act No. 86, 2005) (as amended, the “Companies Act”), the Target may purchase their treasury shares during the tender offer period for the Tender Offer (the “Tender Offer Period”) in accordance with the procedures set forth in applicable laws and regulations.

(Note 4) There are no plans to acquire treasury shares owned by the Target through this Tender Offer.

**(5) Tender Offer Period**

*(i) Initial Tender Offer Period at the Statement*

From Wednesday February 6, 2019 until Wednesday March 6, 2019 (20 business days)

*(ii) Possibility of Extending the Above Period Upon Request of the Target*

If an opinion report stating a request to extend the tender offer period is submitted by the Target under the provisions of Article 27-10, Paragraph 3 of the Act, then the tender offer period would have been extended to 30 business days, until Wednesday March 20, 2019. However, no such request was made.

**(6) Tender Offer Price**

850 yen per ordinary share

**2. Result of Tender Offer**

**(1) Outcome of Tender Offer**

In the Tender Offer, because the total number of the Tendered Share Certificates (3,395,701 shares) was greater than the minimum number of shares to be purchased (2,130,200 shares), and, less than the maximum number of shares to be purchased (4,618,200 shares), all the Tendered Share Certificates will be purchased as described in the public notice of the commencement of the Tender Offer (including the matters amended by way of the public notice of change of the conditions, etc. of the Tender Offer later submitted) and Tender Offer Registration Statement (including the matters amended by way of the Amendment of the Tender Offer Registration Statement later submitted).

**(2) Date and Name of Newspaper for Insertion of Public Notice on the Result of the Tender Offer**

The result of the Tender Offer was announced to the news media on March 7, 2019, at the Tokyo Stock Exchange pursuant to Article 27-13, Paragraph 1 of the Act and by the method set out in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Ordinance.

**(3) Number of Share Certificates, etc. Purchased**

Class of share certificates, etc.	(i) Number of shares tendered	(ii) Number of shares purchased
Share certificates	3,395,701 (shares)	3,395,701 (shares)
Stock acquisition rights	- (shares)	- (shares)
Corporate bonds with stock acquisition rights	- (shares)	- (shares)
Beneficiary certificates for trust of share certificates, etc. ( )	- (shares)	- (shares)
Depository receipts for share certificates, etc. ( )	- (shares)	- (shares)
Total	3,395,701 (shares)	3,395,701 (shares)
(Total dilutive share certificates, etc.)	-	- (shares)

**(4) Percentage of Shares Held due to the Purchase**

Number of voting rights pertaining to the shares held by the Offeror prior to the Tender Offer:	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)
Number of voting rights pertaining to the shares held by parties with special relationships prior to the Tender Offer:	- units	(Percentage of ownership of share certificates prior to the Tender Offer: -%)
Number of voting rights pertaining to the shares held by the Offeror after the Tender Offer:	33,957	(Percentage of ownership of share certificates after the Tender Offer: 48.52%)
Number of voting rights pertaining to the shares held by special related parties after the Tender Offer:	-	(Percentage of ownership of share certificates after the Tender Offer: - %)
Number of voting rights of all shareholders of the Target:	69,973	

(Note 1) The “number of voting rights for all shareholders of the Target” is the number of voting rights of all of the shareholders (listing the number of shares in one unit as 100) based on the list of shareholders as of December 31, 2018 as stated in the quarterly securities report for the third quarter of the fiscal year ending March 31, 2019 filed by the Target on February 7, 2019 (“Third Quarter Report”). However, the Tender Offer also covers shares representing less than one unit, and therefore, in calculating the “percentage of ownership of share certificates prior to the Tender Offer” and the “percentage of ownership of share certificates after the Tender Offer,” the denominator used in the calculation is the number of voting rights (69,988) pertaining to the number of shares (6,998,887) which was calculated by deducting the treasury shares held by the Target as of December 31, 2018 (113) as shown in the Third Quarter Report from the total number of issued shares of the Target (6,999,000) as of December 31, 2018 as shown in the Third Quarter Report.

(Note 2) For “Percentage of ownership of share certificates prior to the Tender Offer” and the “Percentage of ownership of share certificates after the Tender Offer” have been rounded to two decimal points.

**(5) Calculation of the Number of Shares to be Purchased on a Pro-Rata Basis**

Not applicable.

**(6) Method of Settlement**

*(i) Name and Address of Principal Office of Financial Instruments Business Operator: Bank or Other Institution for Settlement of the Tender Offer*

Daiwa Securities Co. Ltd. 9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

*(ii) Commencement Date of the Settlement*

March 13, 2019 (Wednesday)

*(iii) Method of Settlement*

After the completion of the tender offer period, a notice of purchase through the Tender Offer will be posted without delay to the addresses or locations of tendering shareholders (or, in the case of foreign

shareholders, including corporate shareholders (“Foreign Shareholders”) their standing proxy).

The purchases are to be made in cash. Money for sales pertaining to share certificates that were tendered will be remitted (potentially subject to a transfer cost) without delay to the location specified by the tendering shareholder (or, in the case of a foreign shareholder, their standing proxy) by the Tender Offer Agent, or to the account of the tendering shareholder whose offer was taken by the Tender Offer Agent.

### **3. Policy after the Tender Offer and Future Outlook**

In terms of post tender-offer policies, there has been no change to the details described in “Notice Regarding Commencement of Tender Offer for Shares of Netyear Group Corporation (TSE Code 3622) and Entry into Capital and Business Alliance Agreement with the Company” announced by the Offeror on February 5, 2019.

### **4. Places for Public Inspection of the Tender Offer Report**

NTT DATA CORPORATION      3-3, Toyosu 3-chome, Koto-ku, Tokyo

Tokyo Stock Exchange, Inc.      2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

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