

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

1. Basic Information

Company Name	NIPPON TELEGRAPH AND TELEPHONE CORPORATION			Code	9432
Date of Filing	5/15/2020		Date of change	6/23/2020	
Reasons for Filing this Notification	“Attributes of the Directors/Auditors” have been changed.				
☐ NTT has designated all candidates who meet the Independence standards as Independent Directors/Auditors.※ 1					

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

No.	Name	Outside Directors/Auditors	Independent Directors/Auditors	Attributes of the Directors/Auditors ※ 2, 3													Change	Consent of the Director/Auditor
				a	b	c	d	e	f	g	h	i	j	k	l	N/A		
1	Katsuhiko Shirai	Outside Director	○										△		△		Modified	Yes
2	Sadayuki Sakakibara	Outside Director	○										△		△		Modified	Yes
3	Ken Sakamura	Outside Director	○										○		○		Modified	Yes
4	Keiko Takegawa	Outside Director	○										○				Modified	Yes
5	Takashi Iida	Outside Auditor	○										○				Modified	Yes
6	Hideki Kanda	Outside Auditor	○										○		△		Modified	Yes
7	Kaoru Kashima	Outside Auditor	○										○				Modified	Yes

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

No.	Supplementary Explanation of the Relationship ※4	Reasons for Appointment ※5																			
1	Although the Company and its major subsidiaries have relationships involving transactions and donations with Waseda University, where Mr. Katsuhiko Shirai, who is designated as an independent Outside Director, served as President, and The Foundation for the Open University of Japan, where he served as Chairperson, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Katsuhiko Shirai has a wealth of experience as operational director of an educational institution and has a high level of integrity and insight. The Company believes that he will help strengthen the supervisory function for business execution and expects to incorporate the advice he provides from his wide-ranging managerial perspective. In addition, although the Company and its major subsidiaries have relationships involving transactions and donations with Waseda University, where Mr. Shirai served as President, and The Foundation for the Open University of Japan, where he served as Chairperson, as shown in the table below, Mr. Shirai fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers. <NTT and its major subsidiaries within the last three fiscal years (see Note 3 under “4. Supplementary Explanation”) > <table><tr><th>Transaction counterparty</th><th>Content</th><th>Comparison basis</th><th>Comparative size</th></tr><tr><td rowspan="3">Waseda University, at which Mr. Shirai served as President (resigned in November, 2010)</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the university</td><td>Less than 1%</td></tr><tr><td>Total annual amount of donations</td><td>Total annual income of the university</td><td>Less than 1%</td></tr><tr><td rowspan="2">The Foundation for the Open University of Japan, at which Mr. Shirai served as Chairman (resigned in March, 2017)</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the university</td><td>Less than 1%</td></tr></table>	Transaction counterparty	Content	Comparison basis	Comparative size	Waseda University, at which Mr. Shirai served as President (resigned in November, 2010)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the university	Less than 1%	Total annual amount of donations	Total annual income of the university	Less than 1%	The Foundation for the Open University of Japan, at which Mr. Shirai served as Chairman (resigned in March, 2017)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the university	Less than 1%
Transaction counterparty	Content	Comparison basis	Comparative size																		
Waseda University, at which Mr. Shirai served as President (resigned in November, 2010)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the university	Less than 1%																		
	Total annual amount of donations	Total annual income of the university	Less than 1%																		
The Foundation for the Open University of Japan, at which Mr. Shirai served as Chairman (resigned in March, 2017)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the university	Less than 1%																		

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Although the Company and its major subsidiaries have relationships involving transactions and donations with Toray Industries, Inc., where Mr. Sadayuki Sakakibara, who is designated as an independent Outside Director, served as Chairman of the Board, and the Japan Business Federation (Keidanren), where he served as Chairperson, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.

Mr. Sadayuki Sakakibara has a wealth of experience as a corporate manager and has a high level of integrity and insight. The Company believes that he will help strengthen the supervisory function for business execution and expects to incorporate the advice he provides from his wide-ranging managerial perspective.

In addition, although the Company and its major subsidiaries have relationships involving transactions and donations with Toray Industries, Inc., where Mr. Sakakibara served as Chairman of the Board, and the Japan Business Federation (Keidanren), where he served as Chairperson, as shown in the table below, Mr. Sakakibara fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers.

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

Transaction counterparty	Content	Comparison basis	Comparative size
Toray Industries, Inc., at which Mr. Sakakibara served as Chairman of the Board (resigned in June, 2015)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total sales of Toray Industries, Inc.	Less than 1%
Japan Business Federation (Keidanren), at which Mr. Sakakibara served as Chairperson (resigned in May, 2018)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
	Total annual amount of donations	—	10 million yen or less

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Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Ken Sakamura, who is designated as an independent Outside Director, previously served as a professor, and Toyo University, where he currently serves as a dean, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.

Mr. Ken Sakamura has a wealth of experience in the research and development fields, and has a high level of integrity and insight. The Company expects that he will contribute to the strengthening of the supervisory function for business execution and expects him to provide advice from his wide-ranging perspective.

Although the Company and its major subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Ken Sakamura previously served as a professor, and Toyo University, where he currently serves as a dean, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers.

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

Transaction counterparty	Content	Comparison basis	Comparative size
The University of Tokyo, at which Mr. Ken Sakamura served as a professor (resigned in March, 2017)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	Total annual income of the university	Less than 1%
Toyo University, at which Mr. Ken Sakamura serves as a Dean	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%
		Total annual income of the university	Less than 1%
	Total annual amount of donations	—	10 million yen or less

4	Although the Company and its major subsidiaries have a relationship involving transactions with Showa Women’s University, where Ms. Keiko Takegawa, who is designated as an independent Outside Director, currently serves as a dean of faculty, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Ms. Keiko Takegawa has a wealth of experience in public relations and diversity promotion within the government and has a high level of integrity and insight. The Company expects that she will contribute to the strengthening of the supervisory function for business execution and expects her to provide advice from her wide-ranging perspective. Although the Company and its major subsidiaries have a relationship involving transactions with Showa Women’s University, where Ms. Keiko Takegawa currently serves as a dean of faculty, as shown in the table below, this case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers. <NTT and its major subsidiaries within the last three fiscal years (see Note 3 under “4. Supplementary Explanation”) > <table><tr><th>Transaction counterparty</th><th>Content</th><th>Comparison basis</th><th>Comparative size</th></tr><tr><td rowspan="2">Showa Women’s University, at which Ms. Keiko Takegawa serves as a dean of faculty</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the university</td><td>Less than 1%</td></tr></table>	Transaction counterparty	Content	Comparison basis	Comparative size	Showa Women’s University, at which Ms. Keiko Takegawa serves as a dean of faculty	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the university	Less than 1%									
Transaction counterparty	Content	Comparison basis	Comparative size																		
Showa Women’s University, at which Ms. Keiko Takegawa serves as a dean of faculty	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the university	Less than 1%																		
5	Although the Company and its major subsidiaries have relationships involving transactions with Mori Hamada & Matsumoto, where Mr. Takashi Iida, who is designated as an independent Outside Auditor, previously served, and Kowa Law Office, where he currently serves as a representative, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Takashi Iida is an attorney with a wealth of experience in the legal sector. The Company expects that he will conduct future audits based on the knowledge and insight he has gained throughout his career. Although the Company and its major subsidiaries have relationships involving transactions with Mori Hamada & Matsumoto, where Mr. Takashi Iida previously served, and Kowa Law Office, where he currently serves as a representative, as shown in the table below, this case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers. <NTT and its major subsidiaries within the last three fiscal years (see Note 3 under “4. Supplementary Explanation”) > <table><tr><th>Transaction counterparty</th><th>Content</th><th>Comparison basis</th><th>Comparative size</th></tr><tr><td>Mori, Hamada and Matsumoto, at which Mr. Takashi Iida served (resigned in December, 2011)</td><td>Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Kowa Law Office, at which Mr. Takashi Iida serves as a representative</td><td>Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1% (*)</td></tr></table> (Note) Applicable transactions only include those related to common communication services.	Transaction counterparty	Content	Comparison basis	Comparative size	Mori, Hamada and Matsumoto, at which Mr. Takashi Iida served (resigned in December, 2011)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Kowa Law Office, at which Mr. Takashi Iida serves as a representative	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1% (*)							
Transaction counterparty	Content	Comparison basis	Comparative size																		
Mori, Hamada and Matsumoto, at which Mr. Takashi Iida served (resigned in December, 2011)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
Kowa Law Office, at which Mr. Takashi Iida serves as a representative	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1% (*)																		
6	Although the Company and its subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Hideki Kanda, who is designated as an independent Outside Auditor, previously served as a professor, and Gakushuin University, where he currently serves as a professor, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Mr. Hideki Kanda is an expert with a wealth of experience in the legal sector and has served as a university professor specializing in law for many years. The Company expects that he will conduct future audits based on the knowledge and insight he has gained throughout his career. Although the Company and its subsidiaries have relationships involving transactions and donations with the University of Tokyo, where Mr. Hideki Kanda previously served as a professor, and Gakushuin University, where he currently serves as a professor, as shown in the table below, both cases fulfill the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers. <NTT and its major subsidiaries within the last three fiscal years (see Note 3 under “4. Supplementary Explanation”) > <table><tr><th>Transaction counterparty</th><th>Content</th><th>Comparison basis</th><th>Comparative size</th></tr><tr><td rowspan="3">The University of Tokyo, at which Mr. Hideki Kanda served as a Professor (resigned on March, 2016)</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the university</td><td>Less than 1%</td></tr><tr><td>Total annual amount of donations</td><td>Total annual income of the university</td><td>Less than 1%</td></tr><tr><td rowspan="2">Gakushuin University, at which Mr. Hideki Kanda serves as a Professor</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the university</td><td>Less than 1%</td></tr></table>	Transaction counterparty	Content	Comparison basis	Comparative size	The University of Tokyo, at which Mr. Hideki Kanda served as a Professor (resigned on March, 2016)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the university	Less than 1%	Total annual amount of donations	Total annual income of the university	Less than 1%	Gakushuin University, at which Mr. Hideki Kanda serves as a Professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the university	Less than 1%
Transaction counterparty	Content	Comparison basis	Comparative size																		
The University of Tokyo, at which Mr. Hideki Kanda served as a Professor (resigned on March, 2016)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the university	Less than 1%																		
	Total annual amount of donations	Total annual income of the university	Less than 1%																		
Gakushuin University, at which Mr. Hideki Kanda serves as a Professor	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the university	Less than 1%																		
7	Although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima, who is designated as an independent Outside Auditor, previously served, as described in the “Reasons for Appointment” column, the Company has determined that there is no possibility of this having any effect on the judgments of shareholders and investors, so a summary of this relationship has been omitted here.	Ms. Kaoru Kashima is an expert with a wealth of experience as a certified public accountant. The Company expects that she will conduct future audits based on the knowledge and insight she has gained throughout her career. Although the Company and its subsidiaries have relationships involving transactions with Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima previously served, as shown in the table below, this case fulfills the independence criteria stipulated by the Tokyo Stock Exchange, on which the Company is listed, and the Company’s own independence standards for independent officers. <NTT and its major subsidiaries within the last three fiscal years (see Note 3 under “4. Supplementary Explanation”) > <table><tr><th>Transaction counterparty</th><th>Content</th><th>Comparison basis</th><th>Comparative size</th></tr><tr><td rowspan="2">Ernst & Young ShinNihon LLC, at which Ms. Kashima served (resigned on June, 2019)</td><td rowspan="2">Total annual amount of transactions</td><td>Total annual operating revenues of the Company and its major subsidiaries</td><td>Less than 1%</td></tr><tr><td>Total annual income of the corporation</td><td>Less than 1%</td></tr></table>	Transaction counterparty	Content	Comparison basis	Comparative size	Ernst & Young ShinNihon LLC, at which Ms. Kashima served (resigned on June, 2019)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%	Total annual income of the corporation	Less than 1%									
Transaction counterparty	Content	Comparison basis	Comparative size																		
Ernst & Young ShinNihon LLC, at which Ms. Kashima served (resigned on June, 2019)	Total annual amount of transactions	Total annual operating revenues of the Company and its major subsidiaries	Less than 1%																		
		Total annual income of the corporation	Less than 1%																		

4. Supplementary Explanation

[Independence Standards for the Independent Directors/Auditors]
NTT designates outside Directors and outside Auditors that fulfill both the independence criteria stipulated by the Tokyo Stock Exchange as well as NTT's own independence standards.

In order to meet the independence standards, a person may not fall under any of the categories below in the last three fiscal years:

(1) A person who executes business in a partner company that exceeds NTT's standards*1
(2) A person who executes business in a lending company that exceeds NTT's standards*2
(3) A consultant, accountant, lawyer, or any other person providing professional services, who received monetary payments or any other gain in assets equal to or more than ¥10 million, excluding the Board Members' or Audit & Supervisory Board Members' compensation, from NTT or its major subsidiaries*3 in any of the last three fiscal years
(4) A person who executes business in an organization that received donations exceeding NTT's standards
Even if any of (1) through (4) above applies to a person, where it has been decided that a person meets the independence standards, the reasons shall be explained and disclosed at the time of the person's appointment as the Independent Member of the Board or Audit & Supervisory Board Member.

*1 "A partner company that exceeds NTT's standards" is defined as a company that has had any business dealing with NTT and its major subsidiaries*3 in any of the last three fiscal years equal to or more than 2% of the total operating revenues of NTT and its major subsidiaries for the respective fiscal year.
*2 "A lending company that exceeds NTT's borrowing standards" is defined as a company in which the total amount of borrowings on a consolidated basis in any of the last three fiscal years equals to or is more than 2% of the total operating revenues of NTT's consolidated total assets for the respective fiscal year.
*3 The major subsidiaries are NTT DOCOMO, INC., NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION, NTT COMMUNICATIONS CORPORATION, and NTT DATA CORPORATION.
*4 An "organization that received donations exceeding NTT's standards" is defined as an organization which received donations from NTT and its major subsidiaries*3 in any of the last three fiscal years exceeding ¥10 million or 2% of the total income of the organization, whichever is larger, during the respective fiscal year.

- ※1 Check the box if all of the Outside Directors/Auditors who meet the standards for Independent Directors/Auditors have already been registered as Independent Directors/Auditors.
- ※2 Items to check regarding the attributes of each Director/Auditor:

a. Executive of the listed company or its subsidiary

b. Non-executive Director or accounting advisor of the listed company or its subsidiaries (in the case of an Outside Auditor)

c. Non-executive Director or executive of a parent company of the listed company

d. Auditor of a parent company of the listed company (in the case of an Outside Auditor)

e. Executive of a fellow subsidiary company of the listed company

f. A party whose major client or supplier is the listed company or an executive thereof

g. Major client or supplier of the listed company or an executive thereof

h. Consultant, accountant or legal professional who receives a large amount of monetary payments or other assets from the listed company besides compensation as Director/Auditor

i. Major shareholder of the listed company (or an executive of such major shareholder if the shareholder is a legal entity)

j. Executive of a client or supplier company of the listed company (which does not correspond to any of f., g., or h.) (the Director/Auditor himself/herself only)

k. Executive of a company, between which and the listed company Outside Directors/Auditors are mutually appointed (the Auditor himself/herself only)

l. Executive of a company or organization that receives donations from the listed company (the Director/Auditor himself/herself only)

Please note that the above items from a. to l. are brief descriptions of the items specified in the TSE regulations.
- ※3 Mark the box with "○" if the category presently applies to or has recently applied to the Director/Auditor or with "△" when the category applied to the Director/Auditor in the past.
Mark the box with "●" when the category presently applies to or has recently applied to a close relative or with "▲" when the category applied to a close relative in the past.
- ※4 If any of the items a. through l. apply to the Director/Auditor, describe the attributes in detail (outline).
- ※5 Describe the reasons for appointment as an independent Director/Auditor.