

# Independent Directors/Auditors Notification

## 1. Basic Information

Company Name	NTT DATA Group Corporation			Code	9613
Submission Date	2025/5/19	(Scheduled) Transfer Date	2025/6/16		
Reason for Submitting ID/A Notification	・ As the proposal for the election of outside directors is to be submitted to the Ordinary General Meeting of Shareholders				
<div><input checked="" type="checkbox"/> All persons who satisfy the qualifications for independent directors/auditors are designated as independent directors/auditors (*1)</div>					

## 2. Information on Independence of Independent Directors/Auditors and Outside Officers

#	Name	Outside Director/ Outside Auditor	Independent Director/ Auditor	Attributes of the Directors (*2, 3)												Details of Change	Consent of the Person
				a	b	c	d	e	f	g	h	i	j	k	l	N/A	
1	Mariko Fujii	Outside Director	○													○	Yes
2	Fumihiko Ike	Outside Director	○										△				Yes
3	Shigenao Ishiguro	Outside Director	○													○	Yes
4	Eric Lamarre	Outside Director	○													○	Newly appointed Yes
5	Tomoko Hoshi	Outside Director	○													○	Yes
6	Nobuyuki Tainaka	Outside Director	○										△				Yes
7	Eiichi Sakamoto	Outside Director															
8	Mitsuko Inamasu	Outside Director	○													○	Yes

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

No.	Explanation of the Relationship (*4)	Reason for Election (*5)
1		Ms. Mariko Fujii satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that she does not have any possibility of causing a conflict of interest with general shareholders.
2	From October 2016 to September 2017, he served as a member of the 3rd advisory board established for the purpose of obtaining opinions from experts outside the Company with knowledge of IT and global businesses, to examine the Company's management strategies and achieve transformation. The Company paid remuneration to Mr. Ike as an advisory board member, but the amount was less than 5 million yen per year. Therefore, we have determined that there is no concern in relation to his independence. The Company and its major subsidiaries have transactions with Japan Automobile Manufacturers Association, Inc., for which Mr. Ike served as Chairman. However, the annual transaction in each of the most recent three fiscal years is less than 1% of the total sales of the Company and its major subsidiaries. The Company and its major subsidiaries have transactions with Honda Motor Co., Ltd., for which Mr. Ike served as Chairman and Representative Director. However, the annual transaction in each of the most recent three fiscal years is less than 1% of the total annual sales of the Company and its major subsidiaries, and less than 1% of the total annual sales of Honda Motor Co., Ltd.	As described in the left column, Mr. Fumihiko Ike was a business executor of Japan Automobile Manufacturers Association, Inc. and Honda Motor Co., Ltd., with which the Company and its major subsidiaries have business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that he does not have any possibility of causing a conflict of interest with general shareholders.
3		Mr. Shigenao Ishiguro satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that he does not have any possibility of causing a conflict of interest with general shareholders.
4		Mr. Eric Lamarre satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that he does not have any possibility of causing a conflict of interest with general shareholders.

Note: This document has been translated from the Japanese original for reference purposes only.

In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

No.	Explanation of the Relationship (*4)	Reason for Election (*5)
5		Ms. Tomoko Hoshi satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that she does not have any possibility of causing a conflict of interest with general shareholders.
6	The Company and its major subsidiaries have business transactions with Canon Inc., for which Mr. Nobuyuki Tainaka served as an Executive Officer of Canon Inc. However, the transaction in each of the most recent three fiscal years is less than 1% of the total annual sales of the Company and its major subsidiaries.	As described in the left column, Mr. Nobuyuki Tainaka was a business executor of Canon Inc., with which the Company and its major subsidiaries has business transactions. However, he satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that he does not have any possibility of causing a conflict of interest with general shareholders.
7		
8		Ms. Mitsuko Inamasu satisfies the criteria for independence stipulated by Tokyo Stock Exchange, Inc. on which the Company's stock is listed and the criteria of independence for independent directors stipulated by the Company. Thus, we have determined that she does not have any possibility of causing a conflict of interest with general shareholders.

#### 4. Supplementary Explanation

The Company designates outside officers who satisfy the following requirements, in addition to the criteria for independence stipulated by Tokyo Stock Exchange, Inc., as its independent directors.

A person who does not fall under any of the following items in the most recent three fiscal years:

- (1) A business executor of the Company's business partner with the transaction exceeding the standard set forth by the Company<sup>(\*1)</sup>;
- (2) A business executor of the Company's lender with the amount of lending exceeding the standard set forth by the Company<sup>(\*2)</sup>;
- (3) An individual providing specialized services, such as a consultant, an accounting expert, or a legal expert, who has received from the Company and its major subsidiaries any money or other property profit that is worth 10 million yen or more per year other than director remuneration in any of the most recent three fiscal years; or
- (4) A business executor of an organization that has received contributions exceeding the standard set forth by the Company<sup>(\*4)</sup>.

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 director.

\*1 The Company's business partner exceeding the standard set forth by the Company refers to a business partner whose total transaction with the Company and its major subsidiaries<sup>(\*3)</sup> is 2% or larger of their total sales in any of the most recent three fiscal years.

\*2 The Company's lender exceeding the standard set forth by the Company refers to a lender who lends to the Company and its major subsidiaries<sup>(\*3)</sup> 2% or a larger percentage of their total assets in any of the most recent three fiscal years.

\*3 The major subsidiaries are NTT DATA Japan Corporation and NTT DATA, Inc.

\*4 An organization that has received contributions exceeding the standard set forth by the Company refers to an organization that has received contributions from the Company and its major subsidiaries<sup>(\*3)</sup> that exceed 10 million yen per year or 2% of the total annual revenue of such organization, whichever is larger in amount, in any of the most recent three fiscal years.

\*1 Check the check box if the Company notifies all persons who satisfy the qualifications for independent directors/auditors as independent directors/auditors.

\*2 Items to check regarding the attributes of directors/auditors:

- a. A business executor of the listed company or its subsidiary
- b. A non-executive director or an accounting advisor of the listed company or its subsidiary (in case where the person is an outside auditor)
- c. A business executor or a non-executive director of the parent company of the listed company
- d. An auditor of the parent company of the listed company (in case where the person is an outside auditor)
- e. A business executor of a sister company of the listed company
- f. An entity for which the listed company is a major business partner or a business executor thereof
- g. A major business partner of the listed company or its business executor
- h. A consultant, an accounting expert, or a legal expert who receives a large amount of money or other assets, in addition to director remuneration, from the listed company
- i. A major shareholder of the listed company (in case the major shareholder is a corporation, a business executor thereof)
- j. A business executor of a business partner of the listed company (does not fall under either of the items f, g, or h) (the said person only)
- k. A business executor of a company for which an outside officer has a concurrent position (the said person only)
- l. A business executor of an entity receiving contributions from the listed company (the said person only)

Please note that the descriptions of the above items a to l are simplified versions of the items specified in TSE's regulations.

\*3 Please indicate with ○ if the person him/herself falls under the item currently or recently, with △ if in the past.

Please indicate with ● if the close relative falls under the item currently or recently, with ▲ if in the past.

\*4 Please indicate it (an outline) if the person or the close relative falls under any of the items a-l.

\*5 Please provide reasons for election of independent directors/auditors.

\*6 If a situation occurs in which one or more independent directors/auditors are not secured or in which one or more outside directors are not secured, such situation constitutes a violation of the Code of Corporate Conduct of the Securities Listing Regulations, please notify it immediately to a person in charge of listed companies at TSE.