

## opening doors

### **Management System and CSR**

As it conducts its business activities, DOCOMO maintains close relationships with an extremely broad range of stakeholders. DOCOMO believes that it can ensure sustained growth by meeting the expectations of all of its stakeholders, and to that end the Company has created a highly transparent corporate governance system and strives to contribute to society through its business activities.



# Corporate Governance

DOCOMO recognizes that robust corporate governance is an important management issue for the purpose of achieving ongoing growth in corporate value, and accordingly, the Company is working to steadily enhance its corporate governance.

## A GOVERNANCE STRUCTURE THAT ENSURES PROMPTNESS, TRANSPARENCY AND SOUNDNESS IN BUSINESS MANAGEMENT

Aiming to achieve the goal of ensuring promptness, transparency and soundness in our business management, we have been working to establish a governance structure that allows us to both make management decisions without delay and reinforce our audit and internal controls, as well as to improve our communications with stakeholders. Specifically, we have adopted the Board of Directors/Corporate Auditors system. Under this system, directors make decisions pertaining to important matters of the Company, directors who have also been assigned responsibility for business execution supervise each other, and corporate auditors, including outside auditors, audit business management.

To further strengthen business execution capability and to enhance management supervision, we introduced the corporate officer system and transferred a portion of business execution authority from the Board to the representative directors, corporate officers, and executive officers. We believe this allows flexible business execution by the responsible corporate officers. More than half of the Board members are assigned the responsibility of serving concurrently as corporate officers. As a result, the effectiveness of the mutual supervision of Board members in business execution is enhanced, and the management supervision function is strengthened.

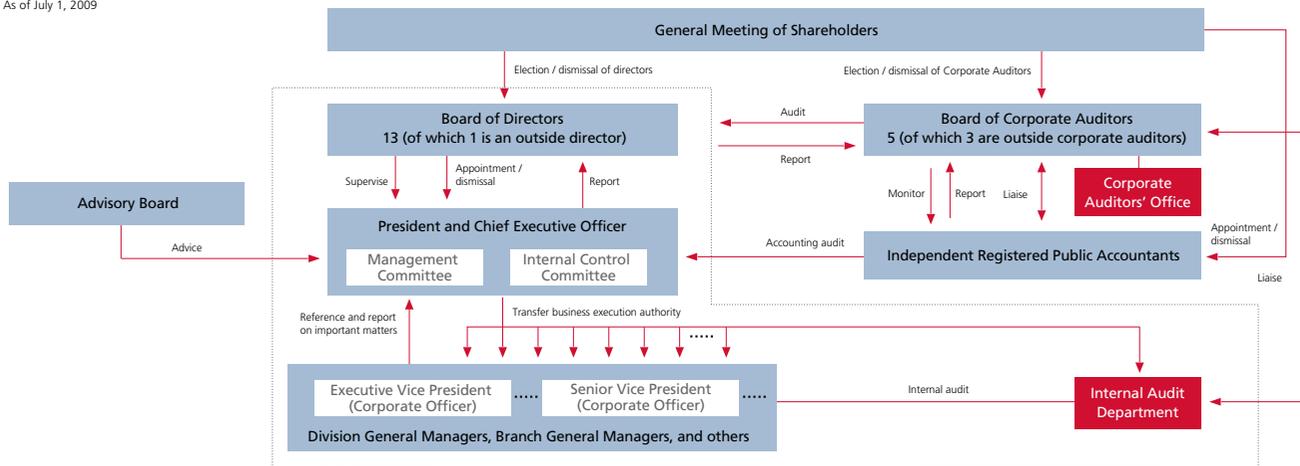
## BUSINESS EXECUTION AND MANAGEMENT SUPERVISION SYSTEM

The Board of Directors consists of 13 members, including one outside director. In principle, the Board meets once a month, and extraordinary meetings are convened if necessary. In this way, decisions are made on important business matters, status reports are received as needed from Board members assigned the responsibility for business execution, and management supervision is implemented. The Management Committee, which includes representative directors, executive vice presidents and full-time corporate auditors, meets in principle once a week, and extraordinary meetings are convened if necessary. In this way, we support flexible, rapid decision-making on important matters related to business execution.

**AUDIT STRUCTURE** The Board of Corporate Auditors consists of five members, including three outside corporate auditors. The Board of Corporate Auditors in principle meets once a month to make decisions on audit policies, plans, methods, and other important issues relating to the audit of the Company. Each corporate auditor, in accordance with audit policies and audit plans determined by the Board of Corporate Auditors, attends important meetings, such as meetings of the Board of Directors, and receives reports from directors, examines important documents, and conducts on-site examinations of the head office, major work sites, and major subsidiaries. In this way, corporate auditors appropriately conduct audits of the status of business execution by the directors and report to the Board of Corporate Auditors on the status of audit implementation.

## DOCOMO's Business Execution and Management Supervision Mechanism

As of July 1, 2009



The Company's corporate auditors promote mutual understanding and information-sharing with the corporate auditors of subsidiaries. Corporate auditors ensure the effectiveness of audits by collaborating and exchanging information on audit plans and results with the Internal Audit Department, an independent unit established to perform internal audits of the Company, and our registered public accountants on a regular basis.

### MANAGEMENT INCORPORATING OBJECTIVE EXPERT OPINION

The Company has established an advisory board composed of experts in various fields, including an advisory board in the United States to receive advice from a global viewpoint. In this way, the opinions and proposals of advisory board members are reflected in management. To ensure that we receive a diverse range of advice, advisory board members are invited from a wide array of fields and include financial experts, academics, commentators, and journalists.

### COMPENSATION OF DIRECTORS AND CORPORATE AUDITORS

Matters regarding the compensation of directors are determined by the Board of Directors. The compensation of directors (excluding outside directors) comprises monthly compensation as well as bonuses. Monthly compensation is paid in accordance with such factors as the importance and scope of responsibilities for each management level. Bonuses are paid in consideration of such factors as the Company's results. To reflect results over the medium-to-long term, a portion of monthly compensation is contributed to a director stock purchase plan. The shares of the Company that are purchased through the plan are held throughout the term of office.

In consultation with the corporate auditors, it has been decided to pay only monthly compensation to corporate auditors in order to ensure a high degree of independence.

The aggregate compensation, paid to the directors and corporate auditors during the fiscal year ended March 31, 2009, was as follows:

### Aggregate Compensation Paid to Directors and Corporate Auditors

Position	Number	Millions of yen
		Total Compensation
Directors	15	501
Corporate Auditors	7	129
Total	22	631

The above total includes the following compensation to outside directors

Total amount of compensation		
for the outside directors	3	69

**RELATIONSHIP WITH PARENT COMPANY** The corporate group led by our parent company, NTT, operates a wide array of telecommunications services, including local, long-distance, international, and mobile and data telecommunications services. As of March 31, 2009, NTT owned 66.19% of the voting rights of the Company and was in a position to influence the Company's management decision-making through the exercise of majority shareholder rights. However, the Company has its own management responsibility and conducts operational management in accordance with its own decision-making.

**INVESTOR RELATIONS ACTIVITIES** Our efforts to achieve transparency in management include timely and fair disclosure of management information, enabled by developing disclosure controls and procedures. We are also implementing IR activities with an emphasis on fair disclosure, such as simultaneously disseminating IR information through the Internet and streaming results presentations in real time. We are also working to create opportunities for direct communication between our top management and investors, such as through presentations for institutional investors in Japan and overseas and IR seminars targeted at individual investors. The opinions the Company receives are duly considered in the management of the Company and are also shared internally to improve our services and operating results.

# Internal Control

**BASIC POLICY FOR INTERNAL CONTROL** In accordance with the Basic Policy on Fortifying Internal Control Systems, as approved by the Board of Directors, we maintain a system for the purpose of securing rigorous compliance with laws and regulations, business effectiveness and efficiency, and financial reporting reliability. We regularly evaluate that system's effectiveness and implement improvements as needed. These initiatives are centered on the Internal Control Committee.

The Internal Audit Department, which is independent from other business execution, objectively tests and evaluates the status of business execution at the Company's headquarters offices, divisions, and branches and implements monitoring with the objective of improving internal control.

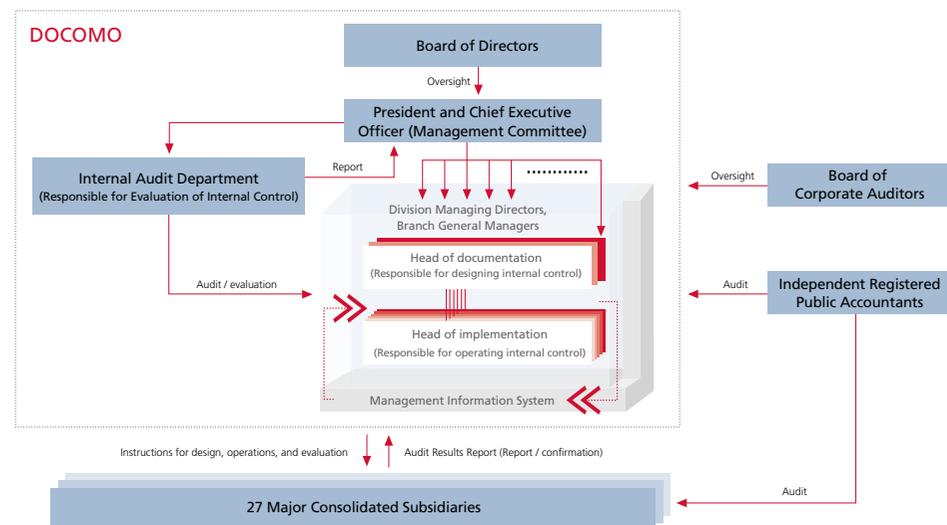
**RISK MANAGEMENT** We strive to strengthen risk management with the basic policy of identifying and responding to business risk as early as possible. Specifically, in accordance with our Risk Management Principles, business risks are regularly identified, and the Internal Control Committee designates risks that require company-wide management. Management policies for those identified risks are formulated, and appropriate efforts are made to prevent such risks from occurring and to prepare for a quick response should they occur.

**ETHICS AND LEGAL COMPLIANCE** Each of our employees is instructed to follow the NTT DOCOMO Group Code of Ethics. Ensuring that activities are based on high ethical standards is the foundation of our compliance management. In addition, in order to increase compliance effectiveness, we have strengthened the compliance promotion system, which is centered on Compliance Promotion Committees, and are building an information consultation system pertaining to compliance with ethics and laws. In addition, all divisions have employees with responsibility for compliance promotion, and at least once a year we implement employee education and training in ethics and legal compliance related to the work of each department. In fiscal 2008, we continued to implement initiatives to enhance awareness of compliance on a company-wide basis, such as the implementation of e-learning compliance training over the Company's intranet.

**ENSURING RELIABILITY OF FINANCIAL REPORTING** To meet the requirements of the SOX Act and the Financial Instruments and Exchange Law, we employ the COSO (the Committee of Sponsoring Organizations of the Treadway Commission) Framework for the design, operation, and evaluation of our internal control system related to financial reporting. In fiscal 2008, we evaluated the Company and 27 major consolidated subsidiaries, and concluded that internal control over financial reporting was effective.

## SOX Act, Section 404 Organization Chart

As of July 1, 2009



# Information Management

## Specific Initiatives

In working to strengthen information management, we are advancing and developing the following safety management measures:

### (1) Physical Security

- Restrictions on numbers of information management terminals, continuous optimization of installed locations and authorized people
- Rigorous control of the lending and checking-out of portable information terminals (notebook PCs, etc.)
- Secure storage of all types of recording media, and strict control of number stored and checking-in and checking-out
- Consolidation and special monitoring of terminals used to extract large amounts of customer information (lists)  
(Restricted room entry / biometric identity confirmation at entry and exit / Usage-prevention and encryption measures for media / Implementation of continuous monitoring through monitoring cameras)
- Transition to paperless handling of documents, such as customer applications

### (2) Technical Security

- Periodic, mandatory password changes for information management terminals
- Information system access-log retention and periodic (monthly) checks
- Introduction of biometric identity confirmation for use of customer information management systems
- Stricter customer information search parameters
- Prevention of misdirected faxes through the introduction of virtual private networking (VPN) for fax lines (secure fax)
- Introduction of encryption software for information system terminals

### (3) Human Security

- Implementation of information management training (more than once a year) for all employees, from top management to temporary employees, for Group companies, and for customer service agents (DOCOMO shops, etc.)
- Production and distribution of various tools for use in information management training
- Confirmation of implementation of information management training and evaluation of effectiveness (use of e-learning, etc.)

### (4) Organizational Security

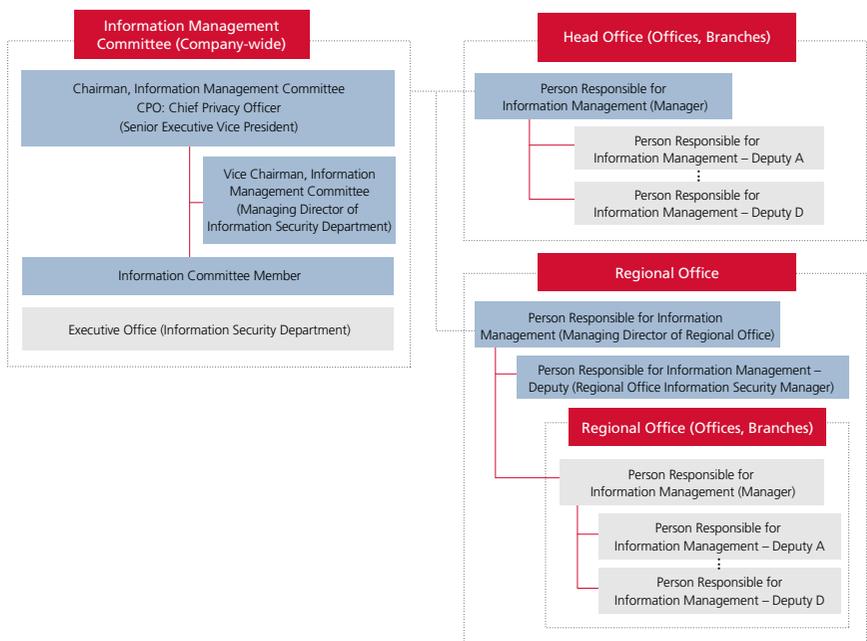
- Establishment of system for assignment of responsibility for information management
- Advance confirmation of personal information management status prior to conclusion of consignment contracts
- Mandatory conclusion of information protection agreements and receipt of written pledges from all employees
- Uniform, periodic inspections at all work sites handling customer information and audits by the head office

**ENHANCEMENT OF INFORMATION MANAGEMENT SYSTEM** The DOCOMO Group has been entrusted with personal information (customer information) for 55 million people, and accordingly ensuring information security is an important management issue.

As a telecommunications company with public-oriented operations, the rigorous management and protection of customer information is our most important duty. The Information Management Committee, which is led by the Vice President and Representative Officer (Chief Privacy Officer (CPO)), meets on a regular basis. The committee considers and promotes personal information protection measures. In addition, to advance integrated information management, we have established information security departments and each work site has an employee who is responsible for information management. Outside contractors who perform work for the Company are required to designate a person responsible for the handling of that work for each organization and policy. We have established and are advancing a system that assigns responsibility for personal information management in each organization and operation.

## Information Management System

As of July 1, 2009



**FORMULATION OF MANAGEMENT AND ADMINISTRATION RULES** To fulfill our obligations, in regard to the handling of information of customers, shareholders, employees, etc., we have systematically formulated internal regulations in accordance with the Personal Information Protection Act and the guidelines of related government ministries and agencies, clarified internal rules regarding information management, and formulated and announced a privacy policy that clarifies detailed handling policies in accordance with basic principles regarding customer information protection.

(<http://www.nttdocomo.co.jp/english/utility/privacy/>)

# Corporate Social Responsibility (CSR)

We connect people to people, and people to their world. We open the door to the future.  
In accordance with its CSR Message, DOCOMO implements CSR activities with the aim of creating abundance and comfort in life and culture.

**DOCOMO'S CSR ACTIVITIES** Through our business activities, we will strive to contribute to the realization of a sustainable society. Our CSR Message articulates this approach.

## CSR Message of NTT DOCOMO

**We connect people to people, and people to their world.  
We open the door to the future.**

Any time, any place, we connect people to people, and people to the future. That is our mission at DOCOMO, in our aim to be a "Relation Service Company." We listen to each individual customer and to society. We innovate toward the future. We create abundance and convenience in life and culture. We address issues of the global environment and society, as part of our commitment to contribute to sustainable development of the society.

### Working for the individual user

We carefully design our services so that all of our customers will find them convenient and easy to use.

### Reliable quality

We provide stable communications quality everywhere and at all times, and offer critical communications functions even in disasters and other emergency situations.

Creating abundance and convenience in life and culture

### Safe and secure

We make a serious effort to deal with information security and other issues that arise in society as a result of the use of communications technologies.

### Protecting the global environment

We reduce environmental impact in each process of our business activities, and work closely with our customers to protect the global environment.

## FOUR CHALLENGES THAT DOCOMO WILL ADDRESS

**Conservation of the global environment** We have formulated the DOCOMO Global Environmental Charter, and the entire Group is working together to respond to environmental issues, centered on increasing the energy efficiency of handsets and communications facilities, using clean energy, and promoting recycling and waste reduction. Initiatives to reduce emissions of greenhouse gases include the ICT Ecology Project, which targets further reductions in the electricity consumption of communications equipment. This project was launched in February 2009, and we have begun testing to verify the practicality of leading-edge technologies. Moreover, we will also continue to implement such initiatives as the use of natural energy, such as adoption of solar power systems, and the introduction of optical fiber connection base stations, high-efficiency electrical power supply equipment, and high-efficiency air-conditioning systems. In the recycling of mobile phones, we are strengthening our customer awareness and PR campaigns, and as of the end of March 2009, we had collected a cumulative total of 68.78 million used mobile phones. The "DOCOMO Woods" forestation activities had been extended to 43 locations as of the end of March 2009, and we plan to expand these activities to all 47 prefectures in Japan during the fiscal year ending March 31, 2010.

**Promotion of universal design** Mobile phones have become an indispensable part of everyday life, and DOCOMO is committed to providing products and services that are easy for all of our customers to use, including the elderly and the disabled. To that end, we are implementing initiatives, known as Hearty Style, to promote universal design (UD) in our products and shops.

## Major CSR Evaluations



**DJSI Asia Pacific Indexes** DOCOMO is a component of DJSI Asia Pacific, the Asia-Pacific version of the DJSI (Dow Jones Sustainability Indexes), which are global stock indexes for socially responsible investing (SRI).



**MS-SRI** DOCOMO is a component of the Morningstar Socially Responsible Investment Index (MS-SRI).



**FTSE4Good Index** DOCOMO is a component of the FTSE4Good Index, an SRI index produced by FTSE International Limited, a subsidiary of The Financial Times, of the U.K., and the London Stock Exchange.



**oekom research** oekom research AG is an independent CSR evaluation company based in Germany.

In the corporate responsibility rating for environmental and social/cultural factors, DOCOMO received a Prime rating as one of the 26 leaders in the telecommunications industry.



**Selected by Innovest Strategic Value Advisors Inc. as "one of the world's 100 most sustainable companies."** The Global 100 Most Sustainable Corporations in the World is a project that was initiated by Corporate Knights Inc., a Canadian publisher, and Innovest Strategic Value

Advisors Inc., a U.S. SRI research company. About 1,800 major companies in a wide range of industries are evaluated, and the top 100 companies in terms of superior performance on social, environmental, and strategic governance issues are selected for inclusion in the Global 100 Most Sustainable Corporations in the World. DOCOMO has been selected for inclusion in the top 100 for five consecutive years, since the project was launched in 2005.

In products, we have formulated Universal Design Guidelines. We are working to implement development that reflects consideration for ease of use, and in August 2008, we introduced the 706ie. Also, the cumulative nationwide sales of *Raku Raku PHONE* series handsets, which have enjoyed a favorable reputation among many users since their introduction in 1999, exceeded 15 million in April 2009. In shops, by taking such steps as establishing counters based on UD principles, distributing guidebooks to staff members, and conducting training, we are working to further enhance our shops in both tangible and intangible ways. In fiscal 2008, we took steps to make existing DOCOMO shops barrier-free, such as installing wheelchair ramps at entrances and wheelchair accessible toilets (149 shops in fiscal 2008).

**Realization of a safer, more secure mobile society** The rapid adoption of mobile phones has facilitated convenient, abundant communications. On the other hand, there has been an increase in incidents where minors can access inappropriate content or become involved in trouble. DOCOMO believes taking steps to deal with these problems is a natural duty of a telecommunications company. To help resolve these problems, we are working to implement educational activities regarding their safe use, such as Mobile Phone Safety Program classes for minors, parents and teachers. From April 2009, we began to offer Mobile Phone Safety Program classes for seniors. These classes include countermeasures for telephone scams targeting seniors. In June 2009, we updated the video educational materials (DVD/VHS) that are used by various organizations to teach children how to use mobile phones safely and securely. With the objective of making them even more widely used, we distributed these materials to more than 33,000 Japanese elementary schools and junior high schools.

In regard to our access filtering services, the *i-mode filter* is compliant with third-party certification standards. In addition, we also began to offer web filtering, which limits access to web sites, and custom access filtering, which makes it possible for customers to use separate filter settings to either permit or not permit viewing in accordance with usage preferences. In addition, filtering has been made the default *i-mode* setting for newly subscribing minors, and as a result the *i-mode filter* is turned on unless specifically requested otherwise. Furthermore, with the April 1, 2009 enforcement of the Act on Establishment of Enhanced Environment for Youth's Safe and Secure Internet Use, we strongly recommend use of the filtering service when new *i-mode* contracts are concluded. We are working to promote the further adoption of these services.

**Wide-ranging response in times of disaster** When earthquakes or other disasters occur, the safety and reliability of communications networks are vitally important. Accordingly, we have formulated Three Principles of Disaster Preparedness – (1) enhancing system reliability, (2) ensuring essential communications, and (3) rapidly restoring communications services. Before the occurrence of a disaster, DOCOMO strives to create telecommunications networks that can offer mobile phone connections in times of disaster and that are highly safe and reliable. In an effort to secure means for communication in the event of a disaster, we have constructed backup circuits and facilities by adopting multiple transmission lines or looped transport circuits and installing redundancy systems in communication facilities or decentralizing equipment installations, and reinforced the earthquake resistance of our buildings and radio towers. Also, through the *Area Mail* emergency alert service, in December 2007 we began to provide the earthquake early warnings issued by the Japan Meteorological Agency. Since that time, we have provided these warnings nine times, and this service has been introduced and is being used in 9 municipalities as a means of transmitting disaster and emergency information to residents. In response to the June 2008 Iwate-Miyagi Earthquake, we secured the service area by deploying power supply vehicles and power generators as quickly as possible in base stations where electricity supply was suspended. In addition, we provided free loans of mobile phones, free phone battery charging services, etc., at emergency shelters following the earthquake.

>> For further information, please refer to the NTT DOCOMO Group CSR Report 2009, which is scheduled for publication in September 2009, and the Company's web site (<http://www.nttdocomo.com/about/csr/index.html>)

# Board of Directors and Corporate Auditors

As of June 22, 2009



## President and Chief Executive Officer

Ryuji Yamada<sup>1</sup>

## Senior Executive Vice Presidents

Kiyoyuki Tsujimura<sup>1</sup>

Masatoshi Suzuki<sup>1</sup>

Hiroshi Matsui<sup>1</sup>

## Executive Vice Presidents

Harunari Futatsugi

Bunya Kumagai

Kazuto Tsubouchi

Kaoru Kato

Mitsunobu Komori

## Senior Vice Presidents

Takashi Tanaka

Katsuhiro Nakamura

## Corporate Advisor and Member of the Board

Masao Nakamura

## Member of the Board

Hiroshi Tsujigami<sup>2</sup>

## Full-time Corporate Auditors

Kenichi Aoki

Shunichi Tamari

Yoshitaka Makitani<sup>3</sup>

Kyouichi Yoshizawa<sup>3</sup>

## Corporate Auditor

Takaaki Wakasugi<sup>3</sup>

Back, from left: Senior Executive Vice President Masatoshi Suzuki, Senior Executive Vice President Hiroshi Matsui  
Front, from left: Senior Executive Vice President Kiyoyuki Tsujimura, President and Chief Executive Officer Ryuji Yamada

<sup>1</sup> Representative director

<sup>2</sup> Outside director pursuant to Article 2, Paragraph 15 of the Japanese Corporate Law

<sup>3</sup> Outside corporate auditor pursuant to Article 2, Paragraph 16 of the Japanese Corporate Law