

**Summary of Procedures for Holders of American Depositary Shares
to Participate in Tender Offer**

On September 29, 2020, Nippon Telegraph and Telephone Corporation (the “**Offeror**”) announced that it was conducting a tender offer (the “**Tender Offer**”) for the issued and outstanding shares of common stock (the “**Common Stock**”) and the American depositary shares (the “**ADSs**”) of NTT DOCOMO, INC. (the “**Company**”). On the same day, the Company announced its opinion supporting the Tender Offer in “Announcement of Opinion in Support of the Tender Offer by Nippon Telegraph and Telephone Corporation the Parent of the Company for the Stock of the Company, Etc. and Recommendation of Tender” (the “**Announcement**”). The ADSs were issued in the United States by The Bank of New York Mellon (the “**Depository Bank**”), and each of them represents the ownership of one share of the Common Stock deposited with the Depository Bank.

This summary is intended to provide guidance to the holders of ADSs (the “**ADS Holders**”) on certain important procedural matters for participating in the Tender Offer.

■ *Overview of Procedures Regarding ADSs*

As stated in the Announcement, the Offeror will accept from the ADS Holders not the tender of the ADSs themselves but of the shares of the Common Stock represented by the ADSs. Accordingly, the ADS Holders who intend to participate in the Tender Offer must surrender their ADSs to the Depository Bank and withdraw the shares of the Common Stock represented by the ADSs in advance in order to participate in the Tender Offer. In addition, it will be necessary to open an account at Mitsubishi UFJ Morgan Stanley Securities, Co., Ltd., the Offeror’s tender offer agent (the “**Tender Offer Agent**”) and carry out an account transfer as necessary in order to tender the shares in the Tender Offer.

These processes may take a considerable amount of time and thus it would be advisable for tendering ADS Holders to take the necessary actions as soon as possible to ensure their tenders in the Tender Offer.

■ *Process to Withdraw the Shares of the Common Stock*

The ADS Holders can withdraw the shares of the Common Stock after surrendering the Receipts evidencing their ADSs (the “**Receipts**”) to the Depository Bank and paying the fees determined by the Depository Bank, as well as applicable taxes and governmental charges, if any.

The surrender of the Receipts to the Depository Bank and withdrawal of the shares of the Common Stock will be conducted in the following manner through a broker dealer:

- 1) Deliver the Receipts to the Depository Bank’s DTC (Depository Trust Company) account #2504. Indicate in the comment field, “See email instructions.”

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- 2) Create delivery instructions on the broker dealer's company letterhead including the following information.
 - a) Security Name: NTT DOCOMO, INC.
 - b) CUSIP Number: 62942M201
 - c) Number of Receipts
 - d) DTC account number that the Receipts will be delivered from
 - e) Information on the financial institution in Japan to which the shares of the Common Stock will be delivered
- 3) Email the delivery instructions to drinstructions@bnymellon.com from a group email address of the broker dealer where at least one other person is copied on the email. Once the delivery instructions have been submitted, contact drsettlements@bnymellon.com for a status update.
- 4) Upon receipt of the Receipts, the Depository Bank will charge an applicable fee of \$0.05 per one Receipt plus a \$17.50 cable fee.
- 5) After the Depository Bank receives the Receipts, valid instructions and fee payment, it will instruct MUFG Bank, Ltd. the custodian of the shares of the Common Stock, to implement an account transfer to the financial institution designated in the delivery instructions.

It typically takes around two business days from the time the Receipts, delivery instructions and fee payment are received to give account transfer instructions. In addition, it typically takes around four to five business days from account transfer instruction being given to complete the account transfer.

For any questions on the process of surrendering the ADSs to the Depository Bank and withdrawing the shares of the Common Stock, please contact the following at the Depository Bank.

<Depository Bank> Bank of New York Mellon
<Email Address for Inquiries on ADSs> adrdesk@bnymellon.com

■ *Procedure for Participating in the Tender Offer*

For the information concerning the procedures to tender the shares of the Common Stock in the Tender Offer, please refer to "Guidance on the Procedures for Participating in the Tender Offer for the Shares of NTT DOCOMO, INC." separately issued by the Tender Offer Agent.

■ *Procedures in the Case of Not Participating in the Tender Offer*

As stated in the Announcement, if the Offeror acquires shares of the Common Stock in excess of the minimum number to acquire in Tender Offer but is unable to acquire all of the Common Stock through the Tender Offer, it plans to implement certain procedures for the purpose of owning all of the shares of the Common Stock by either of the following methods after the successful completion of the Tender Offer:

According to the Offeror, if, as a result of the successful completion of the Tender Offer, the total number of voting rights in the Company owned by the Offeror is 90% or more of the voting rights of all shareholders of the Company, the Offeror intends to, promptly after the

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completion of the settlement of the Tender Offer, make a demand to the remaining shareholders of the Company to sell their shares (the “**Share Cash-Out Demand**”). If the Offeror notifies the Company to that effect and the Company’s board of directors resolves to approve the Share Cash-Out Demand, the Offeror will acquire the shares of the Common Stock without requiring any individual consent from the remaining shareholders. The Offeror is to deliver a sum equal to the tender offer price for each share of the Common Stock in the Tender Offer (the “**Tender Offer Price**”) to those shareholders as consideration for the shares they hold.

Alternatively, if the total number of voting rights in the Company owned by the Offeror is less than 90% of the voting rights of all shareholders of the Company even after the successful completion of the Tender Offer, the Offeror intends to make a demand to the Company to convene an extraordinary shareholders meeting (the “**Extraordinary Shareholder Meeting**”) around January 2021, which will include as its agenda a proposal for a consolidation of the Company’s common stock (the “**Share Consolidation**”). The Offeror intends to vote in favor of such proposal at the Extraordinary Shareholders Meeting. If the proposal for the Share Consolidation is approved at the Extraordinary Shareholders Meeting, on the day on which the Share Consolidation takes effect, each shareholder of the Company will own shares of Common Stock in a number that corresponds to the ratio of the Share Consolidation approved at the Extraordinary Shareholders Meeting. If a fraction less than one share arises in the number of shares as a result of the Share Consolidation, money obtained from selling to the Company or the Offeror the Common Stock the number of which is equal to the total number of those fractions (if there is a fraction less than one share in that total number, that fraction is to be rounded down; hereinafter the same) is to be delivered to the holders of the Common Stock in accordance with the procedures prescribed in Article 235 of the Companies Act and other relevant laws and regulations. With respect to the sale price of the shares of Common Stock the number of which is equal to the total number of those fractions, the Offeror intends to make a demand to the Company to file a petition to a court for permission to make a sale after setting the amount of money to be delivered to each of the holders of the Common Stock that did not tender shares in the Tender Offer as a result of that sale being the same as the price obtained by multiplying the Tender Offer Price by the number of shares of Common Stock owned by each of those shareholders. Further, although the ratio of the consolidation of the Common Stock has not been determined as of today, the ratio is to be determined so that the number of shares of Common Stock owned by the holders of the Common Stock that did not tender shares in the Tender Offer will be a fraction less than one share and the Offeror will own all of the Common Stock.

Since the Common Stock that will be subject to the Share Cash-Out Demand or a sale after Share Consolidation include those represented by ADSs and held by the Depositary Bank, in either scenario, it is intended that a sum equal to the amount obtained by multiplying the tender offer price by the number of shares of the Common Stock held by the Depositary Bank will be delivered to the Depositary Bank. In that case, it is intended that the ADS Holders will receive, from the Depositary Bank, such funds in proportion to the number of ADSs they hold, as converted into US dollars (rounded to the nearest whole cent), net of the Depositary Bank’s fees, and the applicable taxes and government charges, if any (the “**Sales Proceeds**”) in accordance with the deposit agreement. The delivery of the Sales Proceeds will take place as

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soon as practicable after the Depository Bank receives the consideration for the shares of Common Stock.

As the fee for the delivery of the Sales Proceeds, the Depository Bank will charge a fee of \$0.05 per one ADS as a cancellation fee. In order to receive the Sales Proceeds, the ADS Holders must surrender their Receipts to the Depository Bank. However, those holding ADSs in the Direct Registration System or in brokerage accounts will have their ADSs automatically exchanged for the Sales Proceeds. The deposit agreement regarding the ADSs will be terminated at the earlier of 90 days from the date of a notice of termination by the Depository Bank and the day on which there are no remaining outstanding ADSs.

■ Other Procedural Matters

As stated in the Announcement, the Companies Act provides, as a provision for protecting the rights of minority shareholders in relation to each procedure for the Share Cash-Out Demand and Share Consolidation, a right to file a petition with a court for a determination of the price in the former, and the right to make a demand to the Company to purchase the shares and file a petition with the court for a determination of the price in the latter, respectively. The Depository Bank will not exercise these rights on behalf of the ADS Holders. If the ADS Holders intend to exercise these rights, they will need to withdraw the shares of the Common Stock from the Depository Bank in advance, and then follow the procedures in accordance with the applicable provisions of the Companies Act and other relevant laws and regulations. Subject to the interpretation of the applicable laws and regulations, the ADS Holders may be required to complete the withdrawal of the shares of the Common Stock before the notice or publication on the Share Cash-Out Demand or the date of an extraordinary shareholders meeting to decide on the Share Consolidation, as the case may be.

The ADS Holders who are considering exercising these rights should take responsibility for consulting their own attorneys or other experts regarding the requisite procedures. In addition, it is advisable that the ADS Holders take responsibility for consulting their own tax accountants or other experts regarding the tax treatment of participation in the Tender Offer and/or following the procedures for the Share Cash-Out Demand or Share Consolidation.

End.