



November 17, 2020

To Whom It May Concern:

NTT DOCOMO, INC.  
Rep: Kazuhiro Yoshizawa  
President and Chief Executive Officer  
(Tokyo Stock Exchange (First Section) Code No. 9437)  
Attn: General Affairs Department, Securities Group  
TEL +81-3-5156-1111

**Announcement of the Result of the Tender Offer by Nippon Telegraph and Telephone Corporation, the Parent of the Company, for the Shares, etc. of the Company**

Nippon Telegraph and Telephone Corporation (the “**Offeror**”), the parent of NTT DOCOMO, INC. (the “**Company**”), has conducted a tender offer for the shares of common stock of the Company and the ADSs (*see* Note below) from September 29, 2020, to November 16, 2020. The Company hereby announces that the Offeror notified the Company of the result of such tender offer as attached.

(Note) The “**ADSs**” means the American depositary shares issued in the United States by The Bank of New York Mellon (the “**Depository Bank**”), each of which represents the ownership of one share of the Common Stock deposited with the Depository Bank.

End.

(Attachment)

“Notice regarding Result of the Tender Offer for Shares, Etc. of NTT DOCOMO, INC. (Securities Code 9437)”, dated November 17, 2020



November 17, 2020

To whom it may concern:

Company Name: Nippon Telephone and  
Telegraph Corporation

Name of Representative: Jun Sawada, President and  
Chief Executive Officer

(Securities Code: 9432, the First Section of the Tokyo  
Stock Exchange)

**Notice regarding Result of the Tender Offer for Shares, Etc. of  
NTT DOCOMO, INC. (Securities Code 9437)**

Nippon Telephone and Telegraph Corporation (the “**Offeror**”) implemented a tender offer (the “**Tender Offer**”) for the common stock of NTT DOCOMO, INC. (the “**Target**”, and its common stock, the “**Target Stock**”), which is listed on the First Section of the Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”) (Securities Code: 9437), and the ADSs (as defined below) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”) on September 30, 2020 as the first day of the tender offer period. Now the Offeror hereby announces as follows as it completed the Tender Offer on November 16, 2020.

**1. Overview of the Tender Offer**

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

Name: Nippon Telephone and Telegraph Corporation

Location: 5-1, Otemachi 1-Chome, Chiyoda-ku, Tokyo

**(2) Name of the Target**

NTT DOCOMO, INC.

**(3) Classes of Share Certificates, Etc. to be Purchased**

**(i)** Common stock

**(ii)** Depository receipts for share certificates, etc.

The American depository shares (the “**ADSs**”) issued in the United States by The Bank of New York Mellon (the “**Depository Bank**”), each of which represents the ownership of one share of the Target Stock deposited with the Depository Bank

(Note) Since the Offeror aimed to acquire all of the Target Stock through the Tender Offer, the Offeror was required to solicit offers to sell all Share Certificates, Etc. issued by the Target pursuant to the provisions of Article 27-2, paragraph (5) of the Act and Article 8, paragraph (5), item (iii), of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended; the “**Order**”);

therefore, the class of Share Certificates, Etc. to be purchased includes ADSs. However, as the ADSs are securities issued in the United States, the Offeror has found it in practice to be difficult for the Offeror residing in Japan to acquire the ADSs through the Tender Offer, which was conducted outside of the United States, because there were no financial instruments business operators, etc. that were capable of handling the ADSs as tender offer agent. Therefore, the Offeror accepted only tenders of shares of the Target Stock and did not accept any tender of the ADSs in the Tender Offer, but the Offeror accepted tenders of shares of the Target Stock represented by the ADSs.

#### (4) Number of Share Certificates, Etc. to Be Purchased

Number of Share Certificates, Etc. to be Purchased	Minimum Number of Share Certificates, Etc. to be Purchased	Maximum Number of Share Certificates, Etc. to be Purchased
1,090,896,056 shares	14,686,300 shares	– shares

(Note 1) If the total number of Share Certificates, Etc. tendered in response to the Tender Offer (the “**Tendered Share Certificates, Etc.**”) is less than the minimum number of Share Certificates, Etc. to be purchased (14,686,300 shares), the Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of the Tendered Share Certificates, Etc. is equal to or exceeds the minimum number of Share Certificates, Etc. to be purchased, the Offeror will purchase all of the Tendered Share Certificates, Etc.

(Note 2) The number of Share Certificates, Etc. to be purchased sets out the maximum number of Share Certificates, Etc. of the Target to be acquired by the Offeror in the Tender Offer (1,090,896,056 shares). That maximum number of Share Certificates, Etc. is the number of shares obtained by deducting the number of the treasury shares owned by the Target as of June 30, 2020 set out in the quarterly securities report for the first quarter of the 30th business period submitted by the Target on August 7, 2020 (the “**Target First Quarterly Securities Report**”) (150 shares) and the number of the Target Stock held by the Offeror (2,137,733,200 shares) from the total number of issued shares as of June 30, 2020 set out in the Target Quarterly Securities Report (3,228,629,406 shares).

(Note 3) Shares less than one unit are also eligible for the Tender Offer. In addition, if a shareholder exercises its right to request the purchase of shares less than one unit in accordance with the Companies Act, the Target might purchase its own shares during the Tender Offer Period in accordance with procedures required by laws and regulations.

(Note 4) The Offeror does not intend to acquire treasury shares owned by the Target through the Tender Offer.

#### (5) Tender Offer Period

(i) Initial Tender Offer Period as of the Submission Date of the Tender Offer Registration Statement

From September 30, 2020 (Wednesday) through November 16, 2020 (Monday) (33 Business Days)

(ii) Possibility of Extending the Above Period upon Request of the Target

There are no applicable matters.

**(6) Purchase Price**

- (i) JPY 3,900 per share of common stock
- (ii) Depository receipts for share certificates, etc.  
JPY 3,900 per ADS

**2. Results of the Tender Offer**

**(1) Outcome of the Tender Offer**

The Tender Offer set a condition that if the total number of Tendered Share Certificates, Etc. is less than the minimum number of Share Certificates, Etc. to be purchased (14,686,300 shares), the Offeror will not purchase any of the Tendered Share Certificates, Etc. However, the total number of Tendered Share Certificates, Etc. (815,015,044 shares) is equal to or more than the minimum number of Share Certificates, Etc. to be purchased (14,686,300 shares), and therefore the Offeror will purchase all of the Tendered Share Certificates, Etc. as stated in the public notice of the commencement of the Tender Offer and the Tender Offer Registration Statement.

**(2) Date of Public Notice of Results of the Tender Offer, and Name of Newspaper for Public Notice**

Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on November 17, 2020, the Offeror announced to the press the results of the Tender Offer at the Tokyo Stock Exchange, by the method prescribed in Article 9-4 of the Order and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Persons Other Than Issuers (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the “Cabinet Office Ordinance”).

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

Class of Share Certificates, Etc.	a. Number of tendered shares after conversion	b. Number of purchased shares after conversion
Share certificates	815,015,044 (shares)	815,015,044 (shares)
Share options certificates	—	—
Corporate bond certificates with share options	—	—
Beneficiary securities of Share Certificates, Etc. in trust ( )	—	—
Depository receipts for Share Certificates, Etc. (the ADSs)	—	—
Total	815,015,044	815,015,044
(Total number of dilutive Share Certificates, Etc.)	—	(—)

**(4) Ownership Ratio of Share Certificates, Etc. After the Tender Offer**

Number of voting rights represented by Share Certificates, Etc. held by the Offeror before the Tender Offer	21,377,332 voting rights	(Ownership Ratio of Share Certificates, Etc. before the Tender Offer: 66.21%)
Number of voting rights represented by Share Certificates, Etc. held by special related parties before the Tender Offer	0 voting rights	(Ownership Ratio of Share Certificates, Etc. before the Tender Offer: 0.00%)
Number of voting rights represented by Share Certificates, Etc. held by the Offeror after the Tender Offer	29,527,482 voting rights	(Ownership Ratio of Share Certificates, Etc. after the Tender Offer: 91.46%)
Number of voting rights represented by Share Certificates, Etc. held by special related parties after the Tender Offer	0 voting rights	(Ownership Ratio of Share Certificates, Etc. after the Tender Offer: 0.00%)
Number of voting rights of all of the shareholders of the Target	32,283,755 voting rights	

(Note 1) “Number of voting rights represented by Share Certificates, Etc. held by special related parties before the Tender Offer” and “Number of voting rights represented by Share Certificates, Etc. held by special related parties after the Tender Offer” are the total numbers of voting rights represented by Share Certificates, Etc. held by each special related party (other than special related parties who are not considered special related parties pursuant to Article 3, paragraph (2), item (i) of the Cabinet Office Ordinance for the purpose of calculating the ownership ratio of Share Certificates, Etc. set out in each item under Article 27-2, paragraph (1) of the Act).

(Note 2) “Number of voting rights of all of the shareholders of the Target” is the number of voting rights of all shareholders as of September 30, 2020 set out set out in the quarterly securities report for the second quarter of the 30th business period submitted by the Target on November 5, 2020 (the “**Target Second Quarterly Securities Report**”). However, given that shares less than one unit were also to be purchased in the Tender Offer, in the calculation of the “Ownership Ratio of Share Certificates, Etc. before the Tender Offer” and the “Ownership Ratio of Share Certificates, Etc. after the Tender Offer,” the number of voting rights (32,286,292 voting rights) pertaining to the number of shares (3,228,629,208 shares), which is obtained by deducting the number of shares owned by the Target as of September 30, 2020 set out in the Target Second Quarterly Securities Report (198 shares) from the total number of issued shares of the Target as of September 30, 2020 set out in the Target Second Quarterly Securities Report (3,228,629,406 shares), is used as “Number of voting rights of all of the shareholders of the Target”.

(Note 3) The figures in the “Ownership Ratio of Share Certificates, Etc. before the Tender Offer” and the “Ownership Ratio of Share Certificates, Etc. after the Tender Offer” are rounded to two decimal places.

**(5) Calculation in the Case Where Purchase, Etc. will be Conducted by the Proportional Distribution Method**

There are no applicable matters.

**(6) Method of Settlement**

**(i) Name and Location of Head Office of Financial Instruments Business Operator or Bank, Etc. in Charge of Settlement of the Tender Offer**

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., 2-5-2 Marunouchi, Chiyoda-ku, Tokyo

**(ii) Commencement Date of the Settlement**

November 24, 2020 (Tuesday)

**(iii) Method of Settlement**

A written notice of the purchase through the Tender Offer is to be sent by post to the address or location of each of the persons who tendered their Share Certificates, Etc. (with regard to the ADSs, see “(11) Tender Offer Agent” in “2. Overview of the Tender Offer” in “I. Terms of the Tender Offer” in “Notice regarding Commencement of the Tender Offer for Shares, Etc. of NTT DOCOMO, INC. (Securities Code 9437) and Borrowings of Funds” announced by the Offeror on September 29, 2020) (the “**Press Release of September 29, 2020**”) in response to an offer to purchase the Share Certificates, Etc. pertaining to the Tender Offer (“**Tendering Shareholder**”) (in the case of a Foreign Shareholder, of its standing proxy) without delay after the completion of the Tender Offer Period.

The purchases are to be made in cash. The sales proceeds pertaining to the Share Certificates, Etc. that have been purchased are to be remitted from the tender offer agent to a location specified by each Tendering Shareholder (in the case of a Foreign Shareholder, by its standing proxy) without delay after the commencement date of the settlement as instructed by the Tendering Shareholder (in the case of a Foreign Shareholder, by its standing proxy).

**3. Policies after Tender Offer and Future Prospects**

There is no change to the policy after the Tender Offer and future outlook from those stated in the Press Release of September 29, 2020.

Although the Target Stocks are listed on the First Section of the Tokyo Stock Exchange as of today, the total number of Tendered Share Certificates, Etc. (815,015,044 shares) is equal to or more than the minimum number of Share Certificates, Etc. to be purchased (14,686,300 shares), and therefore the Offeror intends to conduct a series of procedures to become the sole shareholder of the Target. Following the procedures, the Target Stocks will be delisted pursuant to the Tokyo Stock Exchange’s criteria for delisting shares. Necessary procedures and steps will be taken and promptly announced by the Target once determined.

**4. Location at Which Copy of Tender Offer Report Is Available to Public**

Nippon Telephone and Telegraph Corporation: 5-1, Otemachi 1-Chome, Chiyoda-ku, Tokyo

End

Contact information for this notice:

Nippon Telegraph and Telephone Corporation

Inoue, Higo, IR, Finance and Accounting Department

Standards and regulations, etc. in the United States

Unless otherwise provided, all of the procedures concerning the Tender Offer will be conducted in the Japanese language. All or some of the documents related to the Tender Offer are prepared in the English language, and if there is a discrepancy between that English language document and the corresponding Japanese language document, the Japanese language document will prevail.

Statements that constitute forward-looking statements are included in statements in this press release. There may be a significant difference between actual results and the express or implied predictions, etc. made as such forward-looking statements due to known or unknown risks, uncertainties, and other factors. None of the Offeror, the Target, and their affiliates guarantees that any express or implied prediction, etc. made as such a forward-looking statement will ultimately be correct. Such forward-looking statements in this press release have been prepared based on information that is available to the Offeror as of the date of this press release, and unless required by applicable laws or regulations or the rules of a financial instruments exchange, none of the Offeror, the Target, and any of their affiliates has an obligation to update or correct those statements in order to reflect future events or circumstances.