May 8, 2002

NTT DoCoMo, Inc.

# NTT DoCoMo, Inc. to Acquire All Outstanding Shares of its Regional Subsidiaries Through Share Exchanges, for which it will Reduce its Statutory Reserve and Repurchase Some Shares

NTT DoCoMo, Inc. (hereinafter referred to as "we" or "DoCoMo") announced today that it has entered into memoranda of understanding, dated May 8, 2002, with NTT DoCoMo Hokkaido, Inc., NTT DoCoMo Tohoku, Inc., NTT DoCoMo Tokai, Inc., NTT DoCoMo Hokuriku, Inc., NTT DoCoMo Kansai, Inc., NTT DoCoMo Chugoku, Inc., NTT DoCoMo Shikoku, Inc. and NTT DoCoMo Kyushu, Inc. (collectively, the "Regional Subsidiaries") which provide that the Regional Subsidiaries shall become wholly-owned subsidiaries of DoCoMo by way of share exchanges.

DoCoMo also announced today that its Board of Directors, at a meeting held on May 8, 2002, passed a resolution to seek shareholder approval for a reduction of its statutory reserve and repurchase of its own shares pursuant to Paragraph 2 of Article 289 and Article 210 of the Commercial Code of Japan.

I. Share Exchanges

1. Purpose of the Share Exchanges

DoCoMo is pursuing this plan to make its Regional Subsidiaries wholly-owned to prepare for the possible adoption of consolidated tax reporting, upon enactment of the Consolidated Tax System, which is expected in the current fiscal year. In addition, as the mobile communications industry enters a more challenging market environment, DoCoMo believes that its overall group value can be increased by making its Regional Subsidiaries wholly-owned and unifying its business and financing strategies.

2. Conditions of the Share Exchanges

(1) Schedule of Share Exchanges

| | |
|---|---|
| May 8, 2002 | Conclusion of memoranda of understanding for the share exchanges |
| Late August, 2002 | Board meetings to approve the share exchange agreements |
| Late August, 2002 | Conclusion of share exchange agreements and calling of shareholders meetings (Regional Subsidiaries)* |
| Mid-September, 2002 | Shareholders meetings to approve the share exchange agreements (Regional Subsidiaries)* |
| October 31, 2002 | Last day of submission period of share certificates (Regional Subsidiaries) |
| November 1, 2002 | Effective date of share exchanges |

* DoCoMo shall perform the share exchanges with each of the Regional Subsidiaries without the approval of a shareholders meeting of DoCoMo pursuant to the provisions of Paragraph 1 of Article 358 of the Commercial Code of Japan.

(2) Share Exchange Ratios

| Company | Share Exchange Ratio |
|---|---|
| NTT DoCoMo, Inc. | 1 |
| NTT DoCoMo Hokkaido, Inc. | 16.51 |
| NTT DoCoMo Tohoku, Inc. | 37.02 |
| NTT DoCoMo Tokai, Inc. | 27.80 |
| NTT DoCoMo Hokuriku, Inc. | 19.44 |
| NTT DoCoMo Kansai, Inc. | 33.53 |
| NTT DoCoMo Chugoku, Inc. | 26.71 |
| NTT DoCoMo Shikoku, Inc. | 19.12 |
| NTT DoCoMo Kyushu, Inc. | 47.72 |

Note 1. Share exchange ratios

DoCoMo's shares of common stock (after share split with the ratio of 1 to 5) will be allotted to the shareholders of each of the Regional Subsidiaries at the rate of the share exchange ratio described in the above column for each one share of common stock of each of the Regional Subsidiaries, respectively. However, DoCoMo's shares will not be allotted to the shares of the Regional Subsidiaries held by DoCoMo itself.

Note 2. Bases for the calculation of the share exchange ratios

DoCoMo retained Morgan Stanley Japan Limited ("Morgan Stanley") and the Regional Subsidiaries retained Global Corporate Advisory K.K. ("GCA") for advice on the valuation method for the share exchange ratio and other related matters.

In connection with analyzing the fair values of DoCoMo and the Regional Subsidiaries, respectively, Morgan Stanley performed Discounted Cash Flow Analysis, Comparable Company Analysis and Comparative Stock Price Performance Analysis. In arriving at its opinion regarding the fairness for each of the share exchange ratios, Morgan Stanley considered the results of all of its analyses.

GCA performed Discounted Cash Flow Analysis and Comparative Stock Price Performance Analysis in evaluating DoCoMo's corporate value and Discounted Cash Flow Analysis and Comparable Company Analysis in evaluating the Regional Subsidiaries' corporate values, respectively. In arriving at its opinion regarding the fairness for each of the share exchange ratios, GCA considered the results of all of its analyses.

Based on such advice and other relevant matters, DoCoMo and Regional Subsidiaries negotiated and came to agreements regarding the above-mentioned share exchange ratios.

DoCoMo and the Regional Subsidiaries were given the opinion from Morgan Stanley and GCA, respectively, that, from a financial standpoint, each of the stock exchange ratios agreed upon is fair.

In the event of any material changes in the facts and assumptions underlying the share 3 exchange ratios, the above-mentioned share exchange ratios may be adjusted by mutual consultation among the parties.

Note 3. Number of shares to be transferred to the shareholders of Regional Subsidiaries upon the share exchange:

860,492.09 shares of common stock of DoCoMo.

3. Shares to be Transferred by DoCoMo in the Share Exchanges

(1) Repurchase of Shares

At this stage, it is expected that the shares to be transferred upon the share exchange will be treasury shares which DoCoMo is scheduled to acquire through repurchases of its shares in the market after the approval of the shareholders meeting described below in I.3.(2).

(2) Procedures Necessary to Conduct Share Repurchases

DoCoMo will have its shareholders vote at a shareholders meeting on the class, maximum aggregate number of shares and maximum aggregate repurchase price of the shares it plans to repurchase and the reduction of its statutory reserve (to be transferred to other capital surplus) to secure the source of funds for the repurchase of its shares.

4. Summary of Parties

・Figures are as of March 31, 2002. Figures from (6) to (9) are unaudited.

| (1) Trade name | NTT DoCoMo, Inc. | NTT DoCoMo Hokkaido, Inc. | NTT DoCoMo Tohoku, Inc. |
|---|---|---|---|
| (2) Business | Telecommunications business | Telecommunications business | Telecommunications business |
| (3) Date of incorporation | August 14, 1991 | November 14, 1991 | November 14, 1991 |
| (4) Location of head office | 2-11-1, Nagatacho, Chiyoda-ku, Tokyo | 6, Kita 1-jo Nishi 14-chome, Chuo-ku, Sapporo-shi, Hokkaido | 1-5-3, Itsutsubashi, Aoba-ku, Sendai-shi, Miyagi Prefecture |
| (5)Representative | President & CEO Keiji Tachikawa | President & CEO Masanori Sato | President & CEO Juichi Endo |
| (6) Stated capital | ¥949,679 million | ¥15,630 million | ¥14,981 million |
| (7) Total number of issued shares | *10,036,000.00 | 39,770.84 | 30,880.64 |
| (8)Shareholders' equity | ¥2,405,426 million | ¥81,573 million | ¥126,727 million |
| (9) Total assets | ¥4,252,097 million | ¥165,123 million | ¥262,760 million |
| (10) Fiscal year end | March 31 | March 31 | March 31 |
| (11)Number of employees | 5,794 | 548 | 636 |
| (12) Service Area | Kanto Koshinetsu Area (Tokyo, Kanagawa, Saitama, Chiba, Tochigi, Ibaraki, Gunma, Yamanashi, Nigata, Nagano) | Hokkaido | Tohoku Area (Aomori, Akita, Iwate,Yamagata, Miyagi, Fukushima) |
| (13) Major shareholders and shareholding ratios (as of March 31,2002) | Nippon Telegraph and Telephone Corporation 64.06% | DoCoMo 96.36% | DoCoMo 92.86% |
| (14) Major relationship banks | Mizuho Bank, The Bank of Tokyo-Mitsubishi, UFJ Bank, Sumitomo Mitsui Banking | Mizuho Bank | Mizuho Bank, The 77 Bank |
| (15)Relationship between the parties Capital | See the right | DoCoMo owns 96.36% of equity shares | DoCoMo owns 92.86% of equity shares |

| | | | |
|---|---|---|---|
| Human<br><br><br>Transaction | See the right<br><br><br>See the right | A board member from DoCoMo (concurrent post)<br>There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. | A board member from DoCoMo (concurrent post)<br>There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. |

*This number is prior to the share split. Following the share split, the total number of outstanding shares will be 50,180,000 shares from May 15, 2002.

・Figures are as of March 31, 2002. Figures from (6) to (9) are unaudited.

| | | | |
|---|---|---|---|
| (1) Trade name | NTT DoCoMo Tokai, Inc. | NTT DoCoMo Hokuriku, Inc. | NTT DoCoMo Kansai, Inc. |
| (2) Business | Telecommunications business | Telecommunications business | Telecommunications business |
| (3) Date of incorporation | November 14, 1991 | November 14, 1991 | November 14, 1991 |
| (4) Location of head office | 4-1-8, Sakae, Naka-ku, Nagoya-shi, Aichi Prefecture | 12-8, Otemachi, Kanazawa-shi, Ishikawa Prefecture | 1-4-14, Tosabori, Nishi-ku, Osaka-shi, Osaka-fu |
| (5) Representative | President & CEO Kunihiko Adachi | President & CEO Masami Yamamoto | President & CEO Zenichi Sonoda |
| (6) Stated capital | ¥20,340 million | ¥3,406 million | ¥24,458 million |
| (7) Total number of issued shares | 59,511.39 | 23,046.16 | 75,272.70 |
| (8)Shareholders' equity | ¥197,146 million | ¥54,384 million | ¥317,204 million |
| (9) Total assets | ¥378,841 million | ¥89,988 million | ¥534,474 million |
| (10) Fiscal year end | March 31 | March 31 | March 31 |
| (11) Number of employees | 892 | 268 | 1,550 |
| (12) Service Area | Tokai Area (Aichi, Shizuoka, Gifu, Mie) | Hokuriku Area (Ishikawa, Toyama, Fukui) | Kansai Area (Osaka, Kyoto, Hyogo, Shiga, Nara, Wakayama) |

| | | | |
|---|---|---|---|
| (13) Major shareholders and shareholding ratios (as of March 31, 2002) | DoCoMo 91.16% | DoCoMo 94.13% | DoCoMo 88.33% |
| (14) Major relationship banks | UFJ Bank, Mizuho Bank | The Hokuriku Bank | Sumitomo Mitsui Banking, Mizuho Bank, UFJ Bank |
| (15)Relationship between the parties | | | |
| Capital | DoCoMo owns 91.16% of equity shares | DoCoMo owns 94.13% of equity shares | DoCoMo owns 88.33% of equity shares |
| Human | A board member from DoCoMo (concurrent post) | A board member from DoCoMo (concurrent post) | A board member from DoCoMo (concurrent post) |
| Transaction | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. |

・Figures are as of March 31, 2002. Figures from (6) to (9) are unaudited.

| | | | |
|---|---|---|---|
| (1) Trade name | NTT DoCoMo Chugoku, Inc. | NTT DoCoMo Shikoku, Inc | NTT DoCoMo Kyushu, Inc. |
| (2) Business | Telecommunications business | Telecommunications business | Telecommunications business |
| (3) Date of incorporation | November 14, 1991 | November 14, 1991 | November 14, 1991 |
| (4) Location of head office | 2-11-10, Otemachi, Naka-ku, Hiroshima-shi, Hiroshima Prefecture | 9-1, Tenjinmae, Takamatsu-shi, Kagawa Prefecture | 2-3-1, Maizuru, Chuo-ku, Fukuoka-shi, Fukuoka Prefecture |
| (5) Representative | President & CEO Koichi Seijo | President & CEO Harunaga Nakamura | President & CEO Toyohisa Takahashi |
| (6) Stated capital | ¥14,732 million | ¥8,412 million | ¥15,834 million |
| (7) Total number of issued shares | 37,834.54 | 29,208.59 | 38,144.84 |

| | | | |
|---|---|---|---|
| (8)Shareholders' equity | ¥85,322 million | ¥69,341 million | ¥214,575 million |
| (9) Total assets | ¥210,732 million | ¥138,227 million | ¥403,150 million |
| (10) Fiscal year end | March 31 | March 31 | March 31 |
| (11) Number of employees | 565 | 426 | 1,046 |
| (12) Service Area | Chugoku Area (Hiroshima, Okayama, Yamaguchi, Shimane, Tottori) | Shikoku Area (Kagawa, Ehime, Kochi, Tokushima) | Kyushu Area (Fukuoka, Saga, Nagasaki, Kumamoto, Oita, Miyazaki, Kagoshima, Okinawa) |
| (13) Major shareholders and shareholding ratios (as of March 31, 2002) | DoCoMo 84.22% | DoCoMo 97.26% | DoCoMo 93.79% |
| (14) Major relationship banks | Mizuho Bank | Hyakujushi Bank, The Iyo Bank | The Bank of Fukuoka, The Nishi-Nippon Bank |
| (15)Relationship between the parties | | | |
| Capital | DoCoMo owns 84.22% of equity shares | DoCoMo owns 97.26% of equity shares | DoCoMo owns 93.79% of equity shares |
| Human | A board member from DoCoMo (concurrent post) | A board member from DoCoMo (concurrent post) | A board member from DoCoMo (concurrent post) |
| Transaction | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. | There are dealings (entrusted business, leases regarding telecom systems and so on) with DoCoMo. |

(16) Business results for the most recent three fiscal years (Unit: Millions of yen, except as otherwise indicated)

・Figures as of and for the fiscal year ended March 31, 2002 are unaudited.

| NTT DoCoMo, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 1,735,064 | 2,142,353 | 2,355,760 |
| Operating income | 256,157 | 336,558 | 420,159 |
| Recurring Profit | 232,736 | 292,938 | 406,471 |
| Net income (loss) | 128,573 | 173,005 | (310,720) |
| Net income (loss) per share (yen) | 13,426.64 | 17,978.98 | (30,960.55) |
| Dividends per share (yen) | 1,000 | 1,000 | 1,500 |
| Shareholders' equity per share (yen) | 168,318.53 | 271,898.60 | 239,679.84 |

| NTT DoCoMo Hokkaido, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 155,796 | 194,655 | 217,125 |
| Operating income | 18,713 | 24,607 | 35,394 |
| Recurring Profit | 17,010 | 23,607 | 34,393 |
| Net income | 9,445 | 13,629 | 19,975 |
| Net income per share (yen) | 306,636.88 | 342,701.49 | 502,259.95 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 1,216,539.07 | 1,554,537.40 | 2,051,096.85 |

| NTT DoCoMo Tohoku, Inc | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 231,595 | 293,276 | 345,085 |
| Operating income | 31,237 | 51,475 | 62,898 |
| Recurring Profit | 29,333 | 50,671 | 61,649 |
| Net income | 15,938 | 29,405 | 35,851 |
| Net income per share (yen) | 614,305.13 | 952,245.27 | 1,160,980.53 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 2,001,502.99 | 2,948,756.85 | 4,103,775.85 |

| NTT DoCoMo Tokai, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 396,368 | 499,829 | 548,982 |
| Operating income | 45,109 | 70,998 | 96,252 |
| Recurring Profit | 42,349 | 68,882 | 94,614 |
| Net income | 22,711 | 39,941 | 54,985 |
| Net income per share (yen) | 448,293.67 | 671,157.42 | 923,960.04 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 1,727,097.89 | 2,394,548.56 | 3,312,780.07 |

| NTT DoCoMo Hokuriku, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 86,683 | 103,002 | 115,951 |
| Operating income | 15,177 | 21,454 | 26,108 |
| Recurring Profit | 14,362 | 21,127 | 25,979 |
| Net income | 8,038 | 12,175 | 15,062 |
| Net income per share (yen) | 371,028.69 | 528,312.73 | 653,575.72 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 1,189,476.45 | 1,712,166.44 | 2,359,816.02 |

| NTT DoCoMo Kansai, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 581,827 | 752,185 | 845,596 |
| Operating income | 74,811 | 116,866 | 165,603 |
| Recurring Profit | 70,866 | 112,772 | 164,618 |
| Net income | 38,453 | 64,814 | 95,286 |
| Net income per share (yen) | 562,633.95 | 861,064.01 | 1,265,888.58 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 2,097,453.51 | 2,953,709.76 | 4,214,077.31 |

| NTT DoCoMo Chugoku, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 207,501 | 251,733 | 291,773 |
| Operating income | 21,227 | 32,567 | 41,114 |
| Recurring Profit | 19,256 | 30,339 | 40,023 |
| Net income | 10,335 | 17,360 | 23,228 |
| Net income per share (yen) | 347,455.56 | 458,860.54 | 613,942.92 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 1,192,890.84 | 1,646,879.35 | 2,255,143.43 |

| NTT DoCoMo Shikoku, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 134,574 | 163,012 | 180,978 |
| Operating income | 15,733 | 27,169 | 31,250 |
| Recurring Profit | 14,806 | 26,099 | 31,015 |
| Net income | 8,184 | 15,083 | 18,471 |
| Net income per share (yen) | 326,958.68 | 516,421.30 | 632,403.93 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 1,236,353.67 | 1,747,592.82 | 2,374,013.12 |

| NTT DoCoMo Kyushu, Inc. | | | |
|---|---|---|---|
| Fiscal year ended on | March 31, 2000 | March 31, 2001 | March 31, 2002 |
| Operating revenue | 398,002 | 523,854 | 596,922 |
| Operating income | 66,639 | 83,054 | 107,381 |
| Recurring Profit | 64,655 | 82,041 | 106,652 |
| Net income | 36,189 | 47,356 | 61,996 |
| Net income per share (yen) | 1,050,468.31 | 1,241,498.85 | 1,625,324.30 |
| Dividends per share (yen) | 5,000 | 5,000 | 5,000 |
| Shareholders' equity per share (yen) | 2,770,125.41 | 4,006,152.77 | 5,625,386.42 |

5. DoCoMo's post-Share Exchange Condition

| | |
|---|---|
| (1) Trade Name | No Change |
| (2) Business | No Change |
| (3) Location of Head Office | No Change |
| (4) Representative | No Change |
| (5) Stated Capital | Shares to be transferred upon the share exchange are scheduled to be treasury shares which are expected to be repurchased by DoCoMo. Therefore, stated capital is not expected to change. |
| (6) Effect on Financial Results | The Regional Subsidiaries have been consolidated subsidiaries of DoCoMo. Therefore, we do not expect substantial effects upon the consolidated financial results of DoCoMo due to the share exchanges. |

6. Outlook for DoCoMo's consolidated financial results after the share exchange

The Regional Subsidiaries have been consolidated subsidiaries of DoCoMo. Therefore, DoCoMo does not expect substantial effects upon the consolidated financial results due to the share exchanges. DoCoMo announced its outlook for its consolidated financial results for the fiscal year ending on March 31, 2003 in its earnings release for the fiscal year ended March 31, 2002.

II. Reduction of Statutory Reserve

1. Purpose of the Reduction of Statutory Reserve

DoCoMo is planning to transfer its treasury shares to the shareholders of each of the Regional Subsidiaries in lieu of newly issued shares upon the share exchange which is scheduled to be effective on November 1, 2002 (see III. below). In order to secure a source for the repurchase of its own such shares, DoCoMo will reduce its statutory reserve.

2. Outline of Reduction of Statutory Reserve (amount of reduction)

Pursuant to Paragraph 2 of Article 289 of the Commercial Code of Japan, DoCoMo will reduce its additional paid-in capital by total of ¥1,000,000 million, which is part of the amount that exceeds one-fourth of its stated capital, from the aggregated statutory reserve amounting to ¥1,296,484 million as of March 31, 2002, and will transfer such amount to other capital surplus, which is not part of the statutory reserve. As a result, the amount of DoCoMo's additional paid-in capital will be ¥292,385 million and the amount of its legal reserve will be ¥4,099 million.

3. Schedule for Reduction of Statutory Reserve

| | |
|---|---|
| May 8, 2002 | Board of Directors to approve the reduction of the statutory reserve |
| Late June, 2002 | Shareholders Meeting to approve the reduction of the statutory reserve |
| Late July, 2002 | Termination of the Creditor Objection Period |
| Late July, 2002 | Effective date of the reduction of the statutory reserve |

III. Repurchase of Shares (Share Repurchase Pursuant to Commercial Code Article 210)

1. Reason for Share Repurchase

DoCoMo is planning to repurchase some of its shares in order to transfer treasury shares to the shareholders of the Regional Subsidiaries in lieu of issuing new shares in the share exchanges scheduled to be effective on November 1, 2002.

2. Share Repurchase Summary

| | |
|---|---|
| (1) Class of shares to be repurchased: | Shares of Common Stock of DoCoMo |
| (2) Aggregate number of shares to be repurchased: | Up to 1,000,000 shares<br>(1.99% of outstanding shares) |
| (3) Aggregate amount of repurchase price: | Up to ¥500,000 million |
| (4) Method of repurchase: | Repurchases in the market |

3. Effect upon interim dividends for the 12th business year

If the repurchase of DoCoMo's own shares is approved at a DoCoMo's shareholders meeting without amendment, the payment of interim dividends for its 12th business year (the fiscal year ending March 31, 2003) is expected to be suspended, as DoCoMo will not be able to satisfy the conditions for the payment of interim dividends set forth in the Commercial Code of Japan in that it can not consider the transfer of funds from the statutory reserve to other capital surplus. However, DoCoMo currently expects to be able to pay an aggregate annual dividend for its 12th business year, that is greater than the annual dividends for recent fiscal years. For more information regarding the prospective dividends for the 12th business year, please see DoCoMo's earnings release for the fiscal year ended March 31, 2002, which was announced today.