

NTT DOCOMO INC  
Form 6-K  
May 30, 2006  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2006

Commission File Number: 001-31221

Total number of pages: 91

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**NTT DoCoMo, Inc.**

(Translation of registrant's name into English)

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Sanno Park Tower 11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo 100-6150

Japan

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

*Note:* Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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*Note:* Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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Information furnished in this form:

1. English translation of Notice of Convocation of the 15th Ordinary General Meeting of Shareholders.
2. English translation of report to shareholders regarding the 15th fiscal year of NTT DoCoMo, Inc.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NTT DoCoMo, Inc.

Date: May 30, 2006

By:

/S/ YOSHIKIYO SAKAI

**Yoshikiyo Sakai**

**Head of Investor Relations**

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[Translation]

To Shareholders

May 29, 2006

NTT DoCoMo, Inc.  
11-1, Nagata-cho 2-chome  
Chiyoda-ku, Tokyo  
Japan  
Masao Nakamura  
President and CEO

**NOTICE OF CONVOCATION OF**

**THE 15th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 15th Ordinary General Meeting of Shareholders of the Company ( Meeting ) will be held as described below.

If on the appointed day you cannot be present, please review the Reference Materials Pertaining to Exercise of Voting Rights enclosed herein, indicate your votes for or against the matters set forth on the enclosed proxy voting form, impress your seal thereon, and return the form via postal mail; or, if you use a cellular handset compatible with i-mode or other means to access the Internet, or a personal computer, you may access our proxy voting site on the Internet by following the procedures described on pages 22-27 herein, and input your preferences.

When exercising voting rights via the Internet, please carefully observe the cautions noted herein.

Details

1. **Date and Time:** Tuesday, June 20, 2006 at 10:00 a.m.
2. **Place of the Meeting:** Tsuru-no-ma, The Main Banquet Floor (1st Floor)  
Hotel New Otani  
4-1, Kioi-cho, Chiyoda-ku, Tokyo  
Japan

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**3. Matters to be dealt with at the Meeting:**

**Matters to be reported:**

- 1) Report on Business Report, Consolidated and Non-Consolidated Statement of Income for the 15th Fiscal Year (from April 1, 2005 to March 31, 2006), and Consolidated and Non-Consolidated Balance Sheet as of March 31, 2006.
  
- 2) Report on Results of Audit of Consolidated Financial Statements by Registered Public Accountants and Board of Corporate Auditors.

**Matters to be resolved:**

**First Item of Business:** Approval of Proposed Appropriation of Retained Earnings for the 15th Fiscal Year

**Second Item of Business:** Repurchase of Shares

A summary of this item appears in the section entitled Reference Materials Pertaining to Exercise of Voting Rights on page 3 herein, below.

**Third Item of Business:** Partial Amendment to the Articles of Incorporation

A summary of this item appears in the Reference Materials Pertaining to Exercise of Voting Rights on pages 3-12 herein, below.

**Fourth Item of Business:** Election of thirteen (13) Directors

**Fifth Item of Business:** Election of one (1) Corporate Auditor

**Sixth Item of Business:** Award of Retirement Benefits Payments to Retiring Directors and Award of Retirement Benefits Payments to Existing Directors and Corporate Auditors in Connection with the Abolishment of Retirement Benefits Payment System

**Seventh Item of Business:** Amendment to Compensation of Directors and Corporate Auditors

A copy of our consolidated and non-consolidated financial statements and a certified copy of the Independent Auditor's Report on the financial statements required to be attached to this Notice are as stated in the Report for the 15th Fiscal Year (pages 2-52) attached hereto.

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If you attend the Meeting in person, please present the enclosed voting form to the receptionist at the Meeting.

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**Reference Materials Pertaining to Exercise of Voting Rights**

**1. Total Number of Voting Rights Held by All Shareholders:**

44,472,030 voting rights

**2. Items of Business and Matters for Reference:**

**First Item of Business:** Approval of Proposed Appropriation of Retained Earnings for the 15th Fiscal Year

The proposal for appropriation of retained earnings of the Company for this fiscal year is as stated in the Report for the 15th Fiscal Year (page 36) attached hereto.

Taking into account results of operations and the management environment, the Company distributes dividends with the aim of providing continuous stable dividends while trying to enhance its financial condition and secure internal reserves.

It is proposed that the Company declare a year-end dividend of ¥2,000 per share. The Company paid an interim dividend of ¥2,000 a share in November 2005, and accordingly, the aggregate amount of annual dividends for this fiscal year will be ¥4,000 per share.

It is also proposed that, in view of the results for this fiscal year, a payment of ¥104,437,500 be made in bonuses to 12 Directors and five Corporate Auditors, of which ¥19,312,500 will be appropriated to Corporate Auditors.

**Second Item of Business:** Repurchase of Shares

In order to improve capital efficiency, and to implement a capital strategy that can flexibly respond to changes in the management environment, it is proposed that the Company repurchase up to 1,400,000 shares of its common stock, up to an aggregate repurchase price of ¥250,000 million, during the term between the close of this Ordinary General Meeting of Shareholders and the close of the next following Ordinary General Meeting of Shareholders.

**Third Item of Business:** Partial Amendment to the Articles of Incorporation

1. Reasons for Amending the Articles of Incorporation of the Company

- (1) To prepare for future expansion of the business domains of the Company, it is proposed that the Company amend its Articles of Incorporation to add a clause to the Company's purposes in Article 2 to allow the Company to engage in any other commercial activities.
- (2) Because the Company retired 1,890,000 shares of its own common stock on March 31, 2006, based on a resolution by the Board of Directors pursuant to Article 212 of the Commercial Code, it is proposed to amend Article 5 accordingly.
- (3) It is proposed to make the following amendments due to the introduction of the Corporate Law of Japan (Law No. 86 of 2005) effective May 1, 2006:

(i) Newly create Article 4 (Governing Bodies) to establish governing bodies of the Company pursuant to Article 326, paragraph 2 of the Corporate Law of Japan.

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(ii) Newly create Article 7 (Issuance of Stock Certificates) to provide for the issuance of stock certificates pursuant to Article 214 of the Corporate Law of Japan.



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(iii) Newly create Article 14 (Internet Disclosure of Reference Documents and Deemed Provision) to allow the Company to deem that it has provided shareholders with the information with respect to certain matters contained in the reference document of a general meeting of shareholders, etc., by disclosing such information using the Internet pursuant to the Corporate Law Enforcement Regulations and Corporate Accounting Regulation.

(iv) Newly create Clause 5 under Article 20 relating to the omission of certain procedures required for the resolution of the Board of Directors, to enable the Board to pass a resolution flexibly in writing or by electronic means as necessary in cases where the requirements set forth in Article 370 of the Corporate Law are fulfilled.

(v) Newly create Articles 22 (Exemption from Liabilities of Directors) and 24 (Exemption from Liabilities of Corporate Auditors) pursuant to Article 426, paragraph 1 and Article 427, paragraph 1 of the Corporate Law of Japan, so that Directors and Corporate Auditors can satisfactorily fulfill their expected responsibilities. The Board of Corporate Auditors has given a prior unanimous consent for the creation of Article 22 (Exemption from Liabilities of Corporate Auditors).

(vi) In addition to the above, other necessary amendments, including, among others, changes in cited provisions, language and editorial expressions, have been made to comply with the Corporate Law of Japan.

In accordance with the above, it is proposed that the following numbering changes be made to the Articles of Incorporation of the Company.

2. Contents of Amendments to the Articles of Incorporation of the Company

The contents of the proposed amendments to the Articles of Incorporation of the Company are as follows:

(Provisions proposed to be amended are underlined.)

<b>Current Articles of Incorporation</b>	<b>Proposed Amendments</b>
(Trade Name) Article 1 The name of the Company shall be Kabushiki Kaisha Enu Thi Thi Dokomo and shall be <u>rendered</u> in English as NTT DoCoMo, Inc.	(Trade Name) Article 1 The name of the Company shall be Kabushiki Kaisha Enu Thi Thi Dokomo and shall be <u>expressed</u> in English as NTT DoCoMo, Inc.
(Purpose) Article 2 (Omitted) 1-16 (Omitted) (To be newly created) <u>17-19</u> (Omitted)	(Purpose) Article 2 (Same as present) 1-16 (Same as present) <u>17 Any other commercial activities</u> <u>18-20</u> (Same as present)
Article 3 (Omitted)	Article 3 (Same as present)
(Newly created)	<u>(Governing Bodies)</u>  <u>Article 4 The Company shall have the following governing bodies in addition to the General Meeting of Shareholders and Directors:</u>  <u>1 Board of Directors</u>  <u>2 Corporate Auditors</u>  <u>3 Board of Corporate Auditors</u>  <u>4 Independent Auditors</u>



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**Current Articles of Incorporation**

(Method of Public Notice)

Article 4 Public notices of the Company shall be given by electronic means. However, in the event that electronic public notices cannot be provided due to accidents or other unavoidable circumstances, public notices shall be given in the *Nihon Keizai Shimbun*.

(Total Number of Shares to be Issued)

Article 5 The total number of shares authorized to be issued by the Company shall be one hundred ninety million and twenty thousand (190,020,000) shares.

(Newly created)

(Repurchase of its Own Shares)

Article 6 The Company may repurchase its own shares by a resolution of the Board of Directors in accordance with the provisions of Article 211-3, paragraph 1, item 2 of the Commercial Code of Japan.

(Transfer Agent)

Article 7

1. The Company shall have a transfer agent for its shares.
2. The transfer agent and its place of business shall be designated by resolution of the Board of Directors.
3. The shareholders' register (including the beneficial shareholders register; the same is applicable hereinafter), the ledger of fractional shares and the register of lost share certificates of the Company shall be kept at the place of business of the transfer agent, and the registration of transfers of shares, entry or record in the ledger of fractional shares, delivery of share certificates, registration of lost share certificates, purchase of fractional shares and any other matters relating to shares and fractional shares shall be handled by the transfer agent, and not by the Company.

**Proposed Amendments**

(Method of Public Notice)

Article 5 Means of Public notices of the Company shall be electronic means. However, in the event that public notices cannot be provided by electronic means due to accidents or other unavoidable circumstances, public notices shall be given in the *Nihon Keizai Shimbun*.

(Total Number of Shares Issuable)

Article 6 The total number of shares issuable by the Company shall be one hundred eighty-eight million and one hundred thirty thousand (188,130,000) shares.

(Issuance of Stock Certificates)

Article 7 The Company shall issue stock certificates for its shares.

(Repurchase of its Own Shares)

Article 8 The Company may repurchase its own shares through market transactions, etc., by a resolution of the Board of Directors in accordance with the provisions of Article 165, paragraph 2 of the Corporate Law of Japan.

(Shareholders Registrar)

Article 9

1. The Company shall have a shareholders registrar.
2. The shareholders registrar and the place of its handling office shall be designated by a resolution of the Board of Directors.
3. Preparation, maintenance and other administrative services concerning the shareholders' register (including the beneficial shareholders' register; the same is applicable hereinafter), the register of stock acquisition rights and the register of lost share certificates of the Company shall be entrusted to the shareholders registrar, and the Company shall not directly provide those services.

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**Current Articles of Incorporation**

(Share Handling Regulations)

Article 8 The Share Handling Regulations established by the Board of Directors shall govern the denominations of share certificates issued by the Company, the registration of transfers of shares, entry or record in the ledger of fractional shares, registration of loss of share certificates, delivery of share certificates, purchase of fractional shares and any other procedures for matters relating to shares and fractional shares as well as the fees therefor.

(Record Date)

Article 9

1. The Company defines that those shareholders whose names have been entered or recorded in the last shareholders' register as at the close of accounts of each year shall be the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders to be held for that accounting period.

2. In addition to the preceding paragraph, the Company may, if necessary, define upon prior public notice given subject to resolution of the Board of Directors that those shareholders or pledgees or those holders of fractional shares whose names have been entered or recorded in the last shareholder's register or in the last ledger of fractional shares as at a specific date shall be the shareholders or pledgees or the holders of fractional shares entitled to exercise their rights.

Article 10 (Omitted)

(Newly created)

(Chairman)

Article 11 (Omitted)

**Proposed Amendments**

(Share Handling Regulations)

Article 10 The Share Handling Regulations established by the Board of Directors shall govern the procedures of the handling, handling fees and the manner of exercise of shareholders' rights relating to the Company's shares and stock acquisition rights, unless otherwise provided for in laws and regulations or in these Articles of Incorporation.

(Deleted)

Article 11 (Same as present)

(Record date of Ordinary General Meeting of Shareholders)

Article 12 The record date of Ordinary General Meeting of Shareholders shall be March 31 of each year.

(Chairman)

Article 13 (Same as present)

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**Current Articles of Incorporation**

(Newly created)

(Method of Resolution)

Article 12

1. Resolutions of a general meeting of shareholders shall be adopted by a majority vote of the shareholders present, unless otherwise provided for in laws and regulations or in these Articles of Incorporation.
2. Resolutions pursuant to Article 343 of the Commercial Code of Japan shall be adopted at the shareholder meeting with a quorum of one-third(1/3) of the voting rights of all shareholders, by the approval of two-thirds(2/3) of the voting rights represented there at.

(Exercise of Voting Rights by Proxy)

Article 13

1. Shareholders or their statutory representatives may not delegate the exercise of their voting rights to any person other than a shareholder of the Company; provided, however, that governmental and local public entities or corporations who are shareholders of the Company may delegate the exercise of their voting rights to their respective officials, staff or employees.
2. A shareholder or his/her statutory representative who intends to exercise his/her voting right by proxy shall be required to previously submit to the Company a power of attorney for each general meeting of shareholders,

**Proposed Amendments**

(Internet Disclosure of Reference Documents and Deemed Provision)

Article 14 In convening a general meeting of shareholders, the Company may deem that it has provided the shareholders with the information on the matters which must be described or mentioned in the reference documents of a general meeting of shareholders, business report, financial statements and consolidated financial statements by disclosing such information using the Internet pursuant to the regulations set forth by the ministerial ordinance of the Ministry of Justice.

(Method of Resolution)

Article 15

1. Resolution of a general meeting of shareholders shall be adopted by a majority vote of those shareholders having exercisable voting right(s) and present thereat, unless otherwise provided for in laws and regulations or in these Articles of Incorporation.
2. Resolutions pursuant to Article 309, paragraph 2 of the Corporate Law of Japan shall be adopted at the shareholder meeting with a quorum of one-third of the voting rights of all shareholders having exercisable voting rights, by a vote of two-thirds or more of the voting rights represented there at.

(Exercise of Voting Rights by Proxy)

Article 16

1. A Shareholder or its statutory representative may exercise their voting rights by authorizing a proxy who must be another shareholder of the Company having voting rights, provided however, that governmental and local public entities or corporations who are shareholders of the Company may delegate the exercise of their voting rights to one (1) person of their respective official, staff or employee.
2. A shareholder or his/her statutory representative who intends to exercise his/her voting right by proxy shall be required to submit to the Company a document evidencing the power of attorney prior to each general meeting of shareholders.

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<b>Current Articles of Incorporation</b>	<b>Proposed Amendments</b>
<p>(Minutes of General Meeting of Shareholders) <u>Article 14</u> The substance and results of the proceedings of a general meeting of shareholders shall be stated or recorded in minutes, and the chairman at the meeting and the Directors present shall affix their respective names and seals or electronic signature to such minutes.</p>	<p>(Deleted)</p>
<p><u>Article 15</u> (Omitted)</p>	<p><u>Article 17</u> (Same as present)</p>
<p>(Manner in Which Directors are Elected ) <u>Article 16</u> 1. Directors of the Company shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by <u>all shareholders</u>.</p>	<p>(Manner in Which Directors are Elected ) <u>Article 18</u> 1. Directors of the Company shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by all shareholders <u>having exercisable voting rights</u>.</p>
<p>2. (Omitted)</p>	<p>2. (Same as present)</p>
<p>(Term of Office of Directors ) <u>Article 17</u> 1. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders <u>held with respect to the last closing of accounts</u> within two (2) years after their assumption of office.</p>	<p>(Term of Office of Directors ) <u>Article 19</u> 1. The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders <u>for the latest business year ending</u> within two (2) years after their assumption of office.</p>
<p>2. (Omitted)</p>	<p>2. (Same as present)</p>
<p>(Board of Directors) <u>Article 18</u> 1. (Omitted) 2-3 (Omitted) 4. (Omitted) 5. <u>Resolutions of a meeting of the Board of Directors shall be adopted by a majority vote of the Directors present who shall constitute in number a majority of Directors.</u> 6. (Omitted)</p>	<p>(Board of Directors) <u>Article 20</u> 1. (Same as present) 2-3 (Same as present) 4. (Same as present) 5. <u>In cases where the requirements set forth in Article 370 of the Corporate Law are fulfilled, it shall be deemed that a resolution of the Board of Directors has passed.</u> 6. (Same as present)</p>

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**Current Articles of Incorporation**

(Representative Directors and Directors with Executive Power)

Article 19

1. The Company shall have one President who shall be elected from among its Directors by resolution of the Board of Directors.

2. (Omitted)

3. The provision of paragraph 1 shall apply *mutatis mutandis* to the election of a Chairman and one or more Executive Vice Presidents and Managing Directors referred to in the preceding paragraph.

4. (Omitted)

5. In addition to the President, one or more Directors empowered to represent the Company shall be elected by resolution of the Board of Directors.

6-7 (Omitted)

(Newly created)

(Advisors and Consultants)

Article 20 (Omitted)

Article 21 (Omitted)

(Manner in Which Corporate Auditors are Elected)

Article 22 Corporate Auditors of the Company shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by all shareholders.

**Proposed Amendments**

(Representative Directors and Directors with Executive Power)

Article 21

1. The Company shall have one President who shall be selected from among its Directors by resolution of the Board of Directors.

2. (Same as present)

3. The provision of paragraph 1 shall apply *mutatis mutandis* to the selection of a Chairman and one or more Executive Vice Presidents and Managing Directors referred to in the preceding paragraph.

4. (Same as present)

5. In addition to the President, one or more Directors empowered to represent the Company shall be selected by resolution of the Board of Directors.

6-7 (Same as present)

(Exemption from Liabilities of Directors)

Article 22

1. The Company may, pursuant to Article 426, paragraph 1 of the Corporate Law, exempt Director(s) (including those who were Directors in the past) from damage compensation liabilities resulting from negligence of the Director's duty to the extent permitted by laws and regulations by a resolution of the Board of Directors.

2. The Company may, pursuant to Article 427, paragraph 1 of the Corporate Law, enter into an agreement with external Director(s) which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Director's duty, provided that the amount of the limitation on the damage compensation liabilities under the said agreement shall be that defined by the laws and regulations.

(Advisors and Consultants)

Article 23 (Same as present)

Article 24 (Same as present)

(Manner in Which Corporate Auditors are Elected)

Article 25 Corporate Auditors of the Company shall be elected by a resolution passed by a majority vote of the shareholders present at a general meeting of shareholders who shall hold voting rights representing in aggregate one-third (1/3) or more of the voting rights held by all shareholders having exercisable voting rights.

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**Current Articles of Incorporation**

(Term of Office of Corporate Auditors)

Article 23

1. The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last closing of accounts within four (4) years after their assumption of office.

2. (Omitted)

Article 24

1. (Omitted)

2. Resolutions of a meeting of the Board of Corporate Auditors shall be adopted by a majority of the Corporate Auditors, unless otherwise provided for in laws and regulations.

3. (Omitted)

(Full-time Corporate Auditors)

Article 25 Corporate Auditors shall appoint one or more full-time Corporate Auditors from among themselves.

(Newly created)

**Proposed Amendments**

(Term of Office of Corporate Auditors)

Article 26

1. The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders for the latest business year ending within four (4) years after their assumption of office.

2. (Same as present)

Article 27

1. (Same as present)

(Deleted)

2. (Same as present)

( Full-time Corporate Auditors )

Article 28 The Board of Corporate Auditors shall select one or more full-time Corporate Auditors by a resolution of the Board of Corporate Auditors.

(Exemption from Liabilities of Corporate Auditors)

Article 29

1. The Company may, pursuant to Article 426, paragraph 1 of the Corporate Law, exempt Corporate Auditor(s) (including those who were Corporate Auditors in the past) from damage compensation liabilities resulting from negligence of the Corporate Auditor s duty to the extent permitted by laws and regulations by a resolution of the Board of Directors.

2. The Company may, pursuant to Article 427, paragraph 1 of the Corporate Law, enter into an agreement with external Corporate Auditor(s) which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Corporate auditor s duty, provided that the amount of the limitation on the damage compensation liabilities under the said agreement shall be that defined by the laws and regulations.



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**Current Articles of Incorporation**

(Business Year)

Article 26 The business year of the Company shall begin on April 1 of each year and end on March 31 of the following year, and its accounts shall be closed as of the last day of each business year.

(Dividends)

Article 27 Dividends of the Company shall be paid to the shareholders or registered pledgees or the holders of fractional shares whose names have been entered or recorded in the last shareholders register or in the last ledger of fractional shares as at the close of accounts of each business year.

(Interim Dividends)

Article 28 The Company may, subject to a resolution of the Board of Directors, pay interim dividends to the shareholders or registered pledges whose names have been entered or recorded in the last shareholders register dated as of September 30 of each year and the holders of fractional shares whose names have been entered or recorded in the last ledger of fractional shares as of September 30 of each year.

(Prescription Period for Dividend)

Article 29

1. If dividends and/or interim dividends are not claimed after lapse of three (3) full years from the date of commencement of payment, the Company shall be exempt from the obligation to make such payment.

2. (Omitted)

**Proposed Amendments**

(Business Year)

Article 30 The business year of the Company shall begin on April 1 of each year and end on March 31 of the following year.

(Record Date for the Year-End Dividends)

Article 31 The record date for the distribution of year-end dividends by the Company shall be March 31 of each year.

(Interim Dividends)

Article 32 The Company may, subject to a resolution of the Board of Directors, pay interim dividends with its record date as of September 30 of each year.

(Prescription Period)

Article 33

1. If cash dividends are not received within three (3) full years from the date of commencement of payment, the Company shall be exempt from the obligation to make such payment.

2. (Same as present)

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**Current Articles of Incorporation**

(Newly created)

**Proposed Amendments**

(Supplementary Provisions)

Article 1

1. The Company shall have a transfer agent for its fractional shares.

2. The transfer agent and the place of its handling office shall be designated by a resolution of the Board of Directors.

3. Preparation, maintenance and the administrative services concerning the register of fractional shares shall be entrusted to the transfer agent, and the Company shall not directly provide those services.

Article 2 The procedures relating to the handling of the Company's fractional shares as well as the fees therefor shall be governed by the laws and regulations and these Articles of Incorporation and the Share Handling Regulations to be established by the Board of Directors.

Article 3 Articles 1 to 3 in these Supplementary Provisions shall be deleted at the point when the Company's fractional shares ceases to exist.

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**Fourth Item of Business:** Election of 13 Directors

As the terms of office of 13 Directors will expire at the close of this Meeting, it is proposed that 13 Directors be elected.

The candidates for Director positions are as follows:

Candidate Number	Name (Date of Birth)		History and Positions	Number of the Company Shares Owned
1	Masao Nakamura (November 11, 1944)	July 1969	Entered NTT Public Corporation	112
		June 1998	Senior Vice President and Managing Director of Accounting Department of the Company	
		January 1999	Senior Vice President and Managing Director of Accounts and Finance Department of the Company	
		June 1999	Executive Vice President, Managing Director of Accounts and Finance Department and Chief Financial Officer of the Company	
		June 2001	Executive Vice President and Managing Director of Mobile Multimedia Division of the Company	
		June 2002	Senior Executive Vice President and Managing Director of Marketing Division of the Company	
		June 2004	President and Chief Executive Officer of the Company	
2	Masayuki Hirata (July 30, 1947)	April 1970	Entered NTT Public Corporation	97
		January 1999	General Manager of Transition Settlement Office, Director of Department IV of NTT-Holding Provisional Headquarters of Nippon Telegraph and Telephone Corporation ( NTT)	
		July 1999	Director of Department IV of NTT	
		June 2000	Senior Vice President and Managing Director of Affiliated Companies Department of the Company	
		June 2001	Executive Vice President, Managing Director of Accounts and Finance Department and Chief Financial Officer of the Company	
		June 2004	Senior Executive Vice President and Managing Director of Global Business Division of the Company	

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3	Kunio Ishikawa (September 2, 1948)	April 1971  June 1999	Entered NTT Public Corporation  Senior Vice President and Managing Director of Plant Constructing Department of the Company  Senior Vice President and Managing Director of Network Engineering Department of the Company  Senior Vice President and Managing Director of Personnel Development Department of the Company  Executive Vice President and Managing Director of Network Division of the Company  Senior Executive Vice President and Managing Director of Network Division of the Company	79
4	Seijiro Adachi (July 8, 1944)	April 1968  June 1998	Entered Ministry of Posts and Telecommunications  Director General of Postal Life Insurance Bureau of Ministry of Posts and Telecommunications	53
		January 2001	Director General of Postal Services Agency	
		February 2002	Chief Executive Officer of the Foundation for the Policyholders of Postal Office Life Insurance	
		June 2004	Senior Executive Vice President of the Company	
5	Takanori Utano (September 20, 1949)	April 1974 June 1998	Entered NTT Public Corporation  Managing Director of Radio Network Development Department of the Company  Senior Vice President and Managing Director of Radio Network Development Department of the Company  Senior Vice President and Managing Director of Research and Development Planning Department of the Company  Executive Vice President, Managing Director of Research and Development Division and Chief Technical Officer of the Company	50

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6	Kiyoyuki Tsumimura (January 11, 1950)	April 1975  January 1999	Entered NTT Public Corporation  Managing Director of Global Business Department of the Company	83
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