

May 13, 2009

Company Name: Nippon Telegraph and Telephone Corporation
Representative: Satoshi Miura, President and CEO
(Code No.: 9432, First section of Tokyo, Osaka and Nagoya Stock Exchanges and
Fukuoka and Sapporo Stock Exchanges)

Notice Concerning Partial Amendments to the Articles of Incorporation

Nippon Telegraph and Telephone Corporation (the “Company”) hereby announces that, at a meeting of its board of directors held today, it was resolved that a proposal to approve a partial amendment to its Articles of Incorporation be submitted to the 24th Ordinary General Meeting of Shareholders to be held on June 24, 2009. The details are as follows.

1. Reason for Amendment

These amendments to the Articles of Incorporation delete or modify provisions relating to share certificates and beneficial owners and make other necessary changes throughout the Articles of Incorporation in connection with the conversion of share certificates of listed companies to electronic form which took effect upon the implementation of the “Law for Partial Amendment to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88 of 2004)” (“Settlement Streamlining Law”); the amendments also provide, as supplementary provisions, transitional measures regarding the register of lost share certificates and transitional measures regarding the rights of persons who were holders of fractional shares.

In addition, to make the content clearer, the Articles of Incorporation are being amended to ensure consistency of expression.

2. Details of Amendments

The Company proposes the amendments to the Articles of Incorporation in the attached Annex.

3. Schedule

June 24, 2009 (Wed) – Date of general meeting of shareholders for purposes of amending the Articles of Incorporation (scheduled)

June 24, 2009 (Wed) – Effective date of amendments to the Articles of Incorporation (scheduled)

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(Underlining indicates sections to be amended)

Current Articles of Incorporation	Proposed Amendment
<p><u>Article 7 (Issue of Share Certificates)</u> [Deleted]</p>	<p>(Deleted)</p>
<p><u>Article 8 (Acquisition of Company’s Own Shares)</u> (Omitted)</p>	<p><u>Article 7 (Acquisition of Company’s Own Shares)</u> (Same as current)</p>
<p><u>Article 9 (Number of Shares Constituting One Unit; and Non-issuance of Share Certificates for Shares Representing Less than One Unit)</u> 1. (Omitted) 2. <u>The company may elect not to issue share certificates for shares representing less than one unit.</u></p>	<p><u>Article 8 (Number of Shares Constituting One Unit)</u> 1. (Same as current) (Deleted)</p>
<p><u>Article 10 (Rights with Respect to Shares Representing Less than One Unit)</u> Shareholders of the company (<u>including beneficial owners, hereinafter the same</u>) may not exercise rights with respect to shares representing less than one unit other than the following rights: (1)-(4) (Omitted)</p>	<p><u>Article 9 (Rights with Respect to Shares Representing Less than One Unit)</u> Shareholders of the company may not exercise rights with respect to shares representing less than one unit other than the following rights: (1)-(4) (Same as current)</p>
<p><u>Article 11-Article 13</u> (Omitted)</p>	<p><u>Article 10-Article 12</u> (Same as current)</p>
<p><u>Article 14 (Transfer Agent)</u> 1. The company shall appoint a transfer agent, and shall entrust to such agent matters as the preparation and maintenance of the register of shareholders, <u>the register of lost share certificates, the register of holders of stock acquisition rights and the register of beneficial owners</u> and other matters relating thereto. 2. (Omitted)</p>	<p><u>Article 13 (Transfer Agent)</u> 1. The company shall appoint a transfer agent, and shall entrust to such agent matters as the preparation and maintenance of the register of shareholders, the register of holders of stock acquisition rights and other matters relating thereto. 2. (Same as current)</p>
<p><u>Article 15 (Convocation)</u> (Omitted)</p>	<p><u>Article 14 (Convocation)</u> (Same as current)</p>
<p><u>Article 16 (Record Date of Ordinary General Meetings of Shareholders)</u> The company shall deem the shareholders entered or recorded in the register of shareholders <u>and the register of beneficial owners (hereinafter collectively called the “register of shareholders, etc.”)</u> as of March 31 of each year to be those shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders to be held in respect of the relevant business year.</p>	<p><u>Article 15 (Record Date of Ordinary General Meetings of Shareholders)</u> The company shall deem the shareholders entered or recorded in the register of shareholders as of March 31 of each year to be those shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders to be held in respect of the relevant business year.</p>

Article 17-Article 19 (Omitted)

Article 20 (Voting by Proxy)

1. (Omitted)
2. When a shareholder or its legal representative intends to delegate the exercise of his vote to others, he shall submit each time a proxy to the company before the general meeting.

Article 21-Article 34 (Omitted)

Article 35 (Distributions of Surplus, etc.)

1. The company shall be entitled to make distributions of surplus to the shareholders or registered pledgees of shares entered or recorded on the register of shareholders, etc. as of the last day of each business year.
2. The company shall be exempted from the obligation to make distributions of surplus referred to in the preceding paragraph after three (3) years have elapsed from the date on which the shareholders (including persons that were holders of fractional shares) or registered pledgees of shares were in default of receipt of distributions.
3. (Omitted)

Article 36 (Interim Dividends)

1. The company shall, by resolution of the board of directors, be entitled to make distributions of surplus in accordance with Article 454, Paragraph 5 of the Corporation Law (hereinafter referred to as “interim dividends”) to the shareholders or registered pledgees of shares entered or recorded on the register of shareholders, etc. as of the 30th day of September of each year.
2. (Omitted)

Article 16-Article 18 (Same as current)

Article 19 (Voting by Proxy)

1. (Same as current)
2. When a shareholder or its legal representative intends to delegate the exercise of his vote to others, he shall submit each time a proxy to the company before the general meeting of shareholders.

Article 20-Article 33 (Same as current)

Article 34 (Distributions of Surplus, etc.)

1. The company shall be entitled to make distributions of surplus to the shareholders or registered pledgees of shares entered or recorded on the register of shareholders as of the last day of each business year.
2. The company shall be exempted from the obligation to make distributions of surplus referred to in the preceding paragraph after three (3) years have elapsed from the date on which the shareholders or registered pledgees of shares were in default of receipt of distributions.
3. (Same as current)

Article 35 (Interim Dividends)

1. The company shall, by resolution of the board of directors, be entitled to make distributions of surplus in accordance with Article 454, Paragraph 5 of the Corporation Law (hereinafter referred to as “interim dividends”) to the shareholders or registered pledgees of shares entered or recorded on the register of shareholders as of the 30th day of September of each year.
2. (Same as current)

(New)

Supplementary Provisions

1. The company shall entrust to a transfer agent matters as the preparation and maintenance of the register of lost share certificates and other matters relating thereto.
2. The preceding provision and this provision shall be effective until January 5, 2010 and shall be deleted on January 6, 2010, and the paragraph numbers of the following provisions shall be moved up by two.
3. The company shall be exempted from the obligation to make distributions of surplus and of interim dividends after three (3) years have elapsed from the date on which the persons who were holders of fractional shares were in default of receipt of distributions.
4. The preceding provision and this provision shall be effective until January 30, 2012 and shall be deleted on January 31, 2012.

(Note) Pursuant to Article 6, Paragraph 1 of the Supplementary Provisions to the Settlement Streamlining Law, as of January 5, 2009, the Company is deemed to have adopted a resolution amending the Articles of Incorporation to eliminate provisions concerning issuance of share certificates. Therefore, the text of Article 7 (Issue of Share Certificates) of the current Articles of Incorporation has been deleted.