

November 28, 2018

To Whom it may concern:

NTT URBAN DEVELOPMENT CORPORATION
Rep: Hiroshi Nakagawa
President and Chief Executive Officer
(Tokyo Stock Exchange (First Section) Code No.8933)
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Executive Vice President
Corporate Strategy Department
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**Announcement of Result of the Tender Offer for Our Shares By NTT-SH Corporation
which is a Subsidiary of Our Parent Company, Nippon Telegraph and Telephone Corporation,
and Change in Major Shareholder and the Other Affiliated Company**

NTT Urban Development Corporation (the “**Company**”) hereby announces that, the tender offer (the “**Tender Offer**”) for common shares of the Company (the “**Company Shares**”) commenced by NTT-SH Corporation (the “**Offeror**”), a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation (“**NTT**”), on October 16, 2018 concluded on November 27, 2018 as follows.

The Company also announces that change in major shareholder and the other affiliated company of the Company will occur on December 4, 2018 (commencement date of settlement of the Tender Offer) as a result of the Tender Offer.

1. Result of the Tender Offer

The Company received from NTT and the Offeror today a report on the result of the Tender Offer, as described in Attachment “Notice regarding Result of the Tender Offer for Shares of NTT Urban Development Corporation (Securities Code 8933)”.

2. Change in Major Shareholder and the Other Affiliated Company

(1) Scheduled Date of the Change

December 4, 2018 (commencement date of settlement of the Tender Offer)

(2) Background of the Change

The Offeror conducted the Tender Offer from October 16, 2018 until November 27, 2018 and the Company received from the Offeror today a report that 91,854,482 shares of the Company Shares were tendered in the Tender Offer and that all of those shares will be acquired by the Offeror.

As a result, the Offeror will become the major shareholder and the other affiliated company of the Company as of December 4, 2018, which is the commencement date of settlement of the Tender Offer.

3. Overview of the Shareholder subject to the Change

(Overview of the shareholder that will become the major shareholder and the other affiliated company)

(1) Name	NTT-SH Corporation
(2) Address	1-5-1 Otemachi, Chiyoda-ku, Tokyo

(3)	Name and title of representative	Katsumi Kuroda, President and Representative Director		
(4)	Description of business	Holding and managing the Company Shares		
(5)	Capital stock (as of November 28, 2018)	JPY 3 million		
(6)	Date of incorporation	August 29, 2007		
(7)	Net Assets (as of March 15, 2018)	JPY 2,033,636		
(8)	Total Assets (as of March 15, 2018)	JPY 2,103,636		
(9)	Major shareholders and shareholding ratios (as of November 28, 2018)	Nippon Telegraph and Telephone Corporation		100.00%
(10)	Relationship between the Company and the Offeror			
	Capital relationship	Not applicable. As of today, NTT, the wholly-owning parent company of the Offeror, holds 221,481,500 shares of the Company Shares (Ownership Ratio (Note) of 67.30% (rounded off to two decimal places)).		
	Personal relationship	Not applicable. As of today, one director and one corporate auditor of the Company are concurrently employees of NTT, the wholly-owning parent company of the Offeror.		
	Business relationship	Not applicable. The Company leases offices to NTT, the wholly-owning parent company of the Offeror. Transactions such as depositing and loaning of cash have been conducted with NTT Finance Corporation, whose parent company is NTT.		
	Status as related parties	NTT, the wholly-owning parent company of the Offeror, is a parent of the Company and the Offeror corresponds to a related party of the Company.		

(Note) “Ownership Ratio” means the ratio of the shares owned to the number of shares (329,119,879 shares) obtained by deducting the number of the Company’s treasury shares owned by the Company as of September 30, 2018 (121 shares) from the total number of issued shares as of the same date set out in the 34th Second Quarterly Securities Report submitted by the Company on November 6, 2018 (the “**Second Quarterly Securities Report of the Company**”) (329,120,000 shares).

4. Number and Ownership Ratio of Voting Rights Held by the Shareholder before and after the Change

	Attributes	Number of Voting Rights (Ownership Ratio of Voting Rights)			Major Shareholder Ranking
		Directly held	Indirectly held	Total	
Before the Change	-	-	-	-	-
After the Change	Major shareholder and the other affiliated company	918,544 voting rights (27.91%)	-	918,544 voting rights (27.91%)	Second

(Note 1) “Ownership Ratio of Voting Rights” means the ratio to the number of voting rights (3,291,198 voting rights) pertaining to the shares (329,119,879 shares) obtained by deducting the number of the Company’s treasury shares owned by the Company as of September 30, 2018 (121 shares) from the total number of

issued shares as of the same date set out in the Second Quarterly Securities Report of the Company (329,120,000 shares).

(Note 2) “Ownership Ratio of Voting Rights” is rounded off to two decimal places.

5. Change in Unlisted Parent Company subject to Disclosure

Not applicable

6. Future Prospects

There is no change from the contents set out in the “Announcement of Opinion to Support the Tender Offer for Our Shares By NTT-SH Corporation, which is a Subsidiary of Our Parent Company, Nippon Telegraph and Telephone Corporation, and the Recommendation of the Tender thereto” announced by the Company as of October 15, 2018.

End

[Attachment]

“Notice regarding Result of the Tender Offer for Shares of NTT Urban Development Corporation (Securities Code 8933)” as of November 28, 2018



November 28, 2018

For immediate release

Company Nippon Telegraph and Telephone Corporation
Representative Jun Sawada
President and Chief Executive Officer
(Securities Code 9432, First Section of the Tokyo Stock Exchange)

Company NTT-SH Corporation
Representative Katsumi Kuroda
President and Representative Director

Notice regarding Result of the Tender Offer for Shares of NTT Urban Development Corporation (Securities Code 8933)

The Company hereby announces that, on November 27, 2018, NTT-SH Corporation (the “Offeror”), a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation (“NTT,” and the Offeror and NTT are collectively referred to as the “Offerors”) completed the tender offer commenced on October 16, 2018 (“Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948 (as amended); the “Act”) for the common shares of NTT Urban Development Corporation (the First Section of the Tokyo Stock Exchange Inc. (the “TSE”), Securities Code: 8933) (the “Target,” and those shares, the “Target Shares”), and the results were as stated below.

1. Overview of the Tender Offer

(1) Name and Address of the Offeror

Name: NTT-SH Corporation
Address: 1-5-1 Otemachi, Chiyoda-ku, Tokyo

(2) Name of the Target

NTT Urban Development Corporation

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

Common stock

(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
107,638,423 (shares)	— (shares)	— (shares)

(Note 1) No minimum or maximum number of Share Certificates, Etc. to be purchased has been set in the Tender Offer, so the Offeror will purchase all of the Share Certificates, Etc. tendered in the Tender Offer (the “Tendered Share Certificates, Etc.”). 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 (107,638,423 shares). That maximum number of share certificates is the number of shares (107,638,423 shares) obtained by deducting the number of Target's treasury shares owned by the Target as of June 30, 2018 set out in the consolidated summary of accounts (IFRS) for the first quarter of the business period ending March 2019 submitted by the Target on August 3, 2018 (77 shares) and the number of the Target Shares held by NTT, which is the wholly-owning parent company of the Offeror, (221,481,500 shares) from the total number of issued shares as of August 6, 2018 set out in the 34th First Quarterly Securities Report submitted by the Target on August 6, 2018 (329,120,000 shares).

(Note 2) Shares less than one unit are also eligible for the Tender Offer. In addition, the Target will purchase shares of the Target during the period for the Tender Offer (the "**Tender Offer Period**") in accordance with procedures set out in laws and regulations if a shareholder exercises its right to request the purchase of shares less than one unit in accordance with the Companies Act.

(Note 3) The Offeror does not intend to acquire the Target's treasury shares owned by the Target through the Tender Offer.

(5) Tender Offer Period

(i) *Initial Period of the Tender Offer in the Statement*

October 16, 2018 (Tuesday) until November 27, 2018 (Tuesday) (30 Business Days)

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

There are no applicable matters.

(6) Tender Offer Price

JPY 1,680 per share of common stock

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

No minimum or maximum number of Share Certificates, Etc. to be purchased has been set in the Tender Offer, so the Offeror will purchase all of the Tendered Share Certificates, Etc.

(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 28, 2018, the Tender Offeror announced to the press the results of the Tender Offer at the TSE, by the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person Other than Issuer (Ministry of Finance Order No. 38 of 1990, as amended).

(3) Number of Purchased Share Certificates, Etc.

Category of Share Certificates, Etc.	a. Number of tendered shares after conversion	b. Number of purchased shares after conversion
Share Certificates	91,854,482 (shares)	91,854,482 (shares)
Certificates of Stock Acquisition Rights	—	—
Certificates of Bonds with Stock Acquisition Rights	—	—
Trust Beneficiary Certificates for Share Certificates, Etc. ()	—	—
Depository Receipts Certificates for Share Certificates, Etc. ()	—	—
Total	91,854,482	91,854,482
(Total Number of dilutive Share Certificates, Etc.)	—	(—)

(4) Ownership Percentage of Shares after the Tender Offer

Number of voting rights represented by Share Certificates, Etc. held by the Offeror before the Tender Offer	— voting rights	(Ratio of ownership of Share Certificates, Etc. of —% before the Tender Offer)
Number of voting rights represented by Share Certificates, Etc. held by specially related parties before the Tender Offer	2,214,815 voting rights	(Ratio of ownership of Share Certificates, Etc. of 67.30% before the Tender Offer)
Number of voting rights represented by Share Certificates, Etc. held by the Offeror after the Tender Offer	918,544 voting rights	(Ratio of ownership of Share Certificates, Etc. of 27.91% after the Tender Offer)
Number of voting rights represented by Share Certificates, Etc. held by specially related parties after the Tender Offer	2,214,815 voting rights	(Ratio of ownership of Share Certificates, Etc. of 67.30% after the Tender Offer)
Number of voting rights of all of the shareholders of the Target	3,291,138 voting rights	

(Note 1) The “Number of voting rights of all of the shareholders of the Target” is the number of voting rights of all shareholders set out in the the 34th Second Quarterly Securities Report submitted by the Target on November 6, 2018 (the “**Target’s Second Quarterly Securities Report**”). However, given that shares less than one unit are also to be purchased in the Tender Offer, in the calculation of the “Ratio of ownership of Share Certificates, Etc. before the Tender Offer” and the “Ratio of ownership of Share Certificates, Etc. after the Tender Offer”, the number of voting rights (3,291,198 voting rights) pertaining to the number of shares (329,119,879 shares) obtained by deducting the number of shares owned by the Target as of September 30, 2018 set out in the Target’s Second Quarterly Securities Report (121 shares) from the total number of issued shares as of November 6, 2018 set out in the Target’s Second Quarterly Securities Report (329,120,000 shares) was used as the “Number of voting rights of all of the shareholders

of the Target.”

(Note 2) The figures in the “Ratio of ownership of Share Certificates, Etc. before the Tender Offer” and the “Ratio of ownership of Share Certificates, Etc. after the Tender Offer” are rounded to two decimal places.

(5) Calculation in the Case Where Purchases will be Conducted by the Proportional Distribution Method

N/A

(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

kabu.com Securities Co., Ltd. (subagent), 1-3-2 Otemachi, Chiyoda-ku, Tokyo

(ii) *Commencement Date of the Settlement*

December 4, 2018 (Tuesday)

(iii) *Method of Settlement*

A written notice of the purchase is to be sent to the address or location of each Tendering Shareholder (in the case of a foreign shareholder, its standing proxy) without delay after the completion of the Tender Offer Period. Delivery by the subagent is to be made by electronic or magnetic means via the screen after logging in.

The purchases are to be made in cash. The sale proceeds pertaining to the Share Certificates, Etc. that have been purchased are to be remitted from the tender offer agent or the subagent to a location specified by each Tendering Shareholder (in the case of a foreign shareholder, 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, its standing proxy).

3. Policy after the Tender Offer and Future Outlook

There is no change to the policy after the Tender Offer, Etc. and future outlook from the statement described in the press release announced by the Offerors on October 15, 2018, titled “Notice regarding Commencement of the Tender Offer for Shares of NTT Urban Development Corporation (Securities Code 8933)”.

The Offeror plans to acquire all of the Target Shares held by NTT, which is the wholly-owning parent company of the Offeror, through a contribution in kind as consideration for the shares issued by the Offeror after the completion of the settlement of the Tender Offer, and then make the Target a wholly-owned subsidiary of the Offeror by making a demand to all of the shareholders of the Target (excluding the Offeror, NTT, and the Target) that did not tender shares in the Tender Offer to sell all of the Target Shares they hold. Following the procedures, the Target Shares, currently listed on the First Section of the TSE, would be

delisted pursuant to the TSE's criteria for delisting shares. Necessary procedures and steps will be taken and promptly disclosed by the Target once determined.

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

NTT-SH Corporation
(1-5-1 Otemachi, Chiyoda-ku, Tokyo)

Tokyo Stock Exchange, Inc.
(2-1, Nihombashi, Kabuto-cho, Chuo-ku, Tokyo)

End

<Inquiries regarding this matter>

For further inquiries, please contact:

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