NTT DOCOMO INC
Form 6-K
June 02, 2003
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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 June, 2003.

Commission File Number: 001-31221

Total number of pages: 62

NTT DoCoMo, Inc.

(Translation of registrant s name into English)

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

Chiyoda-ku, Tokyo 100-6150

Japan

(Address of principal executive offices)

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 x **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):

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** x

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:

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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: June 2, 2003	By:	/s/ MASAYUKI HIRATA
		Masayuki Hirata
		Executive Vice President and
		Chief Financial Officer

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[Translation]

May 30, 2003

To Shareholders

NTT DoCoMo, Inc.

11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo

Keiji Tachikawa

President and CEO

NOTICE OF CONVOCATION OF

THE 12th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 12th Ordinary General Meeting of Shareholders of the Company will be held as described below. You are cordially invited to attend the General Meeting.

If on the appointed day you cannot be present, please review the Reference Material for Exercise of Voting Rights hereinafter, indicate your votes for or against on the enclosed proxy voting form and return it; or, if you use a personal computer, you may access our proxy voting site on the Internet (http://koushi.ufjtrustbank.co.jp/) and input your preferences.

When voting rights are exercised via the Internet, you are requested to observe carefully the cautions noted hereinafter.

Particulars

1. Date and Time:	Thursday, June 19, 2003 at 10:00 a.m.
2. Place of the Meeting:	Tsuru-no-ma, 1st Floor Hotel New Otani 4-1, Kioi-cho, Chiyoda-ku, Tokyo
3. Matters to be dealt with at the Meeting:	
Matters to be reported:	Report on Business Report and Statement of Income for the 12th Fiscal Year (from April 1, 2002 to March 31, 2003) and Balance Sheet as of March 31, 2003
Matters to be resolved:	
First Item of Business:	Approval of proposed appropriation of retained earnings for the 12th Fiscal Year
Second Item of Business:	Repurchase of shares A summary of this item appears in the Reference Document Pertaining to Exercise of Voting Rights on page 3 to follow.

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Third Item of Business:	Partial amendment to the Articles of Incorporation A summary of this item appears in the Reference Document Pertaining to Exercise of Voting Rights on pages 4-5 to follow.
Fourth Item of Business:	Election of 3 Directors
Fifth Item of Business:	Election of 4 Corporate Auditors
Sixth Item of Business:	Award of Retirement Benefits Payments to Retiring Directors and a Corporate Auditor

Financial Statements and a certified copy of Independent Auditor s Report on the financial statements required to be attached to this Notice are as stated in the attached Report for the 12th Fiscal Year (from page 3 to page 40).

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

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Reference Document Pertaining to Exercise of Voting Rights

1. Total number of voting rights held by all shareholders:

50,169,200 voting rights

2. Items of Business and Matters for Reference:

First Item of Business: Approval of Proposed Appropriation of Retained Earnings for the 12th Fiscal Year

The proposal for appropriation of retained earnings of the Company for this fiscal year is as stated in the Report for the 12th Fiscal Year (page 36) attached hereto.

The Company distributes dividends, taking into account results of operations and the management environment, from the perspective of providing continuous stable dividends while trying to enhance our financial condition and secure internal reserves.

It is proposed to declare a year-end dividend of ¥500 per share. The Company did not declare interim dividends due to regulations under the Commercial Code of Japan, and accordingly, the amount of the aggregate annual dividends for this fiscal year will be ¥500 per share.

Second Item of Business: Repurchase of Shares

In order to improve capital efficiency and implement a capital strategy which corresponds to changes in the management environment, it is proposed that the Company repurchase up to 2,500,000 shares of common stock of the Company, up to an aggregate repurchase price of ¥600,000 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, pursuant to the provisions of Article 210 of the Commercial Code of Japan.

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

1. Reasons for Amendments

(1) As the Law Concerning Partial Amendments, etc. of the Commercial Code of Japan, etc. (Law No.44 of 2002) became effective on April 1, 2003, it is proposed that amendments in connection with the share certificates lapse system and the relaxation of quorum requirements for special resolutions at meetings of shareholders be made.

(2) To enhance corporate governance further, it is proposed that the number of the Corporate Auditors also be amended.

2. Contents of Amendments

The contents of amendments are as follows:

(Provisions proposed to be amended are underlined.)

Present	Proposed amendments
(Transfer Agent)	(Transfer Agent)
Article 6.	Article 6.
1. (Omitted)	1. (Same as present)
2. (Omitted)	2. (Same as present)
3. The shareholders register (including the beneficial shareholders register; the same is applicable hereinafter) <u>and</u> the ledger of fractional shares 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, 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.	3. The shareholders register (including the beneficial shareholders register; the same is applicable hereinafter)<u>,</u> the ledger of fractional shares <u>and the register of lost share certificates</u> 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, <u>registration of loss of share certificates,</u> 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.
(Share Handling Regulations)	(Share Handling Regulations)
Article 7. 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 in the ledger of fractional shares, delivery of share certificates,	Article 7. 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, <u>registration of loss of</u>

purchase of fractional shares and any other procedures for matters relating to shares and fractional shares as well as the fees therefore.	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.

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Present	Proposed amendments
(Method of Resolution)	(Method of Resolution)
Article 11. (Omitted)	Article 11. (Same as present)
(newly created)	2. Resolutions pursuant to Article 343 of the Commercial Code of Japan shall be adopted at the shareholder meetings with a quorum of one-third of the voting rights of all shareholders, by the approval of two-thirds of the voting rights represented there at.
(Number of Corporate Auditors)	(Number of Corporate Auditors)
Article 20. The Company shall have not more than four (4) Corporate Auditors.	Article 20. The Company shall have not more than five (5) Corporate Auditors.

Fourth Item of Business: Election of 3 Directors

As Mr. Hideaki Yumiba, Mr. Yoshiaki Aigami and Mr. Eiji Hagiwara will resign at the close of this General Meeting, to fill these vacancies, it is proposed that 3 Directors be elected.

The candidates for Directors are as follows:

Candidate Number	Name (Date of Birth)	History and Positions		Number of NTT DoCoMo Shares Owned
1	Yojiro Inoue (March 25, 1949)	April 1972	Entered The Ministry of Posts and Telecommunications.	10
		June 1998	Deputy General Manager of Institute for Posts and Telecommunications Policy	
		July 1999	General Manager of Tokai Regional Bureau of The Ministry of Posts and Telecommunications	
		July 2000	Vice President of the SATELLITE INFORMATION FOUNDATION FOR HORSE RACING AGRICULTURE FORESTRY AND FISHERIES	

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2	Harunari Futatsugi (November 23, 1951)	April 1976	Entered NTT Public Corporation	10
		April 1992	Senior Manager of Tokai Regional Communications Sector of NTT Corporation	
		March 1995	Senior Manager of Technology Strategy Planning Department of the company	
		July 1996	Senior Manager of Technology Department of the company	
		January 1999	Senior Manager of Corporate Strategy & Planning Department of our company	
		June 2001	General Manager of the Saitama Branch of our company	
3	Bunya Kumagai (October 13, 1952)	April 1975	Entered NTT Public Corporation	27
		August 1997	Managing Director of Marketing Planning Department of NTT DoCoMo Chugoku, Inc.	
		June 1999	Managing Director of Cellular Business Marketing Department of our company	
		April 2001	Managing Director of Sales Promotion Department of our company	
		June 2002	Managing Director of Agency Management Department of our company	
		April 2003	Managing Director of Sales Promotion Department of our company	

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Fifth Item of Business: Election of 4 Corporate Auditors

As the term of office of Mr. Keisuke Nakasaki, Mr. Shinichi Nakatani and Mr. Kiyomi Kamiya will expire at the close of this General Meeting, it is proposed that 4 Corporate Auditors, including one additional corporate auditor to enhance corporate governance further, be elected. This item of business is proposed on the condition that the third item of business, Partial Amendment to the Articles of Incorporation , is approved and passed.

The candidates therefor, whom the Board of Corporate Auditors has given approval, are as follows:

Candidate Number	Name (Date of Birth)	History and Positions		Number of NTT DoCoMo Shares Owned
1	Keisuke Nakasaki (October 10, 1941)	April 1965	Entered NTT Public Corporation	32
		June 1995	Senior Manager of Affiliated Business Development Headquarters of NTT Corporation	
		July 1996	Senior Manager of Global Business Headquarters of the company	
		June 1998	President and Chief Executive Officer of NTT America, Inc	
		July 2000	Full-time Corporate Auditor of our company	
2	Shinichi Nakatani (August 31, 1943)	April 1966	Entered NTT Public Corporation	9
		July 1992	Managing Director of Accounts and Finance Department of our company	
		June 1995	Senior Vice President and Managing Director of Accounts and Finance Department of our company	
		September 1996	General Manager of Ikebukuro Branch of our company	
		June 1998	Executive Vice President of NTT Advanced Technology Corporation	
		July 2002	Full-time Corporate Auditor of our company	

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3	Satoshi Fujita (March 3, 1944)	July 1969	Entered NTT Public Corporation	5
		(October 1999)	Senior Vice President of NTT Communications Corporation and General Manager of Global Services Business Division of the company	
		April 2001	Senior Vice President of the company and General Manager of Arcstar Business Division of the company	
		April 2001	President and Chief Executive Officer of NTT WORLDWIDE TELECOMMUNICATIONS CORPORATION	
		June 2002	Executive Vice President of NTT Communications Corporation and General Manager of Arcstar Business Division and Global IP Division of the company	
		November 2002	Executive Vice President of the company and General Manager of Global Services Business Division of the company	
4	Michiharu Sakurai (March 4, 1937)	April 1979	Professor of Accounting at Senshu University	5
		March 1981	Doctor of Commercial Science at Waseda University	

(Note)
Mr. Keisuke Nakasaki, Mr. Satoshi Fujita and Mr. Michiharu Sakurai are auditors from outside the Company, as set forth in Article 18-1 of the Law For Special Exceptions to the Commercial Code Concerning Audit, etc., of Joint Stock Corporations (*kabushiki-kaisha*) .

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Sixth Item of Business: Award of Retirement Benefits Payments to Retiring Directors and a Corporate Auditor

It is proposed that retirement benefits payments be awarded to 4 persons, Directors Hideaki Yumiba, Yoshiaki Aigami and Eiji Hagiwara, who will resign at the close of this Ordinary General Meeting of Shareholders, and Corporate Auditor Mr. Kiyomi Kamiya, who will retire at the close of this Ordinary General Meeting of Shareholders due to the expiration of his full term of office, in order to compensate them for their services during their terms of office, within a reasonable range in an amount to be determined in accordance with the prescribed standards of the Company.

The determination of, among other things, amounts, payment date and methods, is proposed to be entrusted to the Board of Directors with regard to the retiring Directors and to the Board of Corporate Auditors with regard to the retiring Corporate Auditor.

The Company has a prescribed internal standard concerning retirement benefits for Directors and Corporate Auditors, by which the amount of retirement benefits can be clearly calculated and which is available for inspection by shareholders.

The personal history of each of the retiring Directors and Corporate Auditor is as follows:

Name	History	
Hideaki Yumiba	June 1998	Senior Vice President and Managing Director of Network Laboratories of our company
	June 2000	Senior Vice President and Managing Director of Core Network Development Department of our company
	June 2002	Senior Vice President and Deputy Managing Director of Research and Development Division of our company
Yoshiaki Aigami	June 2001	Senior Vice President and Managing Director of Network Planning Department of our company
Eiji Hagiwara	June 2002	Senior Vice President and Managing Director of Solution Development Department of our company
Kiyomi Kamiya	June 2002	Full-time Corporate Auditor of our company

-end-

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Cautions when exercising voting rights via the Internet

When voting rights are exercised via the Internet, you are requested to observe carefully the cautions noted hereinafter.

1. Exercise of voting rights via the Internet can only be accomplished using the Company s designated site: (http://www.koushi.ufjtrustbank.co.jp/). Please note that this site cannot be accessed using DoCoMo s i-mode service or other portable telephones.

2. When voting rights are exercised via the Internet, please use the Voting Rights Exercise code and temporary password shown on the enclosed proxy form. They are required to input your votes in accordance with screen directions. To prevent improper access by persons other than the stockholder (imposters) and alteration of votes, it is requested that the stockholder convert the temporary password to a new one and obtain a special electronic identification issued by the Company s registrar, UFJ Trust Bank.

Each time the general stockholders meeting is convened, notification will be given of a new Voting Rights Exercise code. But please be mindful that the password remains in effect until the stockholder changes.

3. Votes cast via the Internet are accepted up to midnight on the day prior to the general stockholders meeting, i.e., June 18, 2003 (Wednesday). Because of the time required for tabulation of the results, we request that you vote as early as possible.

4. In the event of duplication of votes on the proxy form and the Internet voting site, the latter shall be deemed effective.

5. In the event of multiple votes on the Internet voting site, the last shall be deemed effective.

6. The Company sends notifications of general stockholders meetings by electronic mail to stockholders who agree. Applications are accepted on the voting site. Stockholders who desire such notification of the next meeting are urged to complete the procedure.

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Information Map of the Place of the General Shareholders Meeting

Place of meeting: Trusu on The Main Banquet Floor (first floor)
Hotel New Otani
4-1 Kioicho, Chiyoda-ku, Tokyo

[Access]

(1) Six minutes on foot from Kojimachi Station (No. 2 Exit) of Eidan (or Teito Rapid Transit Authority) Subway Yurakucho Line
(2) Six minutes on foot from Nagatacho Station (No. 7 Exit) of Eidan Subway Hanzomon Line and Nanboku Line
(3) Six minutes on foot from Akasakamitsuke Station (through Akasaka underground passage [D] and Exit to Kioicho) of Eidan Subway Marunouchi Line and Ginza Line
(4) Eight minutes on foot from Yotsuya Station (No. 1 Exit) of Eidan Subway Marunouchi Line and Nanboku Line
(5) Eight minutes on foot from Yotsuya Station (Kojimachi Exit) of JR Chuo Line and Sobu Line

Request to attendants: Please refrain from coming to the place of meeting by car, since the roads around the venue and parking lots are expected to be congested on the day of meeting.

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[Translation]

Report for the 12th Fiscal Year

For the Year From April 1, 2002 to March 31, 2003

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Dear Shareholders:

We are pleased to inform you of our business results for the 12th fiscal term (from April 1, 2002 to March 31, 2003).

In the year ended March 31, 2003, we moved forward in our pursuit of efficient business operations, stressing profit-oriented management. This was accomplished by, among others, making the DoCoMo Regional Subsidiaries wholly-owned subsidiaries and taking measures to reduce costs on all fronts. We also launched our i-shot picture mail service, developed and provided a wide array of advanced services capitalizing on the distinctive features of the third-generation FOMA service, and promoted our management strategies centered on multimedia , ubiquity and globalization . Overseas, following last year s i-mode launch in Germany, we achieved steady results as i-mode was introduced in four new countries by our investee affiliates and alliance partners, and Europe s first third-generation mobile phone system went into commercial service in the United Kingdom.

As a result of these and other measures, the number of cellular phone subscribers of NTT DoCoMo Group exceeded 43.8 million, of which i-mode subscribers accounted for 37 million. We also saw progress in customers upgrading to more advanced handsets, which contributed to an increase in data communications traffic.

As a consequence, our business results for the year were strong, with consolidated operating revenues rising to 4,809.1 billion yen, operating income of 1,056.7 billion yen, income before income taxes of 1,043.0 billion yen and net income of 212.5 billion yen.

Going forward, with a goal to further expand FOMA service, we will seek to establish a strong foundation for our future businesses by moving into new business domains and reinforcing our financial position, in a comprehensive effort to maximize the enterprise value of the entire DoCoMo group.

In this effort, we earnestly request your ongoing understanding and support.

May 2003

President and CEO

Keiji Tachikawa

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BUSINESS REPORT Documents attached to the Notice of Convocation of The 12th Ordinary General Meeting of Shareholders (For the year from April 1, 2002 to March 31, 2003)

(Note) The term FY2002 hereinafter refers to the fiscal year ended March 31, 2003, and other fiscal years are referred to in a corresponding manner. All non-consolidated figures regarding results of operations in this report were prepared in accordance with accounting principles generally accepted in Japan (Japanese GAAP), unless otherwise stated herein. Consolidated results were prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP), unless otherwise stated herein.

I. Business Overview

1. Developments and Results of Operations

(1) General Business Conditions in the Japanese Cellular Phone Market

During the year ended March 31, 2003, Japan s economy saw some improvements in capital expenditures in the manufacturing sector, but the general business climate remained harsh with the unemployment rate staying at high levels and continued weakness in personal consumption. In addition, uncertainties over the prospects of the Japanese economy mounted due to heightened tensions in international relations and its possible impact on the global economy.

While the mobile communications market already entered a phase of stable growth, it continued to expand driven by the continued popularity mobile Internet access service and also because the release of camera phones stimulated new demand among consumers. The aggregate number of cellular phone and PHS users in Japan increased by a net of 6.3 million during this fiscal term to 81.11 million as of March 31, 2003, or a penetration rate of 63.7% of the total population. Meanwhile, the competition among carriers intensified as each carrier continuously introduced various new services.

Trends in the Number of Cellular and PHS Subscribers over the Past Four Fiscal Years

	9th Fiscal Term (FY1999)	**10th Fiscal Term (FY2000)**	**11th Fiscal Term (FY2001)**	**12th Fiscal Term (FY2002)**
				(thousand subscribers)
NTT DoCoMo Group subscribers	30,797	37,838	42,705(*1)	45,549(*1)
Total subscribers in Japan (*2)	56,849	66,785	74,819	81,118

(*1) Inclusive of FOMA Subscribers.

(*2) Source: The Telecommunications Carriers Association

To respond adequately to these changes in the environment, the Company sought to further strengthen its management system and bolster its core businesses placing greater importance on profits, and strove to expand into new business areas around the three growth strategies of multimedia , ubiquity and globalization .

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As part of our efforts to strengthen our management system, we accelerated our decision-making process through the use of a new corporate information system introduced in April last year, while reducing costs and improving efficiency by reviewing existing service offerings including PHS, Quickcast, and satellite telephone services. To promote efficient management of the corporate group, the responsibilities of each company within the group were reviewed and as a consequence businesses such as equipment maintenance and subscriber acceptance were integrated and transferred to subsidiaries.

In order to execute business and capital strategies in a more unified manner together with the eight Regional Subsidiaries, and thereby maximize the enterprise value of the total Group, the Company acquired all shares of the Regional Subsidiaries and made them wholly owned by way of share exchanges.

Meanwhile, we have actively expanded into new business domains. These included enhancement of the downlink packet speed of i-mode service, launch of the i-shot picture mail service, and introduction of a service that enables users to make various payments from mobile handsets through the use of two-dimensional codes. We also developed and provided various advanced non-voice services leveraging FOMA s high-speed, large-capacity data transmission capability, such as a new video mail service called i-motion mail , and reinforced the solutions businesses targeted at corporate users.

To allow a wide range of Internet Service Providers (ISP) to offer services similar to i-mode , we opened the interface to our i-mode packet network with an aim to further invigorate the mobile multimedia service market.

We also moved to furnish i-mode, W-CDMA and other technology and business expertise to companies in which we have capital stakes and to other companies with which we have business alliances. As a result, i-mode service began in the Netherlands, Taiwan, Belgium and France, following the lead of Germany where it commenced in March 2002. In March 2003, Europe s first commercial third-generation mobile communications system was launched in the United Kingdom using W-CDMA technology.

Recognizing environmental issues as one of the most important and ongoing managerial concerns, each company within the group has undertaken a number of measures to alleviate the burdens it poses on the environment in accordance with their respective environment management principles, including, among others, collection and recycling of used cellular phones, and saving on paper resources by offering an e-billing service which provides customers bills over the Internet or by e-mail message.

In light of the succession of cases of corporate impropriety that have emerged in Japan and overseas, and based on the concept that ongoing observance of laws is indispensable to improvement of corporate value, we established an internal Compliance Promotion Committee to further overall management legal compliance and to review our business activities pursuant to relevant laws and corporate ethics.

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In observance of our 10th anniversary in July last year, the Company provided a time-delimited billing discount as a means of thanking its customers, and in March 2002 declared a commemorative dividend for its stockholders. We also expanded the DoCoMo Woods forestation program as part of our natural environment protection activity, and carried out various other commemorative activities stressing our contribution to society as a corporate citizen.

As a result of the foregoing, usage of the i-mode service grew dramatically and the number of cellular phone subscribers increased, which enabled us to post gains in both revenues and income in the year ended March 31, 2003. Net income was 84.8 billion yen on a non-consolidated basis, and 212.5 billion yen on a consolidated basis.

After an appraisal of the fair value of shares in investee affiliates in accordance with the accounting standard for financial instruments, we decided to recognize impairment losses from our investments in affiliates, including AT&T Wireless Services, Inc., KPN Mobile N.V. and Hutchison 3G Holdings, Ltd.

Principal financial results are summarized in the table below.

		FY2001	**FY2002**	**% change**
				(100 millions of yen)
Non-consolidated	Operating revenues	23,557	24,768	5.1%
	Operating income	4,201	4,552	8.3%
	Recurring profit	4,064	6,332	55.8%
	Net income (loss)	(3,107)	848	
Consolidated	Operating revenues		48,091	
	Operating income		10,567	
	Income before income taxes		10,430	
	Net income		2,125	

(Note)

Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

		FY2001	**FY2002**	**% change**
				(100 millions of yen)
Consolidated	Operating revenues	51,715		

Operating income	10,028
Recurring profit	8,533
Net income	8

(Note)

These figures are presented in accordance with Japanese GAAP.

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Trends in Operating Revenues over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	17,350
10th Fiscal Term (FY2000)	21,423
11th Fiscal Term (FY2001)	23,557
12th Fiscal Term (FY2002)	24,768

Trends in Recurring Profit over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	2,327
10th Fiscal Term (FY2000)	2,929
11th Fiscal Term (FY2001)	4,064
12th Fiscal Term (FY2002)	6,332

Trends in Net Income (Loss) over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	1,285
10th Fiscal Term (FY2000)	1,730
11th Fiscal Term (FY2001)	(3,107)
12th Fiscal Term (FY2002)	848

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(2) Segment Information

Mobile Phone Business

The Company added new models to its product lineup, including, among others, the mova 504i series, that support higher packet transmission speeds (of up to 28.8Kbps downlink), larger i-appli file size and infrared data communications capability, the mova 251i series with built-in cameras capable of providing our i-shot picture mail service, and the mova 671iS (Raku Raku Phone II) equipped with easy-to-use features for customers in a wide range of age groups. The Company released and aggressively promoted the new mova 504iS model which combines a camera with an i-appli-compatible handset in a bid to reinforce our product offerings in the popular camera-enabled phones. As a consequence, the number of DoCoMo s nationwide camera phone users exceeded 8.83 million as of March 31, 2003, in a mere ten months after the launch of i-shot service in June 2002.

As for FOMA service, the group expanded the service areas to all major cities, covering approximately 91% of the populated areas in Japan by March 31, 2003. The Dual Network service, which enables users to use both FOMA handsets and 800MHz digital mobile phones with the same phone number, was commenced to improve customer convenience. Furthermore, we also released new handsets supporting longer standby battery hours to cater to the demand of users, including the FOMA 2051 series compatible with our video mail service i-motion mail , and FOMA 2102V videophone, and aggressively promoted their sales, by appealing to FOMA s cheaper packet communications charges.

In the meantime, the Company took various measures to further expand the use of i-mode . These included the provision of i-appli standby screen function, which enables users to receive phone calls or mail even when i-appli applications are being activated, expansion of the number of characters that can be transmitted in a single i-mode mail message, and further enrichment of contents available on i-mode menu sites.

In addition, we expanded into the e-commerce field by introducing a new service called combien? , which allows customers to pay their phone bills at convenience stores using two-dimensional codes. Taking advantage of the infrared data transmission capability embedded in the cellular phones, we enabled the transmission of information between i-mode-compatible handsets and external devices (such as POS registers or other multimedia terminals), which led to the joint development of new services with other businesses, like a membership service using cellular phones which eliminates the need to issue special cards.

Furthermore, to allow customers to use i-mode in a more comfortable manner, we provided a discount service for heavy users that provides lower charges for the number of packets used in excess of a certain monthly threshold.

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To respond to users increasingly diversified needs for mobile multimedia products, we released various new products for each service, such as a Pocket PC-enabled PDA terminal musea , and Posiseek R , a portable terminal compatible with our GPS-based location information service for corporate customers called DLP service .

In terms of multimedia services, M-stage visual , M-stage music , infogate and mopera location information delivery service , which were previously offered independently, were integrated into a single contract to offer them in a more convenient fashion at lower monthly charges. On the other hand, new content delivery services such as M-stage book and M-stage V-Live video distribution services were introduced, and a multipoint videoconferencing service M-stage Visual Net was launched on the FOMA network in a bid to boost usage.

With regard to satellite communications services, we have endeavored to provide a stable means for communications in the event of emergencies, in mountainous areas, as well as for maritime communications in vessels. In September last year, we commenced the operation of a new communications satellite, N-STAR C , to maintain the reliability of our system.

The Company has also implemented various measures intended to ensure a sound development of mobile communications industry: For instance, we restricted the number of times users can access the i-shot server to see photographs as a precautionary measure to prevent the distribution of pornography and other harmful information, enhanced the function that enables users to receive mails only from designated domains to counter unwanted bulk e-mails, and introduced a new feature to combat the problem of companies calling mobile phones and then hanging up after one ring in a scam to solicit business. The entire DoCoMo group is committed to do all in its power going forward so that customers can use our services with confidence.

Subscriber numbers and the results of the principal services in the Mobile Phone Business as of March 31, 2003 are summarized below:

[Subscriber numbers by service]

	Non-consolidated (change from March 31, 2002)	**Consolidated (change from March 31, 2002)**
		(thousand subscribers)
Cellular services	17,696 (up 6.3%)	43,531 (up 7.0%)
FOMA services	216 (up 167.6%)	330 (up 269.0%)
i-mode services (*)	15,280 (up 19.2%)	37,758 (up 17.4%)
Satellite mobile communications services	29 (2.4%)	

(*) The number of i-mode service subscribers is the aggregate of PDC i-mode subscribers (non-consolidated: 15,077,000 subscribers, consolidated: 37,456,000 subscribers) and FOMA i-mode subscribers (non-consolidated: 203,000 subscribers, consolidated: 303,000 subscribers).

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[Business results]

	Non-consolidated (change from FY2001)	Consolidated (change from FY2001)
		(100 millions of yen)
Mobile phone business operating revenues	24,056 (up 5.5%)	46,904 ( )
Cellular services revenues	13,782 (up 0.3%)	32,864 ( )
FOMA services revenues (*)	104 (up 529.5%)	136 ( )
Packet communications services revenues	3,747 (up 28.1%)	8,863 ( )
Satellite mobile communications services revenues	70 (down 23.9%)	
Mobile phone business operating income	4,681 (up 6.1%)	10,872 ( )

(*) Inclusive of FOMA packet communications services revenues.
(Notes)

Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to a change in the adopted accounting standards.

Trends in Cellular Subscribers over the Past Four Fiscal Years

	Non-consolidated	Consolidated
		(thousand subscribers)
9th Fiscal Term (FY1999)	12,418	29,356
10th Fiscal Term (FY2000)	14,876	36,026
11th Fiscal Term (FY2001)	16,730(*)	40,783(*)
12th Fiscal Term (FY2002)	17,912(*)	43,861(*)

(*) Inclusive of FOMA Subscribers.

Trends in i-mode Subscribers over the Past Four Fiscal Years

	Non-consolidated	Consolidated
		(thousand subscribers)
9th Fiscal Term (FY1999)	1,873	5,603
10th Fiscal Term (FY2000)	8,151	21,695
11th Fiscal Term (FY2001)	12,814	32,156
12th Fiscal Term (FY2002)	15,280	37,758

Trends in Operating Income from Mobile Phone Business over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	3,148
10th Fiscal Term (FY2000)	3,771
11th Fiscal Term (FY2001)	4,411
12th Fiscal Term (FY2002)	4,681

(Note)

Data for the 9th and 10th fiscal terms are unaudited.

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PHS Business

To boost the usage of data services in PHS, we promoted the P-p@c data discount package and PHS data-card dubbed P-in series, and released a new PHS videophone Lookwalk P751v , which is compatible with our video distribution service M-stage visual . We also partially reduced the data communications charges to access the P-p@c access points, and allowed customers to use DoCoMo Telephone Card MOBILER S CHECK not only for cellular phones but also for PHS in an effort to encourage the use of PHS services.

Meanwhile, in order to improve the profitability of PHS business, we made preparations for the introduction of a flat-rate data communications service, and further decreased costs by improving the utilization efficiency of network facilities.

Subscriber numbers and the results of the PHS Business as of March 31, 2003 are summarized below:

[Subscriber numbers]

	Non-consolidated (Change from March 31, 2002)	**Consolidated (Change from March 31, 2002)**
		(thousand subscribers)
PHS services	849 (down 7.6%)	1,688 (down 12.2%)

[Business results]

	Non-consolidated (Change from FY2002)	**Consolidated (Change from FY2002)**
		(100 millions of yen)
PHS business operating revenues	520 (down 12.6%)	850 ( )
PHS business operating loss	(119) (up 35.4%)	(283) ( )

(Note)

Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

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Trends in PHS Services Subscribers over the Past Four Fiscal Years

	Non-consolidated	Consolidated
	(thousand subscribers)	
9th Fiscal Term (FY1999)	657	1,441
10th Fiscal Term (FY2000)	856	1,812
11th Fiscal Term (FY2001)	919	1,922
12th Fiscal Term (FY2002)	849	1,688

Trends in Operating Loss from PHS Business over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	(384)
10th Fiscal Term (FY2000)	(309)
11th Fiscal Term (FY2001)	(184)
12th Fiscal Term (FY2002)	(119)

(Note)

Data for the 9th and 10th fiscal terms are unaudited.

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Quickcast Business

As the market size of radio paging service in Japan continued to shrink, the Company endeavored to cut costs through suspending the acceptance of new customers for some less frequently used services from January 2003, unifying the tariff plans into a single plan upon the acceptance of new subscribers, and reviewing its business operation structure.

Subscriber numbers and the results of the Quickcast Business as of March 31, 2003 are summarized below:

[Subscriber numbers]

	Non-consolidated (Change from March 31, 2002)	Consolidated (Change from March 31, 2002)
	(thousand subscribers)	
Quickcast services	218 (down 27.0%)	604 (down 26.9%)

[Business results]

	Non-consolidated (changes from FY2001)	Consolidated (changes from FY2001)
	(100 millions of yen)	
Quickcast business operating revenues	78 (down 16.1%)	81 ( )
Quickcast business operating loss	(31) (down 105.7%)	(65) ( )

(Note)

Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

Trends in Quickcast services subscribers over the Past Four Fiscal Years

	Non-consolidated	Consolidated
	(thousand subscribers)	
9th Fiscal Term (FY1999)	560	1,444
10th Fiscal Term (FY2000)	401	1,098
11th Fiscal Term (FY2001)	298	827
12th Fiscal Term (FY2002)	218	604

Trends in Operating Loss from Quickcast Business over the Past Four Fiscal Years (non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	(183)
10th Fiscal Term (FY2000)	(86)
11th Fiscal Term (FY2001)	(15)
12th Fiscal Term (FY2002)	(31)

(Note)

Data for the 9th and 10th fiscal terms are unaudited.

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Miscellaneous Business

In the WORLD CALL service, an international dialing service from cellular phones, we sought to increase usage by enabling subscribers to use the service without applying specifically for it when they become new cellular subscribers. As part of our WORLD WALKER international roaming service, we launched a new low-priced service in the U.S., and the number of its annual users rose 67.6% year-on-year to 85,000 as a consequence.

With an aim to expand into new markets, we launched a public wireless LAN service Mzone , and steadily increased its service areas to 148 locations as of March 31, 2003.

The Company s subsidiaries have also expanded into new business areas through the development and proposal of new systems leveraging their own technologies and know-how.

The results of the Miscellaneous Business as of March 31, 2003 are summarized below:

[Business results]

	Non-consolidated (Changes from March 31, 2002)	**Consolidated (Changes from March 31, 2002)**
		(100 millions of yen)
Miscellaneous business operating revenues	112 (up 58.3%)	255 ( )
Miscellaneous business operating income	21 ( )	43 ( )

(Note)

Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

Trends in Operating Income (Loss) from Miscellaneous Business over the Past Four Fiscal Years (non-consolidated)

Non-consolidated

	(100 millions of yen)
9th Fiscal Term (FY1999)	(18)
10th Fiscal Term (FY2000)	(10)
11th Fiscal Term (FY2001)	(10)
12th Fiscal Term (FY2001)	21

(Note)

Data for the 9th and 10th fiscal terms are unaudited.

The principal new services and products launched by DoCoMo during the fiscal year ended March 31, 2003 are summarized in the table below:

Principal new services launched during FY2002

Name	Overview
combien? (Launched in May 2002)	Enables mobile phone bill payment at convenience stores by linking i-mode-compatible cellular phones and two-dimensional code scanners
i-shot (Launched in June 2002)	Enables viewing of images transmitted from DoCoMo s camera-equipped cellular phones
Dual Network	Enables the use of both FOMA and 800 MHz digital cellular handsets

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(Launched in July 2002)	under the same telephone number
Mzone (Launched in July 2002)	Enables users to use high-speed Internet access service at a flat monthly rate based on wireless LAN technology
DoPa location information service (Launched in July 2002)	A service that notifies DoPa dedicated line connection subscribers (DoPa LAN connection service subscribers) of the approximate location of the handset using base station information.
M-stage V-Live (Launched in October 2002)	A video distribution service for PDAs using PHS circuits.
M-stage Visual Net (Launched in October 2002)	A videoconferencing service among up to eight persons using the videophone capability of FOMA
M-stage book (Launched in October 2002)	Electronic book distribution service to PDAs and PCs using PHS and FOMA circuits
i-motion mail (Launched in January 2003)	Enables attaching a video message to an e-mail message and sending it to another FOMA handset or a personal computer

Principal new products launched in FY2002

Product	Overview
FOMA F2051	A FOMA handset capable of using i-motion mail service
FOMA N2051	A FOMA handset capable of using i-motion mail service
FOMA SH2101V	A two-piece FOMA terminal with a PDA base unit and a wireless handset capable of using videophone.
FOMA T2101V	A videophone-compatible FOMA handset
FOMA P2102V	A FOMA handset capable of using i-motion mail and videophone services
FOMA F2611	A FOMA handset with a built-in router functionality
mova 212i	An i-mode-compatible cellular phone
mova 251iS	A cellular phone capable of using i-mode and i-shot services
mova 504iS	A cellular phone capable of using i-mode and i-shot services, equipped with i-appli and higher packet communication speeds, and infrared data communications capabilities
mova F671iS (nicknamed Raku Raku Phone IIS)	An i-mode-compatible cellular phone with easy-to-use features for a wide range of age groups
Mova R692i (nicknamed GEOFREE II)	An i-mode-compatible cellular phone with a waterproof structure
Paldio 641P-II	PHS handset supporting enhanced Paldio Mail services
Lookwalk P751v	A PHS visual phone capable of using M-stage visual and videophone.
Posiseek R	

	A specialized handset for DLP Service , which provides location information to corporate users using GPS signals
musea	A Pocket PC 2002-enabled PDA, which is capable of using M-stage services when used together with a PHS data card

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Operating revenues and operating income (loss) from each business for the year ended March 31, 2003 were as described below.

Non-consolidated

Business	FY2001		FY2002		% change
					(100 millions of yen)
Operating revenues					
Mobile phone businesses	22,797	(96.8%)	24,056	(97.1%)	up 5.5
PHS business	595	(2.5%)	520	(2.1%)	down 12.6
Quickcast business	93	(0.4%)	78	(0.3%)	down 16.1
Miscellaneous business	71	(0.3%)	112	(0.5%)	up 58.3
Total	23,557	(100.0%)	24,768	(100.0%)	up 5.1
Operating income (loss)					
Mobile phone business	4,411	( )	4,681	( )	up 6.1
PHS business	(184)	( )	(119)	( )	up 35.4
Quickcast business	(15)	( )	(31)	( )	down 105.7
Miscellaneous business	(10)	( )	21	( )	( )
Total	4,201	( )	4,552	( )	up 8.3

(Note)

For operating revenues, the numbers in brackets indicate the percentage to total operating revenues.

Consolidated

Business	FY2001		FY2002		% change
					(100 millions of yen)
Operating revenues					
Mobile phone business			46,904	(97.5%)	
PHS business			850	(1.8%)	
Quickcast business			81	(0.2%)	
Miscellaneous business			255	(0.5%)	
Total			48,091	(100.0%)	
Operating income (loss)					
Mobile phone business			10,872	( )	
PHS business			(283)	( )	
Quickcast business			(65)	( )	
Miscellaneous business			43	( )	
Total			10,567	( )	

(Note)
For operating revenues, the numbers in brackets indicate the percentage to total operating revenues. Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

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Consolidated

Business	FY2001	FY2002	% change
		(100 millions of yen)	
Operating revenues			
Mobile phone business	50,221 (97.1%)		
PHS business	1,145 (2.2%)		
Quickcast business	109 (0.2%)		
Miscellaneous business	239 (0.5%)		
Total	51,715 (100.0%)		
Operating income (loss)			
Mobile phone business	10,675 ( )		
PHS business	(587) ( )		
Quickcast business	(63) ( )		
Miscellaneous business	3 ( )		
Total	10,028 ( )		

(Notes)
For operating revenues, the numbers in brackets indicate the percentage to total operating revenues.

These figures are presented in accordance with Japanese GAAP.

(3) Capital Expenditures

Total capital expenditures for the year ended March 31, 2003 amounted to 445.4 billion yen on a non-consolidated basis (854 billion yen on a consolidated basis), which were used primarily to install equipment and construct facilities to accommodate increased demand for communications, improve network reliability, introduce new services and enhance FOMA services.

The capital expenditures for cellular services were allocated to add new or expand existing base stations, switches, transmission lines and other facilities for the purpose of maintaining and improving the communications quality and expand coverage in underground areas and inside buildings. Also, in order to further improve the convenience of i-mode service and provide Internet Service Providers with an open interface to DoCoMo s packet communications network, the Company facilitated the migration to a new, highly scalable and operable platform.

With regard to the FOMA service, priority was given to building network facilities with a goal to roll out the coverage nationwide and further enhance the communications quality in existing service areas. On the other hand, the Company made proactive efforts to improve the efficiency of network facilities and cut costs through the introduction of new base station equipment and reducing procurement costs.

As for PHS service, we introduced network equipment with an aim to improve utilization efficiency and to prepare for the launch of flat-rate data communications service.

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In addition, new buildings to house communications facilities were constructed to respond to the growth in demand.

Principal facilities and equipment completed during the fiscal year ended March 31, 2003 are presented below.

Principal facilities completed during FY2002

Item	Non-consolidated	Consolidated
Cellular services (*)		
Newly installed base stations	1,596 stations	5,782 stations
Local switches	7 units	49 units
Packet local switches	3 units	13 units
Long-distance transmission lines	18 sections	46 sections
PHS		
Newly installed base stations	1,329 stations	3,881 stations
Buildings for telecommunications facilities	2 sites	5 sites

(*) Inclusive of FOMA-related facilities.

Trends in Capital Expenditures over the Past Four Fiscal Years (Non-consolidated)

	Non-consolidated (100 millions of yen)
9th Fiscal Term (FY1999)	4,505
10th Fiscal Term (FY2000)	5,856
11th Fiscal Term (FY2001)	5,768(*1)
12th Fiscal Term (FY2002)	4,454(*2)

(Notes)

(*1) The non-consolidated amount for the 11th fiscal term is composed of capital expenditures in the following businesses:
Cellular business: 57.5%, PHS business: 1.0%, Quickcast business: 0.0%, Common (Buildings for telecommunications facilities, etc.): 41.5%.

(*2) The non-consolidated amount for the 12th fiscal term is composed of capital expenditures in the following businesses:
Cellular business: 61.9%, PHS business: 1.5%, Quickcast business: 0.0%, Common (Buildings for telecommunications facilities, etc.): 36.6%.

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(4) Financing Activities

During the fiscal year ended March 31, 2002, the Company issued corporate bonds and made long-term borrowings as described below, which were used primarily for the redemption of corporate bonds and to pay down debts.

Corporate bonds and long-term borrowings

Classification	Amount	Remarks
Corporate bonds	161.7 billion yen	Domestic straight bonds: 150 billion yen Euro- and USD-denominated corporate bonds: USD 100 million (approximately 11.7 billion yen)
Long-term borrowings	41 billion yen	
Total	202.7 billion yen	

(5) Research and Development Activities

Research and development by the Company in the year ended March 31, 2003 centered on activities to expand and reinforce FOMA services, and to provide advanced and diversified services by increasing the capacity and reducing the cost of existing communications networks. Basic research on technologies for the future advancement of mobile communications was also carried out.

R&D expenditures for the term totaled 125.8 billion yen, which were devoted principally to the following.

As for FOMA service, research and development was conducted to improve the stability of the network system and to expand the capacity of base station equipment. The Company also developed handsets that offer extended standby battery hours and superior basic performance, while advancing their functionality at the same time. In addition, we undertook the development of Dual Network service and international roaming service using FOMA, and performed studies on the HSDPA* technology as a step to realize a faster and more efficient packet communications network for the future.

Developments were carried out for the conventional cellular systems, too, in order to enhance the packet communications speed of i-mode , to commence the i-shot service, enrich the product variety of camera-enabled phones, and introduce i-mode-compatible handsets embedded with GPS capability, etc. A platform that enables Internet Service Providers to interface with the

i-mode packet network was also developed.

Furthermore, we also developed a feature to refuse unwanted incoming calls to combat the problem of companies calling mobile phones and then hanging up after one ring in a scam to solicit business, and a function to show a message of unsolicited advertisement on the screen of mobile phones as a countermeasure against unwanted bulk e-mails.

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In the area of PHS, we undertook the development of the world s first commercially wearable wristwatch-type PHS, enhanced the Paldio E-mail features, and developed economical network equipment in preparation for the launch of flat-rate data service.

As for future technologies, the Company performed research on network transport technologies that can carry both voice and data using IP technology, research on a mobile communications system that enables packet transmission at speeds of up to 100Mbps, and basic research to create new forms of communications that are adequate for a society in which ubiquitous communications are widely used.

* HSDPA: High Speed Downlink Packet Access, a high-speed packet communications technology adopted in the W-CDMA standard.

Trends in R&D Expenditures over the Past Four Fiscal Years (Non-consolidated)

	Non-consolidated
	(100 millions of yen)
9th Fiscal Term (FY1999)	892
10th Fiscal Term (FY2000)	953
11th Fiscal Term (FY2001)	1,001
12th Fiscal Term (FY2002)	1,258

2. Issues Facing the Company

With the launch of mobile Internet service i-mode and third-generation FOMA service ahead of our peers, DoCoMo has been attracting the world s attention as a trailblazer defining mobile multimedia services. To establish our managerial foundation for the future, we intend to enhance and strengthen our core businesses particularly by further disseminating FOMA services, and expand our business domains by promoting our three growth strategies of multimedia , ubiquity , and globalization . At the same time, we will continue our company-wide cost-cutting efforts to reinforce our financial position.

As part of our core business reinforcement measures, we plan to further expand the service areas of FOMA with a target to cover 99% of the populated areas in Japan by March 31, 2004. We will simultaneously work to increase FOMA coverage in underground and indoor areas, maintain and improve the network quality in existing service areas, and launch new products and services tailored to the needs of customers in a bid to acquire new FOMA subscribers and expand usage. In particular, efforts will be made to improve the basic performance of FOMA handsets and to reduce their size and weight and extend the battery hours. We believe that advanced services should be offered primarily on the FOMA network going forward. We will also look into diversifying and reducing FOMA s communications charges to offer better convenience to users, and prevent cancellation of contracts thereby.

In pursuit of our multimedia strategy, we intend to offer handsets equipped with more advanced displays, cameras and browsers that can handle a wider variety of video information, to allow customers to enjoy more attractive content. As for the FOMA service, in particular, we will endeavor to boost the usage of i-motion , i-motion mail and other sophisticated services in an effort to popularize the use of visual communications.

In the area of i-mode service, because the so-called match-making sites have recently become a social concern, we plan to implement new preventive measures including an optional feature to allow users to access only the sites posted on the i-menu , which does not include such harmful sites.

To promote ubiquitous communications services, we intend to encourage the use of mobile e-commerce on the platform provided by DoCoMo using infrared data communications and two-dimensional codes, among others. We will also try to expand the use of mobile communications in the distribution sector by offering such services as telematics that combines car navigation systems with a cellular phone; location information services that use GSP-enabled terminals; and vehicle fleet management services.

To further proceed with our globalization strategy, we will work to steadfastly promote the use of i-mode service, which was launched in five overseas markets through our investee affiliates and alliance partners, and the W-CDMA-based third-generation mobile communications service started in the United Kingdom. At the same time, we will endeavor to deploy other mobile multimedia services, and continue to explore new business opportunities through equity participation, alliances or other forms of collaboration with overseas partners.

We also plan to commence a new international roaming service that utilizes FOMA s UIM chip to improve the convenience of customers, and thereby realize the concept of Global Mobility Support , which allows our customers to communicate anytime, anywhere, with anyone on a global scale.

In short, to react swiftly and adequately to the changes in the business and competitive environment surrounding us, we will continue to make proactive efforts to expand our business territories, while promoting efficient management of the group by concentrating managerial resources to selected areas with a goal to maximize the enterprise value of the entire corporate group.

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FOMA Deployment (planned)

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3. Historical Data on Non-Consolidated Financial Results and Assets

Item	9th Fiscal Term (FY 1999)	10th Fiscal Term (FY 2000)	11th Fiscal Term (FY 2001)	12th Fiscal Term (FY 2002)
Operating revenues (millions of yen)	1,735,064	2,142,353	2,355,760	2,476,821
Recurring profit (millions of yen)	232,736	292,938	406,471	633,278
Net income (loss) (millions of yen)	128,573	173,005	(310,720)	84,850
Earnings per share (yen)	13,426	17,978	(30,960)	1,698
Total assets (millions of yen)	2,649,350	4,460,718	4,252,097	4,483,130
Shareholders Equity (millions of yen)	1,611,818	2,728,774	2,405,426	2,448,293

(Notes)

1. Earnings per share is calculated using the average number of outstanding shares in each fiscal term. In calculating the earnings per share for the 9th and 12th terms, it is assumed that the share splits carried out during these terms were conducted at the beginning of the term. Starting from the 12th term, earnings per share is calculated applying the Accounting standards pertaining to earnings per share (Corporate Accounting Standard No. 2) and Corporate accounting standard application guidelines pertaining to earnings per share (Corporate Accounting Standard Application Guideline No. 4).
2. In the 9th term, efforts to stimulate usage through the provision of high-quality service and diversified tariff packages and discounts were undertaken. The i-mode service was introduced to stimulate and expand demand for mobile multimedia. On the other hand, special losses of 13,331 million yen were incurred due to the write-down of Quickcast-related facilities. The Company achieved operating revenues of 1,735,064 million yen, recurring profit of 232,736 million yen, and net income of 128,573 million yen on a non-consolidated basis.
3. In the 10th term, the Company endeavored to reinforce its core businesses through network quality enhancements and tariff reductions, among other things. At the same time, various new services and products, including i-appli , were launched as a step toward the full-scale deployment of mobile multimedia. As a consequence, operating revenues rose to 2,142,353 million yen, while recurring profit and net income amounted to 292,938 million yen and 173,005 million yen, respectively. The increase in total assets during this fiscal term was due primarily to the equity participation in overseas carriers (totaling 1,795.8 billion yen), while the rise in shareholders equity was due largely to the increase in common stock and additional paid in capital as a result of a public offering of new shares (950.3 billion yen).
4. In the 11th term, to further enrich its core businesses, the Company launched FOMA service and promoted the use of other mobile multimedia services. On the other hand, special losses of 947,441 million yen were incurred from the write-down of shares in investee affiliates. Operating revenues, recurring profit and net loss for the term were 2,355,760 million yen, 406,471 million yen, and 310,720 million yen, respectively.
5. Developments in the 12th term (FY2002) are explained in Section 1 above, Developments and Results of Operations .

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II. Corporate Overview (as of March 31, 2003)

1. Principal Businesses

The Company primarily engages in the operation of mobile phone, PHS, and Quickcast services. The main service lines in each business segment are summarized in the table below:

Business	Main Service Lines
Mobile Phone Business	Cellular services, FOMA services, packet communications services, satellite mobile communications services, in-flight telephone services, and sales of handsets and equipment for each service
PHS Business	PHS services and sales of PHS handsets and equipment
Quickcast Business	Quickcast (radio paging) services and sales of Quickcast equipment
Miscellaneous Business	International dialing services and other miscellaneous businesses

2. Principal Offices

Headquarters: 11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo, Japan

Branches: Marunouchi Branch, Shinjuku Branch, Shibuya Branch, Tama Branch, Kanagawa Branch, Chiba Branch, Saitama Branch, Ibaraki Branch, Tochigi Branch, Gunma Branch, Yamanashi Branch, Nagano Branch, Niigata Branch

3. Employees

No. of Employees (non-consolidated) (Change from March 31, 2002)	Average age	Average length of service
5,632 (decreased by 162)	35.4 years old	12.4 years

(Notes)

1. The number of employees includes 110 seconded from other companies, but does not include 1,441 seconded from DoCoMo to other companies.
2. In calculating the average length of service for the employees who were transferred from Nippon Telegraph and Telephone Corporation (NTT) or other companies in the NTT Group or former NTT Personal Central Personal Communications Network, Inc., their years of service at their respective previous companies are included in the calculation. The 110 secondees from other companies are excluded from the calculation of average length of service.

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4. Shares of the Company

(1) Total number of authorized shares: 191,500,000 shares

(Note) The Articles of Incorporation were partially amended on May 15, 2002, to increase the number of authorized shares in proportion to the stock split from 38,300,000 to a total of 191,500,000 shares.

(2) Total number of outstanding shares: 50,180,000 shares

(Note) Each share of common stock held by a shareholder or registered beneficial shareholder on record on March 31, 2002, were divided into five shares on May 15, 2002. As a consequence, the total number of outstanding shares was increased to 50,180,000.

(3) Number of shareholders: 321,639

(4) Principal shareholders

Name	No. of shares held	Percentage of voting rights	The Company s ownership in each shareholder	
			No. of shares held	% of voting rights
	shares	%	shares	%
Nippon Telegraph and Telephone Corporation	31,592,000	62.97	0	0.00
Japan Trustee Services Bank, Ltd. (nominee account)	2,081,185	4.15	0	0.00
The Master Trust Bank of Japan, Ltd. (nominee account)	2,003,411	3.99	0	0.00
UFJ Trust Bank Ltd. (Trust Account A)	558,376	1.11	0	0.00
State Street Bank and Trust Company	506,133	1.01	0	0.00
Mitsui Asset Trust and Banking Company, Limited	343,867	0.69	0	0.00
The Mitsubishi Trust and Banking Corporation (Trust Account)	316,207	0.63	0	0.00
Boston Safe Deposit BSDT Treaty Client Omnibus	297,692	0.59	0	0.00
The Chase Manhattan Bank, N.A. London	296,896	0.59	0	0.00
Trust & Custody Services Bank, Ltd. (Pension Trust Account)	268,820	0.54	0	0.00

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(5) Repurchase, Disposal or Ownership of Shares by the Company

(a) Repurchase of shares

Repurchase of shares in accordance with shareholders resolution pursuant to Article 210 of the Japanese Commercial Code

Common stock: 870,000 shares

Amount of repurchase: 234,461 million yen

Acquisition by odd lot purchase

Common stock: 34.42 shares

Amount of acquisition: 7 million yen

(b) Disposal of Shares

Common stock: 860,440.53 shares

Amount of disposal: 203,063 million yen

(c) Shares held by the Company as of March 31, 2003

Common stock: 9,593.89 shares

5. Condition of the Corporate Group

(1) Relationship with the Parent Company

Although the parent company Nippon Telegraph and Telephone Corporation (NTT) currently owns 31,592,000 shares in the Company (or 62.97% of the voting rights), the Company operates its business mainly in the field of wireless telecommunications under its own managerial responsibilities within the NTT Group.

The Company and NTT reached an agreement relating to basic research and development and group management/operation by NTT, the content of services, benefits, and appropriate compensation.

(2) Important subsidiaries

Company	**Common Stock**	**Percentage of voting rights owned by the Company**	**Principal business**
	Millions of yen	**%**	
NTT DoCoMo Hokkaido, Inc.	15,630	100.00	Mobile phone business
NTT DoCoMo Tohoku, Inc.	14,981	100.00	
NTT DoCoMo Tokai, Inc.	20,340	100.00	PHS business
NTT DoCoMo Hokuriku, Inc.	3,406	100.00	
NTT DoCoMo Kansai, Inc.	24,458	100.00	Quickcast and other
NTT DoCoMo Chugoku, Inc.	14,732	100.00	
NTT DoCoMo Shikoku, Inc.	8,412	100.00	businesses
NTT DoCoMo Kyushu, Inc.	15,834	100.00	

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(3) Consolidated Results

The following is an overview of the Company s consolidated business results.

Item	Previous Term (FY2001)	This Term (FY2002)	% change
		Millions of yen	
Consolidated operating revenues		4,809,088	
Consolidated operating income		1,056,719	
Consolidated net income		212,491	

(Notes)

1. The number of consolidated subsidiaries (including the important subsidiaries mentioned above) was 36, and the number of unconsolidated subsidiaries and affiliated companies accounted for using the equity method was 36 for the year ended March 31, 2003.
2. Starting from FY2002, consolidated financial statements are prepared and disclosed in accordance with U.S. GAAP. The percentage of increase/decrease is not presented for the consolidated results due to the change in the adopted accounting standards.

Item	Previous Term (FY2001)	This Term (FY2002)	% change
	Millions of yen		
Consolidated operating revenues	5,171,546		
Consolidated operating income	1,002,852		
Consolidated net income	862		

(4) Developments in the Corporate Group

Major developments including investments during the year ended March 31, 2002 are summarized below:

The Company underwrote the shares offered by DoCoMo AOL, Inc. in its capital increase in May 2002, bringing the company s voting rights percentage up to 43.23%, from 42.30%.

To facilitate business deployment in Europe in a more integrated fashion, the Company revised the investment structure of its European subsidiaries and made DoCoMo Europe (UK) Ltd. a holding company and DoCoMo Europe (France) S.A.S., DoCoMo Communications Laboratories Europe GmbH and DoCoMo i-mode Europe B.V. its wholly-owned subsidiaries. At the same time, the corporate name of the holding company was changed from DoCoMo Europe (UK) Ltd. to DoCoMo Europe Ltd.

NTT DoCoMo Kansai and the eight other regional subsidiaries became wholly-owned subsidiaries in November 2002 by way of share exchanges.

In November 2002, the Hong Kong-incorporated companies Hutchison Telephone Company Limited., and Hutchison 3G HK Holdings, Limited., increased their capital through private placement of new shares. As a consequence, the Company s ownership of voting rights in each company was lowered from previously 25.37% to 24.10%.

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As for KPN Mobile N.V. of the Netherlands, its parent Koninklijke KPN N.V. converted its loans to KPN Mobile into shares, which resulted in a dilution of the Company s voting rights percentage in the following month to 2.16%, from previously 15.00%. The Company removed KPN Mobile N.V. from affiliates accounted for using the equity method in line with this decline.

6. Principal Creditors

Creditor	Outstanding Loan Balance	No. of DoCoMo shares and percentage of voting rights held by creditors	
	Millions of yen	shares	%
The Dai-ichi Mutual Life Insurance Company	65,700	94,150	0.19
The Mitsubishi Trust and Banking Corporation	55,000	0	0.00
Mizuho Corporate Bank, Ltd.	52,500	148,905	0.30
National Mutual Insurance Federation of Agricultural Cooperatives	41,300	54,395	0.11
Nippon Life Insurance Company	41,100	45,476	0.09
Shinkin Central Bank	35,600	0	0.00
Sumitomo Life Insurance Company	32,600	0	0.00
The Yasuda Mutual Life Insurance Company	31,000	0	0.00
UFJ Trust Bank Limited	20,000	14,700	0.03
The Sumitomo Trust and Banking Company, Limited	20,000	5,130	0.01

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7. Directors and Auditors

6,369	$ 6,600	$ 416	$ 12,575	$ 13,113	$	$	$
8,800	$ 21,917	$ 6,600	$ 700	$ 12,575	$ 116,725(1)	$ 42,780	$
8,800	$ 8,815	$ 6,600	$ 1,746	$ 12,575	$ 16,838	$ 16,415	$
8,800	$ 6,369	$ 6,600	$ 847	$ 12,575	$ 13,243	$	$ 116,039
8,800	$ 6,369	$ 6,600	$ 539	$ 12,575	$ 12,759	$	$

(1) This amount includes the cost of Mr. Haub s drivers salaries.

(2) The amounts in this column reflect health examination costs in connection with the executive s participation in the Executive Medical Program. In the case of Mr. Metzger, this amount also includes

$16,104 in hotel expenses for those evenings where Mr. Metzger elected to stay at hotels proximate to the Company s corporate headquarters rather than commute to his primary residence.

AWARD TABLES

The following three tables set forth information regarding awards granted by the Company to the Named Executive Officers during the last fiscal year and the status of existing awards. The Grants of Plan-Based Awards table provides additional information about the plan-based compensation disclosed in the Summary Compensation Table on page C-8.

Grants of Plan-Based Awards

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)(2)	(i)
Name	Date of Comm. Approval (if Different from Grant Date)	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold ($)	Target (#)	Maximum (#)
Claus, Eric		2/26/2006	375,000	750,000	1,500,000			
	4/18/06	4/19/2006				0	48,381	96,762
	4/18/06	4/19/2006						
Galgano, Brenda		2/26/2006	105,875	211,750	423,500			
	4/18/06	4/19/2006				0	13,026	26,052
	4/18/06	4/19/2006						
Haub, Christian		2/26/2006	387,500	775,000	1,550,000			
	4/18/06	4/19/2006				0	31,464	62,928
	4/18/06	4/19/2006						
Metzger, John		2/26/2006	146,250	292,500	585,000			
	4/18/06	4/19/2006				0	18,270	36,540
	4/18/06	4/19/2006						
Wiseman, Paul		2/26/2006	105,875	211,750	423,500			
	4/18/06	4/19/2006				0	13,026	26,052
	4/18/06	4/19/2006						
Richards, Allan		2/26/2006	105,875	211,750	423,500			
	4/18/06	4/19/2006				0	13,026	26,052
	4/18/06	4/19/2006						

(1) The amounts shown in column (d) reflect the minimum payment level under the Company s Annual Incentive Plan, which is 50% of the target amount shown in column (e). The amount shown in column (f) is 200% of such target amount. These amounts are based upon the named executive officer s current salary and position. The actual payment earned for the grant made on February 26, 2006 is disclosed under column (g) of the Summary Compensation Table on page C-8.

(2) The amounts shown in column (h) reflect the target award for the NEO under the

Company s long-term equity incentive plan. There is no minimum or threshold payment under this Plan. For a detailed discussion of this plan, please refer to section heading Long-Term Incentive Award on page C-3. The amounts shown in column (h) reflect the number of RSUs awarded to the executive under the Company s long-term equity incentive award plan, and represents 75% of the total award.

(3) The amounts shown in column (j) reflect the number of stock options granted to the named executive officer under the Company s Long-Term Incentive Plan, and represents

25% of the total award. All options vest at a rate of 25% per year over the first four years of the ten-year option term.

(4) Represents the fair market value of the Company s common stock on the date of grant, based upon the closing market price of the Company s common stock on such date as reported in the *Wall Street Journal*.

(5) The amounts in this column are not actual payments to the executive but, rather, reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended February 24, 2007, in accordance with FAS 123(R) of awards of all equity awards pursuant to the Company s

Long-Term Incentive Plan. There can be no assurance that the amounts reflected in such calculations will be achieved. See Note 14 to the Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the fiscal year ended February 24, 2007 for an explanation of the assumptions made by the Company in the valuation of these equity awards.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

The Company has entered into employment agreements with the following Named Executive Officers: Mr. Claus, Ms. Galgano, Mr. Wiseman and Mr. Richards. The Company also had an employment agreement with Mr. Metzger, whose employment terminated effective as of March 27, 2007. The Company does not have an employment agreement with Mr. Haub.

The following is a summary of the principal provisions of the employment agreements with Mr. Claus, Ms. Galgano, Mr. Wiseman and Mr. Richards.

Term: The employment agreements with Ms. Galgano, Mr. Wiseman and Mr. Richards provide for automatic extensions of the employment period each month for successive 18-month periods unless either the Named Executive Officer or the Company gives written notice in advance not to extend. The employment agreement with Mr. Claus provides for the employment period to expire on August 14, 2008 but is subject to automatic extensions each year for an additional 12-month period unless either Mr. Claus or the Company gives written notice at least 6 months in advance not to extend. In addition, in the case of Mr. Claus, a non-extension of the employment period by the Company is treated in the same manner as a termination of employment by the Company during the employment period (and would, therefore, give rise to the applicable benefits described below depending on whether the non-extension was for Cause, Performance or Permanent and Total Disability or for none of these reasons).

Salary: The employment agreements provide for an annual base salary, to be reviewed by the Compensation Committee periodically (at intervals of not more than 12 months). The current annual base salary rates are: Mr. Claus $750,000, Ms. Galgano $415,000, Mr. Wiseman $415,000, Mr. Richards $415,000.

Annual Cash Incentive Award: The employment agreements provide that the NEO will be eligible to receive annually or otherwise any bonus awards which the Company or authorized committee of the Board determines to award. In the case of Mr. Claus, the target annual incentive compensation opportunity may not be less than 100% of his base salary and the maximum annual incentive compensation opportunity may not be less than 200% of his base salary.

Benefit Programs: The employment agreements provide that the Named Executive Officer will receive such benefits and awards, including without limitation stock options and restricted share awards, as the Compensation Committee shall determine and will be eligible to participate in all employee benefit plans and programs of the Company from time to time in effect for the benefit of senior executives of the Company. The employment agreement with Mr. Claus specifically provides for his continued participation in the Company s SERP and for his service with The Great Atlantic & Pacific Tea Company of Canada Limited to count for purposes of the SERP.

Termination of Employment Due to Permanent and Total Disability: If the NEO incurs a Permanent and Total Disability (as defined in the employment agreement), the Company may terminate the NEO s employment by giving at least 45 days written notice. If the NEO s employment is terminated by reason of Permanent and Total Disability, he or she will be entitled to:

- base salary and other compensation and benefits to the extent actually earned through the date of termination; and

any reimbursement amounts owed.

A Permanent and Total Disability would exist if the NEO is unable to substantially carry out his or her duties by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months.

Termination of Employment by Death: If the NEO dies during the employment period, his or her estate or beneficiaries will be entitled to:

- base salary and other compensation and benefits to the extent actually earned through the date of death;
- any reimbursement amounts owed; and
- any death benefits owed under the Company s employee benefit plans.

Termination of Employment for Cause: The Company may terminate the NEO s employment for Cause. In the case of Ms. Galgano, Mr. Wiseman and Mr. Richards (but not Mr. Claus), such a termination for Cause requires that the Company give at least 45 days written notice. Cause is defined to mean (i) the NEO willfully, substantially and continually fails to perform his or her duties, (ii) the NEO willfully fails to comply with reasonable instructions of certain designated persons, (iii) the NEO willfully engages in conduct which is or would reasonably be expected to be materially and demonstrably injurious to the Company, (iv) the NEO willfully engages in an act or acts of dishonesty resulting in material personal gain to the NEO at the expense of the Company, (v) the NEO is convicted of a felony, (vi) the NEO engages in an act or acts of gross malfeasance in connection with his or her employment, (vii) the NEO commits a material breach of the confidentiality provision of the employment agreement or (viii) the NEO exhibits demonstrable evidence of alcohol or drug abuse having a substantial adverse effect on his or her job performance. If the Company terminates the NEO s employment for Cause, he or she will be entitled to:

- base salary and any other compensation and benefits to the extent actually earned through the date of termination;
- any reimbursement amounts owed; and
- in the case of Mr. Claus,

outstanding stock options held on the date of termination, to the extent then exercisable, shall remain exercisable for a period of 30 days following such termination (but in no event beyond the expiration date of the applicable option).

Termination by NEO Without Good Reason: The NEO may terminate his or her employment without Good Reason (as defined below) by giving the Company at least 45 days written notice. If the NEO terminates his or her employment without Good Reason, he or she will be entitled to:

base salary and any other compensation and benefits to the extent actually earned through the date of termination; and

any reimbursement amounts owed.

Termination by Company Without Cause: The Company may terminate the NEO s employment other than for Cause, Permanent and Total Disability or, in the case of Mr. Claus, Performance, by giving at least 45 days written notice. The benefits payable upon a termination of employment without Cause depend upon whether the termination occurs in connection with a Change of Control as described below.

Termination by NEO for Good Reason: The NEO may terminate his or her employment for Good Reason by giving the Company at least 45 days written notice, *provided* he or she gives such notice within 3 months of the occurrence of the event constituting Good Reason. Good Reason is defined as:

a significant reduction in the scope of

authority, functions, duties or responsibilities of the NEO;

any reduction in base salary; or

a significant reduction in employee benefits other than in connection with an across-the-board reduction similarly affecting substantially all senior executives of the Company.

In the case of Ms. Galgano, Good Reason also includes: (i) being required to report directly to someone other than the CEO or (ii) relocation of her office more than 50 miles away from her current office location. In the case of Mr. Richards, Good Reason also includes being required to report directly to someone other than the President or Chief Executive Officer. The benefits payable upon a termination of employment for Good Reason depend upon whether the termination occurs in connection with a Change of Control as described below.

Benefits upon Termination without Cause or for Good Reason (No Change of Control): If the Company terminates the NEO s employment other than for Cause, Permanent and Total Disability or, in the case of Mr. Claus, Performance, or the NEO terminates employment for Good Reason, and the termination of employment does not occur within 13 months of a Change of Control (as defined in the employment agreements), he or she will be entitled to:

- base salary and any other compensation and benefits to the extent actually earned through the date of termination;

- any reimbursement amounts owed;

- 18 months (24 months in the case of Mr. Claus) of pay, in monthly payments each equal to $^1/_{12}$ of the sum of base salary and the average of the three highest bonuses in the five calendar years preceding the termination;

- pro rata bonus for the year in which the termination occurred;

- 18 months (24 months in the case of Mr. Claus) of medical, dental, vision, life insurance and, if reasonably commercially available, Long-Term Disability coverage; and

in the case of Mr. Claus, any outstanding stock options held as of the date of termination, to the extent then exercisable, shall remain exercisable for a period of twelve months following such termination of employment (but in no event beyond the expiration date of the applicable option).

Mr. Wiseman s and Mr. Richards entitlement to the foregoing benefits is conditioned on his execution of a confidential separation and release agreement. A Change of Control is deemed to occur if (i) any persons or group (other than the Company, any subsidiary of the Company and Tengelmann Warenhandelsgesellschaft KG or its successor (Tengelmann)) shall beneficially own, directly or indirectly, at least 30% of the total voting power of all classes of capital stock of the Company entitled to vote generally in the election of the Board and such voting power exceeds the then current voting power of Tengelmann, (ii) control of Tengelmann is acquired by any person or persons other than family members or entities controlled by family members of Erivan Haub, (iii) current directors (and successors whose nomination or election was approved by $^{2}/_{3}$ of the current directors or such successors) cease to constitute a majority of the members of the Board, (iv) the shareholders of the Company approve a plan of complete liquidation of the Company or a merger or consolidation of the Company (other than a merger or consolidation in which the holders of Company common stock immediately prior to the merger or consolidation have directly or indirectly at least a majority of the common stock of the continuing or surviving corporation immediately after the merger or consolidation, or the Board immediately prior to the merger or consolidation would immediately after the merger or consolidation constitute a majority of the board of the continuing or surviving corporation, or (v) the shareholders of the Company approve an agreement or agreements providing for the sale or other disposition of all or substantially all of the Company s assets.

Benefits upon Termination without Cause or for Good Reason (Change of Control): If the Company terminates the NEO s employment other than for Cause, Permanent Disability or, in the case of Mr. Claus, Performance, or the NEO terminates employment for Good Reason, and the termination of employment occurs within 13 months of a Change of Control, he or she will be entitled to:

base salary and any other compensation and benefits to the extent actually earned through the date of termination;

any reimbursement amounts owed;

payment equal to three times the sum of annual base salary and the average of the three highest bonuses in the five calendar years preceding termination paid in a lump sum within 45 days of the termination;

pro rata bonus for the year of termination of employment;

36 months of medical, dental, vision, life insurance, and, if reasonably commercially available, Long-Term Disability coverage; and

in the case of Mr. Claus, any outstanding stock options held on the date of termination, to the extent then exercisable, shall remain exercisable for a period of twelve months following such termination of employment (but in no event beyond the expiration date of the applicable option).

Mr. Wiseman s and Mr. Richards entitlement to the foregoing benefits is conditioned on his execution of a confidential separation and release agreement.

Termination for Performance (Mr. Claus only): The employment agreement with Mr. Claus (but not the employment agreement with Ms. Galgano, Mr. Wiseman or Mr. Richards) provides that the Company may, upon written notice to Mr. Claus, terminate Mr. Claus s employment for failure to meet satisfactory performance. If the Company terminates Mr. Claus s employment for performance, he will be entitled to:

base salary and any other compensation and benefits to the extent actually earned through the date of termination;

any reimbursement amounts owed;

12 months of severance pay (each monthly payment equals $^{1}/_{12}$ of annual base salary);

12 months of continued coverage by the medical plans of the Company; and

outstanding stock options held on the date of termination, to the extent then exercisable, shall remain exercisable for a period of three months following such termination of employment (but in no event beyond the expiration date of the applicable option).

Excise Tax Gross-Up: The employment agreements provide that, if any payment or benefit to the NEO under the employment agreement or otherwise would be subject to the excise tax on excess parachute payments or interest or penalties with respect thereto, the Company will pay the NEO a gross-up amount designed to put him or her in the same after-tax position as if such excise tax, interest and penalties had not been imposed.

Non-competition: The employment agreements include non-competition restrictions in effect during employment and for a period of time following termination of employment. These non- competition restrictions are in effect for 18 months following termination of employment, except that in the case of Mr. Claus, the period that the non-competition restrictions are in effect following termination of employment will be (i) 12 months if he is terminated by the Company for Performance, (ii) 24 months if he is terminated by the Company other than for Cause, Permanent and Total Disability or Performance or terminates his employment for Good Reason and the termination is not within 13 months following a Change of Control, and (iii) 36 months if he is terminated by the Company other than for Cause, Permanent and Total Disability or Performance or terminates his employment for Good Reason and the termination is within 13 months following a Change of control. The non-competition restrictions are defined in terms of (i) geography (applying to geographical areas of the U.S. or Canada in which the Company conducts business directly or indirectly) and (ii) the type of business (applying to businesses similar to the types of businesses conducted by the Company to any significant extent during the NEO s period of employment or on the date of termination of employment).

Confidentiality: The NEOs are prohibited from disclosing, directly or indirectly, confidential information relating to the Company except as necessary and appropriate in connection with his or her employment.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock Held that Have Not Vested (#)	Market Value of Shares or Units of Stock Held that Have Not Vested ($)
Claus, Eric	09/06/2005					189,618	$ 5,891
	04/19/2006					48,381	$ 1,503
	04/19/2006		25,911	$ 27.71	04/19/2016		
Galgano, Brenda	03/19/2002	11,378		$ 22.05	03/19/2012		
	03/17/2003		1,897	$ 3.63	03/17/2013		
	03/17/2003		2,845	$ 3.63	03/17/2013		
	03/09/2004		6,322	$ 6.32	03/09/2014		
	03/03/2005					63,206	$ 1,963
	10/28/2005					25,283	$ 785
	04/19/2006					13,026	$ 404
	04/19/2006		6,976	$ 27.71	04/19/2016		
Haub, Christian	03/18/1997	126,412		$ 21.95	03/18/2007		
	03/24/1998	63,206		$ 23.92	03/24/2008		
	02/26/1999	94,809		$ 24.96	02/26/2009		
	03/20/2000	104,290		$ 14.18	03/20/2010		
	03/20/2001	189,618		$ 7.16	03/20/2011		
	03/03/2005					221,221	$ 6,873
	04/19/2006					31,464	$ 977
	04/19/2006		16,851	$ 27.71	04/19/2016		
Metzger, John E.	10/18/1999	11,378		$ 23.73	10/18/2009		
	02/11/2002	11,974		$ 19.50	02/11/2012		
	02/11/2002	13,309		$ 19.50	02/11/2012		
	03/17/2003	15,802		$ 3.63	03/17/2013		
	03/17/2003	10,534		$ 3.63	03/17/2013		
	03/17/2003		5,268	$ 3.63	03/17/2013		
	03/17/2003	23,703		$ 3.63	03/17/2013		
	03/17/2003		7,901	$ 3.63	03/17/2013		
	03/03/2005					88,489	$ 2,749

	04/19/2006					18,270	$	567
	04/19/2006	9,784	$	27.71	04/19/2016			
Wiseman, Paul	09/12/2005					88,489	$	2,749
	04/19/2006					13,026	$	404
	04/19/2006	6,976	$	27.71	04/19/2016			
Richards, Allan	03/01/2004	9,481	$	6.28	03/01/2014			
	03/03/2005					88,489	$	2,749
	04/19/2006					13,026	$	404
	04/19/2006	6,976	$	27.71	04/19/2016			

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OPTION EXERCISES AND STOCK VESTED

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise or Vesting (#)**	**Value Realized upon Exercise or Vesting ($)(1)**	**Number of Shares Acquired on Exercise or Vesting (#)**	**Value Realized Upon Exercise or Vesting ($)(1)**
Claus, Eric	0	$ 0.00	0	$ 0.00
Galgano, Brenda(2)	15,486	$ 20,747.00	0	$ 0.00
Haub, Christian	0	$ 0.00	0	$ 0.00
Metzger, John E.	36,662	$ 589,790.87	0	$ 0.00
Wiseman, Paul	0	$ 0.00	0	$ 0.00
Richards, Allan	4,741	$ 84,307.57	0	$ 0.00

(1) Figures based on the difference between the closing price of Company common stock on date of exercise and the exercise price of options as of date of grant, multiplied by number of options exercised.

(2) Ms. Galgano

purchased and held her shares of stock.

PENSION BENEFITS

Name(1)	**Plan Name**	**Number of Years of Credited Service (#)(2)**	**Present Value of Accumulated Benefit ($)(3)**	**Payments During Last Fiscal Year ($)**
Claus, Eric	SERP	4.25	$ 291,908.96	$
Galgano, Brenda	SERP	7.33	$ 97,842.37	$
Metzger, John E.	SERP	7.33	$ 347,765.74	$
Wiseman, Paul	SERP	2.92	$ 75,618.13	$
Richards, Allan	SERP	2.92	$ 69,313.05	$

(1) Mr. Haub does not participate in this plan.

(2) The Number of Years of credited service is represented in the table as of 2/24/07.

(3) The Present Value of Accumulated Benefits reflects benefits payable at normal retirement age based on the same assumptions used for Pension Disclosure in

the footnotes to the Annual Report, including a discount rate of 5.75%.

NON-QUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in Last FY ($)	Aggregate Interest Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions ($)(1)(2)	Aggregate Balance at Last FYE ($)
Claus, Eric	$	$	$	$
Haub, Christian	$	$ 42,780	$ 313,609	$
Galgano, Brenda	$	$	$	$
Metzger, John E.	$	$ 16,415	$ 119,243	$
Wiseman, Paul	$	$	$	$
Richards, Allan	$	$	$	$

(1) These distributions are based on an election made for the fiscal 2003 Bonus Plan Year. Original deferred amount for Mr. Haub was $248,160 and for Mr. Metzger was $94,245.

(2) Distribution was made to both executives in the full amount in January of

2007.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following table shows the amounts that would be payable to the Company s Named Executive Officers, assuming a termination of employment occurred on February 24, 2007 qualifying the NEO to receive termination benefits (except that the figures with respect to Mr. Metzger represent the benefits actually payable upon his termination of employment):

Name	Cash Severance Payments(1)	Pro Rata Bonus	Continuation of Medical/ Welfare Benefits	Accelerated Vesting of Stock Options	Accelerated Vesting of Restricted Stock Units	Excise Ta Gross-U
Claus, Eric						
Involuntary or Good Reason Termination No Change in Control	$ 2,454,782	$ 750,000	$ 25,150	$	$	$
Involuntary or Good Reason Termination Change in Control	$ 3,682,172	$ 750,000	$ 37,775	$ 87,061	$ 7,394,629	$ 2,651.
Termination for Performance	$ 750,000	$	$ 12,575	$	$	$
Galgano, Brenda						
Involuntary or Good Reason Termination No Change in Control	$ 893,705	$ 211,750	$ 18,863	$	$	$
Involuntary or Good Reason Termination Change in Control	$ 1,787,410	$ 211,750	$ 37,775	$ 310,030	$ 3,154,071	$ 1,276.
Haub, Christian						
Involuntary Termination No Change in Control	$	$	$	$	$	$
Involuntary Termination	$	$	$	$ 56,619	$ 7,850,923	$

Change in Control						
Metzger, John Actual Termination of Employment(2)	$ 1,139,958	$ 245,700	$ 18,863	$	$	$
Wiseman, Paul Involuntary or Good Reason Termination No Change in Control	$ 872,994	$ 211,750	$ 18,863	$	$	$
Involuntary or Good Reason Termination Change in Control	$ 1,745,988	$ 211,750	$ 37,775	$ 23,439	$ 3,154,071	$ 1,172,
Richards, Allan Involuntary or Good Reason Termination No Change in Control	$ 945,154	$ 211,750	$ 18,863	$	$	$
Involuntary or Good Reason Termination Change in Control	$ 1,890,308	$ 211,750	$ 37,775	$ 258,473	$ 3,154,071	$ 1,247,

(1) Payments include bonus based on the average bonus of the highest three in the last five years.

(2) Mr. Metzger was terminated at the end of the fiscal year and is currently collecting severance; the figures represent his actual termination benefits.

The table above does not include payments and benefits to the extent they are provided on a nondiscriminatory basis to salaried employees generally upon termination of employment such as disability benefits, life insurance payable upon death during employment, 401(k) plan vested benefits, and accrued vacation pay. The table also does not include pension benefits that become payable upon termination of employment, which are set forth in the Pension Plan table.

The benefits payable under the employment agreements entered into with Mr. Claus, Ms. Galgano, Mr. Wiseman and Mr. Richards upon termination of employment under specific circumstances are described on pages C-11 to C-14 under the heading Employment Agreements . Mr. Haub does not have an employment agreement with the Company and, therefore, his entitlement, if any, to severance compensation in the event of his termination of employment is subject to the discretion of the Governance Committee.

Mr. Metzger s employment was terminated on February 9, 2007, which termination became effective on March 27, 2007. Mr. Metzger is being paid in accordance with the terms and conditions of his employment agreement. Specifically, Mr. Metzger is entitled to receive the following payments and benefits: 18 months of severance pay, with each monthly payment equal to $^{1}/_{12}$ of the sum of base salary and the average of the three highest bonuses in the five calendar years preceding the termination, 100% of earned bonus under the Company s MIP for fiscal year 2006, and 18 months of medical, dental, vision, life insurance and long-term disability insurance. In addition, Mr. Metzger purchased his company-owned car at a price of $32,000, which was $18,000 less than fair market value. Mr. Metzger s outstanding restricted stock units were forfeited upon his termination of employment. The figures in the table above with respect to Mr. Metzger represent the benefits actually payable to Mr. Metzger upon termination of employment.

The terms of outstanding stock options provide as follows: (i) the option will become fully exercisable upon a Change of Control (as defined in the Company s 1998 Long Term Incentive and Share Award Plan), (ii) in the event of the optionee s death while employed by the Company or its parent or subsidiary, the option will become fully exercisable until the first anniversary of the optionee s death, (iii) in the event of the optionee s death after termination of employment but while the option is still exercisable, the option will remain exercisable until the first anniversary of the optionee s death but only to the extent the option had become exercisable during employment, (iv) in the event the optionee becomes disabled (as defined in the option agreement), the option will remain exercisable until the first anniversary of the optionee s becoming disabled but only to the extent the option had become exercisable during employment, (v) in the event of the optionee s retirement under a tax-qualified pension or retirement plan of the Company or its parent or subsidiary, the option will become fully exercisable for the remainder of its term, (vi) in the event the optionee s employment is terminated without cause (as defined in the option agreement) by the Company or its parent or subsidiary or with the written consent of the Company or its parent or subsidiary, the option will remain exercisable until the first anniversary of termination of employment but only to the extent the option had become exercisable during employment, (vii) in the event the optionee s employment is terminated for cause (as defined in the option agreement) by the Company or its parent or subsidiary, the option will terminate immediately upon termination of employment, and (viii) in the event of the termination of employment for any reason not described above, the option will remain exercisable for three months following termination of employment but only to the extent the option had become exercisable during employment; *provided, however,* that in no event may an option be exercised after the expiration of its ten-year term. The terms of outstanding options also provide that, in the event the optionee attains age 64 while employed by the Company or its parent or subsidiary, the option becomes fully exercisable for the remaining term of the option on the later of the optionee s attainment of age 64 or the date which is 6 months after the grant date. In the event of a Change of Control (as defined in the Company s 1998 Long Term Incentive and Share Award Plan), all outstanding restricted stock units become fully vested. The terms of outstanding restricted stock units provide that such units will be forfeited immediately upon a termination of employment for any reason.

The table above shows the value of the accelerated exercisability of stock options and the value of the accelerated vesting of restricted stock units if an event giving rise to accelerated vesting occurs as of February 24, 2007.

In the event of a termination by the Company for cause, a termination by the named executive officer without Good Reason, death, disability or retirement, the named executive officer will not be entitled to any compensation or benefits other than compensation and benefits generally available to all salaried employees on a nondiscriminatory basis and pension benefits under SERP.

BOARD OF DIRECTORS OF THE COMPANY

Board of Directors Compensation

The Company does not pay directors who are also officers of the Company any additional compensation or benefits for serving on the Board. However, as discussed below, the Executive Chairman receives compensation from Metro, Inc., the Company s Canadian affiliate, for services rendered on its Board of Directors. The Company pays non-employee directors pursuant to the 2004 Non-Employee Director Compensation Plan (the Plan). The Plan provides for the payment of a portion of the compensation in cash and a portion in shares of common stock. On April 19, 2006 the Board adopted amendments to the Plan to conform to Section 409A of the Internal Revenue Code. These amendments were approved by the stockholders on July 13, 2006.

Each non-employee director is paid an annual retainer of $32,000, attendance fees of $1,000 for each Board meeting attended and $1,000 for each Committee meeting attended if substantial time or effort is involved, plus expenses of attendance. If two (2) or more compensable meetings are held on the same day, the fee for the second meeting is limited to $500. The Company pays the Lead Director an additional annual retainer of $120,000. The Company pays an additional annual retainer to the Chair of each Committee, except for the Executive Committee Chair who receives no additional retainer. The Chairs of the Human Resources & Compensation and Governance Committees receive an additional annual retainer in the amount of $8,000, and the Chair of the Audit & Finance Committee receives an additional $10,000 per year.

Further, the Company makes an annual award to each non-employee director of a number of shares of common stock equal to $90,000, divided by the closing price of its common stock on the NYSE, as reported in the Wall Street Journal on the date of grant, namely, the first business day after the applicable Annual Meeting of Stockholders. The Plan further specifies that a non-employee director, who at the Company s request sits on the board of directors of a Company affiliate, may retain any director compensation paid by such affiliate. Each non-employee director may elect to defer all or any portion of his/her cash and equity compensation. A non-employee director shall always be fully vested in his/her deferral account. The Company s obligation to pay benefits under the Plan, however, represents an unfunded, unsecured obligation of the Company and no non-employee director will have any secured interest or claim in any assets or property of the Company.

Under the Plan, the Company implemented stock ownership guidelines for the non-employee directors. Under these guidelines, the non-employee directors are expected to own common shares or share equivalents with an aggregate market value of $150,000. For purposes of these guidelines, stock ownership includes shares over which the director has direct or indirect ownership or control. Directors are expected to meet their ownership requirements within a reasonable time of becoming subject to the guidelines. Each director subject to the Plan currently meets the requirements of the stock ownership guidelines.

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)(4)	All Other Compensation ($)	Total ($)
Barline, John	53,018.56	134,981.46(3)	$	188,000.02
Böckel, Jens-Jürgen	48,016.16	134,983.89(3)	$	183,000.05
Gaunt, Bobbie	201,186.08	135,000.00	$	336,186.08
Kourkoumelis, Dan	75,500.08	135,000.00	$	210,500.08
Lewis, Ed	71,849.34	134,983.89(3)	$	206,833.23

Tart-Bezer, Maureen	81,500.00	135,000.00	$	216,500.00

(1) Consists of the fees earned or paid in cash in fiscal 2006

(2) This amount represents the total fees paid in stock for the fiscal year ended February 24, 2007. The annual award is $90,000; the $135,000 award for fiscal 2006 is the sum of the annual award and a retroactive one-time award of $45,000 for service in 2005. Where the director elects to

receive all or a portion of his/her stock award immediately, the award is issued in an amount of whole shares whose total value is nearest to, but not in excess of, the dollar amount of the award. Any balance of fractional share units due the directors are paid in cash and are reflected in the column entitled Fees Earned or Paid in Cash . For those directors who defer their award, the entire award (including fractional shares) is placed in a director deferred stock account.

(3) Messrs. Böckel and Lewis elected to receive their awards immediately. Mr. Barline elected to defer 50% of his award, and to receive 50% of his award immediately. For the reasons set forth in footnote 2, above, fractional share units were paid to them in the amounts of $18.54 for Mr. Barline, and $16.11 for each of Dr. Böckel and Mr. Lewis. These cash amounts are included in the column entitled Fees Earned or Paid in Cash .

(4) The aggregate stock awards outstanding as of May 21, 2007 for each of the directors is as follows: Mr. Barline $225,000; Mr. Böckel $225,000; Ms. Gaunt $225,000; Mr. Kourkoumelis $225,000; Mr. Lewis $225,000; and Ms.

Tart-Bezer $225,000.

Executive Chairman Christian Haub and Lead Director Bobbie Gaunt, at the request of the Company, serve on the Board of Directors for the Company s Canadian affiliate, Metro, Inc. Mr. Haub also sits on the Executive and Governance Committees and Ms. Gaunt is on the Audit and Human Resources Committees. Each is compensated for these services pursuant to Metro, Inc. s plan for director compensation. The annual director s retainer is $CN35,000, and the annual Committee member s retainer is $CN2,500 except for the Audit Committee where the retainer is $CN5,000. Attendance fees are $CN1,250 per meeting, except that for telephonic committee meetings the fee is $CN625. Payment is on a quarterly basis. However, the base annual retainer is paid in deferred stock units or, at the director s option, 50% in the form of Class A Subordinate Shares of Metro, Inc. until the director holds three times the base annual retainer in deferred stock units and/or shares. Thereafter the director will continue to receive at least 25% of total compensation in shares or, at the director s election, in deferred stock units. In fiscal 2006, Ms. Gaunt received total payments in the amount of CN$55,783.34 in connection with her service on the Metro, Inc. Board and Committees. Mr. Haub received total payments in the amount of CN$49,801.68 in connection with his service on the Metro, Inc. Board and Committees.

SPECIAL MEETING OF STOCKHOLDERS OF

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

, 2008

PLEASE DATE, SIGN AND MAIL YOUR PROXY CARD IN THE ENVELOPE PROVIDED AS SOON AS POSSIBLE.

Please detach along perforated line and mail in the envelope provided.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4 AND 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

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		For	Against	Abstain
(1)	Proposal to approve an amendment to the Companys charter in the form attached to the accompanying proxy statement as Appendix A and incorporated herein by reference to increase the total number of shares of common stock which the Company has authority to issue from 80,000,000 shares to 160,000,000 shares.	o	o	o
	(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)			
(2)	Proposal to approve the issuance of the Companys common stock pursuant to a net share settlement of the warrants described in the accompanying proxy statement.	o	o	o
	(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)			
(3)	Proposal to approve the issuance of an additional 1,577,569 shares of the Companys common stock pursuant to the share lending agreements described in the accompanying proxy statement.	o	o	o
	(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)			
(4)	Proposal to approve the adoption of the Companys 2008 Long Term Incentive and Share Award Plan.	o	o	o
	(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)			
(5)	Proposal to adjourn or postpone the Special Meeting, if necessary, to	o	o	o

solicit additional proxies.

(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)

In their discretion, the Proxies are authorized to vote and otherwise represent the undersigned on such other matters as may properly come before the Special Meeting or any adjournment or postponement thereof.

To change the address on your account, please check the box at right and indicate your new address in the space below. Please note that changes to the registered name(s) on the account may not be submitted via this method.	o

Signature of Stockholder	Date:

NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dear Stockholder:

We are pleased to send you our Proxy Statement. The Special Meeting of Stockholders will be held at 9:00 A.M. (E.S.T.) on , 2008 at The Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff Lake, New Jersey. If you are interested in further information about the Company, you are invited to contact our Treasury Department at the executive offices at 2 Paragon Drive, Montvale, New Jersey or access the Company's home page at www.aptea.com.

Sincerely,

Allan Richards,
Senior Vice President,
Human Resources, Labor Relations,
Legal Services & Secretary

IMPORTANT NOTICE: All Special Meeting attendees may be asked to present a valid government-issued photo identification, such as a driver's license or passport, before entering the meeting. In addition, video and audio recording devices and other electronic devices will not be permitted at the Special Meeting, and attendees will be subject to security inspections.

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

PROXY - FOR THE SPECIAL MEETING - , 2008
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

The undersigned, having received the Notice of Meeting and Proxy Statement dated , 2008, hereby appoints CHRISTIAN W.E. HAUB, ALLAN RICHARDS and CHRISTOPHER MCGARRY, and each or any of them, as Proxies with full power of substitution, to attend the Special Meeting of Stockholders to be held at 9:00 A.M. (E.S.T.) , 2008, at The Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff Lake, New Jersey, and any adjournment or postponement thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such meeting and otherwise to represent the undersigned at the meeting, with all powers which the undersigned would possess if personally present. The undersigned hereby acknowledges receipt of the Notice of the Special Meeting of Stockholders and of the accompanying Proxy Statement, the terms of each of which are incorporated herein by reference, and revokes any proxy heretofore given with respect to such meeting.

THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF THIS PROXY IS EXECUTED BUT NO DIRECTION IS MADE, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST "FOR" PROPOSALS 1, 2, 3, 4 AND 5, ALL OF SAID ITEMS BEING MORE FULLY DESCRIBED IN THE NOTICE OF MEETING AND THE ACCOMPANYING PROXY STATEMENT. THE UNDERSIGNED RATIFIES AND CONFIRMS ALL THAT SAID PROXIES OR THEIR SUBSTITUTES MAY LAWFULLY DO BY VIRTUE HEREOF.

(TO BE SIGNED ON REVERSE SIDE)

SPECIAL MEETING OF STOCKHOLDERS OF

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

, 2008

PROXY VOTING INSTRUCTIONS

MAIL - Date, sign and mail your proxy card in the envelope provided as soon as possible.

- OR -

TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

- OR -

INTERNET - Access www.voteproxy.com and follow the on-screen instructions. Have your proxy card available when you access the web page.

COMPANY NUMBER

ACCOUNT NUMBER

You may enter your voting instructions at 1-800-PROXIES or www.voteproxy.com up until 11:59 P.M. Eastern Standard Time the day before the cut-off or meeting date.

Please detach along perforated line and mail in the envelope provided IF you are not authorizing a proxy via telephone or the Internet.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4 AND 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

		For	Against	Abstain
(1)	Proposal to approve an amendment to the Companys charter in the form attached to the accompanying proxy statement as Appendix A and incorporated herein by reference to increase the total number of shares of common stock which the Company has authority to issue from 80,000,000 shares to 160,000,000 shares. (THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)	o	o	o
(2)	Proposal to approve the issuance of the Companys common stock pursuant to a net share settlement of the warrants described in the accompanying proxy statement.	o	o	o

(THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR)

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(3)	Proposal to approve the issuance of an additional 1,577,569 shares of the Company's common stock pursuant to the share lending agreements described in the accompanying proxy statement. (THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR")	o	o	o
(4)	Proposal to approve the adoption of the Company's 2008 Long Term Incentive and Share Award Plan. (THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR")	o	o	o
(5)	Proposal to adjourn or postpone the Special Meeting, if necessary, to solicit additional proxies. (THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR")	o	o	o

In their discretion, the Proxies are authorized to vote and otherwise represent the undersigned on such other matters as may properly come before the Special Meeting or any adjournment or postponement thereof.

This Confidential Voting Instruction Form represents voting rights in the following number of equivalent shares of the Company's common stock as of , 2008.

To change the address on your account, please check the box at right and indicate your new address in the space below. Please note that changes to the registered name(s) on the account may not be submitted via this method. o

Signature of Stockholder Date:

NOTE: Please sign exactly as your name or names appear on this Confidential Voting Instruction Form. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

CONFIDENTIAL VOTING INSTRUCTION FORM

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.

SAVINGS PLAN

PRUDENTIAL TRUST COMPANY - TRUSTEE

I hereby direct that the votes entitled to be cast with respect to shares of The Great Atlantic & Pacific Tea Company, Inc. held by the Trustee and allocated to my account shall be cast at the Special Meeting of Stockholders of the Company, to be held on □, 2008, and at any adjournment or postponement of such meeting, as specified herein, **and, if no direction is specified, that such votes shall be cast □FOR□ Proposals 1, 2, 3, 4 and 5**.

By my signature on the reverse, I hereby acknowledge receipt of the Notice of the Special Meeting and the Proxy Statement dated □, 2008.

PLEASE SIGN, DATE AND RETURN THIS FORM BEFORE 5:00 P.M. EASTERN STANDARD TIME ON □, 2008. AS TO MATTERS COMING BEFORE THE MEETING FOR WHICH NO SIGNED DIRECTION IS RECEIVED BY THE TRUSTEE PRIOR TO 5:00 P.M. EASTERN STANDARD TIME ON □, 2008, THE TRUSTEE MAY CAST VOTES ON YOUR BEHALF IN SUCH MANNER AS THE TRUSTEE MAY, IN ITS DISCRETION, DETERMINE.

PLEASE MARK, SIGN AND DATE ON THE REVERSE SIDE, AND RETURN IN THE ENCLOSED ENVELOPE.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)

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Reconciliations between the Disclosed non-GAAP Financial Measures and

the Most Directly Comparable GAAP Financial Measures

1. Capital expenditures

	10th Fiscal Term (FY 2000)	11th Fiscal Term (FY 2001)	12th Fiscal Term (FY 2002)
			(100 millions of yen)
a. Purchases of property, plant and equipment	(8,034)	(8,632)	(7,005)
b. Purchases of intangible and other assets	(1,541)	(1,995)	(1,642)
c. Effects of timing difference between acquisition dates and payment dates	(553)	304	108
Capital expenditures {=-(a+b+c)}	10,128	10,323	8,540

(Note) Capital expenditures are calculated on an accrual basis for the purchases of property, plant and equipment, and intangible and other assets.

2. EBITDA and EBITDA margin

	10th Fiscal Term (FY 2000)	11th Fiscal Term (FY 2001)	12th Fiscal Term (FY 2002)
			(100 millions of yen)
a. Operating income	7,786	10,009	10,567
b. Depreciation and amortization expenses + Losses on sale or disposal of property, plant and equipment	6,467	6,797	7,795
c. EBITDA (=a+b)	14,253	16,806	18,363
d. Total operating revenues	41,781	46,593	48,091
EBITDA margin (=c/d)	34.1%	36.1%	38.2%

3. ROCE after tax effect

	10th Fiscal Term (FY 2000)	11th Fiscal Term (FY 2001)	12th Fiscal Term (FY 2002)
			(100 millions of yen)
a. Operating income	7,786	10,009	10,567
b. Operating income after tax effect {=a*(1-effective tax rate of 42%)}	4,516	5,805	6,129
c. Capital employed	37,838	47,415	47,725
ROCE before tax effect (=a/c)	20.6%	21.1%	22.1%
ROCE after tax effect (=b/c)	11.9%	12.2%	12.8%

(Notes)

Capital employed = Two fiscal year ends average of (Shareholders equity + Interest bearing liabilities)

Interest bearing liabilities = Current portion of long-term debt + Short-term borrowings + Long-term debt

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Memorandum for Shareholders

Business term:	March 31 of each year
Day for deciding shareholders to whom second-half dividends will be paid:	March 31 of each year
Day for deciding shareholders to whom interim dividends will be paid:	September 30 of each year
Reregister of ownership of shares:	**Transfer agent** UFJ Trust Bank Ltd. 1-4-3 Marunouchi, Chiyoda-ku, Tokyo
Office which receives mail:	**Office for transaction of business** Corporate Agency Department of UFJ Trust Bank Ltd. 7-10-11 Higashisuna, Koto-ku, Tokyo 137-8081
Office which receives telephone inquiries:	**Tel.: 03-5683-5111** **Agencies:** Branches of UFJ Trust Bank Ltd. nationwide
Newspaper in which announcement will be made:	The Nihon Keizai Shimbun

The progress of the 12th regular general shareholders meeting, to be held on June 19 this year, will be made public on our Web site.

Home page URL:	http://www.nttdocomo.co.jp/ You will be able to view the progress by clicking information for investors and then general shareholders meeting
[Simultaneous relay]	
Content of what will be made public:	Progress from the beginning to the end * As for the part covering questions from shareholders, the voice of shareholders who will consent to the opening of their questions to the public and the images of directors will be released.
Time and date of release:	From 10:00 a.m. on Thursday, June 19, 2003 to the end of the general shareholders meeting
How to peruse:	When you access progress of general shareholders meeting using the URL given above, the display for inputting password will be indicated. Then you will input the voting rights exercise code and click the login button. The voting rights exercise code is written on the form for voting rights exercise.
[Videotaped relay]	
Content of what will be made public:	Progress from the beginning to the end * The part covering questions from shareholders will be made public in the text form.
Period of release:	From Wednesday, June 25, 2003 to Tuesday, September 30, 2003
How to peruse:	You can peruse the videotaped relay by accessing progress of the general shareholders meeting using the URL given above.

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NTT DoCoMo, Inc.

Sanno Park Tower, 11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo 100-6150, Japan

Phone:03-5156-1111

http://www.nttdocomo.co.jp/