

To Shareholders

**Internet Disclosure of  
the Notice of Convocation of the 20th Ordinary General  
Meeting of Shareholders**

May 26, 2011

**NTT DOCOMO, INC.**

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In accordance with the applicable laws and regulations, and the provisions of Article 13 of the Company's Articles of Incorporation, the aforesaid information is deemed to have been provided to the shareholders by being available at the Company's following website:

(<http://www.nttdocomo.co.jp/english/corporate/ir/event/meeting/index.html>).

## **1. Notes to Consolidated Financial Statements**

### **Accounting basis for the consolidated financial statements**

#### **Summary of significant accounting and reporting policies**

##### 1. Basis of preparation of consolidated financial statements

The consolidated statutory report including consolidated balance sheet, consolidated statement of income and comprehensive income and consolidated statement of shareholders' equity is prepared on the basis of accounting principles generally accepted in the United States of America ("U.S. GAAP"), in compliance with Paragraph 1, Article 3 of supplementary provision (Ordinance of the Ministry of Justice No. 46 of December 11, 2009) of the Japanese Company Accounting Regulations. However, in compliance with the article, certain disclosure that is required on the basis of U.S.GAAP is omitted.

##### 2. Valuation of inventories

Inventories are stated at the lower of cost or market. The cost of equipments sold is determined by the first-in, first-out method. Inventories consist primarily of handsets and accessories and the Company evaluates its inventories for obsolescence on a periodic basis and records adjustments as required.

##### 3. Valuation of securities

The Company accounts for its securities in accordance with FASB Accounting Standards Codification ("ASC") 320 "Investments—Debt and Equity Securities".

(1) Held-to-maturity securities are carried at amortized cost.

(2) Available-for-sale securities whose fair value is readily determinable are stated at fair value as of the end of the fiscal year. The unrealized holding gains and losses, net of applicable deferred tax assets/liabilities, are not reflected in earnings, but directly reported as a separate component of equity. The cost of securities sold is determined by the moving-average method with the exception of debt securities sold, whose cost is determined by the first-in, first-out method.

#### 4. Depreciation and amortization of non-current assets

##### (1) Property, plant and equipment

Declining balance method (Straight-line method in the case of buildings)

##### (2) Goodwill and other intangible assets

Straight-line method (However, in accordance with ASC 350 “Intangibles—Goodwill and Other,” goodwill and other intangible assets that have indefinite useful lives are not amortized, but are tested for impairment at least annually.)

#### 5. Accounting for allowances

##### (1) Allowance for doubtful accounts

The Company provides for doubtful accounts principally in an amount computed based on the historical bad debt ratio during a certain reference period and the estimated uncollectible amount based on the analysis of certain individual accounts including claims in bankruptcy.

##### (2) Liability for employees’ retirement benefits

In accordance with ASC715 “Compensation—Retirement Benefits”, to provide for employees’ retirement benefits, the liability for employees’ retirement benefits is calculated based upon the projected benefit obligation and the fair value of plan assets at the end of the fiscal year.

Prior service cost is amortized over the expected average remaining service periods of employees on a straight-line basis.

Actuarial net loss in excess of 10% of the greater of the projected benefit obligation or the fair value of plan assets is amortized over the expected average remaining service period of employees on a straight-line basis.

##### (3) Accrued liabilities for point programs

The Company offers “docomo Points Service”, which provides benefits, including discount on handset, to customers in exchange for points that we grant customers based on the usage of cellular or other services and records “Accrued liabilities for point programs” relating to the points that customers earn.

#### 6. Consumption tax

Consumption tax is separately accounted for by excluding it from each transaction amount.

## Scope of Consolidation and Application of Equity Method

There were 127 consolidated subsidiaries and 27 equity method affiliates as of March 31, 2011.

## Note to Consolidated Balance Sheet

Accumulated other comprehensive income (loss) includes the amounts of unrealized holding gains (losses) on available-for-sale securities, change in fair value of derivative instruments, foreign currency translation adjustment and pension liability adjustment.

## Note to Consolidated Statement of Changes in Equity

### 1. The class and number of the issued shares

Class of shares	Number of shares as of March 31, 2010	Increase during the year ended March 31, 2011	Decrease during the year ended March 31, 2011	Number of shares as of March 31, 2011
Shares of common stock of the Company	43,790,000	-	140,000	43,650,000

(Note) The decrease of 140,000 shares was due to retirement of treasury stock.

### 2. Dividends

#### (1) Cash dividends paid

Resolution	Class of shares	Total cash dividends paid (millions of yen)	Cash dividends per share (yen)	Date of record	Date of payment
The general meeting of shareholders on June 18, 2010	Shares of common stock of the Company	¥ 108,175	¥ 2,600	March 31, 2010	June 21, 2010
The Board of Directors' meeting on October 28, 2010	Shares of common stock of the Company	¥ 108,175	¥ 2,600	September 30, 2010	November 19, 2010

#### (2) Cash dividends declared for the year ended March 31, 2011 and to be paid during the next fiscal year

As a proposal of the 20th general meeting of shareholders, the Company plans to submit a matter about dividends of a common stock as follows:

- |                                 |                   |
|---------------------------------|-------------------|
| i Total cash dividends declared | ¥107,816 million  |
| ii Cash dividends per share     | ¥2,600            |
| iii Date of record              | March 31, 2011    |
| iv Date of payment              | June 20, 2011     |
| v Source of dividends           | Retained earnings |

## Note regarding financial instruments

### 1. Conditions of financial instruments

In normal course of business, the Company and its subsidiaries (“the Group”) has financial instruments including available-for-sale securities, long-term debt and other financial assets and liabilities. The fair value and cash flow for these assets and liabilities may be negatively impacted by fluctuations in foreign exchange rates and interest rates. To manage these risks, the Group use derivative instruments such as interest rate swap agreements, foreign exchange forward contracts and foreign currency option contracts. The financial instruments are executed with creditworthy financial institutions and the management of the Group believes that there is little risk of default by these counterparties. The Group sets and follows internal regulations that establish conditions to enter into derivative contracts and procedures of approving and monitoring such contracts.

### 2. Fair value of financial instruments

The carrying amount, fair value and the difference as of March 31, 2011 are as follows:

	Millions of yen		
	March 31, 2011		
	Carrying amount	Fair value	Difference
<b>Assets</b>			
Investments in affiliates	¥ 95,859	¥ 119,749	¥ 23,890
Marketable securities and other investments			
Available-for-sale securities :			
Equity securities	117,759	117,759	—
Debt securities	4	4	—
<b>Liabilities</b>			
Long-term debt including current portion	(428,102)	(438,483)	△10,381
<b>Derivatives</b>			
Interest rate swap agreements	1,232	1,232	—
Foreign exchange forward contracts	(154)	(154)	—
Foreign currency option contracts	(1,859)	(1,859)	—

※ The amounts accounted as liabilities are shown with ( ).

### (Notes)

1. “Cash and cash equivalents”, “Accounts receivable”, “Credit card receivables”, “Accounts payable, trade” and certain other short-term financial instruments are short-term in nature. They are not included in the table above for the reason that their carrying amounts approximate fair values.

### 2. Fair value measurement for financial instruments and information on securities and derivatives

#### (1) Investments in affiliates

The fair values of investments in affiliates are valued using quoted prices in active markets. Certain investments in affiliates, whose quoted prices in active market are not available, are not included in the table above for the reason that it is difficult to determine their fair values.

#### (2) Marketable securities and other investments

The fair values of available-for-sale securities are evaluated using quoted prices in active markets. Certain long-term investments evaluated at cost are not included in the table above, for the reason that quoted price in active market are not available and it is difficult to determine their fair values.

(3) Long-term debt including current portion

The fair value of long-term debt including current portion is estimated based on the discounted amounts of future cash flows using the Company's current incremental borrowings rates for similar liabilities.

(4) Derivatives

The fair value of interest rate swap agreements, foreign exchange forward contracts and foreign currency option contracts are valued by financial institutions using observable market inputs. The Company periodically validates the valuation of such derivatives using observable market inputs.

**Note regarding per share information**

NTT DOCOMO, INC. shareholders' equity per share	¥ 116,969.29
Earnings per share attributable to NTT DOCOMO, INC.	¥ 11,797.07

## **2. Notes to Non-Consolidated Financial Statements**

### **Significant accounting policies for the non-consolidated financial statements**

#### **Basis of preparation:**

The accompanying non-consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Japan.

#### 1. Valuation of certain assets

##### (1) Securities

Held-to-maturity securities are stated at amortized cost, which is determined by the interest method.

Investments in subsidiaries and affiliates are stated at cost, which is determined by the moving average method.

Available-for-sale securities whose fair value is readily determinable are stated at fair value as of the end of the fiscal year. The holding gains and losses, net of applicable deferred tax assets/liabilities, are directly reported as a separate component of net assets instead of being reflected in earnings. The cost of securities sold is determined by the moving-average method with the exception of the cost of debt securities sold, which is determined by the first-in, first-out method.

Available-for-sale securities whose fair value is not readily determinable are stated at moving-average cost.

##### (2) Derivative instruments

Derivative instruments are stated at fair value as of the end of the fiscal year.

##### (3) Inventories

Inventories are stated at cost. The cost of terminal equipment to be sold is determined by the first-in, first-out method. The cost of other inventories is determined by the specific identification method. The amount of inventories in the non-consolidated balance sheet is reduced based on a decrease of profitability.

#### 2. Depreciation and amortization of non-current assets

##### (1) Property, plant and equipment (except lease assets)

Depreciation of property, plant and equipment is computed by the declining balance method with the exception of buildings, which are depreciated on a straight-line basis. The useful lives of the assets are determined by estimation and the residual values of the assets are determined substantially.

##### (2) Intangible assets (except lease assets)

Intangible assets are amortized on a straight-line basis.

Useful lives are determined at estimated useful life of the asset.

Internal-use software is amortized over the estimated useful lives (5 years or less) on a straight-line basis.

##### (3) Lease assets

Financial leases other than those deemed to transfer ownership of properties to lessees

Depreciation of property, plant and equipment is computed by the declining balance method with the exception of buildings, which are depreciated on a straight-line basis. The useful lives of the assets are the term of leases and the residual values of the assets are determined substantially. In a case where the residual value of a leased asset other than a building equals zero, depreciation of such asset is computed by multiplying ten-ninths to the equivalent amount computed by the declining balance method under an assumption that the residual value of the asset is 10% of its acquisition cost. Intangible assets are amortized over the term of leases on a straight-line basis.

### 3. Accounting for allowances

(1) Allowance for doubtful accounts

The Company provides for doubtful accounts principally in an amount computed based on the historical bad debt ratio during a certain reference period and the estimated uncollectible amount based on the analysis of certain individual accounts including claims in bankruptcy.

(2) Liability for employees' retirement benefits

In order to provide for employees' retirement benefits, the Company accrues the liability as of the end of the fiscal year in an amount calculated based on the estimated projected benefit obligation and plan assets at the end of the fiscal year.

Actuarial losses (gains) are recognized as incurred at the end of the fiscal year.

Prior service cost is amortized on a straight-line basis over the average remaining service periods of employees at the time of occurrence.

(3) Accrued liabilities for loyalty programs

The costs of awards under the loyalty programs called "docomo Points Service" and "docomo Premier Club" that are reasonably estimated to be redeemed by the customers in the future based on historical data are accounted for as accrued liabilities for loyalty programs.

### 4. Other Significant Accounting Policies

(1) Foreign currency translation

Foreign currency monetary assets and liabilities are translated into Japanese yen at the current spot rate at the end of the fiscal year and the subsequent translation gains or losses are reflected in earnings.

(2) Hedge accounting

Japanese GAAP provides for two general accounting methods for hedging financial instruments. One method is to recognize the changes in fair value of a hedging instrument in net income in the period of the change as gain or loss together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. The other method is to defer the gain or loss over the period of the hedging contract together with offsetting loss or gain deferral of the hedged items. The Company has adopted the latter accounting method.

However, when an interest rate swap agreement meets certain conditions, the net amount to be paid or received under the contract is added to or deducted from the interest on the hedged items.

(3) Consumption tax

Consumption tax is separately accounted for by excluding it from each transaction amount.

### 5. Change in Accounting Policy

#### Application of accounting standards for asset retirement obligations

From this fiscal year, the Company applied "Accounting Standards for Asset Retirement Obligations" (Accounting Standards Board of Japan ("ASBJ") Statement No.18, issued on March 31, 2008) and "Guidance on Accounting Standards for Asset Retirement Obligations" (ASBJ Guidance No.21, issued on March 31, 2008).

The impact on the results of operations is not material.

## 6. Changes in Presentation

(Non-consolidated Balance Sheet)

“Deposits”, which was separately presented in the non-consolidated balance sheet for the year ended March 31, 2010, are included in “Other current assets” for the year ended March 31, 2011, because the amount of account is not material.

The amount of “Deposits”, which is included in “Other current assets” for the year ended March 31, 2011, is ¥50,000 million.

“Software in progress”, which was separately presented in the non-consolidated balance sheet for the year ended March 31, 2010, are included in “Other intangible assets”, because the amount of account is not material.

The amount of “Software in progress”, which is included in “Other intangible assets” for the year ended March 31, 2011, is ¥26,236 million.

### Note to Non-consolidated balance sheet:

1. Non-current assets for telecommunication businesses include those used in supplementary businesses, because these amounts are not material.

2. Accumulated depreciation of property, plant and equipment

	Millions of yen	
	March 31, 2011	
Accumulated depreciation	¥	4,640,482

3. Accounts receivable from and payable to the parent company, the subsidiaries and the fellow subsidiaries

	Millions of yen	
	March 31, 2011	
Long-term accounts receivable	¥	1,044
Short-term accounts receivable		22,395
Short-term accounts payable		197,761

### Note to Non-consolidated statement of income:

1. The total amounts of operating revenues, operating expenses and business transactions other than operating activities due from or to the parent company, the subsidiaries and the fellow subsidiaries are as follows:

	Millions of yen	
	Year ended	
	March 31, 2011	
Operating revenues	¥	46,884
Operating expenses		351,302
Other than operating activities		25,993

2. Non-operating revenues from the parent company, the subsidiaries and the fellow subsidiaries, the amounts of which exceed ten percent of total non-operating revenues of the Company, are as follows:

	Millions of yen	
	Year ended	
	March 31, 2011	
Dividend income	¥	20,011
Rental income		5,358

**Note to Non-consolidated statement of changes in net assets:**

The class and number of the treasury stock (year ended March 31, 2011)

Class of shares	Number of shares as of March 31, 2010	Increase during the year ended March 31, 2011	Decrease during the year ended March 31, 2011	Number of shares as of March 31, 2011
Shares of common stock of the Company	2,184,258.00	138,141	140,000	2,182,399.00

(Note) The increase of 138,141 was due to purchase of treasury stock in the market and the decrease of 140,000 was due to retirement of treasury stock.

**Note regarding deferred taxes:**

Recognition of deferred tax assets resulted mainly from accrued liabilities for loyalty programs, exclusion of accelerated depreciation and amortization and liability for employees' retirement benefits. Recognition of deferred tax liabilities resulted mainly from asset retirement obligations and deferred gains or losses on hedges. The amount of valuation allowance which was deducted in calculation of deferred tax assets was ¥21,694 million.

**Note regarding financial instruments:**

## 1. Conditions of financial instruments

The Company focuses on the secured and advantageous fund management and, principally, the Company invests in the financial instruments whose principals are guaranteed and which incur fixed income. The Company also monitors credit risks of financial institutions which we deal with.

For the fund procurement, the Company focuses on stable and the lowest cost financing, in addition to agile and flexible financing. The Company's fund procurement is principally made with borrowings from financial institutions, including banks, and issuing bonds.

Shares and bonds, accounted as investment securities and shares of affiliated companies, are exposed to market volatility risks. These securities are mainly the securities of companies with which the Company has commercial relationship. Following internal regulations for securities, the Company periodically validates these securities with fair value.

Notes receivables, accounts receivables, trade, and accounts receivable, other, collectively accounts receivable, are exposed to credit risks of customers. Following internal regulation for billing management, the Company performs due date controls and balance controls for each customer and monitors major customers' credit status.

Securities and deposits are exposed to credit risk of investees. The transactions are made in accordance with internal regulations for fund management.

Bonds and borrowings, collectively interest bearing liabilities, are fund procurement made in relation to capital expenditure, investments and loans, among others.

Accounts payable, trade and accounts payable, other, collectively accounts payable, are mostly due within 1 year.

Deposits from related companies are derived from the cash management system, the purpose of which is an efficient control of Group's overall cash.

Interest bearing liabilities, accounts payable, and deposits from related companies are exposed to liquidity risks, and are monitored with cash flow plan in accordance with internal regulations for cash management.

Derivatives are used only for hedging risks, and not used for speculative transaction to obtain gains on sale.

Bonds are mainly fixed-interest rate bonds. The Company uses interest rate swap transactions, under which we receive fixed rate interest payments and pay floating rate interest payments, to hedge the changes in fair value of certain debt as a part of our asset-liability management (ALM).

The Company has foreign exchange forward contracts to hedge currency exchange risk.

## 2. Fair value of financial instruments

Carrying amount, fair value and difference as of March 31, 2011 are as follows. Financial instruments, of which it is extremely difficult to determine the fair value, are not included in the table below. :

	Millions of yen		
	March 31, 2011		
	Carrying amount	Fair value	Difference
(1) Investment securities	¥ 116,534	¥ 116,534	¥ -
(2) Shares of affiliated companies	151,156	119,749	△31,406
(3) Cash and bank deposits	341,806	341,806	-
(4) Notes receivable	5		
(5) Accounts receivable, trade	526,810		
(6) Accounts receivable, other	517,586		
Allowance for doubtful accounts (*1)	△17,534		
	1,026,867	1,026,867	-
(7) Securities	479,971	479,971	-
(8) Deposits	70,000	70,000	-
(9) Bonds (*2) (*3)	(405,800)	(417,138)	△11,338
(10) Long-term borrowings (*2) (*3)	(21,000)	(21,274)	△274
(11) Accounts payable, trade (*2)	(230,280)	(230,280)	-
(12) Accounts payable, other (*2)	(396,970)	(396,970)	-
(13) Accrued income taxes (*2)	(154,389)	(154,389)	-
(14) Deposits from related companies (*2)	(104,159)	(104,159)	-
(15) Derivatives	1,078	1,078	-

(\*1) The balance of "Allowance for doubtful accounts" is deducted from the balances of "Notes receivable", "Accounts receivable, trade", and "Accounts receivable, other".

(\*2) Amounts accounted as liabilities are shown with ( ).

(\*3) Current portion of non-current liabilities which should be repaid within 1 year are included.

(Note)

1. Fair value measurement of financial instruments, securities and derivatives

(1) Investment securities and (2) Shares of affiliated companies

The fair value of these securities equals quote market price.

(a) The amounts of available-for-sale securities based on classification, cost or amortized cost, and carrying amount and difference are as follows:

		Millions of yen		
		March 31, 2011		
	Classification	Cost or Amortized Cost	Carrying Amount	Difference
Carrying Amount > Cost or Amortized Cost	Equity securities Bonds	¥ 58,279	¥ 64,976	¥ 6,696
Carrying Amount ≤ Cost or Amortized Cost	Equity securities Bonds	63,484	51,558	△11,926

(b) For available-for-sale securities, proceeds from sales were ¥3,280 million, gains from sales were ¥340 million, and losses from sales were ¥23 million for the fiscal year ended March 31, 2011.

(3) Cash and bank deposits, (4) Notes receivable and (5) Accounts receivable, trade

These instruments are stated at carrying amount, because they are short-term and their carrying amounts are approximately the same as their fair values.

(6) Accounts receivable, other

These instruments are stated at carrying amount, because they are due within 2 years and their carrying amounts approximate their fair values.

(7) Securities

These instruments are stated at carrying amount, because they are short-term and their carrying amounts are approximately the same as their fair values.

(a) The amounts of held-to-maturity securities based on classification, carrying amount, fair value, and difference are as follows:

		Millions of yen		
		March 31, 2011		
	Classification	Carrying Amount	Fair Value	Difference
Carrying Amount ≥ Fair Value	Short-term bonds	¥ 259,971	¥ 259,971	¥ -

(b) The amounts of available-for-sale securities based on classification, cost, carrying amount, and difference are as follows:

		Millions of yen		
		March 31, 2011		
	Classification	Cost	Carrying Amount	Difference
Carrying Amount ≤ Cost	Certificate of deposit	¥ 220,000	¥ 220,000	¥ -

(8) Deposits

These instruments are stated at carrying amount, because there is no important fluctuation between the Company's current deposit rates and the Company's current incremental deposit rates and their carrying amounts are approximately the same as their fair values.

(9) Bonds and (10) Long-term borrowings

Fair values of these instruments are estimated based on the discounted amounts of future cash flow using the Company's current incremental borrowings rates for similar bonds and borrowings.

(11) Accounts payable, trade, (12) Accounts payable, other, (13) Accrued income taxes and (14) Deposits from related companies

These instruments are stated at carrying amount, because they are short-term and their carrying amounts are approximately the same as their fair values.

(15) Derivatives

(a) Derivatives which hedge accounting is not applied

The amounts of derivatives, which are not applied hedge accounting, based on contract amount or principal amount as of March 31, 2011 are as follows:

		Millions of yen			
		March 31, 2011			
Category	Instruments	Contract Amount		Fair Value	Gain or (Loss) From Valuation
			Over 1 year		
Market transactions	Foreign exchange forward contracts	¥ 4,295	¥ -	¥ 4,449	¥ (153)

(b) Derivatives which hedge accounting is applied

		Millions of yen			
		March 31, 2011			
Method of hedge accounting	Instruments	Hedged item	Contract amount		Fair value(*2)
				Over 1 year	
Deferral hedge accounting	Interest rate swap agreements(*1)	Bonds	¥ 1,232	¥ -	¥ 1,232

(\*1) Under the instruments, the Company pays floating rate interest payments and receives fixed rate interest payments

(\*2) Fair value is measured based on information provided by financial institutions.

2. Non-listed equity securities (the carrying amount of which is ¥602,620 million) are not included in (1)

Investment securities or (2) Shares of affiliated companies, because it is extremely difficult to determine the fair value, for the reason that quoted prices in markets are not available and future cash flow is not determinable.

**Note regarding equity in net income (losses) of affiliates and others:**

	Millions of yen	
	March 31, 2011	
The amount of investments in affiliates	¥	585,140
The amount of investments in affiliates based on equity method		525,456
The amount of equity in net income (losses) of affiliates based on equity method, net of applicable taxes		(5,508)

- ※ The amount of investments in affiliates based on equity method, and the amount of equity in net income (losses) of affiliates based on equity method, net of applicable taxes, is prepared on the basis of accounting principles generally accepted in the United States of America (“U.S. GAAP”), in compliance with Paragraph 1, Article 3 of supplementary provision (Ordinance of the Ministry of Justice No. 46 of December 11,2009) of the Japanese Company Accounting Regulations.

**Note regarding related party transactions:**

Transactions with the fellow subsidiaries

Attribute	Name	Ownership	Relation with related parties	Nature of transaction	Amount of transaction (million yen)	Account	Balance as of March 31,2011 (million yen)
Subsidiary of the parent company	NTT FINANCE CORPORATION	2.89% (Direct Holding)	Lease of electronic equipment	Bailment of cash (*)	¥ 91,972	Other current assets	¥ 50,000
						Other investments and other assets	¥ 20,000

Terms and conditions of the above transactions;

(\*) Yield rates of the cash bailment are determined by NTT FINANCE CORPORATION based on market interest rates. The amount of transactions is stated as an average balance during the fiscal period due to the frequency of such transactions.

**Note regarding per share information:**

Net assets per share	¥ 113,862.95
Earnings per share	¥ 12,025.56

**Note regarding significant subsequent events**

After the Company revised distribution policies on 26 entrusted subsidiaries, each subsidiary resolved distribution on board of directors in April and May 2011. Accordingly, the Company is scheduled to recognize ¥61,100 million of dividends received as non-operating revenues in June 2011.