

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities identification code: 1973
June 1, 2023

To our shareholders:

Yushi Ushijima
President and Representative Director
NEC Networks & System Integration Corporation
3-9-14, Shibaura, Minato-ku, Tokyo

NOTICE OF THE 91st ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 91st Ordinary General Meeting of Shareholders of NEC Networks & System Integration Corporation (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or by postal mail. Please check the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m., Thursday, June 22, 2023 (Japan Standard Time) in accordance with the “Guidance of Exercising of Your Voting Rights.”

Meeting Outline

1. Date and Time: Friday, June 23, 2023 at 10:00 a.m. (Japan Standard Time)

(Reception will begin at 9:00 a.m.)

2. Venue: 8F Hall, NEC Networks & System Integration Corporation Head Office Building
3-9-14, Shibaura, Minato-ku, Tokyo

(As our head office moved from Bunkyo-ku, Tokyo, to Minato-ku, Tokyo, on March 1, 2023, the venue for the General Meeting of Shareholders has been changed to the above.)

3. Agenda:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 91st Term (from April 1, 2022 to March 31, 2023), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the 91st Term (from April 1, 2022 to March 31, 2023)

Items to be resolved:

- Proposal 1:** Election of nine (9) Directors
- Proposal 2:** Election of two (2) Corporate Auditors

- Any revisions that should be made to this document will be posted on the Company’s website (<https://www.nesic.co.jp>).

Guidance of Exercising of Your Voting Rights

Instead of attending the General Meeting of Shareholders in person, you may exercise your voting rights by one of the following two methods.

1. Instructions on exercise of voting rights in writing (by mail)

Please indicate your approval or disapproval to each of the proposals on the enclosed Exercise Voting Rights Form and return it to the Company's shareholder registry administrator (Sumitomo Mitsui Trust Bank, Limited).

<Voting deadline>

Your vote must be arrived at the Company's shareholder registry administrator no later than 5:15 p.m. on Thursday, June 22, 2023 (Japan Standard Time).

2. Instructions on exercise of voting rights via the Internet, etc.

Please register your approval or disapproval to each of the proposal by accessing the following voting website or by scanning the QR Code on the Exercise Voting Rights Form.

The voting website

<https://www.web54.net> (This website is available in Japanese only.)

<Voting deadline>

Please be sure to register your approval or disapproval of the proposals by 5:15 p.m. on Thursday, June 22, 2023 (Japan Standard Time).

- If you send the Exercise Voting Rights Form by mail without indicating your approval or disapproval of the proposals, we will treat it as an indication of approval of the proposals.
- If you exercise your voting rights multiple times via the Internet, etc., the last one shall be deemed valid.
- If you exercise your voting rights both via the Internet, etc. and in writing (by mail), the one exercised via the Internet, etc. shall be deemed valid.
- If you exercise your voting rights by a proxy attending the meeting, please name one shareholder who holds voting rights of the Company to act as a proxy, and submit documentation which certifies the proxy rights before the start of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of nine (9) Directors

The terms of office of all nine (9) present Directors will expire at the conclusion of this General Meeting of Shareholders. The Company proposes to elect nine (9) Directors.

The candidates for Directors are as follows.

Candidates for Director are decided by the Board of Directors after deliberation by the Nomination and Compensation Committee, which is chaired by an Independent Outside Director and whose majority members are Independent Outside Directors.

No.	Name	Position and responsibilities at the Company		Gender	Attendance at Board of Directors meetings	Years of service (as of conclusion of this meeting)
1	Yushi Ushijima	President (Representative Director) and Chief Executive Officer (CEO)	[Reelection]	Male	13/13 meetings	9 years
2	Hiroyuki Sekizawa	Senior Vice President, Member of the Board and Chief Financial Officer (CFO)	[Reelection]	Male	13/13 meetings	4 years
3	Osamu Kikuchi	Senior Vice President, Executive General Manager, DX Solutions Business Unit	[New Candidate]	Male	-	-
4	Michitaka Ono	President (Representative Director), K&N System Integrations Corporation	[New Candidate]	Male	-	-
5	Michiko Ashizawa	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]	Female	13/13 meetings	5 years
6	Mamoru Yoshida	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]	Male	12/13 meetings	3 years
7	Mikiko Morimoto		[New Candidate] [Candidate for Outside Director] [Independent Director]	Female	-	-
8	Toru Kawakubo	Member of the Board	[Reelection]	Male	13/13 meetings	3 years
9	Hiroto Sugahara		[New Candidate]	Male	-	-

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p data-bbox="391 495 552 551">Yushi Ushijima (April 29, 1960)</p> <p data-bbox="411 573 531 607">[Reelection]</p> <p data-bbox="331 629 609 685">Years of service as Director: 9 years</p> <p data-bbox="355 707 585 797">Attendance at Board of Directors meetings: 13/13 meetings (100%)</p>	<p data-bbox="630 322 979 356">Apr. 1984 Joined the Company</p> <p data-bbox="630 358 1187 436">Apr. 2011 General Manager, Nakanihon Regional Division, Regional Operations Unit of the Company</p> <p data-bbox="630 448 1214 555">Apr. 2013 Associate Senior Vice President, General Manager of Higashinihon Regional Division of Marketing & Sales Development Unit of the Company</p> <p data-bbox="630 566 1219 674">June 2014 Member of the Board, Associate Senior Vice President of the Company Senior Executive Vice President and Member of the Board, Q&A Corporation</p> <p data-bbox="630 685 1214 763">Apr. 2015 Member of the Board, Associate Senior Vice President of the Company President and CEO, Q&A Corporation</p> <p data-bbox="630 775 1155 842">Apr. 2016 Member of the Board of the Company President and CEO, Q&A Corporation</p> <p data-bbox="630 853 1211 909">June 2017 President and Representative Director of the Company (present position)</p> <p data-bbox="630 920 1145 965">June 2022 Chief Executive Officer (CEO) of the Company (present position)</p>	28,200
<p data-bbox="323 981 810 1014">[Reasons for selection as a candidate for Director]</p> <p data-bbox="323 1016 1406 1247">Mr. Yushi Ushijima has accumulated an abundance of knowledge and experience regarding the business environment and industries of the Company from having served as General Manager of branch divisions and performing other duties. Since 2014, he successively has served as Senior Executive Vice President and President and CEO of a Group company, and President of the Company. He has acquired considerable knowledge and experience on business management and has contributed to business expansion of the Company. The Company believes he is a suitable candidate to further progress and develop the Company's businesses, such as by increasing the Group's corporate value and coping with drastic changes in the environment in Japan and overseas, making use of his track record of accomplishments and experience. In light of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Hiroyuki Sekizawa (July 6, 1960)</p> <p>[Reelection]</p> <p>Years of service as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings (100%)</p>	<p>July 2011 General Manager, Corporate Controller Division, NEC Corporation</p> <p>May 2015 General Manager, Corporate Controller Division, NEC Corporation (change in Japanese only; English title unchanged)</p> <p>June 2017 Associate Senior Vice President of the Company</p> <p>Apr. 2019 Senior Vice President of the Company (present position)</p> <p>June 2019 Member of the Board of the Company (present position)</p> <p>June 2022 Chief Financial Officer (CFO) of the Company (present position)</p>	16,800
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hiroyuki Sekizawa has accumulated an abundance of knowledge and experience regarding accounting and finance, having experience in responsible positions in the accounting divisions at NEC Corporation, as well as a track record as a chief financial officer and senior executive officer at an overseas associated company. He was appointed an Associate Senior Vice President of the Company in 2017. Since June 2019, as Senior Vice President and Member of the Board, he has been working to improve the Group's corporate value and strengthen the management foundation as the person responsible for the corporate staff divisions in addition to overseeing accounting and finance strategies. The Company believes he is a suitable candidate to increase the Group's corporate value by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>			
3	<p>Osamu Kikuchi (September 14, 1967)</p> <p>[New Candidate]</p> <p>Years of service as Director: – years</p> <p>Attendance at Board of Directors meetings: –/– meetings</p>	<p>Apr. 1990 Joined the Company</p> <p>Apr. 2013 Senior Manager, Solutions Business Promotion Group, EmpoweredOffice Marketing Promotion Division, SI & Services Operations Unit of the Company</p> <p>Apr. 2015 Senior Manager, Office Design Group, EmpoweredOffice Business Development Division of the Company</p> <p>Apr. 2018 Assistant Executive General Manager, EmpoweredOffice Business Development Division of the Company</p> <p>Apr. 2019 Senior Project Manager, DX Business Promotion Division, Business Design Operations Unit of the Company</p> <p>July 2019 Seconded to NEC Corporation of America</p> <p>Apr. 2021 Associate Senior Vice President of the Company</p> <p>Apr. 2022 Senior Vice President (present position), Executive General Manager, Business Design Operations Unit of the Company</p> <p>Apr. 2023 Executive General Manager, DX Solutions Business Unit of the Company (present position)</p>	0
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Osamu Kikuchi has a track record of driving the growth of digital businesses, including through the promotion of the commercialization of “EmpoweredOffice”, which is a work-style innovation that makes use of ICT, as well as an alliance with Zoom Video Communications, Inc. in the US to create new businesses. In addition, since 2021, he has contributed to the strengthening of the customer base and business base of the Company in the digital business area as Associate Senior Vice President. The Company believes he is a suitable candidate to increase the Group's corporate value by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p data-bbox="384 533 555 584">Michitaka Ono (October 9, 1969)</p> <p data-bbox="384 611 555 640">[New Candidate]</p> <p data-bbox="331 667 608 719">Years of service as Director: – years</p> <p data-bbox="355 745 584 826">Attendance at Board of Directors meetings: –/– meetings</p>	<p data-bbox="627 286 979 315">Apr. 1988 Joined the Company</p> <p data-bbox="627 324 1198 432">Apr. 2013 Senior Manager, 2nd Marketing & Sales Department, Carrier Solution Marketing & Sales Division, Marketing & Sales Development Unit of the Company</p> <p data-bbox="627 441 1222 548">Oct. 2014 Assistant Executive General Manager, Carrier Solution Marketing & Sales Division, Marketing & Sales Development Unit of the Company</p> <p data-bbox="627 557 1214 638">Apr. 2016 General Manager, Global Business Division, Carrier Public Solutions Operations Unit of the Company</p> <p data-bbox="627 647 1206 728">Apr. 2017 General Manager, Global Carrier Division, Carrier Public Solutions Operations Unit of the Company</p> <p data-bbox="627 736 1155 788">Apr. 2019 Associate Senior Vice President, K&N System Integrations Corporation</p> <p data-bbox="627 797 1198 878">June 2019 Member of the Board and Associate Senior Vice President, K&N System Integrations Corporation</p> <p data-bbox="627 887 1214 967">June 2020 President and Representative Director, K&N System Integrations Corporation (present position)</p> <p data-bbox="627 976 1166 1057">[Significant concurrent positions outside the Company] President and Representative Director, K&N System Integrations Corporation</p>	2,600
<p data-bbox="323 1081 810 1111">[Reasons for selection as a candidate for Director]</p> <p data-bbox="323 1113 1398 1326">Mr. Michitaka Ono has accumulated an abundance of knowledge and experience in contributing to strengthened profitability and the expansion of business areas as a manager of the sales unit and business unit in the carrier business field and experience from his track record of contributing to the expansion of global business areas, including the launch of a subsidiary of the Company in Myanmar. In addition, since June 2020, he has contributed to the improved sophistication and expansion of the telecommunications infrastructure business as president of K&N System Integrations Corporation, a joint venture with KDDI CORPORATION. The Company believes he is a suitable candidate to increase the Group's corporate value by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Michiko Ashizawa (October 23, 1972)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Director]</p> <p>Years of service as Outside Director: 5 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings (100%)</p>	<p>Oct. 1996 Joined Century Audit Corporation (currently KPMG AZSA LLC), International Department (left in May 2001)</p> <p>Sept. 2003 Joined Industrial Revitalization Corporation of Japan (resigned in January 2006)</p> <p>Feb. 2006 Joined Advantage Partners LLP (currently Advantage Partners, Inc.) (resigned in January 2007)</p> <p>Apr. 2013 Associate Professor, International College of Arts and Science (currently School of Economics and Business Administration), Yokohama City University (present position) Associate Professor, Graduate School of International Management, Yokohama City University (present position)</p> <p>Sept. 2016 Part-time instructor at Graduate School of Business Administration, Keio University (present position)</p> <p>June 2018 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Associate Professor, School of Economics and Business Administration, Yokohama City University (scheduled to retire in August 2023) Associate Professor, Graduate School of International Management, Yokohama City University (scheduled to retire in August 2023)</p>	0
<p>[Reasons for selection as Outside Director and overview of expected role] Ms. Michiko Ashizawa has an abundance of experience, including business experience as a certified public accountant at an audit firm and engaging in revitalization projects of major companies at Industrial Revitalization Corporation of Japan. She also possesses expertise in business administration as a whole, mainly researching M&A for corporate restructuring and serving as an instructor at a graduate school. The Company believes she will continue to be capable of playing an appropriate role in matters such as giving advice and providing supervision relating to management of the Company from an objective standpoint by making use of her extensive experience in finance and management. In light of these reasons, the Company proposes her election as Outside Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p>Mamoru Yoshida (May 21, 1956)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Director]</p> <p>Years of service as Outside Director: 3 years</p> <p>Attendance at Board of Directors meetings: 12/13 meetings (92%)</p>	<p>Apr. 2009 Executive Officer, Panasonic Corporation (currently Panasonic Holdings Corporation; hereinafter the same), Senior Vice President, AVC Networks Company</p> <p>Apr. 2012 Managing Executive Officer, Panasonic Corporation, President, AVC Networks Company</p> <p>June 2012 Managing Director, Panasonic Corporation</p> <p>Apr. 2013 In charge of Technology, Intellectual Property and Information Systems, Panasonic Corporation</p> <p>Apr. 2015 Senior Vice President, Appliances Company, Panasonic Corporation, President, Air-con Company (a part of the Appliances Company)</p> <p>June 2015 Managing Executive Officer, Panasonic Corporation</p> <p>June 2016 Senior Audit & Supervisory Board Member, Panasonic Corporation (resigned in June 2020)</p> <p>June 2020 Outside Director of the Company (present position)</p>	0
<p>[Reasons for selection as Outside Director and overview of expected role] After joining a major electrical appliance manufacturer, Mr. Mamoru Yoshida demonstrated excellent management skills and strategy building ability through his career as manager of various areas, including overseas business. He also served as a person in charge of technology and gained extensive knowledge and experience in technology management, manufacturing, marketing, etc. Since 2016, he had promoted corporate management governance reform as Senior Audit & Supervisory Board Member. The Company believes he will continue to be capable of playing an appropriate role in matters such as giving advice and providing supervision relating to management of the Company from an objective standpoint by making use of his manufacturing knowledge and extensive experience in corporate management. In light of these reasons, the Company proposes his election as Outside Director.</p>			
7	<p>Mikiko Morimoto (July 26, 1973)</p> <p>[New Candidate] [Candidate for Outside Director] [Independent Director]</p> <p>Years of service as Outside Director: – years</p> <p>Attendance at Board of Directors meetings: –/– meetings</p>	<p>Apr. 1996 Joined The Japan Research Institute, Limited. (resigned in July 1999)</p> <p>July 2000 Joined Nagashima Ohno & Tsunematsu (resigned in July 2010)</p> <p>Sept. 2014 Secretary to the Minister of Economy, Embassy of Pakistan in Japan (through to March 2015)</p> <p>May 2015 Joined Asuka Asset Management Co., Ltd. (currently Aizawa Asset Management Co., Ltd.) (resigned in February 2018)</p> <p>Jan. 2018 Joined SDG Partners, Inc. (resigned in May 2021)</p> <p>Feb. 2021 CEO, karna ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] CEO, karna ltd. Outside Director, ITOHAM YONEKYU HOLDINGS INC. (scheduled to be appointed in June 2023)</p>	0
<p>[Reasons for selection as Outside Director and overview of expected role] Ms. Mikiko Morimoto, after gaining experience in macroeconomic research and analysis and fund management at private companies such as private think tanks, and consulting in areas such as corporate and organizational sustainability, the promotion of SDGs, and ESG response, established a consulting company that provides comprehensive support for sustainability management, at which she serves as CEO. The Company believes she will be capable of playing an appropriate role in matters such as giving advice and providing supervision relating to management of the Company from an objective standpoint by making use of her experience in the economics and finance fields as well as her high level of knowledge in sustainability. In light of these reasons, the Company proposes her election as Outside Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p>Toru Kawakubo (April 19, 1965)</p> <p>[Reelection]</p> <p>Years of service as Director: 3 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings (100%)</p>	<p>Apr. 2009 Department Manager, NTT Systems Division, NEC Corporation</p> <p>Apr. 2014 Deputy General Manager, NTT Systems Division, NEC Corporation</p> <p>Apr. 2015 General Manager, NTT Sales Division, NEC Corporation</p> <p>Apr. 2017 General Manager, NTT Sales Division, NEC Corporation</p> <p>June 2020 Member of the Board of the Company (present position)</p> <p>Apr. 2021 Senior Vice President, NEC Corporation</p> <p>Apr. 2023 Corporate Senior Vice President, and Managing Director, Telecom Carrier Sales Division, NEC Corporation (present position)</p> <p>[Significant concurrent positions outside the Company] Corporate Senior Vice President, NEC Corporation Managing Director, Telecom Carrier Sales Division, NEC Corporation</p>	0
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Toru Kawakubo serves as Corporate Senior Vice President in charge of the Telecom Carrier Sales Division of the Telecom Services Business Unit, NEC Corporation, which is closely related to the Company's business. He possesses an abundance of knowledge and experience of telecommunication carrier business that is essential for expanding service and business areas of the Company. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth/other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Hiroto Sugahara (August 10, 1973) [New Candidate] Years of service as Outside Director: – years Attendance at Board of Directors meetings: –/– meetings	Oct. 2016 Senior Manager, Research Planning Division, NEC Corporation Apr. 2019 General Manager, Corporate Technology Division, NEC Corporation Apr. 2022 Managing Director, Global Innovation Strategy Division, NEC Corporation Apr. 2023 Managing Director, Corporate Strategy Division, NEC Corporation (present position) [Significant concurrent positions outside the Company] Managing Director, Corporate Strategy Division, NEC Corporation	0
[Reasons for selection as a candidate for Director] Mr. Hiroto Sugahara has gained knowledge concerning new business development in the R&D and growth areas from his experience serving as General Manager of the Corporate Technology Division and Managing Director of the Global Innovation Strategy Division at NEC Corporation, and currently holds the position of Managing Director of the Corporate Strategy Division of NEC Corporation. The Company believes he will contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.			

- Notes:
- There is no special interest between the Company and any of above candidates.
 - Mr. Hiroyuki Sekizawa was an executing person at NEC Corporation, which is the parent company of the Company, within the past ten years. His positions while working for NEC Corporation are as described in "Career summary, position and responsibilities (Significant concurrent positions outside the Company)."
 - Liability limitation agreement with candidates for Directors
The Company has entered into liability limitation agreements with Ms. Michiko Ashizawa and Messrs. Mamoru Yoshida and Toru Kawakubo that shall limit the maximum amount of their liability to compensate for damages due to a failure to perform their duties as set forth in the provisions of Article 423, paragraph (1) of the Companies Act. The limit of liability under these agreements is 1,200,000 yen or the minimum liability amount prescribed in the laws and regulations, whichever is the higher. If their reelections are approved at this General Meeting of Shareholders, the Company will continue this agreement with each of them. If the elections of Ms. Mikiko Morimoto and Mr. Hiroto Sugahara are approved at this General Meeting of Shareholders, the Company will enter into the same liability limitation agreements with them.
 - D&O (directors, corporate auditors and officers) liability insurance contract, with candidates for Directors
NEC Corporation, the parent company of the Company, has entered into a D&O liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Those insured by the insurance contract are Directors, Corporate Auditors and Senior Vice Presidents, etc. of the said company and its subsidiaries, which includes the Company. The insurance contract will reimburse the payment for the legal damages and defense costs of the insured arising from any claim(s) made against the insured for their performance in their respective capacities.
Each candidate for reelection is already covered under this policy, and if their reelections are approved, they will continue to be covered under this policy. In addition, if the elections of the new candidates are approved, it is planned that they will also become covered under this policy.
 - Messrs. Toru Kawakubo and Hiroto Sugahara serve as executing persons of NEC Corporation, the parent company of the Company.
 - The Company has filed declarations naming Ms. Michiko Ashizawa and Mr. Mamoru Yoshida as independent directors, as prescribed by the Tokyo Stock Exchange, Inc. If their reelection is approved at this General Meeting of Shareholders, the Company will continue to designate them as independent directors. Ms. Mikiko Morimoto satisfies the requirements for independence set forth in the listing rules of the Tokyo Stock Exchange, Inc. If her election is approved at this General Meeting of Shareholders, the Company will file a declaration naming her as an independent director with the Tokyo Stock Exchange, Inc.

Proposal 2: Election of two (2) Corporate Auditors

The term of office of Corporate Auditors Naoki Iwasaki and Masayuki Horie will expire at the conclusion of this General Meeting of Shareholders. The Company proposes to elect two (2) Corporate Auditors.

The candidates for Corporate Auditor are as follows.

The Board of Corporate Auditors has given its consent to this proposal.

No.	Name (Date of birth/other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Naoki Iwasaki (December 5, 1959)</p> <p>[Reelection]</p> <p>Years of service as Corporate Auditor: 4 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings (100%)</p> <p>Attendance at Board of Corporate Auditors meetings: 13/13 meetings (100%)</p>	<p>Apr. 1983 Joined the Company</p> <p>July 2008 General Manager, Corporate Finance & Controller Division of the Company</p> <p>Apr. 2013 General Manager, Business Planning Office, SI & Services Operations Unit of the Company</p> <p>Apr. 2014 Associate Senior Vice President and member of the Board, Toyo Networks & System Integration Co., Ltd. (currently NEC Magnus Communications, Ltd.)</p> <p>Apr. 2015 Associate Senior Vice President, NEC Magnus Communications, Ltd.</p> <p>Oct. 2015 General Manager, Business Planning Office, Technical Services Operations Unit of the Company</p> <p>Apr. 2018 General Manager, Corporate Auditing Division of the Company</p> <p>Apr. 2019 Associate Senior Vice President of the Company</p> <p>June 2019 Full-time Corporate Auditor of the Company (present position)</p>	3,000
<p>[Reasons for selection as a candidate for Corporate Auditor]</p> <p>Mr. Naoki Iwasaki has accumulated an abundance of knowledge and experience in corporate management, corporate accounting, and business strategy planning, having experienced positions including in the accounting division, administrative division at the Company's domestic branch, business planning divisions within operation units, the corporate auditing division, and officer of affiliate, and in addition, since 2019 has been engaged in the supervising and auditing of management execution as a corporate auditor of the Company. The Company believes he will be capable of auditing the legitimacy of its business operations from a fair and objective standpoint, by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Corporate Auditor.</p>			

No.	Name (Date of birth/other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Koji Inagaki (June 5, 1962)	Oct. 1984 Joined Deloitte Haskins & Sells (currently Deloitte Touche Tohmatsu LLC)	0
	[New Candidate] [Candidate for Outside Corporate Auditor] [Independent Auditor]	Aug. 1990 Registered as a certified public accountant July 1996 Stationed overseas at New York Office, Deloitte & Touche LLP (through to September 2000)	
	Years of service as Corporate Auditor: – years	Nov. 2000 Partner, Deloitte Touche Tohmatsu LLC Oct. 2013 Executive Officer, Deloitte Touche Tohmatsu LLC	
	Attendance at Board of Directors meetings: –/– meetings	Oct. 2015 Board Member, Deloitte Touche Tohmatsu LLC June 2018 Deputy CEO, Deloitte Touche Tohmatsu LLC (resigned from position in May 2022, retired from the company in November 2022)	
	Attendance at Board of Corporate Auditors meetings: –/– meetings	[Significant concurrent positions outside the Company] Certified public accountant	
[Reasons for selection as a candidate for Outside Corporate Auditor] Mr. Koji Inagaki has been engaged in audit work for many years at an audit firm as a certified public accountant, has deep knowledge of finance and accounting, and in addition, has gained a wealth of experience in management, including overseas operations and promotion of innovation by using digital technology, as Deputy CEO of an audit firm. The Company believes he will be capable of auditing the legitimacy of its business operations from a fair and objective standpoint, by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Outside Corporate Auditor.			

- Notes:
1. There is no special interest between the Company and any of above candidates.
 2. Liability limitation agreement with a candidate for Corporate Auditor
If the election of Mr. Koji Inagaki is approved at this General Meeting of Shareholders, the Company will enter into a liability limitation agreement with him as set forth in the provisions of Article 423, paragraph (1) of the Companies Act.
The limit of liability under this agreement is 1,200,000 yen or the minimum liability amount prescribed in the laws and regulations, whichever is the higher.
 3. D&O (directors, corporate auditors and officers) liability insurance contract, with a candidate for Corporate Auditor
NEC Corporation, the parent company of the Company, has entered into a D&O liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Those insured by the insurance contract are Directors, Corporate Auditors and Senior Vice Presidents, etc. of the said company and its subsidiaries, which includes the Company. The insurance contract will reimburse the payment for the legal damages and defense costs of the insured arising from any claim(s) made against the insured for their performance in their respective capacities.
Candidate Mr. Naoki Iwasaki is already covered under this policy, and if his reelection is approved, he will continue to be covered under this policy. In addition, if the election of the new candidate Mr. Koji Inagaki is approved, it is planned that he will also become covered under this policy.
 4. Mr. Koji Inagaki satisfies the requirements for independence set forth in the listing rules of the Tokyo Stock Exchange, Inc. If his election is approved at this General Meeting of Shareholders, the Company will file a declaration naming him as an independent auditor with the Tokyo Stock Exchange, Inc.

Member of the Board and Corporate Auditor Skills Matrix (if each candidate is elected at this General Meeting of Shareholders)

Based on the role and function of the Board of Directors, which was deliberated on in the medium- to long-term management strategy of the Company and the evaluation of the effectiveness of the Board of Directors, the skills, experience, and expertise that are particularly expected of members of the Board of Directors of the Company are as follows.

(Specific details of the skills, experience, and expertise expected of members of the board and corporate auditors)

Item	Specific details
Corporate management	Experience in corporate management as a company representative, etc., or a high level of specialized knowledge in management strategy
Technology	Experience as a manager in the technology strategy field in relation to the business of the Company (Network Solutions Business, Environmental & Social Solutions Business, and DX Solutions Business)
Sales and marketing	Experience as a manager in business involving analysis of the business environment and market, as well as the formulation of business models, etc.
Global	Experience as a manager in corporate overseas business or as an executive, etc., at an overseas subsidiary
Finance and accounting	Experience as a manager involved in accounting and finance, practical experience as an accountant at an audit firm or accounting firm, or experience equivalent to this
Sustainability and ESG	Experience in corporate management strategy and policy proposals concerning sustainability, ESG, SDGs, etc., a high level of specialized knowledge in governance and risk management, etc., or experience as a corporate auditor or audit committee member

No.	Name	Committee		Particular area that the Company expects for Directors and Corporate Auditors					
		Nomination and Compensation Committee	Special Committee	Corporate management	Technology	Sales and marketing	Global	Finance and accounting	Sustainability and ESG
1	Yushi Ushijima	○		●		●			●
2	Hiroyuki Sekizawa			●			●	●	●
3	Osamu Kikuchi				●	●	●		
4	Michitaka Ono			●	●	●	●		
5	Michiko Ashizawa	◎	○	●				●	●
6	Mamoru Yoshida	○	◎	●	●		●		●
7	Mikiko Morimoto	○	○	●					●
8	Toru Kawakubo					●			
9	Hiroto Sugahara				●				●
10	Naoki Iwasaki							●	●
11	Yohei Otani								●
12	Akiko Isohata								●
13	Koji Inagaki							●	

Note 1: These are the skills, experience, and expertise particularly expected of each Director and Corporate Auditor, and do not indicate all the skills, experience, and expertise possessed by each Director and Corporate Auditor.

Note 2: “◎” indicates the chairperson of the Nomination and Compensation Committee or the Special Committee.

Policy in the nomination of candidates for Directors

[Policy]

In nominating candidates for Directors, the Company has a basic policy of selecting individuals who have skills and experience to lead management and can contribute to the development of the Company's businesses, while giving consideration to the following and making comprehensive consideration from the standpoint of placing the right person in the right place.

(Aptitude for Directors)

- A person who has a high level of knowledge about management, objective judgment ability, foresight and insight
- A person who has a high level of dignity and high ethical standards
- A person who has ability, knowledge, experience and track records in his/her special fields
- A person who is unbiased and decisive
- A person who understands the overall business activities of the Company

Policy in the nomination of candidates for Corporate Auditors

[Policy]

In nominating candidates for Corporate Auditors, the Company has a basic policy of selecting individuals who have skills and experience to conduct effective audits and can contribute to the development of the Company's businesses, while giving consideration to the following and making comprehensive consideration from the standpoint of placing the right person in the right place.

(Aptitude for Corporate Auditors)

- A person who has a high level of knowledge about management, objective judgment ability, foresight and insight
- A person who has a high level of dignity and high ethical standards
- A person who has ability, knowledge, experience and track records in his/her special fields
- A person who is unbiased and decisive
- A person who understands the overall business activities of the Company

Standards for Judgment of the Independence of Outside Directors/Auditors

The Company has established the following standards for ensuring the independence of candidates for Independent Outside Director and candidates for Independent Outside Corporate Auditor.

Independent Outside Directors and Independent Outside Corporate Auditors must meet these standards even after taking office.

- (1) A person who is not a director, corporate auditor, executive officer or other employee of the Company or its subsidiaries within the past ten years
- (2) A person who is not a director, corporate auditor, executive officer or other employee of NEC Corporation or its subsidiaries within the past ten years
- (3) A person who has not been engaged in major transactions with the Company or who has not been an executing person of such a person within the past three years

* “Major transactions” means transactions in which the transaction amount with the Company exceeds 2% of the annual consolidated sales or total revenue of either the Company or the person with which the transaction is conducted.

- (4) A person who is not a consultant, accounting expert, or legal expert (if the party who has received the money, etc. is an organization such as a corporation, union, etc., a person who belongs to the organization) who has received a large amount of money, etc. from the Company in addition to compensation for officers within the past three years

* “Large amount of money, etc.” means transactions where the amount paid by the Company exceeds 10 million yen in a year. However, if the person receiving such money, etc., is an organization, “large amount of money, etc.” means transactions that exceed 10 million yen per year or 2% of the annual consolidated sales or total revenue of that organization, whichever is higher.

- (5) A person who is not a shareholder (or business executing person of the corporation in the case where the shareholder is a corporation) who holds 10% or more of the total voting rights of the Company within the past three years
- (6) A person who is not from a company, where outside officers of the Company serve mutually as officers
- (7) A person who is not a party to which the Company has made a large donation or a person from the party within the past three years

* “Large donation” means a donation in which the amount of our donation exceeds 10 million yen in a year or 2% of the annual consolidated sales or total revenue of either the Company or the recipient of the donation, whichever is higher.

- (8) A person who is not a relative within the second degree of the person listed in (1) to (7) above

- (9) In addition, there is no doubt regarding the person about independence as an outside officer of the Group