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Securities identification code: 1973
June 1, 2017

To our shareholders:

Masao Wada
President
NEC Networks & System Integration Corporation
2-6-1, Koraku, Bunkyo-ku, Tokyo, Japan

NOTICE OF THE 85th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 85th 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 by postal mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m., Thursday, June 22, 2017 (Japan Standard Time).

Meeting Outline

1. Date and Time: Friday, June 23, 2017 at 10:00 a.m. (Japan Standard Time)

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

2. Venue: Bellesalle Iidabashi First
B1F, Iidabashi First Tower

2-6-1, Koraku, Bunkyo-ku, Tokyo, Japan

3. Agenda:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 85th Term (from April 1, 2016 to March 31, 2017), 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 85th Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

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| Proposal 1: | Partial amendments to the Articles of Incorporation |
| Proposal 2: | Election of ten (10) Directors |
| Proposal 3: | Election of one (1) Corporate Auditor |
| Proposal 4: | Election of one (1) substitute Corporate Auditor |

Any revisions that should be made to this document by Thursday, June 22, 2017 will be posted on the Company’s website (<http://www.nesic.co.jp>).

Proposal 2: Election of ten (10) 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 ten (10) Directors, increasing the number of Directors by one (1) to further enhance the management system.

The candidates for Directors are as follows:

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	Masao Wada (August 31, 1953)	Apr. 2010	Associate Senior Vice President, Executive General Manager, Social System Operations Unit, NEC Corporation	3,000
	[Reelection]	Apr. 2012	Advisor to the Company	
	Years of service as Director: 5 years	June 2012	President and Representative Director of the Board of the Company (present position)	
	Attendance at Board of Directors meetings: 13/13 meetings			
[Reasons for selection as a candidate for Director] Masao Wada possesses an abundance of experience and a track record of accomplishments in business operations through fulfilling his duties in the area of social infrastructure over many years. Since becoming President of the Company in 2012, as its top executive he has successfully taken the lead in achieving the growth of its infrastructure business and service businesses that the Company aimed for. The Company believes he will continue to share information with other Directors and contribute to decision making and strengthening the effectiveness of supervisory functions of the Board of Directors. In light of these reasons, the Company proposes his election as Director.				
2	Yushi Ushijima (April 29, 1960)	Apr. 1984	Joined the Company	3,000
		Apr. 2011	General Manager, Nakanihon Regional Division of Regional Operations Unit of the Company	
		Apr. 2013	Associate Senior Vice President, General Manager of Higashinihon Regional Division of Marketing & Sales Development Unit of the Company	
		Apr. 2014	Senior Executive Vice President, Q&A Corporation	
		June 2014	Member of the Board of the Company (present position) Associate Senior Vice President of the Company	
		Apr. 2015	Senior Executive Vice President and Member of the Board, Q&A Corporation President and CEO, Q&A Corporation (present position)	
	Years of service as Director: 3 years			
	Attendance at Board of Directors meetings: 13/13 meetings			
[Reasons for selection as a candidate for Director] Yushi Ushijima has accumulated an abundance of knowledge and experience in marketing and sales strategies through performing his duties in the marketing and sales divisions of the Company, as well as on the business environment and industries surrounding the Company from having served as General Manager of branch divisions. He has served as Senior Executive Vice President of a subsidiary of the Company since 2014 and then its President and CEO, through which he has acquired considerable knowledge and experience on business management. The Company believes he will continue to contribute to further progress and development of the Company's businesses, such as to increasing the Group's corporate value and coping with drastic changes in the environment in Japan and overseas, by making use of his track record of accomplishments and experience. In light of these reasons, the Company proposes his election as Director.				

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
3	<p>Yoichi Sato (August 9, 1957)</p> <p>[Reelection]</p> <p>Years of service as Director: 5 years</p> <p>Attendance at Board of Directors meetings: 12/13 meetings</p>	<p>Apr. 2008 General Manager, Kansai Branch Division, NEC Corporation</p> <p>Apr. 2012 Senior Vice President of the Company (present position) Assistant Executive General Manager, Marketing & Sales Development Unit of the Company</p> <p>June 2012 Member of the Board of the Company (present position)</p> <p>June 2013 Executive General Manager, Marketing & Sales Development Unit of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Member of the Board, Nichiwa Co.</p>	1,000
<p>[Reasons for selection as a candidate for Director] Yoichi Sato possesses an abundance of experience in business operations in the areas of marketing and sales and has established concrete relationships with customers over many years. In addition, he is fully knowledgeable and experienced in the Company's businesses and industry. 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>			
4	<p>Masafumi Gouji (September 17, 1959)</p> <p>[Reelection]</p> <p>Years of service as Director: 1 year</p> <p>Attendance at Board of Directors meetings: 11/11 meetings</p>	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2012 Executive Assistant General Manager, Office Service Division of SI & Services Operations Unit of the Company</p> <p>Apr. 2013 General Manager, Office Service Division of SI & Services Operations Unit of the Company</p> <p>Apr. 2014 Associate Senior Vice President, Assistant Executive General Manager, Enterprise Solutions Operations Unit of the Company</p> <p>Apr. 2016 Senior Vice President, Executive General Manager, Technical Services Operations Unit of the Company (present position)</p> <p>June 2016 Member of the Board of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Member of the Board, NEC Networks & System Integration Services, Ltd. Member of the Board, Q&A Corporation</p>	1,000
<p>[Reasons for selection as a candidate for Director] Masafumi Gouji possesses an abundance of knowledge about all aspects of IT management, and he has proposed and implemented solutions that have led to improvements in business operations and profitability in the area of IT/network integration for customers in various industrial sectors. Through having served in responsible positions in several business divisions, he has played a part in the Company's business growth in various fields and the establishment of the Company's business foundation. 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
5	<p>Yumiko Ichige (March 13, 1961)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Officer]</p> <p>Years of service as Director: 5 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</p>	<p>Apr. 1989 Registered as an attorney Joined IBM Japan, Ltd.</p> <p>Dec. 2007 Partner, Nozomi Sogo Attorneys at Law (present position)</p> <p>Apr. 2009 Vice President, Daini Tokyo Bar Association</p> <p>Sept. 2010 Deputy Secretary General, Japan Federation of Bar Associations</p> <p>June 2012 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Auditor, AEON MALL, Co., Ltd. Outside Director (Audit and Supervisory Committee Member), SANYO TRADING CO., LTD. Outside Director (Audit and Supervisory Committee Member), Sushiro Global Holdings Ltd.</p>	0
<p>[Reasons for selection as a candidate for Outside Director] Yumiko Ichige possesses the experience and expertise that she has acquired from having served as an attorney for corporate legal matters. Although she has not been directly involved in business management, the Company believes she is capable of properly supervising the Company's business management from an objective standpoint as a legal expert. In light of these reasons, the Company proposes her election as Outside Director.</p>			
6	<p>Hisayoshi Fuwa (July 6, 1949)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Officer]</p> <p>Years of service as Director: 1 year</p> <p>Attendance at Board of Directors meetings: 11/11 meetings</p>	<p>May 2011 President, Representative Director of the Board and Chief Executive Officer (CEO), JVC KENWOOD Holdings, Inc. (currently JVC KENWOOD Corporation)</p> <p>President and Representative Director of the Board, Victor Company of Japan, Limited</p> <p>President, Kenwood Corporation</p> <p>President, J&K Car Electronics Corporation</p> <p>Oct. 2011 President and Representative Director of the Board, JVC KENWOOD Corporation</p> <p>June 2012 Special Adviser, JVC KENWOOD Corporation</p> <p>June 2016 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Director, Tokyo Electron Device Limited</p>	0
<p>[Reasons for selection as a candidate for Outside Director] After joining a major electric appliance manufacturer, Hisayoshi Fuwa served in a number of important posts, such as the General Manager of the Corporate Strategic Planning Division, as well as Vice President in overseas subsidiaries. Following these positions, he became President of JVC KENWOOD Holdings, Inc., where he demonstrated his management ability in business rehabilitation and other initiatives. The Company expects him to utilize the abundance of experience that he has acquired from global business operations for the Company's business management. The Company also believes he will continue to be capable of giving appropriate advice and proposals on all matters relating to the business management of the Company from a standpoint independent from that of the Company's executives. In light of these reasons, the Company proposes his 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
7	<p>Yukinori Nakayama (September 13, 1962)</p> <p>[Reelection]</p> <p>Years of service as Director: 2 years</p> <p>Attendance at Board of Directors meetings: 12/13 meetings</p>	<p>Apr. 2010 Chief Manager, Network Platform Planning Division of Carrier Network Planning Division, NEC Corporation</p> <p>Oct. 2012 Assistant General Manager, Carrier Network Planning Division, NEC Corporation</p> <p>Apr. 2013 General Manager, Telecom Carrier Business Planning Division, NEC Corporation (present position)</p> <p>June 2015 Member of the Board of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Auditor, ALAXALA Networks Corporation</p>	0
<p>[Reasons for selection as a candidate for Director] Yukinori Nakayama is the General Manager of the Telecom Carrier Business Planning Division of NEC Corporation, a company with a strong business relationship with the Company. He possesses knowledge and experience on corporate governance and internal controls as expected of a Director. In addition, he has mobile-network-related expertise that is required to expand the Company's new services and business domains. 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>			
8	<p>Yasuhiro Ito (September 12, 1958)</p> <p>[New Candidate]</p>	<p>Apr. 2012 General Manager, Radio Application Division, Aerospace and Defence Operations Unit, NEC Corporation</p> <p>Apr. 2013 Vice President, NEC Corporation</p> <p>Apr. 2015 Associate Senior Vice President, Assistant Executive General Manager, Public Infrastructures Solutions Operations Unit of the Company</p> <p>Apr. 2016 Senior Vice President, Executive General Manager, Public Infrastructures Solutions Operations Unit of the Company (present position)</p>	1,000
<p>[Reasons for selection as a candidate for Director] Yasuhiro Ito achieved high technological results and performance in aerospace and defense businesses, contributing to business expansion of NEC Corporation. As an executive officer of the Company, he has served in responsible positions in the public infrastructures business since 2015 and contributed to the enhancement of the business capabilities. The Company believes he will contribute to increasing 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>			
9	<p>Michiko Hirono (March 18, 1961)</p> <p>[New Candidate] [Candidate for Outside Director] [Independent Officer]</p>	<p>Mar. 2000 President and Representative Director of the Board, 21 Lady Co., Ltd. (present position)</p> <p>June 2002 Representative Director of the Board, HIROTA Co., Ltd.</p> <p>Mar. 2010 Representative Director of the Board, ILLUMS JAPAN Co., Ltd. (present position)</p> <p>Nov. 2011 Representative Director Chairman and President, HIROTA Co., Ltd. (present position)</p> <p>June 2014 Outside Director, JAPAN POST Co., Ltd.</p> <p>[Significant concurrent positions outside the Company] Outside Director, JAPAN POST HOLDINGS Co., Ltd.</p>	0
<p>[Reasons for selection as a candidate for Outside Director] Michiko Hirono established 21 Lady Co., Ltd., which finds companies with high growth potential and invests in and foster them, and has had a strong track record such as the reconstruction of failed companies. The Company believes she is capable of giving appropriate advice and providing supervision relating to corporate strategies of the Company from various standpoints not limited by the conventional framework, as an incumbent business manager in a different industrial sector. 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
10	Junji Ashida (March 12, 1969) [New Candidate]	May 2012 Senior Manager, IT Services Planning Division, NEC Corporation Apr. 2013 Senior Manager, System Integration & Services Planning Division, NEC Corporation Apr. 2014 General Manager, Corporate Planning Division, NEC Solution Innovators, Ltd. Apr. 2016 Associate Senior Vice President, General Manager, Corporate Planning Division, NEC Solution Innovators, Ltd. Apr. 2017 General Manager, Corporate Strategy Division, NEC Corporation (present position)	0
[Reasons for selection as a candidate for Director] Junji Ashida is General Manager of Corporate Planning Division of NEC Corporation, a company with a strong business relationship with the Company. He possesses experience in corporate strategies and planning in multiple business divisions and a company associated with NEC Corporation. The Company believes he is capable of contributing 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: 1. There is no special interest between the Company and any of above candidates.

2. Liability limitation agreement with candidates for Directors

The Company has entered into a liability limitation agreement with Yumiko Ichige, Hisayoshi Fuwa, and Yukinori Nakayama that shall limit the maximum amount of his/her liability to compensate for damages due to a failure to perform his/her duties 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. If their re-elections are approved at this General Meeting of Shareholders, the Company will continue to enter into this agreement with each of them.

If the election of Michiko Hirono and Junji Ashida is approved at this General Meeting of Shareholders, the Company will enter into the same liability limitation agreement with them.

3. Yushi Ushijima is scheduled to retire from the position of President and CEO of Q&A Corporation in June 2017.
4. Michiko Hirono is her professional name and her name on the family register is Michiko Fujii.
5. Yukinori Nakayama and Junji Ashida serve as executives of NEC Corporation, the parent company of the Company.
6. The Company has filed declarations naming Yumiko Ichige and Hisayoshi Fuwa as independent officers, as prescribed by the Tokyo Stock Exchange. If their re-elections are approved at this General Meeting of Shareholders, the Company will continue to designate both of them as independent officers. Michiko Hirono meets the requirements for independence set forth in the listing rules of the Tokyo Stock Exchange. If her election is approved at this General Meeting of Shareholders, the Company will file a declaration naming her as an independent officer with the Tokyo Stock Exchange.

[About Independence Standards]

In selecting candidates for Independent Outside Directors and Independent Outside Corporate Auditors, the Company considers the requirements for Outside Directors and Outside Corporate Auditors stipulated in laws and regulations, the Independence Standards set by the Tokyo Stock Exchange and other criteria.

Proposal 3: Election of one (1) Corporate Auditor

Corporate Auditor Junichi Okuyama will resign his position at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) Corporate Auditor.

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

The candidate for Corporate Auditor is as follows:

Name (Date of birth/other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Tokuo Yamamoto (February 24, 1958) [New Candidate]	Apr. 2012 Assistant General Manager, Corporate Strategy Division, Department Manager, Associated Companies Department, Corporate Strategy Division, NEC Corporation	0
	Feb. 2014 Associate Senior Vice President of the Company (present position)	
	June 2015 General Manager, Affiliated Company Management Office of the Company	
[Reasons for selection as a candidate for Corporate Auditor] Tokuo Yamamoto possesses an abundance of knowledge and experience in business management and accounting, having involved in the accounting division and the administrative and corporate planning divisions at an overseas associated company. He has served as Associate Senior Vice President of the Company in charge of accounting since 2014, promoting the strengthening of the management base including income and financial issues. 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 experience and knowledge. In light of these reasons, the Company proposes his election as Corporate Auditor.		

- Notes:
1. There is no special interest between the Company and the above candidate.
 2. Tokuo Yamamoto was an executive at NEC Corporation, which is the parent company of the Company, within the past 5 years. His positions while working for NEC Corporation are as described in "Career summary and position (significant concurrent positions outside the Company)."

Proposal 4: Election of one (1) substitute Corporate Auditor

The Company proposes to elect one (1) substitute Corporate Auditor to be ready to fill a vacant position should the number of Outside Corporate Auditors fall below the number required by laws and regulations.

The validity of the election within this proposal can be nullified by resolution of the Board of Directors if the consent of the Board of Corporate Auditors has been obtained; provided, however, that it is only in a time before assuming office.

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

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth/other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Hirohisa Ryu (August 4, 1964)</p> <p>[New Candidate] [Candidate for substitute Outside Corporate Auditor] [Independent Officer]</p>	<p>Apr. 1994 Registered as an attorney Joined Tokyo Hatchobori Law Office</p> <p>Apr. 2001 Deputy Director, Financial Crisis Response Office, Supervisory Coordination Division, Supervisory Bureau, Financial Services Agency (Official with fixed term of office)</p> <p>Apr. 2003 Returned to Tokyo Hatchobori Law Office</p> <p>Apr. 2004 Partner, Tokyo Hatchobori Law Office (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Corporate Auditor, eGuarantee, Inc. Outside Corporate Auditor, RENOWN INCORPORATED</p>	<p>0</p>
<p>[Reasons for selection as a candidate for substitute Outside Corporate Auditor] Hirohisa Ryu possesses knowledge in corporate legal affairs as an attorney as well as an abundance of practical experience, including a position as an official with fixed term of office at the Financial Services Agency. Although he has not been directly involved in business management, the Company believes he is 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 substitute Outside Corporate Auditor.</p>		

- Notes:
1. There is no special interest between the Company and the above candidate.
 2. Hirohisa Ryu is a candidate for substitute Outside Corporate Auditor.
 3. Liability limitation agreement with a candidate for substitute Corporate Auditor
If Hirohisa Ryu assumes the office of Outside Corporate Auditor, the Company plans to enter into a liability limitation agreement with him that shall limit the maximum amount of his liability to compensate for damages due to a failure to perform his duties 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.
 4. Hirohisa Ryu meets the requirements for independence set forth in the listing rules of the Tokyo Stock Exchange. If he assumes the office of Outside Corporate Auditor, the Company will file a declaration naming him as an independent officer with the Tokyo Stock Exchange.