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Securities identification code: 1973
May 30, 2018

To our shareholders:

Masao Wada
Chairman of the Board
NEC Networks & System Integration Corporation
2-6-1, Koraku, Bunkyo-ku, Tokyo, Japan

NOTICE OF THE 86th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 86th 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., Wednesday, June 20, 2018 (Japan Standard Time).

Meeting Outline

- 1. Date and Time:** Thursday, June 21, 2018 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 86th Term (from April 1, 2017 to March 31, 2018), 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 86th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Election of ten (10) Directors
- Proposal 2:** Election of one (1) Corporate Auditor

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

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of ten (10) Directors

The terms of office of all ten (10) present Directors will expire at the conclusion of this General Meeting of Shareholders. The Company proposes to elect ten (10) Directors.

The candidates for Directors are as follows:

No.	Name	Position and responsibilities at the Company	
1	Masao Wada	Chairman of the Board and Representative Director	[Reelection]
2	Yushi Ushijima	President and Representative Director	[Reelection]
3	Masafumi Gouji	Senior Vice President and Member of the Board Executive General Manager, Technical Services Operations Unit	[Reelection]
4	Yasuhiro Ito	Senior Vice President and Member of the Board Executive General Manager, Public Infrastructures Solutions Operations Unit	[Reelection]
5	Hisayoshi Fuwa	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]
6	Michiko Hirono	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]
7	Junji Ashida	Member of the Board	[Reelection]
8	Osamu Noda	Senior Vice President Executive General Manager, Enterprise Solutions Operations Unit	[New Candidate]
9	Michiko Ashizawa		[New Candidate] [Candidate for Outside Director] [Independent Director]
10	Morihiko Kudo		[New Candidate]

Policy in the nomination of candidates for Directors

[Policy]

In nominating candidates for Directors, the Board of Directors of 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)

- They have a high level of knowledge about management, objective judgment ability, foresight and insight
- They have a high level of dignity and high ethical standards
- They have ability, knowledge, experience and track records in their special fields
- They are unbiased and decisive
- They understand the overall business activities of the Company

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) [Reelection] Years of service as Director: 6 years Attendance at Board of Directors meetings: 12/12 meetings	Apr. 2010	Associate Senior Vice President, Executive General Manager, Social System Operations Unit, NEC Corporation	3,000
	Apr. 2012	Advisor to the Company		
		June 2012	President and Representative Director of the Company	
		June 2017	Chairman of the Board and Representative Director of the Company (present position)	
[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 2012, becoming President of the Company, then Chairman of the Board, as its top executive he has successfully taken the lead in achieving the growth of its infrastructure and service businesses that the Company aimed for. The Company believes he will continue to contribute to decision making and strengthening the effectiveness of supervisory functions of the Board of Directors by making use of his track record of accomplishments and experience. In light of these reasons, the Company proposes his election as Director.				
2	Yushi Ushijima (April 29, 1960) [Reelection] Years of service as Director: 4 years Attendance at Board of Directors meetings: 12/12 meetings	Apr. 1984	Joined the Company	3,000
	Apr. 2013	Associate Senior Vice President, General Manager of Higashinihon Regional Division of Marketing & Sales Development Unit of the Company		
		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	
		Apr. 2015	Member of the Board, Associate Senior Vice President of the Company	
			President and CEO, Q&A Corporation	
		Apr. 2016	Member of the Board of the Company	
			President and CEO, Q&A Corporation	
		June 2017	President and Representative Director of the Company (present position)	
[Reasons for selection as a candidate for Director] 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 assumed significant positions including Senior Executive Vice President and President and CEO of a Group company, and President of the Company, 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>Masafumi Gouji (September 17, 1959)</p> <p>[Reelection]</p> <p>Years of service as Director: 2 years</p> <p>Attendance at Board of Directors meetings: 12/12 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>			
4	<p>Yasuhiro Ito (September 12, 1958)</p> <p>[Reelection]</p> <p>Years of service as Director: 1 year</p> <p>Attendance at Board of Directors meetings: 10/10 meetings</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> <p>June 2017 Member of the Board 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 continue to 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>			

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>Hisayoshi Fuwa (July 6, 1949)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Director]</p> <p>Years of service as Outside Director: 2 years</p> <p>Attendance at Board of Directors meetings: 12/12 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 continue 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>			
6	<p>Michiko Hirono (March 18, 1961)</p> <p>[Reelection] [Candidate for Outside Director] [Independent Director]</p> <p>Years of service as Outside Director: 1 year</p> <p>Attendance at Board of Directors meetings: 10/10 meetings</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>May 2010 Representative Director and President, 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>June 2017 Outside Director of the Company (present position)</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 will continue to give appropriate advice and provide 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
7	<p>Junji Ashida (March 12, 1969)</p> <p>[Reelection]</p> <p>Years of service as Director: 1 year</p> <p>Attendance at Board of Directors meetings: 10/10 meetings</p>	<p>May 2012 Senior Manager, IT Services Planning Division, NEC Corporation</p> <p>Apr. 2013 Senior Manager, System Integration & Services Planning Division, NEC Corporation</p> <p>Apr. 2014 General Manager, Corporate Planning Division, NEC Solution Innovators, Ltd.</p> <p>Apr. 2016 Associate Senior Vice President, General Manager, Corporate Planning Division, NEC Solution Innovators, Ltd.</p> <p>Apr. 2017 General Manager, Corporate Strategy Division, NEC Corporation (present position)</p> <p>June 2017 Member of the Board of the Company (present position)</p>	0
	<p>[Reasons for selection as a candidate for Director]</p> <p>Junji Ashida is the General Manager of the Corporate Strategy 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 well as in corporate strategies and planning as expected of a Director. 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>Osamu Noda (May 1, 1958)</p> <p>[New Candidate]</p>	<p>Apr. 2013 General Manager, Enterprise Network Division, NEC Corporation</p> <p>Apr. 2015 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, Enterprise Solutions Operations Unit of the Company</p>	1,000
	<p>[Reasons for selection as a candidate for Director]</p> <p>Osamu Noda has a track record of establishing a base system for global information sharing in the area of business solutions and leading business expansion in the enterprise telephony market at NEC Corporation. As an executive officer of the Company since 2015, he has contributed to business expansion of the Company. 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>		

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	Michiko Ashizawa (October 23, 1972) [New Candidate] [Candidate for Outside Director] [Independent Director]	<p>Oct. 1996 Joined Century Audit Corporation (currently KPMG AZSA LLC), International Department</p> <p>Mar. 2000 Registered as a certified public accountant</p> <p>Sept. 2003 Joined Industrial Revitalization Corporation of Japan</p> <p>Feb. 2006 Joined Advantage Partners LLP (currently Advantage Partners, Inc.)</p> <p>Apr. 2013 Associate Professor, International College of Arts and Science, Yokohama City University (present position)</p> <p>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>[Significant concurrent positions outside the Company] Outside Director, Netyear Group Corporation</p>	0
<p>[Reasons for selection as a candidate for Outside Director] 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 is capable of giving appropriate advice and providing supervision relating to management of the Company from an objective standpoint by making use of her knowledge and experience. In light of these reasons, the Company proposes her election as Outside Director.</p>			
10	Morihiko Kudo (April 14, 1963) [New Candidate]	<p>July 2008 Chief Manager, Carrier Network Business Planning Division, NEC Corporation</p> <p>Apr. 2013 Assistant General Manager, Telecom Carrier Business Planning Division, NEC Corporation</p> <p>Apr. 2018 General Manager, Network Services Business Planning Division, NEC Corporation (present position)</p>	0
<p>[Reasons for selection as a candidate for Director] Morihiko Kudo serves as General Manager of Network Services Business Planning Division of NEC Corporation, a company with a strong business relationship with the Company. He has knowledge and experience on corporate governance and internal controls as expected of a Director. He also possesses expertise in the network solutions business, which is necessary for the expansion of the Company's service and business fields. 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.</p>			

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 Hisayoshi Fuwa, Michiko Hirono, and Junji Ashida 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 reelections are approved at this General Meeting of Shareholders, the Company will continue to enter into this agreement with each of them.

If the elections of Michiko Ashizawa and Morihiko Kudo are approved at this General Meeting of Shareholders, the Company will enter into the same liability limitation agreement with them.

3. Michiko Hirono is her professional name and her name on the family register is Michiko Fujii.

4. Junji Ashida and Morihiko Kudo serve as executives of NEC Corporation, the parent company of the Company.

5. The Company has filed declarations naming Hisayoshi Fuwa and Michiko Hirono as independent directors, as prescribed by the Tokyo Stock Exchange. If their reelections are approved at this General Meeting of Shareholders, the Company will continue to designate both of them as independent directors. Michiko Ashizawa 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 director 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 2: Election of one (1) Corporate Auditor

The term of office of Corporate Auditor Yuji Kikuchi will expire at the conclusion of this General Meeting of Shareholders. 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
Yuji Kikuchi (February 15, 1964) [Reelection] [Candidate for Outside Corporate Auditor] [Independent Auditor] Years of service as Outside Corporate Auditor: 4 years Attendance at Board of Directors meetings: 12/12 meetings Attendance at Board of Corporate Auditors meetings: 14/14 meetings	Apr. 1992 Registered as an attorney Apr. 2002 Partner, Tokyo Hatchobori Law Office Mar. 2003 Joined Securities and Exchange Surveillance Commission (Coordination and Inspection Division, Executive Bureau) Mar. 2005 Returned to Tokyo Hatchobori Law Office Partner, Tokyo Hatchobori Law Office (present position) June 2010 Outside Corporate Auditor, Inui Warehouse Co., Ltd. (currently Inui Global Logistics Co., Ltd.) June 2014 Outside Corporate Auditor of the Company (present position)	0
[Reasons for selection as a candidate for Outside Corporate Auditor] Yuji Kikuchi has expertise in the Companies Act and corporate governance as an attorney and has an abundance of practical experience, including a position as an official at the Securities and Exchange Surveillance Commission. Although he has not been directly involved in business management, the Company believes he will continue to audit 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 the above candidate.

2. Liability limitation agreement with a candidate for Corporate Auditor

The Company has entered into a liability limitation agreement with Yuji Kikuchi 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.

If his reelection is approved at this General Meeting of Shareholders, the Company will continue to enter into this agreement with him.

3. The Company has filed declarations naming Yuji Kikuchi as independent auditor, as prescribed by the Tokyo Stock Exchange. If his reelection is approved at this General Meeting of Shareholders, the Company will continue to designate him as an independent auditor.