

May 30, 2018

Dear Shareholders

Thank you for the ongoing support you have shown us.

Recently, we have learned that Glass, Lewis & Co., LLC (hereinafter “Glass Lewis”) is recommending to shareholders that they vote against part of the items of the agenda to be referred to the 86th Annual General Meeting of Shareholders of NEC Networks & System Integration Corporation (hereinafter “the Company”). This letter is to provide you with supplementary explanations on the presumed reason why Glass Lewis is recommending an objection and on the background behind the Company’s proposal of the item in question. We would be grateful if you could read this supplementary explanation before making your decision.

## 1. Item of the Agenda in Question

### Item 1: Election of Ten Directors

Glass Lewis recommends that shareholders vote against the election of candidate Mr. Masao Wada, currently Chairman, as a director. We understand that this recommendation is based on a Glass Lewis principle according to which it will recommend voting against the election of chairman (or an equivalent senior management) in the event that the combined number of directors and statutory auditors on the boards fails to meet their independence threshold that is one-third. Glass Lewis questions the independence of Ms. Michiko Ashizawa, a candidate for outside director, given that she used to be an employee of Azusa Century Audit Corporation, presently KPMG AZSA LLC, current accounting auditors of the Company. Consequently, the Company will have only four independent directors and auditors out of total fourteen directors and auditors.

## 2. Supplementary Explanation

Glass Lewis casts doubt on the independence of Ms. Michiko Ashizawa as somebody who worked for the current accounting auditors of the Company. However, she left the audit firm on May 2001, seventeen years ago, that is over five years of look back period of Glass Lewis. We therefore think that the Company has ensured sufficient independence and meets the independence criteria of Glass Lewis.

In addition, Ms. Ashizawa has an abundance of experience, including engaging in revitalization projects of major companies at Industrial Revitalization Corporation of Japan, in addition to business experience as a certified public accountant at an audit firm. 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 as an independent outside director.

We trust that you understand the supplementary explanation and we look forward to your exercise of your voting rights regarding the item of the agenda.

Sincerely,

Yushi USHIJIMA,

President,

NEC Networks & System Integration Corporation