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Securities identification code: 1973  
June 2, 2022

To our shareholders:

Yushi Ushijima  
President and Representative Director  
**NEC Networks & System Integration Corporation**  
2-6-1, Koraku, Bunkyo-ku, Tokyo, Japan

## **NOTICE OF THE 90<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 90th Ordinary General Meeting of Shareholders of NEC Networks & System Integration Corporation (the “Company”) will be held as described below.

In order to prevent the spread of the COVID-19 pandemic, we request that shareholders exercise their voting rights before the meeting by postal mail or via the Internet, and refrain from attending the meeting in person if at all possible.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m., Thursday, June 23, 2022 (Japan Standard Time) in accordance with the “Guidance of Exercising of Your Voting Rights” on page 2.

### **Meeting Outline**

**1. Date and Time:** Friday, June 24, 2022 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 90th Term (from April 1, 2021 to March 31, 2022), 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 90th Term (from April 1, 2021 to March 31, 2022)

#### **Items to be resolved:**

- Proposal 1:** Partial Amendment to the Articles of Incorporation
- Proposal 2:** Election of nine (9) Directors
- Proposal 3:** Election of one (1) Corporate Auditor

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- 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 23, 2022 (Japan Standard Time).

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

Please register your approval or disapproval of the proposal by accessing the following voting website or by scanning the QR Code on the Exercise Voting Rights Form ("smart vote.")

The voting website

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

<Voting deadline>

Please be sure register your approval or disapproval of the proposals by 5:15 p.m. on Thursday, June 23, 2022 (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 in writing (by mail) and via the Internet, etc., the one exercised via the Internet, etc. shall be deemed valid.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Partial Amendment to the Articles of Incorporation

#### 1. Reasons for proposal

##### (1) Transfer of Head Office

Due to relocation, the Head Office location will be changed from Bunkyo-ku, Tokyo, to Minato-ku, Tokyo, and Article 3 of the Articles of Incorporation will be amended.

In addition, amendments to this Article shall take effect on March 1, 2023, and there will be a stipulation to that effect in the Supplementary Provisions.

##### (2) A general meeting of shareholders without a designated location for the meeting

The Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws and Regulations (Act No. 70 of 2021) was enforced on June 16, 2021, and it has become possible to hold a general meeting of shareholders without a designated location (so-called virtual-only general meeting of shareholders) in listed companies under certain circumstances, by so stipulating in their articles of incorporation. We would like to promote revitalizing, streamlining, and facilitating the general meeting of shareholders by making it easier for many shareholders, including shareholders living in distant locations, to attend the meeting, and in addition, we consider that expanding the options for holding a general meeting of shareholders will contribute to the interests of shareholders considering the spread of infectious diseases and occurrence of large-scale disasters including natural disasters, as well as the progress of digitalization of society, and thus we will amend Article 12 of the Articles of Incorporation so that we can hold a general meeting of shareholders without a designated location for the meeting.

When deciding how to hold a general meeting of shareholders, the rights of shareholders should be given top priority each time a meeting is held, and taking into consideration social demands in light of infectious diseases and large-scale disasters, and the decision will be made carefully by resolution of the Board of Directors.

Regarding this amendment to the Articles of Incorporation, it has been confirmed by the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to the provisions of the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice that the requirements stipulated in the Ordinances as a case, which serves for strengthening industrial competitiveness while giving consideration to securing the interests of shareholders, are met.

##### (3) Introduction of measures for providing reference documents for the general meeting of shareholders, etc. in electronic format

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing reference documents for the general meeting of shareholders in electronic format.

- a. Article 15, paragraph 1 in Proposed amendments below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- b. Article 15, paragraph 2 in Proposed amendments below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- c. Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required in the system for providing reference documents for the general meeting of shareholders in electronic format, they will be deleted.
- d. Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of amendment

Details of amendment are as follows.

(Underline indicate amendment)

Current Articles of Incorporation	Proposed amendments
<p>(Location of Head Office) Article 3 The Head Office of the Company shall be located in <u>Bunkyo-ku</u>, Tokyo.</p> <p>(Convocation) Article 12 1. An ordinary general meeting of shareholders shall be convened in June of each year and an extraordinary general meeting of shareholders shall be convened whenever necessary. 2. A general meeting of shareholders shall be convened by the Representative Director elected by the Board of Directors pursuant to a resolution of the Board of Directors unless otherwise provided by relevant laws and regulations and in cases where the Representative Director is unable to act, the meeting shall be convened by another Director in accordance with the order previously determined by the Board of Directors. (newly established)</p>	<p>(Location of Head Office) Article 3 The Head Office of the Company shall be located in <u>Minato-ku</u>, Tokyo.</p> <p>(Convocation) Article 12 1. (as present) 2. (as present) 3. <u>The Company may hold a general meeting of shareholders without a designated location for the meeting.</u></p>
<p><u>(Disclosure of Reference Documents for General Meetings of Shareholders, etc., through the Internet and Deemed Provision)</u> Article 15 <u>In convening a general meeting of shareholders, it may be deemed that the Company has provided the shareholders with the necessary information that should be described or indicated in the reference documents, business reports, non-consolidated financial statements and consolidated financial statements for the general meeting of shareholders on the condition that such information is disclosed through the Internet in accordance with the Ministry of Justice Ordinance.</u></p>	<p>(deleted)</p>

Current Articles of Incorporation	Proposed amendments
(newly established)	<p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15</u></p> <ol style="list-style-type: none"> <li><u>1. In convening a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></li> <li><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></li> </ol>
(newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>(Provisional Measures relating to Change of Location of Head Office)</u></p>
(newly established)	<p><u>Article 1</u></p> <p><u>Amendment to Article 3 (Location of Head Office) shall come into effect on March 1, 2023. Article 1 of the Supplementary Provisions shall be deleted after the elapse of the effectuation date of transfer of the Head Office.</u></p>
(newly established)	<p><u>(Provisional Measures relating to Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 2</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 15 (Disclosure of Reference Documents for General Meetings of Shareholders, etc., through the Internet and Deemed Provision) in the pre-amended Articles of Incorporation and the establishment of the new Article 15 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></li> <li><u>3. Article 2 of these Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal 2:** 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 describe on pp. 6–14.

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 and Representative Director	[Reelection]	Male	13/13 meetings	8 years
2	Osamu Noda	Senior Vice President and Member of the Board	[Reelection]	Male	13/13 meetings	4 years
3	Hiroyuki Sekizawa	Senior Vice President and Member of the Board	[Reelection]	Male	13/13 meetings	3 years
4	Kazuhiko Takeuchi	Senior Vice President and Member of the Board Executive General Manager, Network Solutions Business Unit	[Reelection]	Male	12/13 meetings	2 years
5	Michiko Ashizawa	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]	Female	13/13 meetings	4 years
6	Kuniko Muramatsu	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]	Female	13/13 meetings	3 years
7	Mamoru Yoshida	Outside Director	[Reelection] [Candidate for Outside Director] [Independent Director]	Male	13/13 meetings	2 years
8	Junji Ashida	Member of the Board	[Reelection]	Male	13/13 meetings	5 years
9	Toru Kawakubo	Member of the Board	[Reelection]	Male	13/13 meetings	2 years

Note: Currently, our Nomination and Compensation Committee is composed of four members: Yushi Ushijima, Michiko Ashizawa, Kuniko Muramatsu, and Mamoru Yoshida, with Michiko Ashizawa chairing the meeting.

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 fields of specialization that are particularly expected of members of the Board of Directors of the Company are as follows.

No.	Committee (plan)		Areas especially expected of candidates for Directors					
	Nomination and Compensation Committee	Special Committee	Corporate management	Technology	Sales and marketing	Global	Finance and accounting	Sustainability and ESG
1	○		●		●			●
2			●	●		●		
3			●			●	●	●
4			●	●	●			
5	◎	○	●				●	●
6	○	○	●					●
7	○	◎	●	●		●		●
8								●
9					●			

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

Note 2: “◎” indicates the chairperson.

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>Yushi Ushijima (April 29, 1960)</p> <p>[Reelection]</p> <p>Years of service as Director: 8 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</p>	<p>Apr. 1984    Joined the Company</p> <p>Apr. 2011    General Manager, Nakanihon Regional Division, Regional Operations Unit of the Company</p> <p>Apr. 2013    Associate Senior Vice President, General Manager of Higashinihon Regional Division of Marketing &amp; Sales Development Unit of the Company</p> <p>June 2014    Member of the Board, Associate Senior Vice President of the Company Senior Executive Vice President and Member of the Board, Q&amp;A Corporation</p> <p>Apr. 2015    Member of the Board, Associate Senior Vice President of the Company President and CEO, Q&amp;A Corporation</p> <p>Apr. 2016    Member of the Board of the Company President and CEO, Q&amp;A Corporation</p> <p>June 2017    President and Representative Director of the Company (present position)</p>	23,400
<p>[Reasons for selection as a candidate for Director]</p> <p>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>			
2	<p>Osamu Noda (May 1, 1958)</p> <p>[Reelection]</p> <p>Years of service as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</p>	<p>Oct. 2010    General Manager, 1st Enterprise Solution Division, Enterprise Solutions Operations Unit, NEC Corporation</p> <p>Jan. 2013    Executive General Manager, Enterprise Solutions Operations Unit, 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 (present position), Executive General Manager, Enterprise Solutions Operations Unit of the Company</p> <p>June 2018    Member of the Board of the Company (present position)</p> <p>Apr. 2019    Executive General Manager, Business Design Operations Unit and Executive General Manager, Digital Solutions Business Unit of the Company</p>	11,100
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Osamu Noda has a track record of establishing a base system for global information sharing in the area of business solutions undertakings, and leading business expansion in the enterprise telephony market as the person responsible at NEC Corporation. As an executive officer of the Company since 2015, he has contributed to business expansion of the Company, including the growth of the domestic and foreign enterprise network business, the track record in profitability improvement and initiatives as an officer responsible for DX. 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> <p>* DX: Abbreviation of "digital transformation." This refers to significantly transforming activities of business and industries, as well as city management, by making use of cutting-edge technologies such as Artificial Intelligence (AI), Internet of Things (IoT), and Robotic Process Automation (RPA).</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
3	<p>Hiroyuki Sekizawa (July 6, 1960)</p> <p>[Reelection]</p> <p>Years of service as Director: 3 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</p>	July 2011	General Manager, Corporate Controller Division, NEC Corporation	14,100
		May 2015	General Manager, Corporate Controller Division, NEC Corporation (change in Japanese only; English title unchanged)	
		June 2017	Associate Senior Vice President of the Company	
		Apr. 2019	Senior Vice President of the Company (present position)	
		June 2019	Member of the Board of the Company (present position)	
<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 served in responsible positions in the accounting divisions at NEC Corporation, as well as a track record as a chief financial officer and senior vice president 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>				
4	<p>Kazuhiko Takeuchi (November 10, 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>	Apr. 1985	Joined the Company	8,100
		Apr. 2011	General Manager, 1st Enterprise Solution Marketing & Sales Division, Marketing & Sales Development Unit of the Company	
		Apr. 2014	Associate Senior Vice President, Assistant Executive General Manager, Technical Services Operations Unit of the Company	
		Oct. 2016	Associate Senior Vice President, Assistant Executive General Manager, Public Infrastructures Solutions Operations Unit of the Company	
		Apr. 2019	Associate Senior Vice President, Assistant Executive General Manager, Marketing & Sales Operations Unit of the Company	
		Apr. 2020	Senior Vice President (present position), Executive General Manager, Network Infrastructure Business Unit of the Company	
		June 2020	Member of the Board of the Company (present position)	
		Apr. 2022	Executive General Manager, Network Solutions Business Unit of the Company (present position)	
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Kazuhiko Takeuchi has accumulated an abundance of knowledge and experience regarding the business environment surrounding the Company and in both technical and marketing aspects through his service in engineering and marketing divisions as well as his achievement while he was a General Manager of Marketing &amp; Sales Operations Unit. After his appointment as Associate Senior Vice President in 2014, he continued playing a role in business growth over wide areas by serving in responsible positions in support service business, public infrastructure business, as well as marketing and sales operation to establish the Company's business platform. 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: 4 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</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 Associate Professor, Graduate School of International Management, Yokohama City University</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&amp;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>Kuniko Muramatsu (September 1, 1958)</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: 13/13 meetings</p>	<p>Nov. 2003 Officer, Ethics Office, Texas Instruments Japan Limited (resigned in September 2009)</p> <p>Oct. 2009 Chief Researcher, Business Ethics Research Center</p> <p>Jan. 2010 Representative Director, Wellness Systems Institute (present position)</p> <p>Apr. 2016 Chair of the board, NPO GEWEL (resigned in March 2019)</p> <p>Apr. 2018 Senior Researcher, Business Ethics Research Center (present position)</p> <p>June 2019 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director, Wellness Systems Institute Outside Director, YOKOWO CO., LTD. Outside Director of Kyushu Railway Company</p>	0
<p>Reasons for selection as Outside Director and overview of expected role</p> <p>Ms. Kuniko Muramatsu joined a foreign-affiliated semiconductor manufacturer and served in positions including Officer of Ethics Office as well as a responsible role for promoting diversity. She subsequently established Wellness Systems Institute with the aim of laying a foundation for sustainable society, and has been acting as an advisor in sustainability management while managing the business. She also has experienced various positions such as a chair of the board of a non-profit organization and a university lecturer. The Company believes she will continue to be capable of playing an appropriate role in giving advice and providing supervision relating to management of the Company from an objective standpoint by making use of her global mindset and deep insight on compliance matters and promotion of diversity. 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 data-bbox="389 439 555 495">Mamoru Yoshida (May 21, 1956)</p> <p data-bbox="359 521 585 629">[Reelection] [Candidate for Outside Director] [Independent Director]</p> <p data-bbox="384 656 560 741">Years of service as Outside Director: 2 years</p> <p data-bbox="359 768 585 853">Attendance at Board of Directors meetings: 13/13 meetings</p>	<p data-bbox="630 286 1209 371">Apr. 2009    Officer, Panasonic Corporation (Vice President Panasonic AVC Networks Company, in charge of Consumer Business)</p> <p data-bbox="630 383 1155 490">Apr. 2012    Director, Managing Executive Officer, Panasonic Corporation (President, Panasonic AVC Networks Company)</p> <p data-bbox="630 501 1214 586">Apr. 2013    Director, Managing Executive Officer, Chief Technology Officer (CTO), Panasonic Corporation</p> <p data-bbox="630 598 1219 705">Apr. 2015    Director, Managing Executive Officer, Panasonic Corporation (Senior Vice President, Appliances Company, President, Air-con Company, in charge of TV Business)</p> <p data-bbox="630 716 1222 846">June 2015    Managing Executive Officer, Panasonic Corporation (Senior Vice President, Appliances Company, President, Air-con Company, in charge of TV Business)</p> <p data-bbox="630 857 1209 943">June 2016    Senior Audit &amp; Supervisory Board Member, Panasonic Corporation (resigned in June 2020)</p> <p data-bbox="630 954 1190 1003">June 2020    Outside Director of the Company (present position)</p>	0
<p data-bbox="325 1012 1026 1039">Reasons for selection as Outside Director and overview of expected role</p> <p data-bbox="325 1041 1404 1283">After joining a major electrical appliance manufacturer, Mr. Mamoru Yoshida demonstrated broad management skills and strategy building ability through his career as manager of various areas, including overseas business. He also served as CTO and gained extensive knowledge and experience in technology management, manufacturing, marketing, etc. Since 2016, he had promoted corporate management governance reform as Senior Audit &amp; 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>			

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>Junji Ashida (March 12, 1969)</p> <p>[Reelection]</p> <p>Years of service as Director: 5 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</p>	<p>Apr. 2009 Senior Manager, Information Technology &amp; Services Planning Division, NEC Corporation</p> <p>Apr. 2013 Senior Manager, System Integration &amp; 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</p> <p>June 2017 Member of the Board of the Company (present position)</p> <p>Apr. 2022 General Manager, Corporate Strategy Division, NEC Corporation (present position)</p> <p>[Significant concurrent positions outside the Company] General Manager, Corporate Strategy Division, NEC Corporation</p>	0
<p>[Reasons for selection as a candidate for Director] Mr. Junji Ashida is serving as the General Manager of the Corporate Strategy Division of NEC Corporation. He possesses insight regarding corporate governance and strengthening internal controls, as well as 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>			
9	<p>Toru Kawakubo (April 19, 1965)</p> <p>[Reelection]</p> <p>Years of service as Director: 2 years</p> <p>Attendance at Board of Directors meetings: 13/13 meetings</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 (present position)</p> <p>[Significant concurrent positions outside the Company] Senior Vice President, NEC Corporation</p>	0
<p>[Reasons for selection as a candidate for Director] Mr. Toru Kawakubo serves as executive officer in charge of the Communications Career Sales Division of the Network Service 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>			

- Notes:
1. There is no special interest between the Company and any of above candidates.
  2. Messrs. Osamu Noda and Hiroyuki Sekizawa were executing persons at NEC Corporation, which is the parent company of the Company, within the past ten years. Their positions while working for NEC Corporation are as described in "Career summary, position and responsibilities (Significant concurrent positions outside the Company)."
  3. Liability limitation agreement with candidates for Directors  
The Company has entered into liability limitation agreements with Mss. Michiko Ashizawa and Kuniko Muramatsu and Messrs. Mamoru Yoshida, Junji Ashida, 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.

4. 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.  
Each candidate will become the insured of the insurance contract if his/her reelection is approved.
5. Messrs. Junji Ashida and Toru Kawakubo serve as executing persons of NEC Corporation, the parent company of the Company.
6. The Company has filed declarations naming Mss. Michiko Ashizawa and Kuniko Muramatsu, 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.

#### 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

**Proposal 3:** 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 candidate for Corporate Auditor is as follows.

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

Name (Date of birth/other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Akiko Isohata (February 8, 1976)  [New Candidate] [Candidate for Outside Corporate Auditor] [Independent Auditor]  Years of service as Corporate Auditor: – years  Attendance at Board of Directors meetings: –/– meetings  Attendance at Board of Corporate Auditors meetings: –/– meetings	Oct. 2001 Registered as an attorney Oct. 2011 Partner, Tokyo Hatchobori Law Office (present position) Oct. 2015 Special Member, Central Construction Work Disputes Committee, Ministry of Land, Infrastructure, Transport and Tourism (present position) Apr. 2018 Civil conciliation commissioner, Tokyo District Court (present position)  [Significant concurrent positions outside the Company] Attorney	0
[Reasons for selection as a candidate for Outside Corporate Auditor] Ms. Akiko Isohata has specialized knowledge of the Companies Act and corporate governance, and the like, and has a wealth of experience as a lawyer in the field of general corporate legal affairs. Although she has not been involved in business management, the Company believes she will audit the legitimacy of its business operations from a fair and objective standpoint, by making use of her knowledge and experience. In light of these reasons, the Company proposes her 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  
If the election of Ms. Akiko Isohata is approved as an Outside Corporate Auditor, the Company plans to enter into a liability limitation agreement with her 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.  
Ms. Akiko Isohata will become the insured of the insurance contract if her election is approved.
  4. Ms. Akiko Isohata 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 auditor with the Tokyo Stock Exchange.

### 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 is not a director, corporate auditor, executive officer or other employee of a company that has conducted major transactions with the Company within the past five years
  - \* "Major transactions" means transactions in which the transaction amount with the Company exceeds 2% of the annual consolidated sales of either the Company or a company 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 five years
  - \* "Large amount of money, etc." means a transaction in which the amount paid by the Company exceeds 2% of the annual consolidated sales of either the Company or said consultant, etc.
- (5) A person who is not a shareholder (or director, corporate auditor, executive officer or other employee 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 five 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
  - \* "Large donation" means a donation in which the amount of our donation exceeds 2% of the annual consolidated sales of either the Company or the recipient of the donation.
- (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