

(Translation)

The following is an English translation of the Notice of the Resolution adopted at the Extraordinary General Meeting of Shareholders of NEC Corporation held on August 30, 2002. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

NEC Corporation

August 30, 2002
7-1, Shiba 5-chome,
Minato-ku, Tokyo

To Our Shareholders:

**NOTICE OF THE RESOLUTION ADOPTED AT THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that at the Extraordinary General Meeting of Shareholders of NEC Corporation (the “Company”) held today, the resolution was passed as follows:

Matter to be Voted Upon:

It was resolved:

THAT, “PROPOSAL: APPROVAL OF THE COMPANY SPLIT PLAN” be approved as proposed, pursuant to which the Company will transfer its business relating to the research, development, manufacture, sale and services of semiconductors (except for general-purpose DRAMs) currently conducted by NEC Electron Devices to a new company (“NEC Electronics Corporation”) to be incorporated on the split date of November 1, 2002. NEC Electronics Corporation will have a stated capital of 50 billion yen and will issue and fully allot to the Company, 100 million shares of common stock.

The directors and corporate auditors of NEC Electronics Corporation will be as follows:

Directors:	Kaoru Tosaka Kyoji Yamamoto Hirokazu Hashimoto Shunichi Suzuki
Corporate Auditors:	Jiro Takashima Akio Kurosaka Tomio Nakano

Hajime Sasaki
Chairman of the Board