

Corporate Governance

Policy

In recognition of the fact that reliable corporate governance is essential to the continuous creation of social values and the maximization of corporate values, NEC Corporation (the "Company") is committed to strengthening its corporate governance practices through:

1. Assurance of transparent and sound management,
2. Realization of prompt decision making and business execution;
3. Clarification of accountability; and
4. Timely, appropriate and fair disclosure of information.

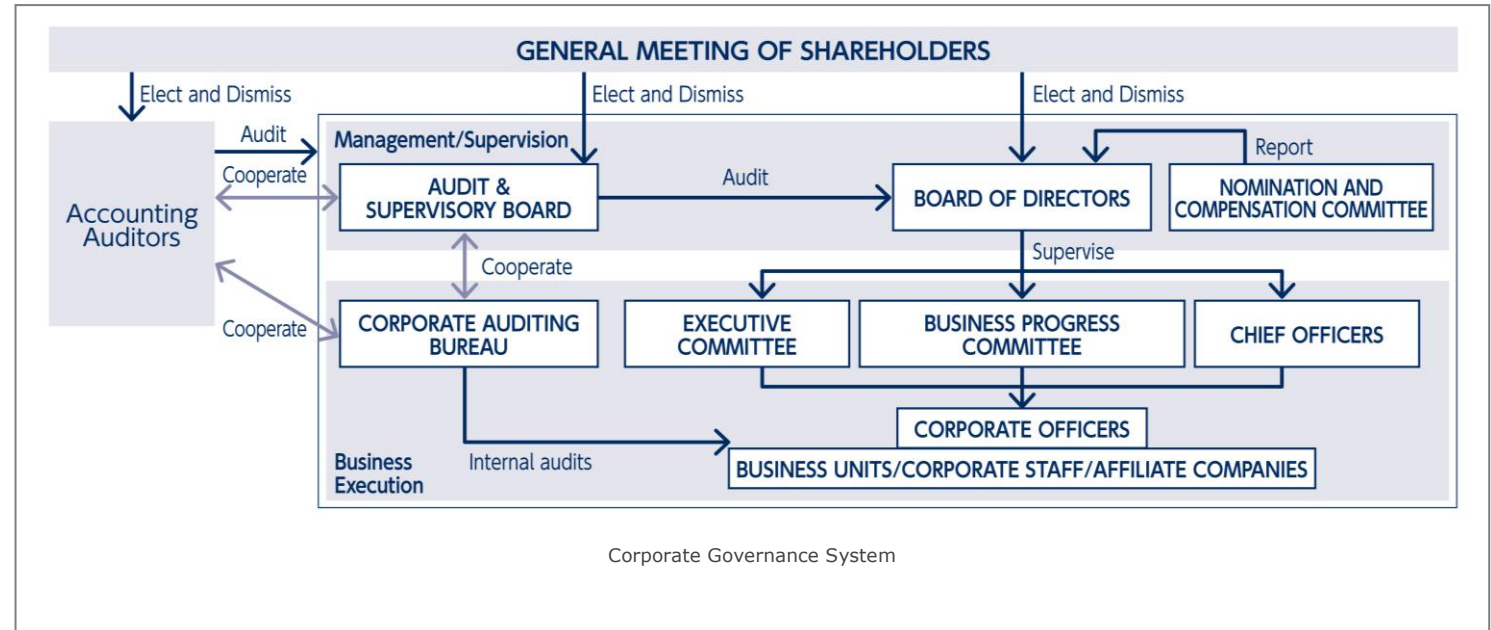
Corporate Governance System

An overview of the Company's corporate governance system is as follows:

1. The Company has adopted the company with the Audit & Supervisory Board Members (KANSAYAKU) (the "A&SBMs"). The Company considers that the audit by A&SBMs and advice from Outside Directors in making decisions of the material business executions are effective for the sound management of the Company.
2. The Company has introduced a corporate officer system to expedite business execution based on prompt decision making and separate management supervision from business execution. This has involved delegating substantial authority for business execution from the Board of Directors to corporate officers.
3. The Company has established the Nomination and Compensation Committee to enhance transparency of nomination of Directors and the A&SBMs and remuneration of Directors and corporate officers.

Board of Directors

To fulfill its responsibilities with various viewpoints based on broad knowledge, the Board of Directors is comprised with consideration given to diversity in such factors as career background, specialist field, internationality and gender.



Nomination and Compensation Committee

The majority of the members of the Nomination and Compensation Committee are Outside Directors. The chairperson is appointed among such Outside Directors.

Main Committees in Business Execution

The Company has the Executive Committee, which is comprised of corporate officers, and the Business Progress Committee, which is comprised of corporate officers, general managers of business units, and other members.

Audit & Supervisory Board (KANSAYAKU-KAI)

The Company appoints as A&SBMs the personnel who have the knowledge and experience necessary for audits, such as considerable expertise in finance and accounting or experience as an attorney at law, and strengthen the auditing functions of the A&SBMs.

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