

(Translation)

The following is an English translation of the Notice of Resolutions adopted at the 166th Ordinary General Meeting of Shareholders of NEC Corporation held on June 22, 2004. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

NEC Corporation
7-1, Shiba 5-chome,
Minato-ku, Tokyo

June 22, 2004

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 166TH
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that at the 166th Ordinary General Meeting of Shareholders of NEC Corporation (the "Company") held today, a report was given, and resolutions passed, as follows.

Matters to be Reported Upon:

A report on the Business Report, Balance Sheet and Statement of Income with respect to the 166th Business Period from April 1, 2003 to March 31, 2004 was made.

Matters to be Voted Upon:

"PROPOSAL NO. 1: APPROVAL OF PROPOSED APPROPRIATION OF RETAINED EARNINGS FOR THE 166TH BUSINESS PERIOD" It was resolved that the proposal be approved as proposed. It was decided to distribute year-end dividends of ¥3 per share for the 166th Business Period.

"PROPOSAL NO. 2: PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION" It was resolved that the proposal be approved as proposed. The new Article was established to enable the Company to purchase its own shares pursuant to a resolution of the Board of Directors in response to amendments to the Commercial Code of Japan, and the amendments were made to shorten the term of office of Directors from two years to one year in order to clarify Directors' responsibilities for management in each business period.

"PROPOSAL NO. 3: ELECTION OF FIFTEEN DIRECTORS" It was resolved that Messrs. Hajime Sasaki, Akinobu Kanasugi, Kaoru Yano, Toshiro Kawamura, Shunichi Suzuki, Tsutomu Nakamura, Kazumasa Fujie, Toshio Morikawa, Koichi Kimura, Akira Uehara, Kazuhiko Kobayashi, Konosuke Kashima, Yasuo Matoi, Iwao Fuchigami and Saburo Takizawa be elected to the Board of Directors (Messrs. Toshio Morikawa and Koichi Kimura are outside directors stipulated in Paragraph 2 (7)-2, Article 188 of the Commercial Code of Japan).

"PROPOSAL NO. 4: ELECTION OF THREE CORPORATE AUDITORS" It was resolved that Mr. Tsuneo Kabe be re-elected and that Messrs. Shigeo Matsumoto and Muneo Shigematsu be newly elected to the Board of Corporate Auditors (Messrs. Tsuneo Kabe and Muneo Shigematsu are outside corporate auditors stipulated in Paragraph 1, Article 18 of the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha).

(Translation)

"PROPOSAL NO. 5: ISSUANCE OF STOCK ACQUISITION RIGHTS WITH FAVORABLE CONDITIONS TO PERSONS OTHER THAN THE SHAREHOLDERS FOR THE PURPOSE OF GRANTING STOCK OPTIONS" It was resolved that the proposal be approved as proposed. It was decided that for the purpose of granting stock options with a view to promoting the management highly conscious of the shareholder value and creating a motivation to improve business results of NEC Group, the rights to acquire no more than 350,000 shares of the Company's common stocks be issued to the persons who are directors, corporate officers, executive general managers, employees having important responsibilities equivalent to those of corporate officers or executive general managers, and full-time presidents of the Company's important subsidiaries in Japan (excluding companies whose stocks are listed and their subsidiaries) from the strategic viewpoint of the Company and its group companies.

"PROPOSAL NO. 6: PRESENTATION OF RETIREMENT ALLOWANCES TO RETIRING DIRECTORS AND CORPORATE AUDITOR" It was resolved that retirement allowances to the retiring Directors, Messrs. Koji Nishigaki, Mineo Sugiyama, Shigeo Matsumoto, Yoshio Omori and Makoto Maruyama, and to the retiring Corporate Auditor, Mr. Kenji Usui, be presented within a reasonable amount according to the rules of the Company, and that the Board of Directors and the Corporate Auditors then in office be authorized to decide the amount, time and method of payment, etc. in respect of the retirement allowances to the retiring Directors and Corporate Auditor, respectively.

Very truly yours,

Hajime Sasaki
Chairman of the Board