

(Translation)

The following is an English translation of the Notice of Resolutions adopted at the 167th Ordinary General Meeting of Shareholders of NEC Corporation held on June 22, 2005. NEC Corporation 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, 2005

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 167TH
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to inform you that at the 167th Ordinary General Meeting of Shareholders of NEC Corporation (the "Company") held today, reports were given, and resolutions were made, as follows.

Reports:

1. A report on the Business Report, Balance Sheet and Statement of Operations with respect to the 167th Business Period from April 1, 2004 to March 31, 2005 was made.
2. A report on the Consolidated Balance Sheet and the Consolidated Statement of Operations with respect to the 167th Business Period from April 1, 2004 to March 31, 2005, and a report on the results of the audit conducted on the Consolidated Balance Sheet and the Consolidated Statement of Operations by Independent Auditors and the Board of Corporate Auditors were made.

Resolutions:

Proposal No. 1: Approval of Proposed Appropriation of Retained Earnings for the 167th Business Period

It was resolved that the proposal be approved as proposed. It was decided to distribute year-end dividends of 3 yen per share for the 167th Business Period.

Proposal No. 2: Partial Amendments to the Articles of Incorporation

It was resolved that the proposal be approved as proposed. Amendments and deletion were made to the Articles of Incorporation of the Company mainly in order to (i) adopt the electronic public-notice system in response to amendments to the Commercial Code of Japan, (ii) increase the total number of shares authorized to be issued, (iii) reduce the maximum number of directors, and (iv) abolish the system for directors with special titles.

(Translation)

Proposal No. 3: Election of Fifteen Directors

It was resolved that Messrs. Hajime Sasaki, Akinobu Kanasugi, Kaoru Yano, Toshiro Kawamura, Kazuhiko Kobayashi, Kazumasa Fujie, Shunichi Suzuki, Tsutomu Nakamura, Konosuke Kashima, Yasuo Matoi, Iwao Fuchigami, Saburo Takizawa, Toshio Morikawa, Koichi Kimura and Akira Uehara be elected as Directors. All of the aforementioned have taken office.

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 One Corporate Auditor

It was resolved that Mr. Hiroshi Takakuta be newly elected as a Corporate Auditor. The aforementioned has taken office.

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 management awareness of the shareholder value and creating motivation to improve the business results of the Company and its group companies, 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 Japanese subsidiaries (excluding companies whose stocks are listed and their subsidiaries) that are important to the business strategy of the Company and its group companies.

Proposal No. 6: Presentation of Retirement Allowances to Corporate Auditor

It was resolved that retirement allowances to the retiring Corporate Auditor, Mr. Tatsuo Sakairi, be presented within a reasonable amount according to the rules of the Company, and that the Corporate Auditors then in office be authorized to decide the amount, timing, method of payment and other details relating to the retirement allowances to the retiring Corporate Auditor.

Very truly yours,

Hajime Sasaki
Chairman of the Board