

(Translation)

The following is an English translation of the Notice of Resolutions adopted at the 171st Ordinary General Meeting of Shareholders of NEC Corporation held on June 22, 2009. NEC Corporation provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

NEC Corporation

Code Number 6701

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

Kaoru Yano
President

June 22, 2009

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 171ST
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to inform you that at the 171st Ordinary General Meeting of Shareholders of NEC Corporation (the "Company") held today, reports were given and resolutions were adopted as described below.

As for the business results during the 171st Business Period, the Company recorded a consolidated net loss of 296.6 billion yen on account of incurring operating losses as well as posting equity in losses from affiliated companies and recording loss on devaluation of investment securities due to worldwide recession and steep fall in stock prices from the second half of the Business Period. On a non-consolidated basis, the Company also recorded a net loss of 474.8 billion yen, resulted in a significant decrease in shareholders' equity.

Under these circumstances, regrettably the Company determined not to pay a year-end dividend for this Business Period.

In order to meet our shareholders' expectation, the Company will endeavor to achieve early recovery of the Company's business by implementing group-wide actions. We would highly appreciate your continuous support and interest in the Company.

Reports:

A report on the Business Report, the Consolidated Financial Statements and Financial Statements with respect to the 171st Business Period from April 1, 2008 to March 31, 2009, and report on the results of the audit conducted on the Consolidated Financial Statements by Accounting Auditors and the Board of Corporate Auditors were made.

(Translation)

Resolutions:

Proposal No. 1: Reduction of Legal Capital Surplus and Legal Retained Earnings and Appropriation of Surplus

It was resolved that the Company reduce the entire amounts of its legal capital surplus and legal retained earnings as of March 31, 2009 and transfer them into other capital surplus and retained surplus brought forward, respectively, and reduce a part of other capital surplus and transfer it into retained surplus brought forward in order to dissolve the deficit in retained surplus brought forward. The effective date of this matter will be July 30, 2009.

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

It was resolved that the Articles of Incorporation of the Company be partially amended by deleting and/or modifying certain provisions and providing for necessary provisional measures in the Supplementary Provisions of the Articles of Incorporation of the Company in line with the introduction of the new book-entry transfer system (the dematerialization of share certificates) implemented by the “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities” (Law No.88 of 2004).

Proposal No. 3: Election of Fifteen (15) Directors

It was resolved that Messrs. Kaoru Yano, Botaro Hirosaki, Masatoshi Aizawa, Akihito Otake, Toshimitsu Iwanami, Susumu Otani, Takao Ono, Junji Yasui, Toshio Morikawa, Yoshinari Hara, Kenji Miyahara and Hideaki Takahashi, and Ms. Sawako Nohara be reelected, and Messrs. Yukihiro Fujiyoshi and Nobuhiro Endo be newly elected, as Directors. All of the aforementioned have taken office. Messrs. Toshio Morikawa, Yoshinari Hara, Kenji Miyahara and Hideaki Takahashi, and Ms. Sawako Nohara are Outside Directors.

Proposal No. 4: Election of one Corporate Auditor

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