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Securities identification code: 1973

May 30, 2016

To our shareholders:

Masao Wada

President

NEC Networks & System Integration Corporation

2-6-1 Koraku, Bunkyo-ku, Tokyo, Japan

NOTICE OF THE 84th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 84th Ordinary General Meeting of Shareholders of NEC Networks & System Integration Corporation (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m., Monday, June 20, 2016 (Japan Standard Time).

Meeting Outline

- 1. Date and time:** Tuesday, June 21, 2016 at 10:00 a.m. (Japan Standard Time)
(Reception will begin at 9:00 a.m.)
- 2. Venue:** Bellesalle Iidabashi First
B1F, Iidabashi First Tower
2-6-1, Koraku, Bunkyo-ku, Tokyo, Japan
- 3. Agenda:**
 - Items to be reported:**
 1. Business Report and Consolidated Financial Statements for the 84th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-consolidated Financial Statements for the 84th Term (from April 1, 2015 to March 31, 2016)
 - Items to be resolved:**
 - Proposal 1:** Election of nine (9) Directors
 - Proposal 2:** Election of one (1) Corporate Auditor

Any revisions that should be made to this document by Monday, June 20, 2016 will be posted on the Company's website (<http://www.nesic.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of nine (9) Directors

The terms of office of all nine (9) present Directors will expire at the conclusion of this General Meeting of Shareholders. The Company proposes to elect nine (9) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Masao Wada (August 31, 1953)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Years of service as Director: 4 years</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 12/12 meetings</p>	<p>April 2010 Associate Senior Vice President, Executive General Manager, Social System Operations Unit, NEC Corporation</p> <p>April 2012 Advisor to the Company</p> <p>June 2012 President and Representative Director of the Board of the Company (present position)</p> <p>[Reasons for selection as a candidate for Director] Masao Wada possesses an abundance of experience and a track record of accomplishments in business operations through fulfilling his duties in the area of social infrastructure over many years. Since becoming President of the Company in 2012, as its top executive he has successfully taken the lead in achieving the growth of its infrastructure business and service businesses that the Company aimed for. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of his considerable experience. In light of these reasons, the Company proposes his election as Director.</p>	3,000
2	<p style="text-align: center;">Yoichi Sato (August 9, 1957)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Years of service as Director: 4 years</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 12/12 meetings</p>	<p>April 2008 General Manager, Kansai Branch Division, NEC Corporation</p> <p>April 2012 Senior Vice President of the Company (present position) Assistant Executive General Manager , Marketing & Sales Development Unit of the Company</p> <p>June 2012 Member of the Board of the Company (present position)</p> <p>June 2013 Executive General Manager, Marketing & Sales Development Unit of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Member of the Board, Nichiwa Co.</p> <p>[Reasons for selection as a candidate for Director] Yoichi Sato possesses an abundance of experience in business operations in the areas of marketing and sales and has established concrete relationships with customers over many years. In addition, he is fully knowledgeable and experienced in the Company's businesses and industry. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of his knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>	1,000

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p>Tetsujiro Arano (April 12, 1957)</p> <p>[Reelection]</p> <p>Years of service as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 12/12 meetings</p>	<p>April 2004 Executive Specialist, Planning, Chief Manager, Corporate Strategy and Business Development Division, NEC Corporation</p> <p>June 2004 Corporate Auditor of the Company</p> <p>April 2008 General Manager, Carrier Network Planning Division, NEC Corporation</p> <p>June 2009 Retired from his position as Corporate Auditor of the Company</p> <p>June 2012 Member of the Board of the Company (present position)</p> <p>April 2013 Vice President, NEC Corporation</p> <p>June 2015 Senior Vice President of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Member of the Board, Q&A Corporation</p> <p>[Reasons for selection as a candidate for Director] Tetsujiro Arano possesses an abundance of knowledge about business management, as demonstrated by his performance in the business planning and investor relations sections and his achievements in corporate strategy within business units. He has served as Director of the Company since 2012, from which he has become fully knowledgeable and experienced in corporate governance and internal controls. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>	1,000

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Yushi Ushijima (April 29, 1960)</p> <p>[Reelection]</p> <p>Years of service as Director: 2 years</p> <p>Attendance at Board of Directors meetings: 12/12 meetings</p>	<p>April 1984 Joined the Company.</p> <p>April 2011 General Manager, Nakanihon Regional Division of Regional Operations Unit of the Company</p> <p>April 2013 Associate Senior Vice President, General Manager of Higashinihon Regional Division of Marketing & Sales Development Unit of the Company</p> <p>April 2014 Senior Executive Vice President, Q&A Corporation</p> <p>June 2014 Member of the Board of the Company (present position) Associate Senior Vice President of the Company Senior Executive Vice President and Member of the Board, Q&A Corporation</p> <p>April 2015 President and CEO, Q&A Corporation (present position)</p> <p>[Reasons for selection as a candidate for Director] Yushi Ushijima has accumulated an abundance of knowledge and experience in marketing and sales strategies through performing his duties in the marketing and sales divisions of the Company, as well as on the business environment and industries surrounding the Company from having served as General Manager of branch divisions. He has served as Senior Executive Vice President of a subsidiary of the Company since 2014 and then its President and CEO, through which he has acquired considerable knowledge and experience on business management. The Company believes he will continue to give advice on the Company's business management from an impartial, fair, and appropriate perspective. In light of these reasons, the Company proposes his election as Director.</p>	1,590

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Yumiko Ichige (March 13, 1961)</p> <p>[Reelection]</p> <p>[Candidate for Outside Director]</p> <p>[Independent Officer]</p> <p>Years of service as Director: 4 years</p> <p>Attendance at Board of Directors meetings: 12/12 meetings</p>	<p>April 1989 Registered as an attorney Joined IBM Japan, Ltd.</p> <p>December 2007 Partner, Nozomi Sogo Attorneys at Law (present position)</p> <p>April 2009 Vice President, Daini Tokyo Bar Association</p> <p>September 2010 Deputy Secretary General, Japan Federation of Bar Associations</p> <p>June 2012 Member of the Board of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Corporate Auditor, Mizusawa Industrial Chemicals, Ltd. Outside Corporate Auditor, AEON MALL, Co., Ltd. Outside Director (Audit and Supervisory Committee Member), Sanyo Trading Co., Ltd.</p> <p>[Reasons for selection as a candidate for Outside Director] Yumiko Ichige possesses the experience and expertise that she has acquired from having served as an attorney for corporate legal matters. Although she has not been directly involved in business management, the Company believes she is capable of properly supervising the Company's business management from an objective standpoint as a legal expert. In light of these reasons, the Company proposes her election as Outside Director.</p>	0
6	<p>Masamitsu Kasaki (May 1, 1963)</p> <p>[Reelection]</p> <p>Years of service as Director: 2 years</p> <p>Attendance at Board of Directors meetings: 10/12 meetings</p>	<p>April 2007 Assistant General Manager, Corporate Strategy and Business Development Division, NEC Corporation</p> <p>April 2012 Assistant General Manager, Corporate Strategy Division, NEC Corporation</p> <p>April 2014 General Manager, Corporate Strategy Division, NEC Corporation (present position)</p> <p>June 2014 Member of the Board of the Company (present position)</p> <p>[Reasons for selection as a candidate for Director] Masamitsu Kasaki is the General Manager of the Corporate Strategy Division of NEC Corporation, a company with a strong business relationship with the Company. He possesses expertise in the strengthening of corporate governance and internal controls, as well as in corporate strategies and planning as expected of a Director. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>	1,000

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p>Yukinori Nakayama (September 13, 1962)</p> <p>[Reelection]</p> <p>Years of service as Director: 1 year</p> <p>Attendance at Board of Directors meetings: 9/10 meetings</p>	<p>April 2010 Chief Manager, Network Platform Planning Division of Carrier Network Planning Division, NEC Corporation</p> <p>October 2012 Assistant General Manager, Carrier Network Planning Division, NEC Corporation</p> <p>April 2013 General Manager, Telecom Carrier Business Planning Division, NEC Corporation (present position)</p> <p>June 2015 Member of the Board of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Auditor, ALAXALA Networks Corporation</p> <p>[Reasons for selection as a candidate for Director] Yukinori Nakayama is the General Manager of the Telecom Carrier Business Planning Division of NEC Corporation, a company with a strong business relationship with the Company. He possesses knowledge and experience on corporate governance and internal controls as expected of a Director. In addition, he has mobile-network-related expertise that is required to expand the Company's new services and business domains. The Company believes he will continue to contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>	0

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Masafumi Gouji (September 17, 1959) [New Candidate]	<p>April 1982 Joined the Company.</p> <p>April 2010 General Manager, Outsourcing Service Division of SI & Services Operations Unit of the Company</p> <p>April 2012 Executive Assistant General Manager, Office Service Division of SI & Services Operations Unit of the Company</p> <p>April 2013 General Manager, Office Service Division of SI & Services Operations Unit of the Company</p> <p>April 2014 Associate Senior Vice President, Assistant Executive General Manager, Enterprise Solutions Operations Unit of the Company</p> <p>April 2016 Senior Vice President, Executive General Manager, Technical Services Operations Unit of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Member of the Board, NEC Networks & System Integration Services, Ltd. Member of the Board, Q&A Corporation</p> <p>[Reasons for selection as a candidate for Director] Masafumi Gouji possesses an abundance of knowledge about all aspects of IT management, and he has proposed and implemented solutions that have led to improvements in business operations and profitability in the area of IT/network- integration for customers in various industrial sectors. Through having served in responsible positions in several business divisions, he has played a part in the Company's business growth in various fields and the establishment of the Company's business foundation. The Company believes he will contribute to increasing the Group's corporate value by making use of this knowledge and experience. In light of these reasons, the Company proposes his election as Director.</p>	989

No.	Name (Date of birth/ other notes)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Hisayoshi Fuwa (July 6, 1949) [New Candidate] [Candidate for Outside Director] [Independent Officer]	<p>May 2011 President, Representative Director of the Board and Chief Executive Officer (CEO), JVC KENWOOD Holdings, Inc. (currently JVC KENWOOD Corporation)</p> <p> President and Representative Director of the Board, Victor Company of Japan, Limited</p> <p> President, Kenwood Corporation</p> <p> President, J&K Car Electronics Corporation</p> <p>October 2011 President and Representative Director of the Board, JVC KENWOOD Corporation</p> <p>June 2012 Special Adviser, JVC KENWOOD Corporation</p> <p>[Significant concurrent positions outside the Company] Outside Director, Tokyo Electron Device Limited</p> <p>[Reasons for selection as a candidate for Outside Director] After joining a major electric appliance manufacturer, Hisayoshi Fuwa served in a number of important posts, such as the General Manager of the Corporate Strategic Planning Division, as well as Vice President in overseas subsidiaries. Following these positions, he became President of JVC KENWOOD Holdings, Inc., where he demonstrated his management ability in business rehabilitation and other initiatives. The Company expects him to utilize the abundance of experience that he has acquired from global business operations for the Company's business management. The Company also believes he is capable of giving appropriate advice and proposals on all matters relating to the business management of the Company from a standpoint independent from that of the Company's executives. In light of these reasons, the Company proposes his election as Outside Director.</p>	0

Notes:

- There are no special interest between the Company and the above candidates.
- Liability limitation agreement with candidates for Directors
The Company has entered into a liability limitation agreement with Yumiko Ichige, Masamitsu Kasaki, and Yukinori Nakayama that shall limit the maximum amount of his/her liability to compensate for damages due to a failure to perform his/her duties as set forth in the provisions of Article 423, Paragraph 1 of the Companies Act. The limit of liability under this agreement is 1,200,000 yen or the amount prescribed in the laws and regulations, whichever is the higher. If their elections are approved at this General Meeting of Shareholders, the Company will continue to enter into this agreement with each of them. If the election of Hisayoshi Fuwa as Outside Director is approved at this General Meeting of Shareholders, the Company will enter into the same liability limitation agreement with him.
- Masamitsu Kasaki and Yukinori Nakayama serve as executives of NEC Corporation, the parent company of the Company.
- The Company has filed declarations naming Yumiko Ichige as independent officer, as prescribed by the Tokyo Stock Exchange. If her re-election is approved at this General Meeting of Shareholders, the Company will continue to designate her as an independent officer. Hisayoshi Fuwa meets the requirements for independence set forth in the listing rules of the Tokyo Stock Exchange. If his election is approved at this General Meeting of Shareholders, the Company will file a declaration naming him as an independent officer with the Tokyo Stock Exchange.

Proposal 2: Election of one (1) Corporate Auditor

The term of office of Corporate Auditor, Junichi Okuyama, will expire at the conclusion of this General Meeting of Shareholders. Corporate Auditor Takahiko Hara will resign his position at the conclusion of this General Meeting of Shareholders. The Company proposes to elect one (1) Corporate Auditor.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

No.	Name (Date of birth/ other notes)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Junichi Okuyama (March 21, 1957)</p> <p>[Reelection]</p> <p>[Candidate for Outside Corporate Auditor]</p> <p>Years of service as Corporate Auditor: 4 years</p> <p>Attendance at Board of Directors meetings: 12/12 meetings</p> <p>Attendance at Board of Corporate Auditors meetings: 13/13 meetings</p>	<p>January 2007 General Manager, Sales Management Division, NEC Corporation</p> <p>April 2009 General Manager, Sales Business Control Division, NEC Corporation</p> <p>June 2012 Full-time Corporate Auditor of the Company (present position)</p> <p>[Reasons for selection as a candidate for Outside Corporate Auditor]</p> <p>Junichi Okuyama possesses knowledge and experience in internal controls acquired over many years throughout his career in accounting operations, as well as in business control for sales activities. He has served as Corporate Auditor of the Company since 2012. The Company believes he will continue to be capable of auditing the legitimacy of its business operations from a fair and objective standpoint. In light of these reasons, the Company proposes his election as Outside Corporate Auditor.</p>	0

Notes:

1. There is no special interest between the Company and the above candidate.
2. Junichi Okuyama was an executive at NEC Corporation, which is the parent company of the Company, for 5 years. His positions and duties while working for NEC Corporation are as described in "Career summary and position (significant concurrent positions outside the Company)."