

(Translation)

The following is an English translation of the Notice of Resolutions Adopted at the 3rd Ordinary General Meeting of Shareholders of NEC Electronics Corporation held on June 24, 2005. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

NEC Electronics Corporation
1753, Shimonumabe, Nakahara-ku
Kawasaki, Kanagawa

Kaoru Tosaka
President

June 24, 2005

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 3RD
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that at the 3rd Ordinary General Meeting of Shareholders of NEC Electronics Corporation (the "Company") held today, the following reports were given, and the following resolutions were adopted.

Matters Reported Upon:

- (1) Report on the Business Report, Consolidated Balance Sheet, Consolidated Statement of Income, and report on the results of the audit conducted on the Consolidated Balance Sheet and the Consolidated Statement of Income by the Independent Auditors and the Board of Corporate Auditors, with respect to the 3rd Business Period from April 1, 2004 to March 31, 2005.
- (2) Report on the Balance Sheet and Statement of Income with respect to the 3rd Business Period from April 1, 2004 to March 31, 2005.

Matters Voted Upon:

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 3rd Business Period

It was resolved that Proposal No. 1 be approved as proposed, and that the year-end dividend for the 3rd Business Period to be ¥10 per share.

Proposal No. 2: Election of Five Directors

It was resolved that Messrs. Kaoru Tosaka, Shunichi Suzuki, Hideto Goto and Toshio Nakajima be re-elected and that Mr. Junshi Yamaguchi be newly elected to the Board of Directors. All of the aforementioned have taken office.

Proposal No.3: Issuance of Stock Acquisition Rights under Specially Favorable Conditions to Persons other than Shareholders for the Purpose of Granting Stock Options

It was resolved that, for the purpose of granting stock options, the issuance of stock acquisition rights to acquire no more than 80,000 shares of the Company's common stock, to the Directors, Corporate Officers and employees of the Company and its subsidiaries, pursuant to the provision of Articles 280-20 and 280-21 of the Commercial Code of Japan, be approved as proposed.

(Translation)

Proposal No. 4: Presentation of Retirement Allowances to Retiring Director

It was resolved that retirement allowances to the retiring Director, Mr. Hirokazu Hashimoto, be presented within a reasonable amount according to the rules of the Company, and that the Board of Directors be authorized to decide the amount, timing, method of payment and other details relating to the retirement allowances to the retiring Director.