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## NEC Mobiling, Ltd.

Securities Code No. 9430

3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

Koji Yamasaki  
President

May 28, 2013

To our shareholders

### Notice of the 41<sup>st</sup> Ordinary General Meeting of Shareholders

NEC Mobiling, Ltd. (the “Company”) hereby gives notice of the 41<sup>st</sup> Ordinary General Meeting of Shareholders as outlined below and requests your attendance.

**If you are unable to attend the meeting in person, you are entitled to vote via postal mail or the Internet, etc. In this regard, we cordially request that you study the attached Reference Documents for General Meeting of Shareholders on pages 3 to 9 and exercise your voting rights by following “Matters concerning the exercise of voting rights, etc.” on page 2 by 5:45 pm on Tuesday, June 18, 2013 (Japan Standard Time).**

**1. Date and time:** Wednesday, June 19, 2013, at 10:00 am (Japan Standard Time)

**2. Location:** Kasumigaseki Building, Plaza Hall (1F)  
3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

### 3. Purpose of the meeting

- Matters to be reported**
1. Reporting of the business report and the consolidated financial statements for the 41<sup>st</sup> business period (April 1, 2012 – March 31, 2013) and the results of audits of the consolidated financial statements for the 41<sup>st</sup> business period (April 1, 2012 – March 31, 2013) by the accounting auditor and the Board of Corporate Auditors
  2. Reporting of the non-consolidated financial statements for the 41<sup>st</sup> business period (April 1, 2012 – March 31, 2013)

### Matters to be resolved

**Proposal:** Election of Nine (9) Directors

**4. Matters concerning the exercise of voting rights, etc.**

(1) If attending the meeting in person, please submit the enclosed voting form to reception.

If attending the meeting by proxy, please designate another one shareholder of the Company who can exercise voting rights by attending the meeting as your proxy, and submit a document proving the proxy before the General Meeting of Shareholders.

(2) If you are unable to attend the meeting in person, you are entitled to vote by either of the following methods.

**[Exercise of voting rights via postal mail]**

Please indicate for or against the proposals on the enclosed voting form and return it via postal mail to reach us no later than 5:45 pm on Tuesday, June 18, 2013 (Japan Standard Time).

**[Exercise of voting rights via the Internet]**

Please note that the site designated by the Company ([www.web54.net](http://www.web54.net)) is Japanese only.

(3) If it becomes necessary to amend the Reference Documents for General Meeting of Shareholders, the business report, the consolidated financial statements or the non-consolidated financial statements on or before Tuesday, June 18, 2013 (Japan Standard Time), notification of the amendments shall be provided on the Company’s website (<http://www.nec-mobiling.com>).



**Provision of the Notice of Resolutions of the General Meeting of Shareholders**

In place of sending a printed version of the Notice of Resolutions of the General Meeting of Shareholders, notification of the resolutions shall be provided on the Company’s website (<http://www.nec-mobiling.com>).

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**To Institutional Investors**

Those who send in applications in advance to use the “Electronic Voting Platform for Institutional Investors” (the “TSE Platform”) managed by ICJ Inc., founded by Tokyo Stock Exchange, Inc., etc., may use the TSE Platform as an alternative to the conventional method of online voting.

## Reference Documents for General Meeting of Shareholders

### Proposal: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting. Consequently, the Company proposes the election of nine (9) Directors.

The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
1	Koji Yamasaki (April 1, 1952)	<p>April 1972 Joined NEC Corporation</p> <p>April 2008 Associate Senior Vice President, Executive General Manager, Mobile Terminals Operations Unit of NEC Corporation</p> <p>May 2010 President (Representative Director) of NEC CASIO Mobile Communications, Ltd.</p> <p>May 2011 Chief Adviser of the Company</p> <p>June 2011 President (Representative Director) of the Company (present)</p>	1,900 shares
2	Masaru Nagashima (May 26, 1953)	<p>April 1977 Joined NEC Corporation</p> <p>June 2008 Member of the Board of the Company</p> <p>October 2008 Associate Senior Vice President and Member of the Board of the Company</p> <p>April 2009 Associate Senior Vice President and Member of the Board, Executive General Manager, Sales Operations Unit of the Company</p> <p>June 2009 Senior Vice President and Member of the Board, Executive General Manager, Sales Operations Unit of the Company</p> <p>April 2011 Senior Vice President and Member of the Board, Executive General Manager, Mobile Sales Operations Unit of the Company (present)</p> <p>October 2012 Chairman of the Board (Representative Director) of NANGOKU Telephone, Ltd. (present)</p> <p>[Areas of responsibility in the Company] Matters relating Mobile Sales Operations, MATSUHAYA Corporation and NANGOKU Telephone, Ltd.</p>	1,600 shares

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
3	Kazuhito Kojima (July 6, 1954)	<p>April 1979 Joined NEC Corporation</p> <p>April 2008 General Manager, Customer Solutions Division of the Company</p> <p>June 2008 Associate Senior Vice President, General Manager, Customer Solutions Division of the Company</p> <p>June 2010 Associate Senior Vice President and Member of the Board, General Manager, Customer Solutions Division of the Company</p> <p>April 2011 Senior Vice President and Member of the Board, Executive General Manager, Marketing Strategy Unit, Executive General Manager, Mobile Services Operations Unit of the Company</p> <p>June 2011 Chairman and CEO of Shanghai Mobiling, Ltd. (present)</p> <p>April 2012 Senior Vice President and Member of the Board, Executive General Manager, Marketing Unit, Executive General Manager, Mobile Solutions Operations Unit of the Company</p> <p>December 2012 Senior Vice President and Member of the Board, Executive General Manager, Mobile Solutions Operations Unit of the Company (present)</p> <p>[Areas of responsibility in the Company] Matters relating Mobile Solutions Operations and Shanghai Mobiling, Ltd.</p>	1,100 shares

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
4	Shuji Niwano (March 24, 1955)	<p>April 1977 Joined NEC Corporation</p> <p>June 2008 Associate Senior Vice President and General Manager, Controller and Finance Division of the Company</p> <p>June 2009 Associate Senior Vice President and Member of the Board, General Manager, Controller and Finance Division of the Company</p> <p>April 2012 Senior Vice President and Member of the Board, General Manager, Controller and Finance Division of the Company</p> <p>June 2012 Senior Vice President and Member of the Board, General Manager, Corporate Planning Division, General Manager, Controller and Finance Division of the Company</p> <p>December 2012 Senior Vice President and Member of the Board, General Manager, Controller and Finance Division of the Company (present)</p> <p>[Areas of responsibility in the Company] Matters relating Controller and Finance, IT Promotion, and Procurement</p>	1,500 shares

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
5	Masato Nakai (July 14, 1955)	<p>April 1979 Joined NEC Corporation</p> <p>April 2007 General Manager, Tokyo Industrial Sales Division, Tokyo Branch Sales Unit of NEC Corporation</p> <p>April 2009 Chief Manager, Industrial Business Sales Division of NEC Corporation</p> <p>April 2010 Chief Manager (Service 2nd Sales), Distribution, Service and Transportation Industries Sales Division of NEC Corporation</p> <p>June 2011 Associate Senior Vice President and Member of the Board, Assistant Executive General Manager, Mobile Sales Operations Unit of the Company</p> <p>April 2012 Associate Senior Vice President and Member of the Board, Assistant Executive General Manager, Mobile Solutions Operations Unit of the Company</p> <p>April 2013 Associate Senior Vice President and Member of the Board, General Manager, Business Planning Division, Mobile Solutions Operations Unit of the Company (present)</p> <p>[Areas of responsibility in the Company] Matters relating to the Business Planning and the Corporate Solution Business in the Mobile Solution Business</p>	400 shares

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
6	Keita Satoh (December 15, 1957)	February 2000 President & CEO of Takara Co., Ltd. May 2005 Chairman & CEO of Takara Co., Ltd. March 2006 Executive Vice President & CEO of TOMY COMPANY, LTD. April 2007 Executive Vice President of TOMY COMPANY, LTD. June 2010 Member of the Board of the Company (present) June 2012 Special Management Adviser of TOMY COMPANY, LTD. June 2012 President & CEO of Dreams Come True Co., Ltd. (present)	-
7	Hajime Matsukura (December 12, 1961)	April 1985 Joined NEC Corporation April 2008 General Manager, Corporate Strategy and Business Development Division of NEC Corporation June 2010 Member of the Board of the Company (present) April 2012 General Manager, Corporate Strategy and Business Development Division of NEC Corporation (present)	-
8	Yutaka Watanabe (July 15, 1945)	January 1974 Joined Sumitomo Cement Co., Ltd. (currently Sumitomo Osaka Cement Co., Ltd.) June 2006 President (Representative Director) of Sumitomo Osaka Cement Co., Ltd. January 2011 Director and Counselor of Sumitomo Osaka Cement Co., Ltd. June 2011 Counselor of Sumitomo Osaka Cement Co., Ltd. (present) June 2012 Member of the Board of the Company (present)	-

Candidate No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company owned
9	Hajime Kinoshita (August 2, 1957)	April 1982 Joined NEC Corporation April 2008 General Manager, Legal Division of NEC Corporation June 2012 Member of the Board of the Company (present) April 2013 Associate Senior Vice President, General Manager, Internal Control Division of NEC Corporation (present)	-

- (Notes)
1. There is no special interest between candidates for Director and the Company.
  2. Messrs. Keita Satoh, Hajime Matsukura, Yutaka Watanabe, and Hajime Kinoshita are candidates for Outside Director of the Company.
  3. Messrs. Keita Satoh and Yutaka Watanabe have considerable experience and extensive insights, which were acquired as corporate managers for many years. Accordingly, the Company proposes their election as Outside Directors to utilize their experience and knowledge in the provision of supervision and advice to the Company's management from an independent standpoint.
  4. Mr. Hajime Matsukura has been involved in corporate planning at NEC Corporation, the Company's parent company, for many years. Accordingly, the Company proposes his election as Outside Director to utilize the experience and knowledge he has gained through his career in the provision of supervision and advice to the Company's management.
  5. Mr. Hajime Kinoshita has been involved in legal affairs at NEC Corporation, the Company's parent company, for many years. Accordingly, the Company proposes his election as Outside Director to utilize the experience and knowledge he has gained through his career in the provision of supervision and advice to the Company's management.
  6. Messrs. Hajime Matsukura and Hajime Kinoshita hold positions at NEC Corporation, a business concern with specific relations with the Company. Their positions and areas of responsibility for the present and the past five (5) years are as stated above in the "Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company" column.
  7. Messrs. Keita Satoh, Hajime Matsukura, Yutaka Watanabe and Hajime Kinoshita are currently Outside Directors of the Company. At the conclusion of this General Meeting of Shareholders, Messrs. Keita Satoh and Hajime Matsukura will have served for three (3) years and Messrs. Yutaka Watanabe and Hajime Kinoshita will have served for one (1) year.
  8. Pursuant to the provisions of Article 24 of the Articles of Incorporation of the Company, the Company has entered into a limited liability agreement with Messrs. Keita Satoh, Hajime Matsukura, Yutaka Watanabe and Hajime Kinoshita respectively, in order to enable them to contribute fully in their role expected as Outside Directors. If the re-election of Messrs. Keita Satoh, Hajime Matsukura, Yutaka Watanabe and Hajime Kinoshita is approved, the Company shall continue the limited liability agreements with each of them. As an outline of the limited liability agreement, the liability specified in Article 423, paragraph (1) of the Companies Act, if each Outside Director acts in good faith and is not grossly negligent in performing his duties as director, will be no more than the minimum liability amount stipulated by applicable laws and regulations.
  9. Candidate for Outside Director Yutaka Watanabe currently holds the position of Counselor at Sumitomo Osaka Cement Co., Ltd. In December 2011, it was announced that inappropriate accounting practices were conducted at some business divisions in the aforementioned company, and in February 2012, amendment reports for annual securities reports and the quarterly securities



reports of prior years were submitted to the Kanto Local Finance Bureau. Because this matter is not organizational in nature and the candidate himself was not involved in the matter, the Company deems there are no concerns regarding the appropriateness of him serving the role of Outside Director.

10. The Company has appointed Messrs. Keita Satoh and Yutaka Watanabe as independent directors as specified by the Tokyo Stock Exchange, and has submitted the notification of their appointments to the Exchange. If their re-elections are approved, the Company shall continue their appointments as independent directors.