

To our shareholders,

Security Code (in Japan) 6702
May 29, 2009
Kuniaki Nozoe, President
Fujitsu Limited
1-1, Kamikodanaka 4-chome
Nakahara-ku, Kawasaki-shi
Kanagawa
Japan

NOTICE OF CONVOCATION OF THE 109th ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 109th Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the meeting, we ask that you kindly review the reference materials for the Annual Shareholders' Meeting that follow this notice and exercise your voting rights using one of the following methods.

[Voting by mail]

Please complete the enclosed Voting Card, indicating your approval or disapproval for each of the proposals, and return the Voting Card to the Company not later than 6 p.m. on Friday, June 19, 2009 (Japan standard time).

[Voting via the Internet]

Please access the Company's designated online voting site (<http://www.evote.jp/>) via a PC or mobile phone using the login ID and temporary password printed on the enclosed Voting Card. Please indicate your approval or disapproval for each of the proposals not later than 6 p.m. on Friday, June 19, 2009 (Japan standard time), following the on-screen instructions.

[Exercise of Voting Rights by Proxy]

When voting rights are exercised by a proxy shareholder acting on behalf of an absent shareholder, the proxy shareholder is requested to bring their own Voting Card, the absent shareholder's Voting Card and a document authorizing the proxy shareholder's representation of the absent shareholder to the reception desk on the day.

If you attend the meeting in person, please submit the enclosed Voting Card to the receptionist.

1. **Date & Time** June 22, 2009; 10 a.m.

2. **Venue** Shin Yokohama Prince Hotel, Sinfonia Hall (5th Floor)
 3-4 Shin Yokohama
 Kohoku-ku, Yokohama-shi
 Kanagawa, Japan

3. Business to Be Conducted

Reports:

Presentation of the Business Report, Consolidated and Unconsolidated Financial Statements for the 109th Business Period (covering fiscal year 2008, April 1, 2008 – March 31, 2009); Report of Independent Auditor and Board of Auditors on Consolidated Financial Statements

Agenda:

- | | |
|----------------|---------------------------------------|
| Proposal No. 1 | Revision to Articles of Incorporation |
| Proposal No. 2 | Election of Ten Members of the Board |
| Proposal No. 3 | Election of Two Auditors |

(Note: the Business Report, Consolidated and Unconsolidated Financial Statements for the 109th Business Period (covering fiscal year 2008, April 1, 2008 – March 31, 2009) are attached as Exhibit A.)

4. Exercise of Voting Rights

- (1) Any voting right exercised without indicating approval or disapproval for a particular proposal will be counted as a vote for approval of the proposal.
- (2) If any voting right is exercised both by mail and via the Internet, the exercise via the Internet will be upheld as a valid exercise of the voting right.
- (3) If any voting right is exercised more than once via the Internet, the latest exercise will be upheld as a valid exercise of the voting right.
- (4) Any institutional or other shareholder who holds the Company's shares on behalf of other parties may cast split votes. In this case, a written notice of the diverse exercise of voting rights and reasons must be produced to the Company not later than three days before the Shareholders' Meeting.
- (5) No voting card has been sent to those shareholders who have consented to receive the notice of convocation using the electronic method. Any such shareholder wishing to have his or her voting card issued is asked to contact the following address:

Contact: Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation
7-10-11 Higashisuna, Koto-ku, Tokyo 137-8081, Japan

Notes:

- (1) Those attending the meeting are requested to present the enclosed Document for Exercise of Voting Rights to the receptionist.
- (2) If there are any revisions to Reference Materials for the Annual Shareholders' Meeting, the Business Report, Consolidated Financial Statements or Unconsolidated Financial Statements, they will be posted online on the Company's website (<http://pr.fujitsu.com/jp/ir/>).
- (3) This English version of the Notice of Convocation and reference materials is translation for reference only. The style of this English version differs slightly from the original Japanese version.

REFERENCE MATERIALS FOR THE ANNUAL SHAREHOLDERS' MEETING**Proposals and Reference Materials****Proposal No. 1 Revision to Articles of Incorporation**

In accordance with the “Law Amending the Partial Revision of the Commercial Code Concerning Book-Entry Transfer of Corporate Securities for Rationalization of Settlements Related to the Trading of Equities” (Law No. 88 of 2004) effective January 5, 2009, all shares of publicly listed corporations have been converted to book-entry form (“Stock Dematerialization”). To comply with this conversion, we propose to delete the provision regarding share certificates and renumber the Articles of Incorporation.

The content of the revision is as stated below. Revised portions are underlined.

<i>Prior to Revision</i>	<i>Revised</i>
Articles 1-7 (Omitted)	Articles 1-7 (Unchanged)
<u>Article 8 (Share Certificates)</u> <u>The Company shall issue share certificates in connection with its shares.</u>	<u>(Deleted)</u>
Article <u>9-43</u> (Omitted)	Article <u>8-42</u> (Unchanged)
(Supplemental Provisions) (Omitted)	(Supplemental Provisions) (Unchanged)

Proposal No. 2 Election of Ten Members of the Board

The terms of office for all ten Members of the Board expire at the close of this Shareholders' Meeting. We therefore propose the election of ten Members of the Board.

Candidate Member of the Board Masayasu Kitagawa is a new nominee for Member of the Board, and Member of the Board Haruki Okada will resign from the Board at the conclusion of this Shareholders' Meeting.

The candidates for the position of Member of the Board are as follows:

(※New Candidate Member of the Board)

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company, and important positions at other corporations</i>	<i>Number of shares of the Company held by the candidate</i>
1	Michiyoshi Mazuka (October 17, 1943)	Apr. 1968 Joined Fujitsu FACOM Co., Ltd. Apr. 1971 Joined the Company Jun. 2001 Member of the Board Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President Jun. 2005 Member of the Board Corporate Executive Vice President Jun. 2006 Corporate Senior Executive Vice President and Representative Director Jun. 2008 Chairman Representative Director (to present)	18,000
2	Kuniaki Nozoe (July 13, 1947)	Apr. 1971 Joined the Company Apr. 2001 Group President, External Affairs Group Jun. 2002 Corporate Vice President Oct. 2005 Corporate Senior Vice President Jun. 2007 Corporate First Senior Vice President Apr. 2008 Corporate Senior Executive Vice President Jun. 2008 President Representative Director (to present)	9,000
3	Chiaki Ito (October 10, 1947)	Apr. 1970 Joined the Company Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President Jun. 2004 Member of the Board Corporate Executive Vice President Jun. 2006 Corporate Senior Executive Vice President and Representative Director Jun. 2008 Member of the Board Vice Chairman (to present)	17,000
4	Koichi Hironishi (July 7, 1945)	Apr. 1968 Joined the Company Jun. 2003 President, Fujitsu Advanced Solutions Limited May. 2005 Corporate Senior Vice President Jun. 2008 Member of the Board Corporate Senior Executive Vice President In charge of services business (to present)	15,000

(TRANSLATION FOR REFERENCE ONLY)

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company, and important positions at other corporations</i>	<i>Number of shares of the Company held by the candidate</i>
5	Tatsuo Tomita (July 5, 1949)	Dec. 1973 Joined the Company Apr. 2002 Group Senior Vice President, Computer Systems Group Jun. 2005 President, Mobile Phones Business Unit Oct. 2005 Corporate Vice President Jun. 2007 Corporate Senior Vice President Jun. 2008 Member of the Board Corporate Senior Executive Vice President In charge of Products Business Group (to present)	7,000
6	Hiroshi Oura (February 14, 1934)	Apr. 1956 Joined the Company Jun. 1985 Member of the Board Jun. 1988 Corporate Senior Vice President Jun. 1989 Representative Director, President, Advantest Corporation Jun. 2001 Representative Director, Chairman of the Board, Advantest Corporation Jun. 2003 Member of the Board (to present) Jun. 2005 Director and Senior Executive Advisor, Advantest Corporation Jun. 2007 Senior Executive Advisor, Advantest Corporation (to present)	36,602
7	Ikujiro Nonaka (May 10, 1935) Outside Board Member Candidate	Apr. 1977 Professor, Faculty of Business Administration, Nanzan University Jan. 1979 Professor, National Defense Academy of Japan Apr. 1982 Professor, Faculty of Commerce and Management, Hitotsubashi University Feb. 1995 Professor, Japan Advanced Institute of Science and Technology May. 1997 Faculty Fellow, University of California, Berkeley (to present) Apr. 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Jun. 2004 Member of the Board (to present) Apr. 2006 Professor Emeritus, Hitotsubashi University (to present)	5,000
Special Notice regarding the Outside Board Member Candidate · We propose that Ikujiro Nonaka be appointed as an Outside Board Member on the grounds that he has a high level of expertise in business administration. At the close of this Shareholders' Meeting, Ikujiro Nonaka will have been in office as an Outside Board Member for five years.			

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company, and important positions at other corporations</i>	<i>Number of shares of the Company held by the candidate</i>
8	Haruo Ito (November 9, 1943) Outside Board Member Candidate	Apr. 1968 Joined Fuji Electric Co., Ltd. (currently: Fuji Electric Holdings Co., Ltd.) Jun. 1998 Director, Fuji Electric Co., Ltd. (currently: Fuji Electric Holdings Co., Ltd.) Oct. 2003 President and Representative Director, Fuji Electric Systems Co., Ltd. Jun. 2006 President and Representative Director, Fuji Electric Holdings Co., Ltd. (to present) Jun. 2007 Member of the Board (to present)	5,000
Special Notice regarding the Outside Board Member Candidate			
<ul style="list-style-type: none"> · We propose that Haruo Ito be appointed as an Outside Board Member on the grounds that he has extensive knowledge of the Company's business operations. At the close of this Shareholders' Meeting, Haruo Ito will have been in office as an Outside Board Member for two years. · In December 2005, during Haruo Ito's term in office as President and Representative Director of Fuji Electric Systems Co., Ltd., an employee of the company was summarily accused of obstructing competitive bidding during bid tendering for electrical installation work for New Tokyo International Airport Corporation. 			
9	Naoyuki Akikusa (December 12, 1938)	Apr. 1961 Joined the Company Jun. 1988 Member of the Board Jun. 1991 Senior Vice President Jun. 1992 Executive Vice President Jun. 1998 President Jun. 2003 Chairman Jun. 2008 Member of the Board Senior Executive Advisor (to present)	15,416
10	※ Masayasu Kitagawa (November 11, 1944) Outside Board Member Candidate	Mar. 1967 Graduated Waseda University School of Commerce Dec. 1972 Elected as a Member of Mie Prefecture Assembly (3 Terms) Dec. 1983 Elected as a Member of the House of Representatives (4 Terms) Apr. 1995 Elected Governor of Mie Prefecture (2 Terms) Apr. 2003 Appointed Professor of The Okuma School of Public Management, Waseda University (to present) Apr. 2003 "Nijuuiseiki Rinchou" (Leader of the "The National Congress for 21 st Century Japan") (to present) Apr. 2004 Established the Waseda University Research Institute of Manifesto Mar. 2008 "Sentaku" (Leader of "The National Federation of Cleanning Japan") (to present)	0
Special Notice regarding the Outside Board Member Candidate			
<ul style="list-style-type: none"> · We propose that Masayasu Kitagawa be appointed as an Outside Board Member on the grounds that he has experience as a Member of the House of Representatives and Governor of Mie Prefecture, and broad experience and knowledge regarding the management of organizations. 			

Notes:

Agreements limiting liability for damages under Clause 1, Article 423 of the Company Law has been concluded between the Company and Ikujiro Nonaka and Haruo Ito. The Company plans to extend the agreements if they are elected. The maximum liability for damages in accordance with the relevant agreements is the minimum liability stipulated by the Company Law. The Company plans to conclude a similar agreement with Masayasu Kitagawa if he is elected.

Proposal No. 3 Election of Two Auditors

Two Auditors, Akira Kato and Yoshiharu Inaba, resign at the close of this Shareholders' Meeting. We therefore propose the election of two Auditors.

Makoto Umemura and Hiroshi Mitani are due to be appointed Auditor in place of Akira Kato and Yoshiharu Inaba, and will act as alternates until the end of the current terms of the resigning Auditors in accordance with the Article of Incorporation.

We have already received the approval of this proposal from the Board of Auditors.

The candidates for Auditor are as follows:

(※New Candidate Auditor)

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company, and important positions at other corporations</i>	<i>Number of shares of the Company held by the candidate</i>
1	※ Makoto Umemura (December 25, 1947)	Apr. 1970 Joined the Company Jun. 2004 General Manager, Project Management Professional Service Div., Software & Services Technology Group Apr. 2005 Senior Vice President, Systems Integration Assurance Unit Jun. 2005 President, Systems Integration Assurance Unit Jun. 2008 Corporate Vice President (to present)	1,000
2	※ Hiroshi Mitani (February 7, 1945) Outside Auditor Candidate	Apr. 1969 Public Prosecutor, Tokyo District Public Prosecutors' Office Jun. 1997 Director General, Tokyo Regional Legal Affairs Bureau May 2001 Chief Public Prosecutor, Yokohama District Public Prosecutors' Office Jul. 2002 Commissioner, Japan Fair Trade Commission Aug. 2007 Registered as a Lawyer Sep. 2007 Special Counsel, TMI Associates (to present)	0
	Special Notice regarding the Outside Board Member Candidate · We propose that Hiroshi Mitani be appointed as an Outside Auditor on the grounds that he has served as a Public Prosecutor and as a Commissioner on the Fair Trade Commission and has a deep understanding not only of the law, but also of all the events that impact the management of a company, including economic and social affairs.		

Notes:

- (1)The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Company Law with Hiroshi Mitani if he is elected. The maximum liability for damages in accordance with the relevant agreements is the minimum liability stipulated by the Company Law.
- (2)The term of office for Makoto Umemura and Hiroshi Mitani shall extend to the conclusion of the regularly scheduled Annual Shareholders' Meeting for the final fiscal year that ends within three years of their selection.