

To our shareholders,

Security Code (in Japan) 6702  
May 31, 2013  
Masami Yamamoto,  
President and Representative  
Director  
Fujitsu Limited  
1-1, Kamikodanaka 4-chome  
Nakahara-ku, Kawasaki-shi  
Kanagawa, Japan

**NOTICE OF THE 113<sup>th</sup> ANNUAL SHAREHOLDERS' MEETING**

You are cordially invited to attend the 113<sup>th</sup> Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the meeting, please exercise your voting rights using any of the methods explained in Section 5 (1) b. of this notice after reviewing the attached Reference Materials for the Annual Shareholders' Meeting. Shareholders who wish to vote by mail must return the Voting Card to the Company no later than 6:00 p.m. Friday, June 21, 2013, Japan time. Shareholders who wish to vote via the Internet must complete the process by 6:00 p.m. Friday, June 21, 2013, Japan time. For details, please refer to Section 5 of this notice.

1. **Time & Date**            10:00 a.m., June 24, 2013,
2. **Venue**                    Shin Yokohama Prince Hotel, Sinfonia Hall (5<sup>th</sup> Floor)  
3-4 Shin Yokohama  
Kohoku-ku, Yokohama-shi  
Kanagawa, Japan

**3. Purpose of the Shareholders' Meeting**

*Reports:*

Overview of the Fiscal 2012 (April 1, 2012 – March 31, 2013) Business Report, Consolidated and Unconsolidated Financial Statements; Auditing Reports from Accounting Auditor and Board of Auditors on Consolidated Financial Statements

*Agenda:*

- |                |                              |
|----------------|------------------------------|
| Proposal No. 1 | Election of Twelve Directors |
| Proposal No. 2 | Election of One Auditor      |

**4. Attached Materials**

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 113<sup>th</sup> Business Period (April 1, 2012 – March 31, 2013) are attached as Exhibit A.
- (2) In case of any revisions to the 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/>).

## 5. Voting

### (1) Methods to Exercise Voting Rights

- a. If you attend the Shareholders' Meeting in person, please present the enclosed Voting Card to the receptionist.

Please be aware that the reception desk typically becomes very crowded around the start of the meeting, so please try to arrive early.

- b. If you are unable to attend the Shareholders' Meeting, we ask you to exercise your voting rights by 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 it to the Company no later than 6:00 p.m. on Friday, June 21, 2013 (Japan standard time).

#### [Voting via the Internet]

Please access the Company's designated online voting site (<http://www.evotep.jp/>) via a PC, smart phone or mobile phone using the login ID and temporary password printed on the enclosed Voting Card. Please indicate and submit your approval or disapproval for each of the proposals no later than 6:00 p.m. on Friday, June 21, 2013 (Japan standard time), following the on-screen instructions.

#### [Exercise of Voting Rights by Proxy]

Voting rights can be exercised by a proxy shareholder, so long as the proxy is a shareholder who is able to exercise his or her voting rights at the Shareholders' Meeting. The absent shareholder's Voting Card, along with a document authorizing the proxy's representation of the absent shareholder, should be passed to the proxy, and we ask that the proxy present these materials, along with the proxy's own Voting Card, to the reception desk on the day of the meeting.

### (2) Exercise of Voting Rights

- a. Any voting right exercised by mail without indicating approval or disapproval for a particular proposal on the Voting Card will be counted as a vote for approval of the proposal.
- b. If any voting right is exercised both by mail and via the Internet, the exercise via the Internet will be recognized as a valid exercise of the voting right.
- c. If any voting right is exercised more than once via the Internet, the latest exercise will be recognized as a valid exercise of the voting right.
- d. 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 submitted to the Company no later than three days before the Shareholders' Meeting.
- e. No Voting Card has been sent to those shareholders who have given consent to receive a notice using an electromagnetic method. Any such shareholder wishing to have his or her voting card issued is asked to contact the company's representative at the following address:

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

#### *Note:*

This English version of the Notice and attached 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**

**Proposal No. 1 Election of Twelve Directors**

The terms of office for all twelve Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of twelve Directors, including four Outside Directors. Candidates for the position of Directors are stated in page 5 to page 15.

The Director candidates were recommended by the Nomination Committee after being consulted by the Board of Directors. The recommendation was made based on Fujitsu's Approach to Corporate Governance, as described on page 4, and approved by the Board of Directors.

The Director candidates Hirokazu Uejima, Chikafumi Urakawa, Tatsuzumi Furukawa and Miyako Suda are new nominees, and the Director Kenji Ikegai, Masahiro Koezuka, Hiroshi Oura and Yoko Ishikura will retire at the close of this Shareholders' Meeting. There will not be an increase in the number of Executive Directors and a balance between the number of Executive Directors and Non-Executive Directors will be maintained.

Furthermore, to maintain an effective advisory function that reflects a diversity of viewpoints, the two new nominees as Non-Executive Directors will be the successors to Hiroshi Oura and Yoko Ishikura, who will resign.

In addition, because Fujitsu is pursuing a business model focused primarily on services business, of the two new nominees as Executive Directors, one, as a successor to Director who will resign, has a sales background, and the other has a background as a systems engineer, a perspective that was not previously reflected on the Board of Directors.

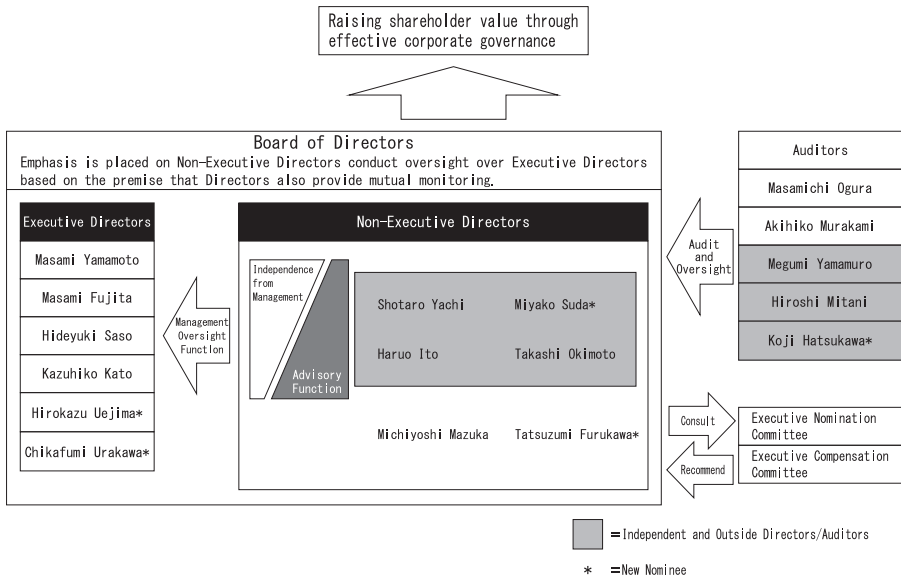
### Fujitsu's Approach to Corporate Governance (Reference)

The main emphasis of Fujitsu's corporate governance is on having the Non-Executive Directors provide oversight and advice to Executive Directors in their management execution role.

To enhance the effectiveness of management oversight, Fujitsu makes a clear distinction between the management execution role and the management oversight role on the Board of Directors and, moreover, makes sure that there are at least as many Non-Executive Directors responsible for management oversight as there are Executive Directors responsible for management execution. In addition, in selecting candidates for Non-Executive Directors, consideration is given to the candidate's background and insight into Fujitsu's business so that effective advice that reflects a diversity of viewpoints can be obtained.

A Board of Auditors provides audits and oversight outside of the Board of Directors, and Fujitsu has established Executive Nomination and Compensation Committees, thereby augmenting the Board of Directors. The overall approach is designed to raise shareholder value through effective corporate governance.

The diagram below illustrates this approach.



(※New Candidate Director)

Candi- date No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
1	Michiyoshi Mazuka  (October 17, 1943)	Apr. 1968 Joined Fujitsu FACOM Co., Ltd. Apr. 1971 Joined the Company Jun. 2001 Member of the Board (until June, 2002) 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 and Representative Director Chairman of the Board of Directors' meeting (to present) Sep. 2009 Chairman, President and Representative Director Oct. 2009 Member of the Executive Nomination and Compensation Committees (to present) Apr. 2010 Chairman and Representative Director Jun. 2012 Chairman and Director (to present) Attended 100% of the Board of Directors' meetings held during the year under review.	80,130
[Important positions at other corporations/institutions] None			
[Reasons for Appointment and Term of Office] Michiyoshi Mazuka has served as Chairman, President and Representative Director, and to have him leverage that experience to oversee management execution, the Company proposes his reappointment. At the close of this Shareholders' Meeting, Michiyoshi Mazuka will have served as a Director for nine years. If he is reappointed at this Shareholders' Meeting, he is expected to continue to his responsibilities in management oversight as Chairman and Director, and also as Chairman of the Board of Directors' meetings. In addition, he currently serves as a member of the Executive Nomination and Compensation Committees.			
[Comments on Special-interest Relationships] Michiyoshi Mazuka has no special-interest relationships with the Company.			

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>	
2	Masami Yamamoto (January 11, 1954)	Apr. 1976	Joined the Company	70,686
		Jun. 2004	Executive Vice President, Personal Systems Business Group	
Jun. 2005	Corporate Vice President			
Jun. 2007	Corporate Senior Vice President			
Jan. 2010	Corporate Senior Executive Vice President			
Apr. 2010	President			
Jun. 2010	President and Representative Director (to present)			
Aug. 2012	Member of the Executive Nomination and Compensation Committees (to present)			
		Attended 100% of the Board of Directors' meetings held during the year under review.		
[Important positions at other corporations/institutions] None				
[Reasons for Appointment and Term of Office] Masami Yamamoto's management experience includes five years of experience as a Corporate Executive Officer and three years of experience as President and Representative Director. The Company proposes that he be appointed as a Director because the initiatives of going on offense with structural reforms and promoting a growth scenario, which he is leading, are still in progress, and he is necessary for their implementation. At the close of this Shareholders' Meeting, Masami Yamamoto will have served as a Director for three years. If he is reappointed at this Shareholders' Meeting, he is expected to continue his responsibilities in management execution as President and Representative Director. In addition, he currently serves as a member of the Executive Nomination and Compensation Committees.				
[Comments on Special-interest Relationships] Masami Yamamoto has no special-interest relationships with the Company.				

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
	Masami Fujita (September 22, 1956)	<p>Apr. 1980 Joined the Company</p> <p>Dec. 2001 General Manager, Secretary's Office</p> <p>Jun. 2006 Corporate Vice President</p> <p>Jun. 2009 Corporate Senior Vice President</p> <p>Apr. 2010 Corporate Senior Executive Vice President Principal responsibility for Corporate Affairs</p> <p>Jun. 2010 Corporate Senior Executive Vice President and Director</p> <p>Apr. 2012 President, Corporate Functions (to present)</p> <p>Jun. 2012 Corporate Senior Executive Vice President and Representative Director (to present)</p> <p>Attended 100% of the Board of Directors' meetings held during the year under review.</p>	40,991
3		[Important positions at other corporations/institutions]	
		None	
		[Reasons for Appointment and Term of Office]	
		<p>Masami Fujita's management experience includes lengthy experience leading the Company's human resources division, and he has been in charge of human resources, general affairs, and legal affairs since his appointment as Corporate Executive Officer, giving him deep insight into the Company's corporate governance and invaluable experience relating to business execution. The Company proposes that he be appointed as a Director because he is viewed as being necessary to continue to take responsibility as a Director for executing the initiatives of strengthening corporate governance and going on offense with structural reforms.</p> <p>At the close of this Shareholders' Meeting, Masami Fujita will have served as a Director for three years. If he is reappointed at this Shareholders' Meeting, he is expected to continue his responsibilities in management execution as Corporate Senior Executive Vice President and Representative Director, and also as President, Corporate Functions.</p>	
		[Comments on Special-interest Relationships]	
		Masami Fujita has no special-interest relationships with the Company.	

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>	
4	Hideyuki Saso (December 18, 1952)	Apr. 1976	Joined the Company	44,537
		Apr. 2006	Senior Vice President, Mobile Phones Unit	
		Jun. 2007	Corporate Vice President	
		Jun. 2009	Corporate Senior Vice President	
		Apr. 2010	Corporate Senior Executive Vice President Principal responsibility for Products Business	
		Apr. 2012	President, Marketing (to present)	
		Jun. 2012	Corporate Senior Executive Vice President and Representative Director (to present)	
		May. 2013	CTO (Chief Technology Officer) CMO (Chief Marketing Officer) (to present)	
		[Important positions at other corporations/institutions]		
		None		
		[Reasons for Appointment and Term of Office]		
		<p>Hideyuki Saso has invaluable experience in business execution, having worked in hardware product business divisions as well as the marketing division. The Company proposes that he be appointed as a Director because he is viewed as being necessary to continue to take responsibility as a Director for executing the growth strategy of creating new businesses.</p> <p>At the close of this Shareholders' Meeting, Hideyuki Saso will have served as a Director for one year. If he is reappointed at this Shareholders' Meeting, he is expected to continue his responsibilities in management execution as Corporate Senior Executive Vice President and Representative Director, and also as CTO and CMO.</p>		
		[Comments on Special-interest Relationships]		
		Hideyuki Saso has no special-interest relationships with the Company.		



<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>	
5	Kazuhiko Kato (November 13, 1951)	Apr. 1976	Joined the Company	49,194
		Jun. 1996	General Manager, Controller and Accounting Division	
		Jun. 2001	Member of the Board (until June, 2002)	
		Jun. 2002	Corporate Vice President	
		Jun. 2006	Corporate Senior Vice President	
Jun. 2008	Corporate First Senior Vice President			
Apr. 2010	CFO (Chief Financial Officer) (to present)			
Apr. 2010	Corporate Executive Vice President			
Jun. 2010	Corporate Executive Vice President and Director (to present)			
		Attended 100% of the Board of Directors' meetings held during the year under review.		
	[Important positions at other corporations/institutions]			
	None			
	[Reasons for Appointment and Term of Office]			
	<p>Kazuhiko Kato's management experience includes lengthy experience leading the Company's accounting division. Kazuhiko Kato was appointed to the Board of Directors in 2001, prior to the Company's switch to the Corporate Executive Officer system in 2002, and since then he has been in charge of the corporate strategy and business development division. He also served as Chief Financial Officer, giving him deep insight into the Company's corporate governance and invaluable experience relating to business execution. The Company proposes that he be appointed as a Director because he is viewed as being necessary to continue to take responsibility as a Director for executing the initiative of going on offense with structural reforms as well as for formulating and promoting Fujitsu's finance strategy in accordance with circumstances.</p> <p>At the close of this Shareholders' Meeting, Kazuhiko Kato will have served as a Director for four years. If he is reappointed at this Shareholders' Meeting, he is expected to continue his responsibilities in management execution as Corporate Executive Vice President and Director, and also as CFO.</p>			
	[Comments on Special-interest Relationships]			
	Kazuhiko Kato has no special-interest relationships with the Company.			

Candidate No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
	Outside Director Candidate  Haruo Ito  (November 9, 1943)	Apr. 1968 Joined Fuji Electric Co., Ltd. Jun. 1998 Director, Fuji Electric Co., Ltd. Oct. 2003 President and Representative Director, Fuji Electric Systems Co., Ltd. (currently: Fuji Electric Co., Ltd.) Jun. 2006 President and Representative Director, Fuji Electric Holdings Co., Ltd. (currently: Fuji Electric Co., Ltd.) Jun. 2007 Director (to present) Apr. 2010 Director and Senior Advisor, Fuji Electric Holdings Co., Ltd. (currently: Fuji Electric Co., Ltd.) Jun. 2010 Senior Advisor, Fuji Electric Holdings Co., Ltd. (currently: Fuji Electric Co., Ltd.) (to present)  Attended 100% of the Board of Directors' meetings held during the year under review.	41,430
6		[Important positions at other corporations/institutions] Senior Advisor, Fuji Electric Co., Ltd. Outside Director, Toko Electric Corporation Outside Director, ZEON Corporation	
		[Reasons for Appointment and Term of Office] The Company proposes that Haruo Ito be reappointed as an Outside Director on the grounds that he has lengthy experience in corporate management and has extensive knowledge of the Company's business operations. At the close of this Shareholders' Meeting, Haruo Ito will have served as an Outside Director for six years.	
		[Comments on Special-interest Relationships and the Independence of Candidates] Haruo Ito has no special-interest relationships with the Company. Haruo Ito is a former Representative Director of Fuji Electric Co., Ltd., a major shareholder of Fujitsu. The Fuji Electric Group, including its retirement benefit trusts, as a whole holds an 11.21% equity stake (excluding treasury stock holdings) in Fujitsu. Because, however, approximately 3 years have passed since Haruo Ito's resignation from his positions as Representative Director and Director of Fuji Electric Co., Ltd., Fujitsu has determined that there is no risk of a conflict of interest. Therefore, in accordance with listing regulations, Fujitsu has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Director. Fuji Electric and Fujitsu do have business dealings which in fiscal 2012 amounted to 3.1 billion yen. However, taking into account the scale of the Fujitsu's sales, this is not considered material.	
		[Special Notice regarding the Outside Director Candidate] Agreements limiting liability for damages under Clause 1, Article 423 of the Companies Act have been concluded between the Company and Haruo Ito. The Company plans to extend the agreements if he is elected.	

Candidate No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
7	Outside Director Candidate Takashi Okimoto (November 14, 1950)	Apr. 1973 Joined the Dai-ichi Bank, Ltd. (currently: Mizuho Corporate Bank, Ltd. and Mizuho Bank, Ltd.) Jun. 2001 Corporate Officer, the Dai-ichi Bank, Ltd. (currently: Mizuho Corporate Bank, Ltd. and Mizuho Bank, Ltd.) Apr. 2002 Corporate Officer, Mizuho Corporate Bank, Ltd. Oct. 2002 Managing Corporate Officer, Mizuho Corporate Bank, Ltd. Apr. 2005 Vice President, (Representative Director) Mizuho Corporate Bank, Ltd. (until April, 2007) Jun. 2007 Representative Director, Chairman and Corporate Officer, Orient Corporation (until June, 2011) Jun. 2011 Director (to present) Jun. 2011 Chairman, Seiwa Sogo Tatemono Co., Ltd. (until June, 2012) Jun. 2012 President and Representative Director, Chuo Real Estate Co., Ltd. (to present) Attended 93% of the Board of Directors' meetings held during the year under review.	5,000
[Important positions at other corporations/institutions] President and Representative Director, Chuo Real Estate Co., Ltd. Outside Auditor, Kobe Steel, Ltd.			
[Reasons for Appointment and Term of Office] The Company proposes that Takashi Okimoto be appointed as an Outside Director on the grounds that he has lengthy experience in corporate management and has deep insights into finance. At the close of this Shareholders' Meeting, Takashi Okimoto will have served as an Outside Director for two years.			
[Comments on Special-interest Relationships and the Independence of Candidates] Takashi Okimoto has no special-interest relationships with the Company. Takashi Okimoto is a former Representative Director of Mizuho Corporate Bank, Ltd., which is a major lender to the Fujitsu Group. Because, however, the current balance of funds Fujitsu has borrowed from Mizuho Corporate Bank is insignificant, and because more than six years have passed since Takashi Okimoto's resignation from his position as Representative Director of the bank, Fujitsu has determined that there is no risk of a conflict of interest. Therefore, in accordance with listing regulations, Fujitsu has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Director.			
[Special Notice regarding the Outside Director Candidate] Agreements limiting liability for damages under Clause 1, Article 423 of the Companies Act have been concluded between the Company and Takashi Okimoto. The Company plans to extend the agreements if he is elected.			

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
	Outside Director Candidate Shotaro Yachi (January 6, 1944)	Apr. 1969 Joined the Ministry of Foreign Affairs Jul. 1996 Consul General in Los Angeles Aug. 1999 Director-General of the Treaties Bureau Jan. 2001 Director-General of the Foreign Policy Bureau Oct. 2002 Assistant Chief Cabinet Secretary Jan. 2005 Vice-Minister for Foreign Affairs Jan. 2008 Advisor for the Ministry of Foreign Affairs (until July, 2010) Jan. 2012 Director (to present) Aug. 2012 Member of the Executive Nomination and Compensation Committees (to present) Dec. 2012 Special Advisor to the Cabinet (to present)	0
8	<p>[Important positions at other corporations/institutions] Special Advisor to the Cabinet Outside Director, SEIREN Co., Ltd.</p> <p>[Reasons for Appointment and Term of Office] The Company proposes that Shotaro Yachi be appointed as an Outside Director on the grounds that, while he does not have direct corporate management experience, he has deep political and economic insights from a global perspective based on his many years of involvement in foreign policy at the Ministry of Foreign Affairs. At the close of this Shareholders' Meeting, Shotaro Yachi will have served as a Director for one year. In addition, he currently serves as a member of the Executive Nomination and Compensation Committees.</p> <p>[Comments on Special-interest Relationships and the Independence of Candidates] Shotaro Yachi has no special-interest relationships with the Company. Further, he is not a major shareholder nor has he held an executive management position with a major trading partner of the Company, and thereby the Company believes he is independent. Therefore, in accordance with listing regulations, Fujitsu has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Director.</p> <p>[Special Notice regarding the Outside Director Candidate] Agreements limiting liability for damages under Clause 1, Article 423 of the Companies Act have been concluded between the Company and Shotaro Yachi. The Company plans to extend the agreements if he is elected.</p>		

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
	※ Hirokazu Uejima (July 25, 1952)	Apr. 1976 Joined Fujitsu Limited Apr. 2004 President, Government & Public Solutions Group Jun. 2005 Executive Vice President Jun. 2006 Corporate Vice President Jun. 2008 Corporate Senior Vice President May 2013 Corporate Executive Vice President President, Integration Services Business (to present)	29,775
9	[Important positions at other corporations/institutions] None		
	[Reasons for Appointment and Term of Office] Hirokazu Uejima has many years of experience in the systems integration division, which is one of Fujitsu's core businesses, and he has continued to work in the said division since his appointment as a Corporate Executive Officer. Given that Fujitsu is aiming to be a company that is focused primarily on services business, the Company proposes that he, whose background is in systems engineering, be appointed as a Director because his talents are necessary for Fujitsu to achieve that goal. Hirokazu Uejima is a new nominee, and if his nomination is approved at this Shareholders' Meeting, he will perform his executive duties as Corporate Executive Vice President and Director, and also as President, Integration Services Business.		
	[Comments on Special-interest Relationships and the Independence of Candidates] Hirokazu Uejima has no special-interest relationships with the Company.		

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
	※ Chikafumi Urakawa (October 16, 1951)	Apr. 1976 Joined Fujitsu Limited Apr. 2004 General Manager, Kyusyu Sales Div., Western-Japan Regional Sales Group Jun. 2004 Group President, Kyusyu Regional Sales Group Jun. 2008 Corporate Vice President Apr. 2010 Corporate Senior Vice President May 2013 Corporate Executive Vice President President, Japan Sales (to present)	30,662
10	[Important positions at other corporations/institutions] None		
	[Reasons for Appointment and Term of Office] Chikafumi Urakawa has invaluable experience in business execution, having worked for many years in Fujitsu's sales division. Because he is ideally suited to further strengthen and expand the sales division, the Company proposes that he be appointed as a Director. Chikafumi Urakawa is a new nominee, and if his nomination is approved at this Shareholders' Meeting, he will perform his executive duties as Corporate Executive Vice President and Director, and also as President, Japan Sales.		
	[Comments on Special-interest Relationships and the Independence of Candidates] Chikafumi Urakawa has no special-interest relationships with the Company.		

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
11	※ Tatsuzumi Furukawa  (November 17, 1942)	Apr. 1965    Joined Fujitsu Limited Jun. 1994    Director Apr. 2000    Senior Vice President (until June, 2001) Jun. 2001    Corporate Senior Executive Vice President and Representative Director, NIFTY Corporation Jun. 2002    President and Representative Director, NIFTY Corporation Jun. 2007    Chairman and Representative Director, NIFTY Corporation (until June, 2008)	53,000
	[Important positions at other corporations/institutions] None		
	[Reasons for Appointment and Term of Office] Tatsuzumi Furukawa has many years of experience in corporate management, and he also has extensive knowledge of the Company's business operations. Because Fujitsu would like to take advantage of that experience and knowledge in the oversight of its management execution, the Company proposes that he be appointed as a Non-Executive Director. Although Tatsuzumi Furukawa is a new nominee, he has an experience as a Director for seven years between 1994 and 2001.		
	[Comments on Special-interest Relationships and the Independence of Candidates] Tatsuzumi Furukawa has no special-interest relationships with the Company.		

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
12	Outside Director Candidate Miyako Suda (May 15, 1948)	Apr. 1982 Associate Professor, School of Economics, Senshu University	0
		Apr. 1988 Professor, School of Economics, Senshu University	
		Apr. 1990 Professor, Faculty of Economics, Gakushuin University	
		Apr. 2001 Member of the Policy Board, the Bank of Japan (until March, 2011)	
		May 2011 Special Advisor, the Cannon Institute for Global Studies (to present)	
	[Important positions at other corporations/institutions] Special Advisor, the Cannon Institute for Global Studies		
[Reasons for Appointment and Term of Office] Miyako Suda has no direct corporate management experience, but she has extensive knowledge as an economist of international macroeconomics. She also served for ten years, in two terms, as the Policy Board member of the Bank of Japan. For her insights into monetary policy and the management insights she brings from a global perspective, the Company proposes that she be appointed as an Outside Director. Miyako Suda is a new nominee for the position of Outside Director.			
[Comments on Special-interest Relationships and the Independence of Candidates] Miyako Suda has no special-interest relationships with the Company. Further, she is not a major shareholder nor has she held an executive management position with a major trading partner of the Company, and thereby the Company believes she is independent. Therefore, in accordance with listing regulations, Fujitsu will report to the securities exchanges on which the Company is listed in Japan that she is an Independent Director.			
[Special Notice regarding the Outside Director Candidate] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Miyako Suda if she is elected.			

*Note:*

The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Outside Directors is the minimum liability stipulated by the Companies Act.

**Proposal No. 2 Election of one Auditor**

Yoshikazu Amano resigns as an Auditor at the close of this Shareholders' Meeting, the Company proposes the election of one Auditor. Candidate for the position of Auditor is stated as follows.

Just as it was the previous year, the Board of Auditors will continue to consist of five Auditors, three of whom are Outside Auditors. Two of the Outside Auditors have backgrounds as lawyers, and the third has a background as a certified public accountant, a new perspective for the Board of Auditors, thereby further enhancing the audit function.

In addition, Koji Hatsukawa is due to be appointed an Auditor in place of Yoshikazu Amano, and will act as an alternate until the end of the current term of the resigning Auditor in accordance with the Article of Incorporation.

The Company has already received approval for this proposal from the Board of Auditors.

(※New Candidate Auditor)

<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>	<i>Number of shares of the Company held by the candidate</i>
※ Outside Auditor Candidate  Koji Hatsukawa (September 25, 1951)	Mar. 1974 Joined Price Waterhouse Accounting Office Jul. 1991 Representative Partner, Aoyama Audit Corporation Apr. 2000 Representative Partner, ChuoAoyama PricewaterhouseCoopers Oct. 2005 Director, ChuoAoyama PricewaterhouseCoopers May. 2009 CEO, PricewaterhouseCoopers Aarata (until May, 2012) Jun. 2012 Auditor, the Norinchukin Bank (to present) Jun. 2012 Outside Auditor, Accordia Golf co., Ltd. (to present)	0
[Important positions at other corporations/institutions] Auditor, the Norinchukin Bank Outside Auditor, Accordia Golf co., Ltd.		
[Reasons for Appointment and Term of Office] Koji Hatsukawa has a wealth of auditing experience as a certified public accountant, and because he has broad knowledge of corporate accounting, the Company proposes that he be appointed as an Outside Auditor. Koji Hatsukawa is a new nominee for the position of Outside Auditor.		
[Comments on Special-interest Relationships and the Independence of Candidates] Koji Hatsukawa has no special-interest relationships with the Company. PricewaterhouseCoopers Aarata, where Koji Hatsukawa served as CEO, has not performed accounting audits for Fujitsu. Fujitsu and PricewaterhouseCoopers Aarata do have sales business dealings in software and services, which in fiscal 2012 amounted to approximately 200 million yen. In light of the scale of Fujitsu's sales, however, this is not considered material. Therefore, in accordance with listing regulations, Fujitsu will report to the securities exchanges on which the Company is listed in Japan that he is an Independent Auditor.		
[Special Notice regarding the Outside Auditor Candidate] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Koji Hatsukawa if he is elected.		

**Note:**

The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Outside Auditors is the minimum liability stipulated by the Companies Act.