

To our shareholders,

Security Code (in Japan) 6702
June 3, 2016

Tatsuya Tanaka
President and Representative
Director
Fujitsu Limited
1-1, Kamikodanaka 4-chome,
Nakahara-ku, Kawasaki-shi
Kanagawa, Japan

NOTICE OF THE 116th ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 116th 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) of this notice after reviewing the attached Reference Materials for the Annual Shareholders' Meeting.

- 1. Time & Date** 10:00 a.m., June 27, 2016
- 2. Venue** Shin Yokohama Prince Hotel, Sinfonia Hall (5th Floor)
*The reception desk is on the 1st floor.
4, Shin Yokohama 3-chome
Kohoku-ku, Yokohama-shi
Kanagawa, Japan

3. Purposes of the Shareholders' Meeting

Reports:

Overview of the 116th Business Period (April 1, 2015 – March 31, 2016) Business Report, Consolidated and Unconsolidated Financial Statements; Auditing Reports from Accounting Auditor and Audit & Supervisory Board on Consolidated Financial Statements

Agenda:

- Proposal No. 1 Election of Ten Directors
- Proposal No. 2 Election of Four Audit & Supervisory Board Members

4. Attached Materials

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 116th Business Period are attached as Exhibit A.
- (2) The following items are provided online on the Company's website (<http://www.fujitsu.com/global/about/ir/>) in accordance with Japanese laws and regulations, and Article 17 of the Articles of Incorporation, and not included in Exhibit A:
- a) Fujitsu Group Principle Offices and Plants; Employees;
 - b) Full text of Policy on the Internal Control System;
 - c) Overview of the Status of Operation of the System to Ensure the Properness of Fujitsu Group Operations
 - d) Notes to Consolidated Financial Statements; and
 - e) Unconsolidated Statements of Changes in Net Assets, and Notes to Unconsolidated Financial Statements.

- (3) In the 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://www.fujitsu.com/jp/about/ir/>).

5. Voting

(1) Exercise of Voting Rights in case of Nonattendance

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 reach the Company no later than 6:00 p.m. on Friday, June 24, 2016 (Japan standard time).

[Voting via the Internet]

Please access the Company's designated online voting site (<http://www.evote.jp/>) via a PC, smartphone 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 24, 2016 (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) Board Resolution regarding 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 by email. 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 Higashisuna, Koto-ku, Tokyo 137-8081, Japan

Note:

This English version of the Notice and attached materials is a 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 Ten Directors**

The terms of office for all twelve Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of ten Directors including four External Directors. Candidates for the position of Director are listed on pages 6 to 13. The term of office for each Director is set at one year.

The Director candidates were recommended by the Executive Nomination Committee after consideration in accordance with the "structural framework" and the "procedures and policy of Directors and Auditors nomination" stipulated in the Company's Corporate Governance Policy, and approved by the Board of Directors.

For Executive Directors, the Company has maintained the approach applied in the previous year, namely, to elect candidates with a company-wide perspective who can meet the expectations that shareholders have for Executive Directors. It is proposed to reelect the following five Executive Directors. In addition to Chairman and Representative Director (Masami Yamamoto) and President and Representative Director (Tatsuya Tanaka) who have authority of representation and are responsible for execution in all areas, the Company selected candidates who are ideally suited to lead medium- to long-term, strategic discussions with Non-Executive Directors at the Board of Directors' Meeting from the following perspectives: the perspective of holding constructive dialogues with shareholders and investors (Hidehiro Tsukano), a global business perspective (Duncan Tait), and the overall perspective of business promotion (Norihiro Taniguchi). Executive Director Masami Fujita will resign at the close of this Annual Shareholders' Meeting.

Regarding Non-Executive Directors, it is proposed to reelect all the Independent Directors. The Company expects that the current members of the Independent Directors & Auditors Council (Independent Directors and Independent Audit & Supervisory Board Members) involved in formulation of the management direction announced on October 29, 2015, will do their utmost to accomplish the strategy in cooperation with Executive Directors.

To fulfill a role connecting Executive Directors with Independent Directors, it is proposed to reelect Mr. Tatsuzumi Furukawa as a Non-Executive Director who has long experience in corporate management and deep insight about the Company's business.

Non-Executive Director Michiyoshi Mazuka will resign at the close of this Annual Shareholders' Meeting, leaving a total of five Non-Executive Directors.

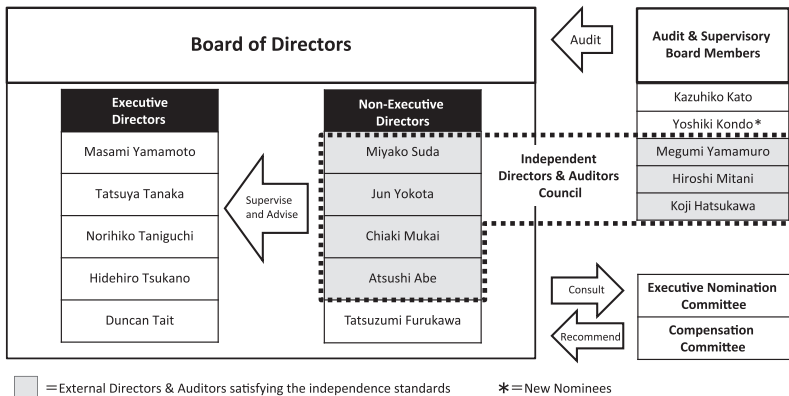
[Planned Board Structure after the approval at the Shareholders' Meeting]

Candidate No.	Name	Authority of Representation	External Director	Independent Director	Position at the Company
Executive Directors					
1	Masami Yamamoto	○			Chairman
2	Tatsuya Tanaka	○			President
3	Norihiro Taniguchi				Overall Business Promotion
4	Hidehiro Tsukano				CFO, Constructive Dialogues with Shareholders and Investors
5	Duncan Tait				Global Business
Non-Executive Directors					
6	Tatsuzumi Furukawa				
7	Miyako Suda		○	○	
8	Jun Yokota		○	○	
9	Chiaki Mukai		○	○	
10	Atsushi Abe		○	○	

Framework of Fujitsu's Corporate Governance Structure (Reference)

The Company outlines the following rules to ensure the effective oversight and advice from a diverse perspective of Non-Executive Directors to Executive Directors on their business execution as part of the Board of Directors function while taking advantage of the Company with the Audit & Supervisory Board system:

- Same number or more Non-Executive Directors responsible for oversight are appointed as Executive Directors responsible for business execution.
- Independent Directors are appointed as the core members of Non-Executive Directors, and at least one Non-Executive Director is appointed from within the Company.
- Independent Directors must meet the independence standards (hereinafter referred to as "Independence Standards") established by the Company.
- In nominating Non-Executive Director candidates, the Company takes account of the background of candidates and their insight into the Company's business.
- The Company has the Audit & Supervisory Board Members' external audit and oversight on the Board of Directors, the voluntary Executive Nomination Committee and Compensation Committee composed mainly of Non-Executive Directors and Auditors (hereinafter, the term used for the combination of Non-Executive Directors and Audit & Supervisory Board Members), and the Independent Directors & Auditors Council, all of which function to complement the Board of Directors.
- Independent Audit & Supervisory Board Members shall be the External Audit & Supervisory Board Members who meet the Independence Standards.



Stance on Independence of External Directors & Auditors (Reference)

The Company established its Independence Standards for External Directors & Auditors in the Corporate Governance Policy, which was established by the resolution of the Board of Directors in December 2015.

Independence Standards for External Directors & Auditors

1. A Director and Auditor will be independent if none of following apply are met, at present and/or in the past:

- (1) Director or employee of one of Fujitsu Group Companies¹;
- (2) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Shareholder² of Fujitsu;
- (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Lender³ to Fujitsu;
- (4) partner or employee of accounting auditor of Fujitsu;
- (5) Director, Executive Officer, Audit & Supervisory Board Member, or Corporate Executive Officer mutually exchanged between Fujitsu and another company;
- (6) a person who receives Significant Amount of Monetary Benefits⁴ or other property other than the compensation as a Director or Audit & Supervisory Board Member from Fujitsu;

or

- (7) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Business Partner⁵ of Fujitsu

2. A person who does not have a Close Relative⁶ will be independent, wherein a Close Relative meets one of followings, at present or at any time within the preceding three years:

- (1) Executive Director, Non-Executive Director⁷, or important employee of Fujitsu Group Companies;
- (2) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Shareholder of Fujitsu;
- (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Lender to Fujitsu;
- (4) partner or employee of accounting auditor company of Fujitsu;
- (5) Director, Executive Officer, Audit & Supervisory Board Member, or Corporate Executive Officer mutually exchanged between Fujitsu and another company
- (6) a person who receives Significant Amount of Monetary Benefits or other property other than the compensation as a Director or Audit & Supervisory Board Member from Fujitsu;

or

- (7) Director, Executive Officer, Audit & Supervisory Board Member, or important employee of a Major Business Partner of Fujitsu.

1 "Fujitsu Group Companies" means Fujitsu Limited and its subsidiaries.

2 "Major Shareholder" indicates the shareholder in the top 10 major shareholders listed in the latest Business Report of Fujitsu.

3 "Major Lender" indicates the lender in the group's major lenders listed in the latest business report of Fujitsu.

4 "Significant Amount of Monetary Benefits" means the sum of annual compensation for expert services and donation equal to or more than 10 million yen.

5 "Major Business Partner" means a company with whom Fujitsu Group Companies made a business transaction within the preceding three fiscal years and the total amount of the transaction exceeds 1% of consolidated sales revenue of either Fujitsu or that company.

6 "Close Relative" means a family, spouse, or cohabiter within the second degrees of kinship (as stipulated in the Civil Code of Japan).

7 This condition applies only when judging the independence of Fujitsu's External Audit & Supervisory Board Member or a nominee thereof.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
1	Masami Yamamoto (January 11, 1954) <i>*Reappointment</i>	Apr. 1976 Joined the Company 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 (until June 2015) Aug. 2012 Member of the Executive Nomination Committee and Compensation Committee (until June 2013) Jun. 2015 Chairman and Representative Director (to present) Jul. 2015 Member of the Executive Nomination Committee and Compensation Committee (to present)
	[No. of Years Served as a Director*1)] 6	
	[No. of the Company's Shares Held] 133,622	
	[Attendance at the FY2015 Board of Director's Meetings] 100%	[Important positions at other corporations/institutions] None
	[Reasons for Appointment]	Masami Yamamoto has management experience gained while serving as President and Representative Director for five years and as Chairman and Representative Director for one year. The Company believes it is essential that, in view of his experience as Fujitsu's former President, he serve as Director to undertake external activities to raise the profile of Fujitsu in the ICT industry and Japan's business community and share the responsibility for execution in all areas with the President and Representative Director. Therefore, the Company proposes that he be reappointed as a Director.
	[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>
2	Tatsuya Tanaka (September 11, 1956) <i>*Reappointment</i>	Apr. 1980 Joined the Company Apr. 2005 Director of the Board & Vice President, Fujitsu (China) Holdings Co., Ltd. Dec. 2009 Senior Vice President, Manufacturing Industry Business Unit Apr. 2012 Corporate Vice President Apr. 2014 Corporate Senior Vice President Head of Asia Region*2) (until February 2015) Jan. 2015 Corporate Executive Officer, SEVP Jun. 2015 President and Representative Director (to present)
	[No. of Years Served as a Director*1)] 1	
	[No. of the Company's Shares Held] 31,217	
	[Attendance at the FY2015 Board of Director's Meetings] 100%	[Important positions at other corporations/institutions] None
	[Reasons for Appointment]	Tanaka Tatsuya has management experience gained while serving as Corporate Executive Officer for four years and as President and Representative Director for one year. The Company's management direction toward realization of sustainable growth of the Group centers on three initiatives: business model transformation, pursuit of the potential of digital innovation, and implementation of services and innovative approaches at a global level. These initiatives are underway and the Company believes it is essential that he continue to take the lead in their promotion. Therefore, the Company proposes that he be reappointed as a Director.
	[Comments on Special-interest Relationships]	Tatsuya Tanaka 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>
3	Norihiko Taniguchi (September 7, 1954) <i>*Reappointment</i> [No. of Years Served as a Director*1)] 2 [No. of the Company's Shares Held] 59,905 [Attendance at the FY2015 Board of Director's Meetings] 100%	Apr. 1977 Joined the Company May 2005 President and Representative Director, Fujitsu Advanced Solutions Limited*3)
		Jun. 2007 Executive Vice President Jun. 2008 Corporate Vice President Apr. 2010 Corporate Senior Vice President Apr. 2014 Corporate Executive Vice President
		Jun. 2014 Corporate Executive Vice President and Director Apr. 2016 Head of Global Services Integration Business Present Position: Corporate Executive Officer and Director SEVP, Head of Global Services Integration Business
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Norihiko Taniguchi has many years of management experience in the Company's mainstay Systems Integration business, along with experience as president of a subsidiary. The Company proposes that he be reappointed as a Director as he is ideally suited to lead discussions on the Board of Directors from an overall business promotion perspective based on the Company's growth strategy.
		[Comments on Special-interest Relationships] Norihiko Taniguchi 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>
4	Hidehiro Tsukano (March 21, 1958) <i>*Reappointment</i> [No. of Years Served as a Director*1)] 1 [No. of the Company's Shares Held] 37,017 [Attendance at the FY2015 Board of Director's Meetings] 100%	Apr. 1981 Joined the Company Jun. 2009 President, Corporate Planning and Business Strategy Office (until March 2014)
		May 2011 Corporate Vice President Apr. 2014 Corporate Senior Vice President (until March 2016) CFO (Chief Financial Officer) (to present)
		Apr. 2015 EVP, Strategy and Planning (until March 2016) Jun. 2015 Director (to present) Apr. 2016 Corporate Executive Officer (to present) SEVP, Head of Global Corporate Functions (to present)
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Before his appointment as a Director in June 2015, Hidehiro Tsukano gained experience in the Company's procurement and management strategy divisions, and has served as the CFO since April 2014, and thus he has broad knowledge of, and significant experience of, business strategies and investor relations. The Company proposes that he be reappointed as a Director in view of his ability to lead discussions from the perspective of one skilled at holding constructive dialogues with shareholders and investors.
		[Comments on Special-interest Relationships] Hidehiro Tsukano 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>
5	<p style="text-align: center;">Duncan Tait (March 24, 1966)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*1] 1</p> <p>[No. of the Company's Shares Held] 0</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 88.9%</p>	<p>Mar. 1996 Business Development Head, Managed Services, Digital Equipment Corporation*4)</p> <p>Jun. 1999 Managed Services Director, Compaq Global Services, Compaq*4)</p> <p>Jun. 2004 Director and General Manager, Outsourcing, HP Services, Hewlett-Packard</p> <p>Jan. 2006 Managing Director UKMEA, Unisys</p> <p>Oct. 2009 Managing Director, UK&I Private Sector Division, Fujitsu Services Ltd.</p> <p>Mar. 2011 CEO, Fujitsu Services Ltd.</p> <p>Apr. 2014 Corporate Senior Vice President Head of EMEIA*5) Region</p> <p>Jun. 2015 Director</p> <p>Jan. 2016 Head of Americas*6) Region</p> <p>Present Position: Corporate Executive Officer and Director EVP, Head of EMEIA*5) Region, Head of Americas*6) Region</p> <p>[Important positions at other corporations/institutions] None</p> <p>[Reasons for Appointment] Duncan Tait has abundant international business management experience and has management insights from a global perspective. He has been serving as Head of the EMEIA*5) Region since April 2014 and as Head of the Americas*6) Region since January 2016. The Company proposes that he be reappointed as a Director as he is ideally suited to lead discussions on the Board of Directors from a global business perspective.</p> <p>[Comments on Special-interest Relationships] Duncan Tait has no special-interest relationships with the Company.</p>

Candi- date No.	Name and date of birth	Personal history, positions at the Company
6	<p>Tatsuzumi Furukawa (November 17, 1942)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*1] 10</p> <p>[No. of the Company's Shares Held] 53,000</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p>	<p>Apr. 1965 Joined the Company</p> <p>Jun. 1994 Director</p> <p>Apr. 2000 Senior Vice President and Director (until June 2001)</p> <p>Jun. 2001 Corporate Senior Executive Vice President and Representative Director, NIFTY Corporation</p> <p>Jun. 2002 President and Representative Director, NIFTY Corporation</p> <p>Jun. 2007 Chairman and Representative Director, NIFTY Corporation (until June 2008)</p> <p>Jun. 2013 Director (to present)</p> <p>Jul. 2013 Member of the Executive Nomination Committee and Compensation Committee</p> <p>Jan. 2014 Chairman of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions] None</p>
	<p>[Reasons for Appointment]</p>	<p>Tatsuzumi Furukawa has many years of experience in corporate management, and he also has extensive knowledge of the Company's business operations. In addition, since being appointed as a Director, he has served as a member of the Executive Nomination Committee and Compensation Committee, and has also chaired the committees, during which time he has debated approaches for qualifying management candidates and compensating management that are crucial issues in the Company's corporate governance. Given his experience and insight, the Company considers him to be highly qualified in the oversight of its management execution and in connecting Executive Directors and Independent Directors, and proposes that he be reappointed a Non-Executive Director.</p>
	<p>[Comments on Special-interest Relationships]</p>	<p>Tatsuzumi Furukawa has no special-interest relationships with the Company.</p>
	<p>[Special Notice regarding the Director Candidate]</p>	<p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Tatsuzumi Furukawa. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>

Candi- date No.	Name and date of birth	Personal history, positions at the Company
7	<p>Miyako Suda (May 15, 1948)</p> <p><i>*Reappointment</i> <i>*External Director</i> <i>Candidate</i></p> <p>[No. of Years Served as a Director*1)] 3</p> <p>[No. of the Company's Shares Held] 5,716</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p>	<p>Apr. 1982 Associate Professor, School of Economics, Senshu University</p> <p>Apr. 1988 Professor, School of Economics, Senshu University</p> <p>Apr. 1990 Professor, Faculty of Economics, Gakushuin University</p> <p>Apr. 2001 Member of the Policy Board, the Bank of Japan (until March 2011)</p> <p>May 2011 Special Advisor, the Canon Institute for Global Studies (to present)</p> <p>Jun. 2013 Director (to present)</p>
		<p>[Important positions at other corporations/institutions]</p> <p>Special Advisor, the Canon Institute for Global Studies</p> <p>External Director, Meiji Yasuda Life Insurance Company</p> <p>Outside Statutory Auditor, Ube Industries, Ltd.</p>
		<p>[Reasons for Appointment]</p> <p>Miyako Suda had no direct corporate management experience before she joined the Board, but she has extensive knowledge as an economist of international macroeconomics. She also served for ten years, in two terms, as a Policy Board member of the Bank of Japan. In view of her insights into monetary policy and the management insights she brings from a global perspective, the Company proposes that she be reappointed as an External Director.</p>
		<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Miyako Suda has no special-interest relationships with the Company.</p> <p>Further, she is not a major shareholder nor has she held an executive management position with a major trading partner of the Company, and she satisfies the Independence Standards*8) established by the Company.</p> <p>In accordance with listing regulations, the Company has reported to the securities exchanges on which the Company is listed in Japan that she is an Independent Director.</p>
		<p>[Special Notice regarding the Director Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Miyako Suda. The Company plans to extend the agreement if her reappointment is approved at this Shareholders' Meeting *7).</p>

Candidate No.	Name and date of birth	Personal history, positions at the Company
8	<p style="text-align: center;">Jun Yokota (June 26, 1947)</p> <p><i>*Reappointment *External Director Candidate</i></p> <p>[No. of Years Served as a Director*1)] 2</p> <p>[No. of the Company's Shares Held] 1,647</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p>	<p>Apr. 1971 Joined the Ministry of Foreign Affairs</p> <p>Jan. 1998 Deputy Director-General, Economic Affairs Bureau</p> <p>Jun. 2002 Consul-General of Japan in Hong Kong</p> <p>Apr. 2004 Ambassador Extraordinary and Plenipotentiary to the State of Israel</p> <p>May 2009 Ambassador Extraordinary and Plenipotentiary to the Kingdom of Belgium</p> <p>Oct. 2012 Ambassador Extraordinary and Plenipotentiary in charge of Economic Diplomacy and of Reconstruction Assistance to Iraq (until January 2014)</p> <p>Jun. 2014 Special Advisor to the Chairman of KEIDANREN (to present)</p> <p>Jun. 2014 Director (to present)</p> <p>Jul. 2014 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>Special Advisor to the Chairman of KEIDANREN</p>
	<p>[Reasons for Appointment]</p> <p>Jun Yokota had no direct company management experience before he joined the Board, but having served as Japan's ambassador to Israel and Belgium, and having served as Special Representative of the Government of Japan in charge of the Japan-EU Economic Partnership Agreement negotiations, he is an expert in international economic negotiations and brings a global perspective to political and economic discussions. For these reasons, the Company proposes that he be reappointed as an External Director.</p>	
	<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Jun Yokota 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 he satisfies the Independence Standards*8) established by the Company.</p> <p>In accordance with listing regulations, the Company 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 Director Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Jun Yokota. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>	

Candi- date No.	Name and date of birth	Personal history, positions at the Company
9	<p>Chiaki Mukai (May 6, 1952)</p> <p><i>*Reappointment *External Director Candidate</i></p> <p>[No. of Years Served as a Director*1)] 1</p> <p>[No. of the Company's Shares Held] 5,418</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p>	<p>Nov. 1977 Staff, Department of Surgery, Keio University School of Medicine (until November 1985)</p> <p>Aug. 1985 Payload Specialist, the National Space Development Agency of Japan (currently: the Japan Aerospace Exploration Agency; JAXA) (until March 2015)</p> <p>Jun. 1987 Visiting Scientist, Division of Cardiovascular Physiology, Space Biomedical Research Institute, NASA Johnson Space Center (until December 1988)</p> <p>Sep. 1992 Research Instructor of the Department of Surgery, Baylor College of Medicine (until August 2011)</p> <p>Apr. 2000 Visiting Professor of the Department of Surgery, Keio University School of Medicine (to present)</p> <p>Sep. 2004 Visiting Professor of the International Space University (until September 2007)</p> <p>Oct. 2007 Director, Space Biomedical Research Office, Human Space Technology and Astronaut Department of the JAXA</p> <p>Apr. 2011 Senior Advisor to the JAXA Executive Director (until March 2015)</p> <p>Oct. 2014 Vice President of the Science Council of Japan (to present)</p> <p>Apr. 2015 Vice President of Tokyo University of Science (to present)</p> <p>Jun. 2015 Director (to present)</p>
		<p>[Important positions at other corporations/institutions] Vice President of Tokyo University of Science</p>
		<p>[Reasons for Appointment] Although Chiaki Mukai had not been directly involved with company management before she assumed the position of Director of the Company, she has an impressive personal history as a doctor who became Japan's first female astronaut, and she exemplifies the Company's spirit of taking on challenges at the cutting edge of science. Because the Company expects that she will continue to be able to provide oversight and advice from a fair and objective global perspective based on broad knowledge of science and technology, the Company proposes that she be reappointed as an External Director.</p>
		<p>[Comments on Special-interest Relationships and the Independence of the Candidate] Chiaki Mukai has no special-interest relationships with the Company. Academic Corporation Tokyo University of Science that operates Tokyo University of Science, where she serves as Vice President, and the Company do have sales business dealings that in fiscal 2015 amounted to approximately 11 million yen. In light of the scale of the Company's sales, however, this is not considered material. Thus, she satisfies the Independence Standards*8) established by the Company. In accordance with listing regulations, the Company has reported to the securities exchanges on which the Company is listed in Japan that she is an Independent Director.</p>
		<p>[Special Notice regarding the Director Candidate] An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Chiaki Mukai. The Company plans to extend the agreement if her reappointment is approved at this Shareholders' Meeting*7).</p>

Candi- date No.	Name and date of birth	Personal history, positions at the Company
10	<p style="text-align: center;">Atsushi Abe</p> <p style="text-align: center;">(October 19, 1953)</p> <p><i>*Reappointment *External Director Candidate</i></p> <p>[No. of Years Served as a Director*1)] 1</p> <p>[No. of the Company's Shares Held] 3,283</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p>	<p>Apr. 1977 Mitsui & Co., Ltd.</p> <p>Jun. 1990 Manager, Electronic Industry Department, Mitsui & Co., Ltd.</p> <p>Jan. 1993 Managing Director, Alex. Brown & Sons, Inc.*9)</p> <p>Aug. 2001 Managing Director and Head of Global Corporate Finance, Deutsche Securities, Ltd. *10)</p> <p>Aug. 2004 Partner & Head of Japan, J.P. Morgan Partners Asia*11) (until March 2009)</p> <p>May 2007 Board Member, Edwards Group Ltd. (until October 2009)</p> <p>Dec. 2009 Managing Partner, Sangyo Sosei Advisory Inc. (to present)</p> <p>Feb. 2011 Board Member, ON Semiconductor Corporation (to present)</p> <p>Jun. 2015 Director (to present)</p> <p>[Important positions at other corporations/institutions] Managing Partner, Sangyo Sosei Advisory Inc. Board Member, ON Semiconductor Corporation</p>
	<p>[Reasons for Appointment]</p> <p>Through many years of experience in investment banking and private equity, Atsushi Abe has gained a deep understanding of the ICT industry and mergers and acquisitions. Because the Company expects that, in addition to being able to provide oversight and advice from a shareholder and investor perspective, he will continue to contribute to timely and decisive management decision-making, the Company proposes that he be reappointed as an External Director.</p> <p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Atsushi Abe has no special-interest relationships with the Company.</p> <p>He is not a major shareholder nor has he held an executive management position with a major trading partner of the Company, and does not receive monetary benefits other than the compensation as a Director of the Company, and thus, he satisfies the Independence standards*8) established by the Company .</p> <p>In accordance with listing regulations, the Company 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 Director Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Atsushi Abe. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>	

Proposal No. 2 Election of Four Audit & Supervisory Board Members

The terms of office for Audit & Supervisory Board Members Kazuhiko Kato, Akihiko Murakami, Megumi Yamamuro, and Hiroshi Mitani expire at the close of this Annual Shareholders' Meeting. The Company proposes the election of four Audit & Supervisory Board Members. Candidates for the position are listed as follows. The term of office for Audit & Supervisory Board Member is set at four years.

Upon appointments of these four candidates, the Audit & Supervisory Board will continue to consist of five members including three external members.

The Company has already received approval for this proposal from the Audit & Supervisory Board.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
1	<p>Kazuhiko Kato (November 13, 1951)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as an Audit & Supervisory Board Member *1] 2</p> <p>[No. of the Company's Shares Held] 60,701</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p> <p>[Attendance at the FY2015 Audit & Supervisory Board Meetings] 100%</p>	<p>Apr. 1976 Joined the Company</p> <p>Jun. 1996 General Manager, Controller and Accounting Division</p> <p>Jun. 2001 Member of the Board (until June 2002)</p> <p>Jun. 2002 Corporate Vice President</p> <p>Jun. 2006 Corporate Senior Vice President</p> <p>Jun. 2008 Corporate First Senior Vice President CFO (Chief Financial Officer) (until March 2014)</p> <p>Apr. 2010 Corporate Executive Vice President</p> <p>Jun. 2010 Corporate Executive Vice President and Director</p> <p>Apr. 2014 Director</p> <p>Jun. 2014 Audit & Supervisory Board Member (to present)</p>
		<p>[Important positions at other corporations/institutions] Audit & Supervisory Board Member, Fujitsu General Limited</p>
		<p>[Reasons for Appointment]</p> <p>Kazuhiko Kato has many years of experience leading the Company's accounting division. He was appointed to the Board of Directors in 2001, prior to the Company's switch to the Corporate Executive Officer system in 2002, and served as the head of the corporate strategy and business development division and as Chief Financial Officer. In view of his wide-ranging knowledge of corporate management, he is considered to be highly qualified to serve as an Audit & Supervisory Board Member, and the Company proposes that he be reappointed as an Audit & Supervisory Board Member. The Company intends to appoint him as a full-time Audit & Supervisory Board Member, if his reappointment as an Audit & Supervisory Board Member is approved at this Shareholders' Meeting.</p>
		<p>[Comments on Special-interest Relationships]</p> <p>Kazuhiko Kato has no special-interest relationships with the Company.</p>
		<p>[Special Notice regarding the Audit & Supervisory Board Member Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Kazuhiko Kato. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
2	<p>Megumi Yamamuro (March 3, 1948)</p> <p><i>*Reappointment *External Audit & Supervisory Board Member Candidate</i></p> <p>[No. of Years Served as an Audit & Supervisory Board Member *1)] 11</p> <p>[No. of the Company's Shares Held] 0</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p> <p>[Attendance at the FY2015 Audit & Supervisory Board Meetings] 100%</p>	<p>Apr. 1974 Assistant Judge, Tokyo District Court Apr. 1984 Judge, Tokyo District Court Apr. 1988 Professor, The Legal Training and Research Institute of Japan Apr. 1997 Judge, Tokyo High Court Jul. 2004 Registered as a Lawyer Jul. 2004 Participated in CAST Law P.C. (currently: URYU & ITOGA) Oct. 2004 Professor, University of Tokyo Graduate Schools for Law and Politics (until September 2010) Jun. 2005 Audit & Supervisory Board Member (to present) Oct. 2010 Professor, Nihon University Graduate School of Law (until March 2013) Jul. 2013 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions] Special Counsel, URYU & ITOGA Outside Director (Audit and Supervisory Committee Member), Advantest Corporation External Auditor, NIFTY Corporation Audit and Supervisory Board Member (External), Yachiyo Industry Co., Ltd.</p>
<p>[Reasons for Appointment] Megumi Yamamuro has extensive experience in the legal field and has extensive knowledge of legal matters, including the Companies Act, as well as domestic and international compliance measures. Thus the Company proposes that he be reappointed as an External Audit & Supervisory Board Member.</p>		
<p>[Comments on Special-interest Relationships and the Independence of the Candidate] Megumi Yamamuro 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 he satisfies the Independence Standards*8) established by the Company. In accordance with listing regulations, the Company has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Audit & Supervisory Board Member.</p>		
<p>[Special Notice regarding the Audit & Supervisory Board Member Candidate] An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Megumi Yamamuro. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>		

<i>Candi- date No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
3	<p>Hiroshi Mitani (February 7, 1945)</p> <p><i>*Reappointment *External Audit & Supervisory Board Member Candidate</i></p> <p>[No. of Years Served as an Audit & Supervisory Board Member *1)] 7</p> <p>[No. of the Company's Shares Held] 16,417</p> <p>[Attendance at the FY2015 Board of Director's Meetings] 100%</p> <p>[Attendance at the FY2015 Audit & Supervisory Board Meetings] 100%</p>	<p>Apr. 1969 Public Prosecutor, Tokyo District Public Prosecutors' Office</p> <p>Jun. 1997 Director General, Tokyo Regional Legal Affairs Bureau</p> <p>May 2001 Chief Public Prosecutor, Yokoyama District Public Prosecutors Office</p> <p>Jul. 2002 Commissioner, Japan Fair Trade Commission</p> <p>Aug. 2007 Registered as a Lawyer</p> <p>Sep. 2007 Special Counsel, TMI Associates (until December 2014)</p> <p>Jun. 2009 Audit & Supervisory Board Member (to present)</p> <hr/> <p>[Important positions at other corporations/institutions] Lawyer</p>
<p>[Reasons for Appointment] Hiroshi Mitani has profound insight into not only legal but also economic and social matters affecting corporate management, gained through his career, including as a public prosecutor and a commissioner of the Japan Fair Trade Commission. Therefore, the Company proposes that he be reappointed as an External Audit & Supervisory Board Member.</p>		
<p>[Comments on Special-interest Relationships and the Independence of the Candidate] Hiroshi Mitani 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 he satisfies the Independence Standards*8) established by the Company. In accordance with listing regulations, the Company has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Audit & Supervisory Board Member.</p>		
<p>[Special Notice regarding the Audit & Supervisory Board Member Candidate] An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Hiroshi Mitani. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>		

<i>Candi -date No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
4	Yoshiki Kondo (June 30, 1957) <i>*New Nominee</i> [No. of the Company's Shares Held] 26,823	Apr. 1980 Joined the Company Jun. 2008 Head of Solution Business Management Unit (until March 2012) Jun. 2009 Executive Vice President Apr. 2012 Corporate Vice President Head of Business Management Unit Apr. 2016 Executive Advisor (to present)
		[Important positions at other corporations/institutions] None
	[Reasons for Appointment] Yoshiki Kondo has extensive experience in administration of sales operations and systems engineering operations in Japan and has profound insight about the services business, which is the Company's mainstay business. Therefore, he is considered to be highly qualified to serve as an Audit & Supervisory Board Member, and the Company proposes that he be appointed as an Audit & Supervisory Board Member. The Company intends to appoint him as a full-time Audit & Supervisory Board Member, if his appointment as an Audit & Supervisory Board Member is approved at this Shareholders' Meeting.	
	[Comments on Special-interest Relationships] Yoshiki Kondo has no special-interest relationships with the Company.	
[Special Notice regarding the Audit & Supervisory Board Member Candidate] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Yoshiki Kondo, if his appointment is approved at this Shareholders' Meeting *7).		

Notes

*1) "No. of Years Served as a Director" and "No. of Years Served as an Audit & Supervisory Board Member" are as of the close of this Shareholders' Meeting.

*2) East Asia excluding Japan and Southeast Asia

*3) Currently, Fujitsu Mission Critical Systems Limited

*4) Currently, Hewlett-Packard

*5) Europe, Middle East, India, and Africa

*6) North and South America

*7) The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Non-Executive Directors or Audit & Supervisory Board Members is the minimum liability amount stipulated by the Companies Act.

*8) For details, please refer to Page 5.

*9) Currently, Deutsche Bank

*10) Currently, Deutsche Securities Inc.

*11) Currently, Unitas Capital