

To our shareholders,

Security Code (in Japan) 6702
May 28, 2010
Michiyoshi Mazuka,
Representative Director
Fujitsu Limited
1-1, Kamikodanaka 4-chome
Nakahara-ku, Kawasaki-shi
Kanagawa
Japan

NOTICE OF CONVOCATION OF THE 110th ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 110th Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the Annual Shareholders' Meeting, please exercise your voting rights using any of the means explained in Section 5 of this notice after reviewing the attached reference materials. For shareholders who wish to vote by mail, we must receive the enclosed Voting Card by 6:00 PM, Friday, June 18, 2010, Japan time. Shareholders who wish to vote using the Internet must complete the process by 6:00 PM, Friday, June 18, 2010, Japan time. For details, please refer to Section 5 of this notice.

1. **Date & Time** June 21, 2010; 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 110th Business Period (April 1, 2009 - March 31, 2010); Report of Independent Auditor and Board of Auditors on Consolidated Financial Statements

Agenda:

- Proposal No. 1 Election of Ten Members of the Board
- Proposal No. 2 Payment of Bonuses to Members of the Board and Auditors

4. **Reference Materials**

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 110th Business Period (April 1, 2009 - March 31, 2010) are attached as Exhibit A.
- (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/>).

5. Voting

(1) Methods to Exercise Voting Rights

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

If you plan to attend the Shareholders' Meeting, please be aware that the reception desk becomes very busy around the start of the meeting, so please try to arrive and register early.

- b. If you are unable to attend the meeting, we ask that you 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 18, 2010 (Japan standard time).

[Voting via the Internet]

Please access the Company's designated online voting site (<http://www.evotep.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 18, 2010 (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 is requested to bring their own Voting Card, the absent shareholder's Voting Card and a document authorizing the proxy's representation of the absent shareholder to the reception desk on the day of the meeting.

(2) Exercise of Voting Rights

- a. Any voting right exercised without indicating approval or disapproval for a particular proposal 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 not later than three days before the Shareholders' Meeting.
- e. 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 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

Notes:

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 Election of Ten Members of the Board

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

Masami Yamamoto, Kazuo Ishida, Masami Fujita, Kazuhiko Kato, Masahiro Koezuka, Yoko Ishikura and Ryosei Kokubun are new candidates for Member of the Board. Members of the Board Koichi Hironishi, Tatsuo Tomita, Chiaki Ito, Ikujiro Nonaka, Masayasu Kitagawa and Naoyuki Akikusa will resign from the Board of Members at the conclusion of this meeting.

Ikujiro Nonaka has been an outside director of the company for six years. He has decided to resign at the end of the Annual Shareholders' Meeting due to other commitments, including positions as outside director of other companies. Masayasu Kitagawa has also decided to resign at the end of the Annual Shareholders' Meeting due to his appointment last year as a member of the Local Sovereignty Strategy Council in Japan, and the possibility that his position on the council may cause a conflict of interest in the future if he were to remain an outside director of Fujitsu.

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</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 and Representative Director 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 (to present)	26,000
[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 take advantage of that experience for the continued growth of Fujitsu and promote continuity in management, the Company believes he should remain in his current positions, of Chairman and Representative Director and therefore proposes his reappointment. At the close of this Shareholders' Meeting, Michiyoshi Mazuka will have served as a Member of the Board for six years. In addition, he currently serves as Chairman of the Board of Directors and 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.			

Candi- date No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
2	Hiroshi Oura (February 14, 1934)	<p>Apr. 1956 Joined the Company</p> <p>Jun. 1985 Member of the Board</p> <p>Jun. 1988 Corporate Senior Vice President</p> <p>Jun. 1989 Representative Director, President, Advantest Corporation</p> <p>Jun. 2001 Representative Director, Chairman of the Board, Advantest Corporation</p> <p>Jun. 2003 Member of the Board (to present)</p> <p>Jun. 2005 Director and Senior Executive Advisor, Advantest Corporation</p> <p>Jun. 2007 Senior Executive Advisor, Advantest Corporation (to present)</p> <p>Oct. 2009 Chairman of the Executive Nomination and Compensation Committees (to present)</p> <p>Attended 100% of the Board of Members meetings held during the year under review.</p>	36,602
<p>[Important positions at other corporations/institutions]</p> <p>Senior Executive Advisor, Advantest Corporation</p>			
<p>[Reasons for Appointment and Term of Office]</p> <p>The Company proposes that Hiroshi Oura be appointed as an Outside Director on the grounds that, while according to the Corporate Law he would not be considered an Outside Director due to his prior positions of Member of the Board and Corporate Senior Vice Presidents of the Company, he has lengthy experience in corporate management and has extensive knowledge of the Company's business operations, and his appointment would serve to strengthen the management supervisory function.</p> <p>At the close of this Shareholders' Meeting, Hiroshi Oura will have served as a Member of the for eleven years, including four years as an executive member starting in 1985. In addition, he currently serves as Chairman of the Executive Nomination and Compensation Committees.</p>			
<p>[Comments on Special-interest Relationships and the Independence of Candidates]</p> <p>Hiroshi Oura has no special-interest relationships with the Company.</p> <p>Although there is no ownership relationship, shares in Advantest Corporation, where Mr. Oura serves as Senior Executive Advisor, are held as assets in Fujitsu Limited's retirement benefits trust, giving the trust the right to direct 11.29% of the voting rights of Advantest Corporation. Advantest and Fujitsu do have business dealings which in 2009 amounted to 1.2 billion yen; however, taking into account the scale of Fujitsu's sales, this is not considered material. Since it was 22 years ago when Mr. Oura was a Corporate Senior Vice President of Fujitsu, we believe that there is a certain degree of independence.</p>			

Candi- date 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. (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. Jun. 2007 Member of the Board (to present) Apr. 2010 Director and Senior Advisor, Fuji Electric Holdings Co., Ltd. (to present) <hr/> Attended 100% of the Board of Members meetings held during the year under review.	12,000
3	[Important positions at other corporations/institutions] Director and Senior Advisor, Fuji Electric Holdings Co., Ltd.		
	[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 three years.		
	[Comments on Special-interest Relationships and the Independence of Candidates] Haruo Ito is a Director and Senior Advisor, Fuji Electric Holdings Co., Ltd., a major shareholder of Fujitsu. Fujitsu also holds 10.40% of Fuji Electric's outstanding stock (calculated excluding treasury stock). Fuji Electric and Fujitsu do have business dealings which in 2009 amounted to 57 million yen; however, taking into account the scale of the Fujitsu's sales, this is not considered material. Because of this, Haruo Ito is considered to be independent of Fujitsu.		
	[Special Notice regarding the Outside Director Candidate] Agreements limiting liability for damages under Clause 1, Article 423 of the Company Law have been concluded between the Company and Haruo Ito. The Company plans to extend the agreements if he is elected. 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.		

<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	※ Masami Yamamoto (January 11, 1954)	Apr. 1976	Joined the Company	11,000
		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 (to present)			
[Important positions at other corporations/institutions] None				
[Reasons for Appointment and Term of Office] Masami Yamamoto has five years of experience in corporate management as an executive officer of the Company, as well as experience on the frontlines of technological innovation as an engineer leading the development of PCs and x86 servers. The Company proposes that Masami Yamamoto be appointed as a Member of the Board on the grounds that, amid such trends as globalization and the advent of cloud computing, his experience and insight make him an ideal person to lead the Company. Masami Yamamoto is a new nominee, and if his nomination is approved at the Shareholders' Meeting, he will become President and Representative Director.				
[Comments on Special-interest Relationships] Masami Yamamoto has no special – interest relationships with the Company.				
5	※ Kazuo Ishida (September 19, 1950)	Apr. 1974	Joined the Company	5,000
		Jun. 2003	Group President, Outsourcing Business Unit	
		Jun. 2004	Corporate Vice President	
		Jun. 2006	Corporate Senior Vice President	
Jun. 2008	Corporate First Senior Vice President			
Apr. 2010	Corporate Senior Executive Vice President (to present) Principal responsibility for ICT Services Business (to present)			
[Important positions at other corporations/institutions] None				
[Reasons for Appointment and Term of Office] The Company proposes that Kazuo Ishida be appointed as a Member of the Board on the grounds that he has long experience in the ICT services business, one of the Company's main businesses, and he has continued to lead the services business group since his appointment as Corporate Vice President. The appointment of Kazuo Ishida will promote faster management decision-making and forward-looking innovations needed in the business environment facing Fujitsu. Kazuo Ishida is a new nominee, and if his nomination is approved at the Shareholders' Meeting, he will become Corporate Senior Executive Vice President and Director.				
[Comments on Special-interest Relationships] Kazuo Ishida 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>
6	※ Masami Fujita (September 22, 1956)	Apr. 1980 Joined the Company	10,000
		Dec. 2001 General Manager, Secretary's Office	
		Jun. 2006 Corporate Vice President	
		Jun. 2009 Corporate Senior Vice President	
		Apr. 2010 Corporate Senior Executive Vice President (to present) Principal responsibility for Corporate Affairs (to present)	
		[Important positions at other corporations/institutions] None	
		[Reasons for Appointment and Term of Office] The Company proposes that Masami Fujita be appointed as a Member of the Board on the grounds that he has 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 invaluable experience relating to the Company's corporate governance and business execution. The appointment of Masami Fujita will promote faster management decision-making and forward-looking innovations needed in the business environment facing Fujitsu. Masami Fujita is a new nominee, and if his nomination is approved at the Shareholders' Meeting, he will become Corporate Senior Executive Vice President and Director.	
		[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>
7	※ Kazuhiko Kato (November 13, 1951)	Apr. 1976 Joined the Company Jun. 1996 General Manager, Controller and Accounting Division Jun. 2001 Member of the Board Jun. 2002 Corporate Vice President Jun. 2006 Corporate Senior Vice President Jun. 2008 Corporate First Senior Vice President Chief Financial Officer (to present) Apr. 2010 Corporate Executive Vice President (to present)	16,000
	[Important positions at other corporations/institutions] None		
	[Reasons for Appointment and Term of Office] The Company proposes that Kazuhiko Kato be appointed as a Member of the Board on the grounds that he has 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 and also served as Chief Financial Officer, giving him invaluable experience relating to the Company's corporate governance and business execution. The appointment of Kazuhiko Kato will promote faster management decision-making and forward-looking innovations needed in the business environment facing Fujitsu. Kazuhiko Kato is a new nominee, and if his nomination is approved at the Shareholders' Meeting, he will become Corporate Executive Vice President and Director.		
	[Comments on Special-interest Relationships] Kazuhiko Kato has no special-interest relationships with the Company.		

Candi- date No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
8	※ Masahiro Koezuka (December 14, 1951)	Apr. 1974 Joined the Ministry of International Trade and Industry (currently: the Ministry of Economy, Trade and Industry) Jul. 2001 The Minister's Secretariat Deputy Director-General for Policy Coordination Jul. 2002 Director-General for Natural Resources and Energy Policy Jul. 2003 Cabinet Councillor Sep. 2005 Director-General, Industrial Science and Technology Policy and Environment Bureau Jul. 2006 Director-General, Commerce and Information Policy Bureau Jul. 2007 Commissioner, Japan Patent Office Sep. 2008 Advisor, Mitsui Sumitomo Insurance Company, Limited Aug. 2009 Advisor, Fujitsu Limited Apr. 2010 Corporate Executive Vice President (to present) Chief Strategic Officer (to present)	10,000
[Important positions at other corporations/institutions] None			
[Reasons for Appointment and Term of Office] The Company proposes Masahiro Koezuka as a Member of the Board because of the experience and expertise he gained during his career in the Japan Ministry of Economy, Trade and Industry, and based on this experience, the improvements he can make to the Company's management execution. The appointment of Masahiro Koezuka will promote faster management decision-making and forward-looking innovations needed in the business environment facing Fujitsu. Masahiro Koezuka is a new nominee, and if his nomination is approved at the Shareholders' Meeting, he will become Corporate Executive Vice President and Director.			
[Comments on Special-interest Relationships] Masahiro Koezuka 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>
	※ Outside Director Candidate Yoko Ishikura (March 19, 1949)	Jul. 1985 Senior Manager of Tokyo office, McKinsey & Company, Inc. Apr. 1992 Professor, School of International Politics, Economics and Business, Aoyama Gakuin University Apr. 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (to present) Apr. 2004 Outside director, Japan Post Oct. 2005 Vice President, Science Council of Japan	0
	[Important positions at other corporations/institutions] Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Outside director of the board, Mitsui O.S.K. Lines, Ltd.		
9	[Reasons for Appointment and Term of Office] The Company proposes that Yoko Ishikura be appointed as an Outside Director on the grounds that, she has expertise for innovation and business strategies in global competition, while she does not have direct corporate management experience. Yoko Ishikura is a new nominee for the position of Outside Director.		
	[Comments on Special-interest Relationships and the Independence of Candidates] Yoko Ishikura has no special-interest relationships with Fujitsu. Further, she is not a major shareholder nor has she held an executive management position with a major trading partner of the Company, and therefore the Company believes she is independent. If Yoko Ishikura is elected, the Company will make a report to securities exchanges in Japan notifying them that she is an independent board member.		
	[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 Company Law with Yoko Ishikura if she is elected.		

Candi- date No.	Name and date of birth	Personal history, positions at the Company	Number of shares of the Company held by the candidate
10	※ Outside Director Candidate Ryosei Kokubun (November 1, 1953)	Apr. 1981 Assistant Professor, Faculty of Law, Keio University Apr. 1985 Associate Professor, Faculty of Law, Keio University Apr. 1992 Professor, Faculty of Law, Keio University (to present) Oct. 1999 Director, Keio Center for Area Studies (currently: Keio Institute of East Asian Studies) (until September 2007) Oct. 2005 President, Japan Association for Asian Studies (until September 2007) Oct. 2006 President, The Japan Association of International Relations (until September 2008) Oct. 2007 Dean, Faculty of Law, Keio University (to present) Oct. 2007 Chair of the Graduate School of Law, Keio University (to present)	0
[Important positions at other corporations/institutions] Professor, Faculty of Law, Keio University			
[Reasons for Appointment and Term of Office] The Company proposes that Ryosei Kokubun be appointed as Outside Director on the grounds that, while he does not have direct corporate management experience, he does have deep understanding of politics and economics from a global perspective, especially relating to East Asia. Ryosei Kokubun is a new nominee for the position of Outside Director.			
[Comments on Special-interest Relationships and the Independence of Candidates] Ryosei Kokubun has no special-interest relationships with Fujitsu. Further, he is not a major shareholder nor has he held an executive management position with a major trading partner of the Company, and therefore the Company believes he is independent. If Ryosei Kokubun is elected, the Company will make a report to securities exchanges in Japan notifying them that he is an independent board member.			
[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 Company Law with Ryosei Kokubun if he is elected.			

Notes:

1. The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Outside Director is the minimum liability stipulated by the Company Law.
2. Yoko Ishikura's name is well-known in the business world, and therefore we have used her maiden name above, but her legal name has changed to Yoko Kurita.

Proposal No. 2 Payment of Bonuses to Members of the Board and Auditors

It is proposed that, in consideration of the financial results for the fiscal year, the Company will pay a total of 72 million yen to five Members of the Board (Outside Directors excluded) and a total of 21.6 million yen to two Auditors (Outside Auditors excluded).

Regarding specific amounts to be paid, the amounts for individual Members of the Board will be determined by the Board of Members Meeting and the amounts for individual Auditors will be determined through consultation among Auditors.

(million yen)

	FY2007 (108 th term)	FY2008 (109 th term)	FY2009 (current term)
Consolidated Operating Income (Projection)	190,000	220,000	80,000
Consolidated Operating Income (Actual)	204,989	68,772	94,373
Consolidated Net Income (Actual)	48,107	-112,388	93,085
Bonuses to Members of the Board <No. of qualified persons>	189 <6>	0 <0>	72 <5>
Bonuses to Auditors <No. of qualified persons>	34 <2>	0 <0>	21 <2>

Note:

In fiscal year 2008, given the 112,388 million yen net loss posted as the result of the strong yen and economic recession, no resolution regarding bonus payment was proposed at the Shareholders' Meeting.