

To our shareholders,

Security Code (in Japan) 6702
May 29, 2020

Takahito Tokita
Representative Director
CEO
Fujitsu Limited
1-1, Kamikodanaka 4-chome,
Nakahara-ku, Kawasaki-shi
Kanagawa, Japan

NOTICE OF THE 120th ANNUAL SHAREHOLDERS' MEETING

We hereby inform you that the 120th Annual Shareholders' Meeting will be held as set forth below.

In order to help prevent the spread of COVID-19 and mitigate the risk of infection of shareholders, you are strongly advised to refrain from attending the Shareholders' Meeting and instead to exercise your voting rights by mail or via the Internet in advance.

Please review the attached Reference Materials for the Annual Shareholders' Meeting and exercise your voting rights in advance by following the instruction on the "Exercise of Voting Rights in case of Nonattendance" on Page 2.

1. **Time & Date** 10:00 a.m., Monday, June 22, 2020 (The reception desk opens at 9:00 a.m.)
2. **Venue** Shin Yokohama Prince Hotel *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 120th Business Period (April 1, 2019 – March 31, 2020) 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 Nine Directors |
| Proposal No. 2 | Election of Two Audit & Supervisory Board Members |
| Proposal No. 3 | Election of One Substitute Audit & Supervisory Board Member |

4. Attached Materials

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 120th Business Period are attached as Exhibit A.
- (2) The following items are provided online on the Company's website (<https://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
 - b) Employees;
 - c) Full text of Policy on the Internal Control System;
 - d) Overview of the Status of Operation of the System to Ensure the Properness of Fujitsu Group Operations

- e) Notes to Consolidated Financial Statements; and
 - f) 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 (<https://www.fujitsu.com/global/about/ir>).

5. Voting

(1) Exercise of Voting Rights in case of Nonattendance

If you are not attending 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 19, 2020 (Japan standard time)**.

[Voting via the Internet]

Please access the Company's designated online voting site (<https://evote.tr.mufg.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 19, 2020 (Japan standard time)**, following the on-screen instructions.

Please note that the input of neither login ID nor temporary password is required when you access the voting site by reading the QR code (for the first-time login only).

[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 others 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
Mailing address: P.O. Box 29, Shin-Tokyo Post Office 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 Nine Directors**

The terms of office for all eight Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of nine Directors including five Independent Directors. Candidates for the position of Director are listed on Pages 6 to 13. The term of office for each Director shall be until the close of the next year's Annual Shareholders' Meeting.

The candidates for the position of Director were recommended by the Executive Nomination Committee after consideration in accordance with the "Structural framework" and the "Procedures and policy of Directors and Auditors Appointment/Dismissal" stipulated in the Company's Corporate Governance Policy, and approved by the Board of Directors. In addition, for the purpose of materializing the discussion on the mid-term and long-term Management Direction in the Board of Directors, the nomination of the candidates for Executive Directors is to be conducted from a stand point of electing candidates with a company-wide perspective and who can meet expectation that shareholders have for this position.

In the previous year, the Company launched a new management structure led by CEO Mr. Takahito Tokita and began Group-wide initiatives to transform Fujitsu from an IT company to a DX^{*1)} company under the new Management Direction so as to offer greater value to society. To accelerate these initiatives began in the previous year, the Company has decided to nominate Representative Director and CEO Mr. Takahito Tokita and Representative Director and COO Mr. Hidenori Furuta as candidates for Executive Director. In addition, the Company has decided to nominate Mr. Takeshi Isobe, who has been supporting CEO Mr. Takahito Tokita since the launch of the new management structure, in his capacity as CFO^{*2)}, as a new candidate for Executive Director.

Mr. Scott Callon, who is a candidate for Independent Director, is a new candidate for Director. The Company expects that discussion at the Board of Directors will be enriched by the addition of Mr. Callon, who has a perspective of an institutional investor, to the Board as a Non-Executive Director.

Regarding the other five Non-Executive Directors, taking into account the mission of the Board of Directors, that is, to continue monitoring of the implementation of measures for achieving transformation and their progress under the new management structure launched in the previous year, the Company proposes to reelect all of them.

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

Candidate No.	Name	Authority of Representation	Independent Director	Position at the Company
Executive Directors				
1	Takahito Tokita	○		CEO, CDXO ^{*3)} , Chairman of the Risk Management & Compliance Committee
2	Hidenori Furuta	○		COO, CTO ^{*4)}
3	Takeshi Isobe			Corporate Executive Officer, SEVP, CFO ^{*2)}
Non-Executive Directors				
4	Masami Yamamoto			Senior Advisor
5	Jun Yokota		○	
6	Chiaki Mukai		○	
7	Atsushi Abe		○	Chairman of the Board of Directors
8	Yoshiko Kojo		○	
9	Scott Callon		○	

Notes

*1) Digital transformation. Utilization of digital technologies and data to deliver innovative services and transform business processes

*2) Chief Financial Officer

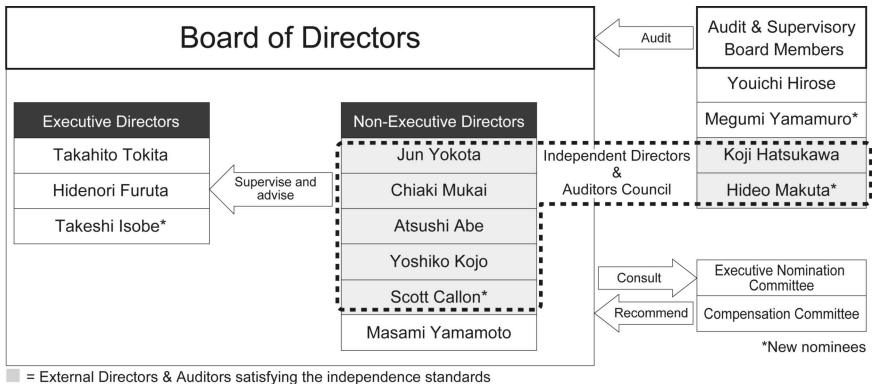
*3) Chief DX Officer

*4) Chief Technology Officer

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:

- a Same number or more Non-Executive Directors responsible for oversight are appointed as Executive Directors responsible for business execution.
- b 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.
- c Independent Directors must meet the independence standards established by the Company (hereinafter referred to as "Independence Standards").
- d In nominating Non-Executive Director candidates, the Company takes account of the background of candidates and their insight into the Company's business.
- e 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.
- f 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 states 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 the following 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 employee² of a Major Shareholder³ of Fujitsu;
 - (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee² of a Major Lender⁴ 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 Benefits⁵ 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 employee² of a Major Business Partner⁶ of Fujitsu

2. A person who does not have a Close Relative⁷ will be independent, wherein a Close Relative meets one of following, at present or at any time within the preceding three years:

- (1) Executive Director, Non-Executive Director⁸, or important employee of Fujitsu Group Companies;
 - (2) Director, Executive Officer, Audit & Supervisory Board Member, or important employee² of a Major Shareholder of Fujitsu;
 - (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee² 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 employee² of a Major Business Partner of Fujitsu.

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

2 Excluding an Independent Director or an Independent Auditor of a Major Shareholder, Lender, or Business Partner

3 "Major Shareholder" indicates a shareholder who holds at least 10 percent of the voting rights of Fujitsu nominally or substantially.

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

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

6 "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.

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

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

Candi- date No.	Name and date of birth	Personal history, positions at the Company	
1	<p>Takahito Tokita (September 2, 1962)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*5)] 1</p> <p>[No. of the Company's Shares Held] 1,000</p> <p>[Attendance at the FY2019 Board of Directors' Meetings] 100%</p>	<p>Apr. 1988</p> <p>Jun. 2014</p> <p>Apr. 2015</p> <p>Jan. 2019</p> <p>Mar. 2019</p> <p>Jun. 2019</p> <p>Oct. 2019</p>	<p>Joined the Company</p> <p>Head of Financial Systems Unit, Integration Services Business</p> <p>Corporate Executive Officer</p> <p>EVP, Head of Global Delivery Group, Technology Solutions Business</p> <p>SEVP</p> <p>Representative Director and CEO (to present)</p> <p>Chairman of the Risk Management & Compliance Committee (to present)</p> <p>CDXO⁽³⁾ (to present)</p>
		<p>[Important positions at other corporations/institutions]</p> <p>None</p>	
<p>[Reasons for Appointment]</p> <p>Mr. Takahito Tokita has a wealth of experience as a systems engineer in the business for the financial sector and is decisive and has the capabilities necessary to execute business improvements. In addition, he has a good grasp of what is happening in the global business arena through his overseas experience, including his position as the Head of the Global Delivery Group whose mission is to offer uniform services throughout the world. Following his assumption of office as Representative Director and CEO in June 2019, he formulated the new Management Direction and has led initiatives to transform Fujitsu from an IT company to a DX⁽¹⁾ company. In order to further accelerate these initiatives, the Company believes his leadership is necessary. Therefore, the Company proposes that reappointing him as an Executive Director. The Company intends to reappoint him as Representative Director and CEO, if his appointment is approved at this Shareholders' Meeting.</p>			
<p>[Comments on Special-interest Relationships]</p> <p>Mr. Takahito Tokita has no special-interest relationships with the Company.</p>			

Note

*5) "No. of Years Served as a Director" is as of the close of this Shareholders' Meeting.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
2	Hidenori Furuta (December 13, 1958) <i>*Reappointment</i> [No. of Years Served as a Director ^{*5)} 1 [No. of the Company's Shares Held] 1,453	Apr. 1982 Joined the Company May 2009 Head of Manufacturing Industry Solutions Business Unit Apr. 2012 Corporate Vice President Apr. 2014 Corporate Senior Vice President Head of Global Delivery Apr. 2018 Corporate Executive Officer SEVP, Head of Digital Services Business Jan. 2019 SEVP, Head of Technology Solutions Business CTO ^{*4)} (to present) Jun. 2019 Representative Director and COO (to present) Apr. 2020 SEVP, Head of Global Solutions Business (to present)
		[Attendance at the FY2019 Board of Directors' Meetings] 100%
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Mr. Hidenori Furuta has many years of experience in the systems integration business that involves establishing systems in collaboration with customers and led the Digital Service Business that involves creating new businesses through co-creation of value with customers and partners. He also has a wealth of international experience, including management of Global Delivery whose mission is to offer uniform services throughout the world. As CTO ^{*4)} he has been supporting CEO Mr. Takahito Tokita from a technological perspective. In view of his experience, the Company believes he is the most suitable person to fulfill the role of leading the initiatives for transformation to a DX ^{*1)} company in terms of the business operation. Therefore, the Company proposes that reappointing him as an Executive Director. The Company intends to reappoint him as Representative Director and COO, if his appointment is approved at this Shareholders' Meeting.
	[Comments on Special-interest Relationships] Mr. Hidenori Furuta 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	Takeshi Isobe (July 29, 1962) <i>*New appointment</i> [No. of the Company's Shares Held] 60	Apr. 1985 Joined the Company Jun. 2014 VP, Corporate Controller Division, Corporate Finance Unit Apr. 2018 Corporate Executive Officer, EVP, Head of Corporate Finance Unit (to present) Jun. 2019 CFO ^{*2)} (to present) Apr. 2020 Corporate Executive Officer, SEVP (to present)
		[Attendance at the FY2019 Board of Directors' Meetings] 100%
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Mr. Takeshi Isobe has many years of experience in the Corporate Finance Unit of the Company. In the new management structure launched in the previous year, as CFO ^{*2)} , he has been promoting formulation and execution of the financial strategy and constructive dialogues with shareholders and investors. On this basis, he has been providing business support and advice to the management team including CEO Mr. Takahito Tokita from a financial perspective. In this way, he has been deeply involved in important decision-making concerning the Company's business execution. In view of his experience, the Company believes he is the most suitable person to fulfill the role of leading the initiatives for transformation to a DX ^{*1)} company from a financial perspective. Therefore, the Company proposes that appointing him as a new Executive Director.
	[Comments on Special-interest Relationships] Mr. Takeshi Isobe has no special-interest relationships with the Company.	

Candi- date No.	Name and date of birth	Personal history, positions at the Company
4	<p>Masami Yamamoto (January 11, 1954) <i>*Reappointment</i></p> <p>[No. of Years Served as a Director^{*5)}] 10</p> <p>[No. of the Company's Shares Held] 17,341</p> <p>[Attendance at the FY2019 Board of Directors' Meetings] 100%</p>	<p>Apr. 1976 Joined the Company</p> <p>Jun. 2004 Executive Vice President, Personal Systems Business Group</p> <p>Jun. 2005 Corporate Vice President</p> <p>Jun. 2007 Corporate Senior Vice President</p> <p>Jan. 2010 Corporate Senior Executive Vice President</p> <p>Apr. 2010 President</p> <p>Jun. 2010 Representative Director President</p> <p>Jun. 2015 Representative Director Chairman (until June 2017) Chairman of the Board of Directors (until June 2019)</p> <p>Jul. 2015 Member of the Executive Nomination Committee and Compensation Committee (until June 2019)</p> <p>Jun. 2017 Director and Chairman (until June 2019) Outside Director, JFE Holdings, Inc. (to present)</p> <p>Jun. 2019 Director and Senior Advisor (to present) Member of the Board of Directors (Outside Director), Mizuho Financial Group, Inc.</p> <p>[Important positions at other corporations/institutions] Outside Director, JFE Holdings, Inc. Member of the Board of Directors (Outside Director), Mizuho Financial Group, Inc. Member, Intellectual Property Strategy Headquarters, Cabinet Office</p>
	<p>[Reasons for Appointment] Mr. Masami Yamamoto has experience in business execution, having served as Representative Director and President for five years, and as Representative Director and Chairman for two years, following which, he has fulfilled his duty concerning management oversight functions as Chairman who is a Non-Executive Director for two years. At the same time, serving in key positions in the business community and at governmental institutions, he is engaged in external activities that advance the interests of the Japanese IT industry and contribute to enhancement of the Company's presence in the international community. The Company believes he is ideally suited to fulfill the role of being responsible for oversight of business execution and providing advice based on his experience and knowledge. Therefore, the Company proposes that reappointing him as a Non-Executive Director. The Company intends to reappoint him as Director and Senior Advisor, if his appointment is approved at this Shareholders' Meeting.</p>	
<p>[Comments on Special-interest Relationships] Mr. Masami Yamamoto has no special-interest relationships with the Company.</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 Mr. Masami Yamamoto. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting^{*6)}.</p>		

Note

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

Candi- date No.	Name and date of birth	Personal history, positions at the Company	
	<p style="text-align: center;">Jun Yokota</p> <p style="text-align: center;">(June 26, 1947)</p> <p><i>*Reappointment</i> <i>*Independent Director</i></p> <p>[No. of Years Served as a Director*⁵⁾] 6</p> <p>[No. of the Company's Shares Held] 815</p> <p>[Attendance at the FY2019 Board of Directors' Meetings] 100%</p>	<p>Apr. 1971</p> <p>Jan. 1998</p> <p>Jun. 2002</p> <p>Apr. 2004</p> <p>May 2009</p> <p>Oct. 2012</p> <p>Jun. 2014</p> <p>Jun. 2014</p> <p>Jul. 2014</p> <p>Jul. 2019</p>	<p>Joined the Ministry of Foreign Affairs</p> <p>Deputy Director-General, Economic Affairs Bureau</p> <p>Consul-General of Japan in Hong Kong</p> <p>Ambassador Extraordinary and Plenipotentiary to the State of Israel</p> <p>Ambassador Extraordinary and Plenipotentiary to the Kingdom of Belgium</p> <p>Ambassador Extraordinary and Plenipotentiary in charge of Economic Diplomacy and of Reconstruction Assistance to Iraq (until January 2014)</p> <p>Special Advisor to the Chairman of KEIDANREN (until May 2018)</p> <p>Director (to present)</p> <p>Member of the Executive Nomination Committee (until June 2019)</p> <p>Member of the Compensation Committee (to present)</p> <p>Chairman of the Executive Nomination Committee (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>None</p>
5	<p>[Reasons for Appointment]</p> <p>Mr. Jun Yokota had no direct company management experience before he assumed the position of Director of the Company, 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. Since becoming the Chairman of the Executive Nomination Committee in the previous year, he has been leading discussion about the qualifications required for candidates for Director with the aim of optimizing the composition of the Company's Board of Directors. Because the Company expects that he will continue to be able to provide oversight and advice from a fair and objective global perspective based on his experience to date, the Company proposes that reappointing him as an Independent Director.</p>		
	<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Mr. Jun Yokota has no special-interest relationships with the Company. Further, he is neither 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 (Refer to Page 5) 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 Mr. Jun Yokota. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*⁶⁾.</p>		

Candi- date No.	Name and date of birth	Personal history, positions at the Company
6	<p>Chiaki Mukai (May 6, 1952)</p> <p><i>*Reappointment *Independent Director</i></p> <p>[No. of Years Served as a Director*5] 5</p> <p>[No. of the Company's Shares Held] 2,798</p> <p>[Attendance at the FY2019 Board of Directors' Meetings] 100%</p>	<p>Apr. 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*7) (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>Apr. 2000 Visiting Professor of the Department of Surgery, Keio University School of Medicine (to present)</p> <p>Oct. 2014 Vice President of the Science Council of Japan (until September 2017)</p> <p>Apr. 2015 Vice President of Tokyo University of Science (until March 2016)</p> <p>Jun. 2015 Director (to present)</p> <p>Apr. 2016 Specially Appointed Vice President of Tokyo University of Science (to present)</p> <p>Jul. 2016 Member of the Executive Nomination Committee (to present) Member of the Compensation Committee (until June 2018)</p> <p>Jan. 2017 Chair of the Scientific and Technical Subcommittee, UN Committee on the Peaceful Uses of Outer Space (COPUOS) (until January 2018)</p> <p>Apr. 2018 Special Counselor of the JAXA (to present)</p> <p>Jul. 2018 Chairperson of the Compensation Committee (to present)</p> <p>Mar. 2019 Outside Director, Kao Corporation (to present)</p> <p>[Important positions at other corporations/institutions] Specially Appointed Vice President of Tokyo University of Science Outside Director, Kao Corporation</p>
[Reasons for Appointment]		
<p>Although Ms. 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 Asia's first female astronaut, and she exemplifies the Company's spirit of taking on challenges at the cutting edge of science. As well as providing oversight and advice concerning business execution from diverse perspectives, she led discussion about executive compensation in her capacity as the Chairperson of the Compensation Committee. Because the Company expects that she will continue to be able to provide oversight and advice from a fair and objective perspective based on broad knowledge of science and technology, the Company proposes that reappointing her as an Independent Director.</p>		
[Comments on Special-interest Relationships and the Independence of the Candidate]		
<p>Ms. 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 Specially Appointed Vice President, and the Company do have sales business dealings that in fiscal 2019 amounted to approximately 13 million yen. In light of the scale of the Company's sales, however, this is not considered material. Thus, she satisfies the Independence Standards (Refer to Page 5) 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>		
[Special Notice regarding the Director Candidate]		
<p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Ms. Chiaki Mukai. The Company plans to extend the agreement if her reappointment is approved at this Shareholders' Meeting*6).</p>		

Note

*7) Currently, the Japan Aerospace Exploration Agency (JAXA)

Candi- date No.	Name and date of birth	Personal history, positions at the Company
7	<p style="text-align: center;">Atsushi Abe</p> <p style="text-align: center;">(October 19, 1953)</p> <p><i>*Reappointment</i> <i>*Independent Director</i></p> <p>[No. of Years Served as a Director*5] 5</p> <p>[No. of the Company's Shares Held] 2,405</p> <p>[Attendance at the FY2019 Board of Directors' 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.*8)</p> <p>Aug. 2001 Managing Director and Head of Global Corporate Finance, Deutsche Securities, Ltd.*9)</p> <p>Aug. 2004 Partner & Head of Japan, J.P. Morgan Partners Asia*10) (until March 2009)</p> <p>May 2007 Board Member, Edwards Group Ltd.*11) (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>Jun. 2019 Chairman of the Board of Directors (to present)</p> <p>Dec. 2019 Senior Advisor, Sangyo Sosei Advisory Inc. (to present)</p> <p>[Important positions at other corporations/institutions] Managing Partner, Senior Advisor, 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, Mr. Atsushi Abe has gained a deep understanding of the ICT industry and mergers and acquisitions. Since he became the Chairman of the Board of Directors in the previous year, he has been managing proceedings objectively from his perspective as an investor gained through his experience to date and dialogues with institutional investors and has been leading discussion. 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 reappointing him as an Independent Director. The Company intends to reappoint him as Chairman of the Board of Directors, if his appointment is approved at this Shareholders' Meeting.</p>		
<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Mr. Atsushi Abe has no special-interest relationships with the Company. Sangyo Sosei Advisory Inc., where he serves as Managing Partner, and ON Semiconductor Corporation, where he serves as Board Member, and the Company have no business dealings. He is neither 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 (Refer to Page 5) 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 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 Mr. Atsushi Abe. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*6).</p>		

Notes

*8) Currently, Raymond James & Associates, Inc.

*9) Currently, Deutsche Securities Inc.

*10) Currently, Unitas Capital

*11) Currently, Atlas Copco

Candi- date No.	Name and date of birth	Personal history, positions at the Company
8	<p>Yoshiko Kojo*12)</p> <p>(June 19, 1956)</p> <p><i>*Reappointment *Independent Director</i></p> <p>[No. of Years Served as a Director*5)] 2</p> <p>[No. of the Company's Shares Held] 509</p> <p>[Attendance at the FY2019 Board of Directors' Meetings] 100%</p>	<p>Apr. 1988 Assistant Professor of International Relations, Faculty of Law, Kokugakuin University</p> <p>Apr. 1991 Associate Professor of International Relations, Faculty of Law, Kokugakuin University</p> <p>Apr. 1996 Associate Professor of International Relations, Department of Advanced Social and International Studies, the University of Tokyo</p> <p>Jun. 1999 Professor of International Relations, Department of Advanced Social and International Relations, the University of Tokyo (until March 2020)</p> <p>Oct. 2010 President, Japan Association of International Relations</p> <p>Oct. 2012 Member of Advisory Board, Japan Association of International Relations (to present)</p> <p>Oct. 2014 Member of Science Council, Japan (to present)</p> <p>Jun. 2018 Director (to present)</p> <p>Jul. 2019 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>Apr. 2020 Professor, Department of International Politics, Aoyama Gakuin University School of International Politics, Economics and Communication (to present)</p> <p>[Important positions at other corporations/institutions] Professor, Department of International Politics, Aoyama Gakuin University School of International Politics, Economics and Communication</p>
<p>[Reasons for Appointment]</p> <p>Although Ms. Yoshiko Kojo had no direct company management experience before she joined the Board, she served in important positions, including the President of the Japan Association of International Relations, and her research has for many years focused mainly on the impact of economic entities, including private companies, on international politics. The Company expects that she will be able to provide extensive advice and oversight concerning the Company's responses to change in the external environment during a dramatic transition of international politics and initiatives for SDGs*13) based on her deep insight. Therefore, the Company proposes that reappointing her as an Independent Director.</p>		
<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p> <p>Ms. Yoshiko Kojo has no special-interest relationships with the Company. She is neither a Major Shareholder nor has she held an executive management position with a major trading partner of the Company, and thus the Company believes that she satisfies the Independence Standards (Refer to Page 5) 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]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Ms. Yoshiko Kojo. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*6).</p>		

Notes

*12) The name of Yoshiko Kojo in the domiciliary register is Yoshiko Kugu.

*13) Abbreviation of "Sustainable Development Goals."

SDGs, adopted by the United Nations in 2015, are a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
	<p style="text-align: center;">Scott Callon^{*14)}</p> <p style="text-align: center;">(December 6, 1964)</p> <p><i>*New appointment</i> <i>*Independent Director</i></p> <p>[No. of the Company's Shares Held] 0</p>	<p>Apr. 1988 MIPS Computer Systems, Inc.^{*15)}</p> <p>Jan. 2003 Head of Equities, Morgan Stanley Japan Limited^{*16)}</p> <p>May 2006 Chief Executive Officer, Ichigo Asset Management, Ltd. (to present)</p> <p>Oct. 2008 Chairman and Representative Statutory Executive Officer, Asset Managers Holdings Co., Ltd.^{*17)} (to present)</p> <p>Nov. 2008 Director and Chairman of the Board of Directors, Asset Managers Holdings Co., Ltd.^{*17)} (to present)</p> <p>May 2012 External Audit & Supervisory Board Member, Chiyoda Co., Ltd. (until May 2015)</p> <p>May 2015 External Director, Chiyoda Co., Ltd. (retiring in May 2020)</p> <p>Mar. 2020 Chairman and Representative Director, Japan Display Inc. (to present)</p> <p>[Important positions at other corporations/institutions] Chief Executive Officer, Ichigo Asset Management, Ltd. Director and Chairman of the Board of Directors, Chairman and Representative Statutory Executive Officer, Ichigo Inc. Chairman and Representative Director, Japan Display Inc.</p>
9	[Reasons for Appointment]	<p>Having served at a foreign-owned securities firm, Mr. Scott Callon currently serves as Chief Executive Officer, Ichigo Asset Management, Ltd., a non-affiliated investment advisory firm specialized in investment in Japanese stocks, and has experience of engaging in dialogues with investees as an institutional investor. In view of his experience, the Company expects that he will be able to provide oversight and advice from a shareholder and investors' perspective. Therefore, the Company proposes that appointing him as an Independent Director.</p>
	[Comments on Special-interest Relationships and the Independence of the Candidate]	<p>Mr. Scott Callon has no special-interest relationships with the Company.</p> <p>Ichigo Asset Management, Ltd., where he serves as Chief Executive Officer, and Ichigo Inc., where he serves as Director and Chairman of the Board of Directors, Chairman and Representative Statutory Executive Officer, and the Company have no business dealings. Japan Display Inc., where he serves as Chairman and Representative Director, and the Company do engage in sales transactions that in fiscal 2019 amounted to approximately 330 million yen. In light of the scale of the Company's sales, however, this is not considered material.</p> <p>ICHIGO TRUST PTE. LTD., which is a joint owner that exercises voting rights jointly with Ichigo Asset Management, Ltd., where Mr. Callon serves as Chief Executive Officer, is a shareholder of the Company with a large ownership, but is not a Major Shareholder as defined by the Independence Standards (Refer to Page 5) established by the Company. Moreover, he has not held an executive management position with a major trading partner of the Company, and thus, he satisfies the Independence Standards established by the Company. In accordance with listing regulations, the Company plans to report to the securities exchanges on which the Company is listed in Japan that he is an Independent Director. Additionally, he has declared that he would fulfill his duties as a Director for the Company and for all the shareholders of the Company.</p>
	[Special Notice regarding the Director Candidate]	<p>The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Mr. Scott Callon if his appointment is approved at this Shareholders' Meeting^{*6)}.</p>

Notes

^{*14)} The name of Scott Callon in the domiciliary register is Callon Scott Anderburg.

^{*15)} Currently, Wave Computing

^{*16)} Currently, Morgan Stanley MUFG Securities Co., Ltd.

^{*17)} Currently, Ichigo Inc.

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

The terms of office for Audit & Supervisory Board Member Mr. Yoshiaki Kondo, for Independent Audit & Supervisory Board Member Mr. Megumi Yamamuro, and for Independent Audit & Supervisory Board Member Mr. Hiroshi Mitani expire at the close of this Shareholders' Meeting. The Company proposes the election of two Audit & Supervisory Board Members. The candidates for the position of Audit & Supervisory Board Member are stated below on Pages 14 to 15.

Taking into account that an important role of Audit & Supervisory Board Members is to perform compliance audits and accounting audits, the Company will adopt a structure for audits to be performed by two full-time Audit & Supervisory Board Members and two Independent Audit & Supervisory Board Members who have the experience and knowledge required for such audits.

Although the number of Audit & Supervisory Board Members will be reduced by one, the audit structure will be strengthened to enable Audit & Supervisory Board Members to fulfill their important roles, and the Company believes effectiveness of governance will continue to be ensured.

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>Megumi Yamamuro (March 8, 1948)</p> <p><i>*New appointment</i></p> <p>[No. of the Company's Shares Held] 0</p>	<p>Apr. 1974 Assistant Judge, Tokyo District Court</p> <p>Apr. 1984 Judge, Tokyo District Court</p> <p>Apr. 1988 Professor, The Legal Training and Research Institute of Japan</p> <p>Apr. 1997 Judge, Tokyo High Court</p> <p>Jul. 2004 Registered as a Lawyer Participated in CAST Law P.C. *18) (to present)</p> <p>Oct. 2004 Professor, University of Tokyo Graduate Schools for Law and Politics (until September 2010)</p> <p>Jun. 2005 External Audit & Supervisory Board Member (to present)</p> <p>Jun. 2013 External Audit & Supervisory Board Member, Yachiyo Industry Co., Ltd. (retiring in June 2020)</p> <p>Jul. 2013 Member of the Executive Nomination Committee and Compensation Committee, the Company (until July 2016)</p> <p>[Important positions at other corporations/institutions] Lawyer and Special Advisor, URYU & ITOGA</p>
[Reasons for Appointment]		
<p>Mr. Megumi Yamamuro has extensive experience in the legal field and possesses expertise in corporate legal affairs, including the Companies Act, as well as domestic and international compliance measures. As he has served as External Audit & Supervisory Board Member for 15 years*19), he also has in-depth knowledge about Fujitsu Group's business and risk management and compliance systems, and thus the Company proposes that appointing him as an Audit & Supervisory Board Member. The Company intends to appoint him as a full-time Audit & Supervisory Board Member, if his appointment is approved at this Shareholders' Meeting.</p>		
[Comments on Special-interest Relationships and the Independence of the Candidate]		
<p>Mr. Megumi Yamamuro has no special-interest relationships with the Company.</p>		
[Special Notice regarding the Audit & Supervisory Board Member Candidate]		
<p>The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Mr. Megumi Yamamuro, if his appointment is approved at this Shareholders' Meeting*6).</p>		

Notes

*18) Currently, URYU & ITOGA

*19) In June 2010, the Company reported to the securities exchanges on which the Company is listed in Japan that Mr. Megumi Yamamuro is an Independent Audit & Supervisory Board Member. Since then, he has been serving as Independent Audit & Supervisory Board Member of the Company for 10 years. He attended 100% of both the Board of Directors Meetings and the Audit & Supervisory Board Meetings held during FY 2019 in his capacity as an Independent Audit & Supervisory Board Member.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
2	<p style="text-align: center;">Hideo Makuta (February 6, 1953)</p> <p><i>*New appointment *Independent Audit & Supervisory Board Member</i></p> <p>[No. of the Company's Shares Held] 0</p>	<p>Apr. 1978 Public Prosecutor, Tokyo District Public Prosecutors Office Dec. 2006 Chief Prosecutor, Niigata District Public Prosecutors Office Apr. 2010 Chief Prosecutor, Chiba District Public Prosecutors Office</p> <p>Aug. 2011 Director, Criminal Affairs Department, Supreme Public Prosecutors Office Jul. 2012 Commissioner, Japan Fair Trade Commission (until June 2017) Sep. 2017 Registered as a Lawyer Advisor, Nagashima Ohno & Tsunematsu (to present) Apr. 2019 Commissioner, Contract Monitoring Committee, Japan Atomic Energy Agency (to present) Jun. 2019 External Director, Maeda Corporation (to present)</p> <p>[Important positions at other corporations/institutions] Advisor, Nagashima Ohno & Tsunematsu External Director, Maeda Corporation</p>
	[Reasons for Appointment]	Mr. Hideo Makuta has no direct company management experience, but having served as a prosecutor and a Commissioner of the Japan Fair Trade Commission, he has in-depth knowledge not only of law but also of other matters associated with corporate management, such as the economy and society. Therefore, the Company proposes that appointing him as an Independent Audit & Supervisory Board Member.
	[Comments on Special-interest Relationships and the Independence of the Candidate]	Mr. Hideo Makuta has no special-interest relationships with the Company. He is neither a Major Shareholder nor has he held an executive management position with a major trading partner of the Company, and thus the Company believes that he satisfies the Independence Standards (Refer to Page 5) established by the Company. Therefore, in accordance with listing regulations, the Company plans to report to the securities exchanges on which the Company is listed in Japan that he is an Independent Audit & Supervisory Board Member.
	[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 Mr. Hideo Makuta, if his appointment is approved at this Shareholders' Meeting*6).

Proposal No. 3 Election of One Substitute Audit & Supervisory Board Member

To prepare for a contingency in which the number of Audit & Supervisory Board Members falls below the minimum prescribed by laws and regulations, the Company proposes the election of one substitute Audit & Supervisory Board Member. The candidate for the position of substitute Audit & Supervisory Board Member is stated below. The Company has already received approval for this proposal from the Audit & Supervisory Board.

<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
<p>Kouichi Nanba (September 1, 1949)</p> <p><i>*New appointment</i> <i>*Substitute Independent Audit & Supervisory Board Member</i></p> <p>[No. of the Company's Shares Held] 0</p>	<p>Apr. 1979 Assistant Judge, Tokyo District Court Apr. 1989 Judge, Chiba District Family Court Apr. 1993 Professor, The Legal Training and Research Institute of Japan Apr. 1997 Judge, Tokyo District Court Apr. 1999 Chief Judge, Tokyo District Court May 2010 Director, Kumamoto District Court Aug. 2012 Chief Judge, Tokyo High Court Oct. 2014 Registered as a Lawyer Special Counsel, Mori Hamada & Matsumoto (to present) Jun. 2019 External Director, Audit & Supervisory Committee Member, Advantest Corporation (to present)</p> <p>[Important positions at other corporations/institutions] Special Counsel, Mori Hamada & Matsumoto External Director, Audit & Supervisory Committee Member, Advantest Corporation</p>
<p>[Reasons for Appointment] Mr. Kouichi Nanba has no direct company management experience, but having served as Chief Judge of Tokyo High Court and in other positions, he has in-depth knowledge of law. Therefore, the Company proposes that appointing him as a substitute Independent Audit & Supervisory Board Member in preparation for a contingency in which the number of Audit & Supervisory Board Members falls below the minimum prescribed by laws and regulations.</p>	
<p>[Comments on Special-interest Relationships and the Independence of the Candidate] Mr. Kouichi Nanba has no special-interest relationships with the Company. He is neither a Major Shareholder nor has he held an executive management position with a major trading partner of the Company, and thus the Company believes that he satisfies the Independence Standards (Refer to Page 5) established by the Company. Therefore, if he assumes office as Independent Audit & Supervisory Board Member, in accordance with listing regulations, the Company plans to report 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] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Mr. Kouichi Nanba if he assumes office as Independent Audit & Supervisory Board Member*6).</p>	