

To our shareholders,

Security Code (in Japan) 6702
June 1, 2018

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

NOTICE OF THE 118th ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 118th 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 25, 2018
- 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 118th Business Period (April 1, 2017 – March 31, 2018) 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 Consolidation of Shares

4. Attached Materials

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 118th 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
 - 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 (<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 22, 2018 (Japan standard time).

[Voting via the Internet]

Please access the Company's designated online voting site (<https://www.evotetr.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 22, 2018 (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

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 Ten Directors**

The terms of office for all ten Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of ten Directors including four Independent External Directors. Candidates for the position of Director are listed on pages 6 to 15. 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.

Mr. Kazuto Kojima and Ms. Yoshiko Kojo are new candidates for the position of Director and are to succeed to Mr. Tatsuzumi Furukawa and Ms. Miyako Suda who will retire at the close of this Shareholders' Meeting. The Company expects Mr. Kojima and Ms. Kojo to provide a wide range of advice and oversight from a global perspective about measures for development of global business and response to change in the international environment.

Regarding other Executive Directors and Non-Executive Directors, maintaining the concept adopted for the previous year, which takes into account the mission of the Board of Directors, that is, to continue measures for achieving business model transformation as well as initiatives for resolving the management issues that were clarified in fiscal 2017 and monitoring of their progress, the Company proposes to reelect all the other current members of the Board of Directors.

As in the previous year, the Board of Directors will consist of four Executive Directors and six Non-Executive Directors.

Regarding the structure for business execution following the election of Directors at this Shareholders' Meeting, the Company expects that, led by Representative Director and President Mr. Tatsuya Tanaka, Representative Director and SEVP Mr. Norihiko Taniguchi (responsible for overall business promotion) and Representative Director and SEVP Mr. Hidehiro Tsukano (responsible for overall administration) will cover all the fields of the Group and assist the Representative Director and President and participate in decision-making and implementation concerning business execution. Mr. Duncan Tait will continue to be responsible to the Board of Directors for overall business execution for EMEIA and Americas Regions.

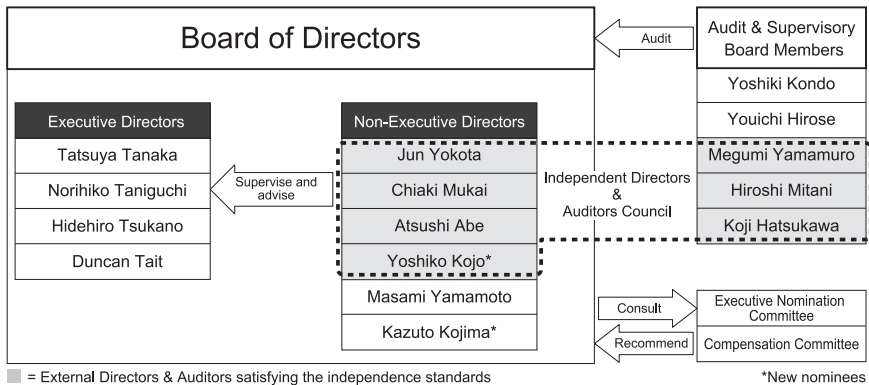
[Planned Board Structure after the approval at the Shareholders' Meeting]

Candidate No.	Name	Authority of Representation	Independent External Director	Position at the Company
Executive Directors				
1	Tatsuya Tanaka	○		President, Chairman of the Risk Management & Compliance Committee
2	Norihiko Taniguchi	○		SEVP, Overall Business Promotion
3	Hidehiro Tsukano	○		SEVP, CFO, CSO, Overall Administration
4	Duncan Tait			SEVP, Corporate Executive Officer, EMEIA and Americas Regions
Non-Executive Directors				
5	Masami Yamamoto			Chairman, Chairman of the Board of Directors
6	Jun Yokota		○	
7	Chiaki Mukai		○	
8	Atsushi Abe		○	
9	Kazuto Kojima			
10	Yoshiko Kojo		○	

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 (hereinafter referred to as "Independence Standards") established by the Company.
- 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 the followings, 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 External Director or an Independent External Auditor of a Major Shareholder, Lender, or Business Partner

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

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	Tatsuya Tanaka (September 11, 1956)	Apr. 1980	Joined the Company
	<i>*Reappointment</i>	Apr. 2005	Director of the Board & Vice President, Fujitsu (China) Holdings Co., Ltd.
	[No. of Years Served as a Director*1] 3	Dec. 2009	Senior Vice President, Manufacturing Industry Business Unit
	[No. of the Company's Shares Held] 57,586	Apr. 2012	Corporate Vice President
	[Attendance at the FY2017 Board of Directors' Meetings] 100%	Apr. 2014	Corporate Senior Vice President Head of Asia Region*2) (until February 2015)
	[Reasons for Appointment]	Jan. 2015	Corporate Executive Officer SEVP
	Jun. 2015	Representative Director (to present)	
	Jul. 2015	President (to present)	
		Chairman of the Risk Management & Compliance Committee (to present)	
		[Important positions at other corporations/institutions]	
		None	
		[Comments on Special-interest Relationships]	
		Mr. Tatsuya Tanaka has no special-interest relationships with the Company.	

Notes

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

*2) East Asia excluding Japan and Southeast Asia

Candi- date No.	Name and date of birth	Personal history, positions at the Company
2	<p>Norihiko Taniguchi (September 7, 1954)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*1] 4</p> <p>[No. of the Company's Shares Held] 73,881</p> <p>[Attendance at the FY2017 Board of Directors' Meetings] 100%</p>	<p>Apr. 1977 Joined the Company</p> <p>May 2005 President, Fujitsu Advanced Solutions Limited*3)</p> <p>Jun. 2007 Executive Vice President, the Company</p> <p>Jun. 2008 Corporate Vice President</p> <p>Apr. 2010 Corporate Senior Vice President</p> <p>Apr. 2014 Corporate Executive Vice President (until March 2017)</p> <p>Jun. 2014 Director (to present)</p> <p>Apr. 2016 Head of Global Services Integration Business (to present)</p> <p>Apr. 2017 Corporate Executive Officer SEVP, Head of Business Lines (to present)</p> <p>Jun. 2017 Representative Director and SEVP (to present)</p> <p>Present Position: Representative Director and SEVP, Head of Global Services Integration Business, Head of Business Lines</p> <p>[Important positions at other corporations/institutions] None</p>
	<p>[Reasons for Appointment]</p> <p>Mr. Norihiko Taniguchi has many years of management experience in the Company's mainstay Systems Integration business, along with experience as president of a subsidiary. Placing the Representative Director and President as the central core, the Company plans to set forth the structure in which the Executive Directors shall administer the business execution in all areas. Therefore, the Company proposes that he be reappointed as a Director as he is competent for the role of supervising overall business promotion as Representative Director and SEVP and assisting Representative Director and President in decision-making concerning business execution.</p> <p>The Company intends to reappoint him as a Representative Director and SEVP, if his appointment is approved at this Shareholders' Meeting.</p>	
	<p>[Comments on Special-interest Relationships]</p> <p>Mr. Norihiko Taniguchi has no special-interest relationships with the Company.</p>	

Note

*3) Fujitsu Advanced Solutions Limited merged with Fujitsu Mission Critical Systems Limited in October 2013, and subsequently merged with the Company in November 2016 and ceased to exist.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
3	Hidehiro Tsukano (March 21, 1958) <i>*Reappointment</i> [No. of Years Served as a Director*1] 3 [No. of the Company's Shares Held] 48,938 [Attendance at the FY2017 Board of Directors' 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, Head of Strategy and Planning (until March 2016) Jun. 2015 Director (to present) Apr. 2016 Corporate Executive Officer SEVP, Head of Global Corporate (to present) Jun. 2017 Representative Director and SEVP (to present) Apr. 2018 CSO (Chief Strategy Officer) (to present) Present Position: Representative Director and SEVP, Head of Global Corporate Functions, CFO, CSO
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Before his appointment as a Director in June 2015, Mr. 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. Placing the Representative Director and President as the central core, the Company plans to set forth the structure in which the Executive Directors shall administer the business execution in all areas. Therefore, the Company proposes that he be reappointed as a Director as he is competent for the role of supervising overall administration as Representative Director and SEVP and assisting President and Representative Director in decision-making concerning business execution. The Company intends to reappoint him as a Representative Director and SEVP, if his appointment as a Director is approved at this Shareholders' Meeting.
		[Comments on Special-interest Relationships] Mr. Hidehiro Tsukano has no special-interest relationships with the Company.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
4	<p data-bbox="221 261 340 328">Duncan Tait (March 24, 1966)</p> <p data-bbox="176 347 288 367">*Reappointment</p> <p data-bbox="176 386 351 424">[No. of Years Served as a Director*1] 3</p> <p data-bbox="176 443 333 481">[No. of the Company's Shares Held] 5,000</p> <p data-bbox="176 501 362 558">[Attendance at the FY2017 Board of Directors' Meetings] 100%</p>	<p data-bbox="385 178 878 217">Mar. 1996 Business Development Head, Managed Services, Digital Equipment Corporation*4)</p> <p data-bbox="385 226 916 264">Jun. 1999 Managed Services Director, Compaq Global Services, Compaq*4)</p> <p data-bbox="385 274 949 312">Jun. 2004 Director and General Manager, Outsourcing, HP Services, Hewlett-Packard*4)</p> <p data-bbox="385 322 781 341">Jan. 2006 Managing Director UKMEA, Unisys</p> <p data-bbox="385 347 893 386">Oct. 2009 Managing Director, UK&I Private Sector Division, Fujitsu Services Ltd.</p> <p data-bbox="385 395 703 414">Mar. 2011 CEO, Fujitsu Services Ltd.</p> <p data-bbox="385 421 882 440">Apr. 2014 Corporate Senior Vice President (until July 2016)</p> <p data-bbox="385 446 797 466">Head of EMEIA*5) Region (to present)</p> <p data-bbox="385 472 651 491">Jun. 2015 Director (to present)</p> <p data-bbox="385 497 871 517">Jan. 2016 SEVP, Head of Americas*6) Region (to present)</p> <p data-bbox="385 523 808 542">Aug. 2016 Corporate Executive Officer (to present)</p> <p data-bbox="385 549 1021 587">Present Position: Director and Corporate Executive Officer SEVP, Head of EMEIA*5) Region, Head of Americas*6) Region</p>
		<p data-bbox="385 577 808 596">[Important positions at other corporations/institutions]</p> <p data-bbox="385 603 427 622">None</p>
	<p data-bbox="176 628 392 647">[Reasons for Appointment]</p>	<p data-bbox="176 647 1031 782">Mr. 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 SEVP, Head of the Americas*6) Region since January 2016. Placing the Representative Director and President as the central core, the Company plans to set forth the structure in which the Executive Directors shall administer the business execution in all areas. Therefore, the Company proposes that he be reappointed as a Director as he is competent for execution in the Regions mentioned above.</p>
	<p data-bbox="176 788 539 807">[Comments on Special-interest Relationships]</p>	<p data-bbox="176 807 745 826">Mr. Duncan Tait has no special-interest relationships with the Company.</p>

Notes

*4) Currently, HP Inc. and Hewlett Packard Enterprise Co.

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

*6) North and South America

Candi- date No.	Name and date of birth	Personal history, positions at the Company
5	<p>Masami Yamamoto (January 11, 1954)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*1] 8</p> <p>[No. of the Company's Shares Held] 163,072</p> <p>[Attendance at the FY2017 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</p> <p>Jun. 2010 President (until June 2015)</p> <p>Aug. 2012 Member of the Executive Nomination Committee and Compensation Committee (until June 2013)</p> <p>Jun. 2015 Representative Director</p> <p>Jun. 2015 Chairman (until June 2017)</p> <p>Jul. 2015 Chairman of the Board of Directors (to present)</p> <p>Jul. 2015 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>Jun. 2017 Director and Chairman (to present)</p> <p>Outside Director, JFE Holdings, Inc. (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>Outside Director, JFE Holdings, Inc.</p>
[Reasons for Appointment]		
<p>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 as Chairman who is a Non-Executive Director. 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 he be reappointed as a Non-Executive Director.</p> <p>The Company intends to reappoint him as Chairman of the Board of Directors, if his appointment is approved at this Shareholders' Meeting.</p>		
[Comments on Special-interest Relationships]		
Mr. Masami Yamamoto has no special-interest relationships with the Company.		
[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 Mr. Masami Yamamoto. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).</p>		

Note

*7) The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Non-Executive Directors 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 (June 26, 1947)</p> <p><i>*Reappointment *Independent External Director</i></p> <p>[No. of Years Served as a Director*1)] 4</p> <p>[No. of the Company's Shares Held] 4,723</p> <p>[Attendance at the FY2017 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>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 and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions] None</p>
6	<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. For these reasons, the Company proposes that he be reappointed as an Independent External 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 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 (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. 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
7	<p>Chiaki Mukai (May 6, 1952)</p> <p><i>*Reappointment *Independent External Director</i></p> <p>[No. of Years Served as a Director*1] 3</p> <p>[No. of the Company's Shares Held] 18,089</p> <p>[Attendance at the FY2017 Board of Directors' 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*8) (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 (until September 2017)</p> <p>Apr. 2015 Vice President of Tokyo University of Science (until March 2016) Technical Counselor of the JAXA (until March 2018)</p> <p>Jun. 2015 Director (to present)</p> <p>Jul. 2016 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>Jan. 2017 Chair of the Scientific and Technical Subcommittee, UN Committee on the Peaceful Uses of Outer Space (until January 2018)</p> <p>Apr. 2018 Special Counselor of the JAXA (to present)</p>
		<p>[Important positions at other corporations/institutions] Vice President of Tokyo University of Science</p>
		<p>[Reasons for Appointment] 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. 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 Independent External Director.</p>
		<p>[Comments on Special-interest Relationships and the Independence of the Candidate] 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 2017 amounted to approximately 250 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>
		<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 Ms. Chiaki Mukai. The Company plans to extend the agreement if her reappointment is approved at this Shareholders' Meeting*7).</p>

Note

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

Candi- date No.	Name and date of birth	Personal history, positions at the Company
	<p style="text-align: center;">Atsushi Abe</p> <p style="text-align: center;">(October 19, 1953)</p> <p><i>*Reappointment *Independent External Director</i></p> <p>[No. of Years Served as a Director*1)] 3</p> <p>[No. of the Company's Shares Held] 14,162</p> <p>[Attendance at the FY2017 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.*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.*12) (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>
8	[Reasons for Appointment]	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. 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 Independent External Director.
	[Comments on Special-interest Relationships and the Independence of the Candidate]	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 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 (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.
	[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. Atsushi Abe. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*7).

Notes

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

*10) Currently, Deutsche Securities Inc.

*11) Currently, Unitas Capital

*12) Currently, Atlas Copco

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
9	Kazuto Kojima (March 30, 1942) <i>*New appointment</i> [No. of the Company's Shares Held] 5,000	Apr. 1965 Joined the Company Jun. 1994 Director Jun. 1998 Senior Vice President and Director Apr. 2000 Executive Vice President and Director (until June 2002) Jun. 2002 Corporate Executive Vice President (until April 2003) Jun. 2003 Executive Advisor, Group Chairman, Fujitsu North America Companies Sep. 2005 Advisor (until June 2006) Apr. 2007 External Auditor, Computer Engineering & Consulting, Ltd. (until April 2011)
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Over 10 years have passed since Mr. Kazuto Kojima retired from the position of Advisor of the Company. During his service as an executive of the Company, he was responsible for the international business and has in-depth knowledge about the Company's overall business, including operation of the international business. Because the Company expects that he will be able to provide extensive advice and oversight concerning the Company's responses to issues, such as measures for development of a global business, the Company proposes that he be appointed as a Non-Executive Director.
		[Comments on Special-interest Relationships] Mr. Kazuto Kojima has no special-interest relationships with the Company.
[Special Notice regarding the Director Candidate] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Mr. Kazuto Kojima if his appointment is approved at this Shareholders' Meeting*7).		

Candi- date No.	Name and date of birth	Personal history, positions at the Company
10	<p>Yoshiko Kojo*13)</p> <p>(June 19, 1956)</p> <p><i>*New appointment</i> <i>*Independent External Director</i></p> <p>[No. of the Company's Shares Held] 0</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 (to present)</p> <p>Oct. 2010 President, Japan Association of International Relations (until October 2012)</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>[Important positions at other corporations/institutions] Professor of International Relations, Department of Advanced Social and International Relations, the University of Tokyo</p>
[Reasons for Appointment]		
<p>Ms. Yoshiko Kojo 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. Although she has not been directly involved with company management, 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*14) based on her deep insight. Therefore, the Company proposes that she be appointed as an Independent External Director.</p>		
[Comments on Special-interest Relationships and the Independence of the Candidate]		
<p>Ms. Yoshiko Kojo has no special-interest relationships with the Company.</p> <p>She is not 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. Therefore, in accordance with listing regulations, the Company plans to report 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>The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Ms. Yoshiko Kojo if her appointment is approved at this Shareholders' Meeting*7).</p>		

Notes

*13) The name of Yoshiko Kojo in the domiciliary register is Yoshiko Kugo.

*14) 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.

Proposal No. 2 Consolidation of Shares

1. Reason for the proposal

In order to enhance convenience for investors, the Japanese stock exchanges are promoting initiatives to standardize the trading units for common stock issued by all listed domestic corporations at 100 shares based on the “Action Plan for Consolidating Trading Units.”

In view of the purpose of these initiatives, the Company has decided to change the number of shares constituting one unit of shares for its common stock from 1,000 shares to 100 shares on October 1, 2018.

In line with this change, the Company proposes consolidation of 10 shares of the Company into one share in order to maintain the price level of a trading unit of the Company’s shares and not to cause change to the number of voting rights of shareholders following the change of the number of shares constituting one unit.

2. Consolidation ratio

Every ten shares will be consolidated into one share.

If consolidation of shares produces any fractional shares less than one share, under the provision of Article 235 of the Companies Act, the Company will sell all the fractional shares collectively and allocate proceeds from the sale to the shareholders who held such fractional shares on a pro rata basis.

3. Effective date for consolidation of shares

October 1, 2018

4. Total number of authorized shares as of the effective date

500,000,000 shares

As a consequence of the consolidation of shares, it will be deemed that the Articles of Incorporation concerning the total number of authorized shares are changed on the effective date in accordance with the provision of Clause 2, Article 182 of the Companies Act.

(Reference)

If this proposal is approved as originally proposed, part of the Company’s Articles of Incorporation will be amended on October 1, 2018 as follows.

(Amended portions are underlined.)

Current Articles of Incorporation	After amendment
Article 6. (Total Number of Authorized Shares) The total number of authorized shares that may be issued by the Company shall be <u>five billion</u> (5,000,000,000).	Article 6. (Total Number of Authorized Shares) The total number of authorized shares that may be issued by the Company shall be <u>five hundred million</u> (500,000,000).