

To our shareholders,

Security Code (in Japan) 6702  
May 31, 2019

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

### **NOTICE OF THE 119<sup>th</sup> ANNUAL SHAREHOLDERS' MEETING**

You are cordially invited to attend the 119<sup>th</sup> Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the meeting, please exercise your voting rights using any of the methods explained in Section 5 (1) of this notice after reviewing the attached Reference Materials for the Annual Shareholders' Meeting.

- 1. Time & Date**                    10:00 a.m., June 24, 2019
- 2. Venue**                            Shin Yokohama Prince Hotel \*The reception desk is on the 1<sup>st</sup> floor.  
4, Shin Yokohama 3-chome  
Kohoku-ku, Yokohama-shi  
Kanagawa, Japan

### **3. Purposes of the Shareholders' Meeting**

#### *Reports:*

Overview of the 119<sup>th</sup> Business Period (April 1, 2018 – March 31, 2019) Business Report, Consolidated and Unconsolidated Financial Statements; Auditing Reports from Accounting Auditor and Audit & Supervisory Board on Consolidated Financial Statements

#### *Agenda:*

- Proposal No. 1            Election of Ten Directors  
Proposal No. 2            Election of One Audit & Supervisory Board Member

### **4. Attached Materials**

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 119<sup>th</sup> 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/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 21, 2019 (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 21, 2019 (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 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 eight 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 for appointment/dismissal of Directors and Auditors" stipulated in the Company's Corporate Governance Policy, and approved by the Board of Directors.

Regarding the Business Model Transformation promoted by Representative Director and President Mr. Tatsuya Tanaka, the Company considers it is necessary to continue "Business Structure Transformation" initiatives and accelerate "Growth Strategy Transformation" initiatives in order to forge ahead with "Technology Solutions," the Company's core business. To accomplish this, the Company's structure for business execution following the election of Directors at this Shareholders' Meeting will consist of three executives. Led by Representative Director and President Mr. Takahito Tokita, Representative Director and SEVP Mr. Hidenori Furuta will be responsible for the Technology Solutions Business and Sales units, and Representative Director and SEVP Mr. Mitsuya Yasui will be responsible for Global Corporate Functions and overseas business. The number of Non-Executive Directors will be increased from six to seven to enable provision of advice to and oversight of management from more diverse perspectives.

The Company expects Mr. Tatsuya Tanaka, a candidate for Non-Executive Director, to provide advice mainly on sales activities in addition to advice based on his managerial experience and knowledge gained through his service as Representative Director and President. The Company expects Mr. Masami Yamamoto, a candidate for Non-Executive Director, to engage in external activities that contribute to further enhancement of the presence of the Japanese IT industry and the Company's presence through his current service in key positions in the business community and at governmental institutions and provide advice to management from such perspective, while remaining in charge of management oversight as Director and Senior Advisor.

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 business model transformation and their progress, 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 External Director	Position at the Company
<b>Executive Directors</b>				
8	Takahito Tokita	○		President, Chairman of the Risk Management & Compliance Committee
9	Hidenori Furuta	○		SEVP, CTO <sup>*1)</sup>
10	Mitsuya Yasui	○		SEVP, CISO <sup>*2)</sup>
<b>Non-executive Directors</b>				
1	Tatsuya Tanaka			Chairman
2	Masami Yamamoto			Senior Advisor
3	Kazuto Kojima			
4	Jun Yokota		○	
5	Chiaki Mukai		○	
6	Atsushi Abe		○	Chairman of the Board of Directors
7	Yoshiko Kojo		○	

*Notes*

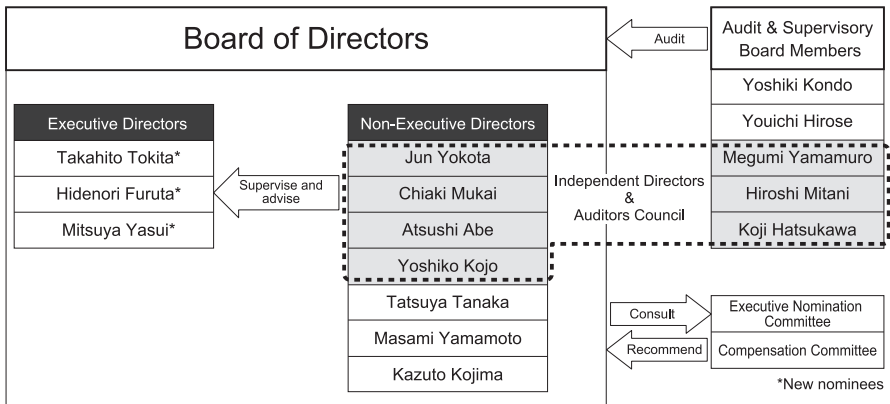
\*1) Chief Technology Officer

\*2) Chief Information Security 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 (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.



■ = External Directors & Auditors satisfying 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 Companies<sup>1</sup>;
- (2) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Shareholder<sup>3</sup> of Fujitsu;
- (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Lender<sup>4</sup> 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 Benefits<sup>5</sup> or other property other than the compensation as a Director or Audit & Supervisory Board Member from Fujitsu;

or

- (7) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Business Partner<sup>6</sup> of Fujitsu

2. A person who does not have a Close Relative<sup>7</sup> 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 Director<sup>8</sup>, or important employee of Fujitsu Group Companies;
- (2) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Shareholder of Fujitsu;
- (3) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Lender to Fujitsu;
- (4) partner or employee of accounting auditor company of Fujitsu;
- (5) Director, Executive Officer, Audit & Supervisory Board Member, or Corporate Executive Officer mutually exchanged between Fujitsu and another company
- (6) a person who receives Significant Amount of Monetary Benefits or other property other than the compensation as a Director or Audit & Supervisory Board Member from Fujitsu;

or

- (7) Director, Executive Officer, Audit & Supervisory Board Member, or important employee<sup>2</sup> of a Major Business Partner of Fujitsu.

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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
	<p>Tatsuya Tanaka</p> <p>(September 11, 1956)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*3] 4</p> <p>[No. of the Company's Shares Held] 5,759</p> <p>[Attendance at the FY2018 Board of Directors' Meetings] 100%</p>	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2005 Director of the Board &amp; Vice President, Fujitsu (China) Holdings Co., Ltd.</p> <p>Dec. 2009 Senior Vice President, Manufacturing Industry Business Unit</p> <p>Apr. 2012 Corporate Vice President</p> <p>Apr. 2014 Corporate Senior Vice President</p> <p>Jan. 2015 Corporate Executive Officer SEVP</p> <p>Jun. 2015 Representative Director (to present) President (to present)</p> <p>Jul. 2015 Chairman of the Risk Management &amp; Compliance Committee (to present)</p> <p>[Important positions at other corporations/institutions] None</p>
1	[Reasons for Appointment]	<p>Mr. Tanaka Tatsuya has management experience gained while serving as Corporate Executive Officer for three years and as Representative Director and President for four years. Regarding the theme of business model transformation that he has been addressing, in order to realize sales reform of the domestic business, the new management structure requires support at its launch mainly with respect to sales activities. Therefore, in view of his experience of serving as Representative Director and President and his in-depth knowledge and experience concerning sales activities, the Company believes it is essential that Mr. Tanaka serve as Director and provide advice and oversight concerning business execution. Therefore, the Company proposes that he be appointed as a Non-Executive Director.</p> <p>The Company intends to appoint him as Director and Chairman, if his appointment is approved at this Shareholders' Meeting.</p>
	[Comments on Special-interest Relationships]	Mr. Tatsuya Tanaka 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. Tatsuya Tanaka if his appointment is approved at this Shareholders' Meeting*4).

## Notes

\*3) "No. of Years Served as a Director" is as of the close of this Shareholders' Meeting.

\*4) 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.

Candidate No.	Name and date of birth	Personal history, positions at the Company
2	<p>Masami Yamamoto (January 11, 1954)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*3] 9</p> <p>[No. of the Company's Shares Held] 16,940</p> <p>[Attendance at the FY2018 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</p> <p>Jun. 2015 Representative Director Chairman (until June 2017) 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) Outside Director, JFE Holdings, Inc. (to present)</p> <p>[Important positions at other corporations/institutions] Outside Director, JFE Holdings, Inc. Member, Intellectual Property Strategy Headquarters, Cabinet Office Member, Council for Promotion of Regulatory Reform, Cabinet Office</p>
	<p>[Reasons for Appointment]</p> <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 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 he be reappointed as a Non-Executive Director.</p> <p>The Company intends to appoint him as Director and Senior Advisor, if his appointment is approved at this Shareholders' Meeting.</p>	
	<p>[Comments on Special-interest Relationships]</p> <p>Mr. Masami Yamamoto has no special-interest relationships with the Company.</p>	
	<p>[Special Notice regarding the Director Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Mr. Masami Yamamoto. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*4).</p>	

Candi- date No.	Name and date of birth	Personal history, positions at the Company
3	<p>Kazuto Kojima  (March 30, 1942)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*3)*5] 9</p> <p>[No. of the Company's Shares Held] 863</p> <p>[Attendance at the FY2018 Board of Directors' Meetings] 100%</p>	<p>Apr. 1965    Joined the Company</p> <p>Jun. 1994    Director</p> <p>Jun. 1998    Senior Vice President and Director</p> <p>Apr. 2000    Executive Vice President and Director (until June 2002)</p> <p>Jun. 2002    Corporate Executive Vice President (until April 2003)</p> <p>Jun. 2003    Executive Advisor, Group Chairman, Fujitsu North America Companies</p> <p>Sep. 2005    Advisor (until June 2006)</p> <p>Apr. 2007    Outside Auditor, Computer Engineering &amp; Consulting, Ltd. (until April 2011)</p> <p>Jun. 2018    Director (to present)</p> <p>Jul. 2018    Chairman of the Executive Nomination Committee (to present) Member of the Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions] None</p>
	<p>[Reasons for Appointment]</p> <p>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. After assuming office as Director, he led discussion on the qualities of candidates of Directors and Audit &amp; Supervisory Board Members and nomination of the candidate to be the new President in his capacity as the chairman of the Executive Nomination Committee. Because the Company expects that, utilizing his knowledge, 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 reappointed as a Non-Executive Director.</p>	
	<p>[Comments on Special-interest Relationships]</p> <p>Mr. Kazuto Kojima has no special-interest relationships with the Company.</p>	
	<p>[Special Notice regarding the Director Candidate]</p> <p>An agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Mr. Kazuto Kojima. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*4).</p>	

*Note*

\*5) The number of years served as a Director indicated for Director Candidate Mr. Kazuto Kojima is the cumulative number of years.



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*3)] 5</p> <p>[No. of the Company's Shares Held] 654</p> <p>[Attendance at the FY2018 Board of Directors' Meetings] 100%</p>	<p>Apr. 1971    Joined the Ministry of Foreign Affairs</p> <p>Jan. 1998    Deputy Director-General, Economic Affairs Bureau</p> <p>Jun. 2002    Consul-General of Japan in Hong Kong</p> <p>Apr. 2004    Ambassador Extraordinary and Plenipotentiary to the State of Israel</p> <p>May 2009    Ambassador Extraordinary and Plenipotentiary to the Kingdom of Belgium</p> <p>Oct. 2012    Ambassador Extraordinary and Plenipotentiary in charge of Economic Diplomacy and of Reconstruction Assistance to Iraq (until January 2014)</p> <p>Jun. 2014    Special Advisor to the Chairman of KEIDANREN (until May 2018)</p> <p>Jun. 2014    Director (to present)</p> <p>Jul. 2014    Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions] None</p>
4		<p>[Reasons for Appointment] 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] 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] 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*4).</p>

Candi- date No.	Name and date of birth	Personal history, positions at the Company
5	<p>Chiaki Mukai</p> <p>(May 6, 1952)</p> <p><i>*Reappointment</i> <i>*Independent External Director</i></p> <p>[No. of Years Served as a Director*3] 4</p> <p>[No. of the Company's Shares Held] 2,357</p> <p>[Attendance at the FY2018 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*6) (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)</p> <p>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 Chairman of the Compensation Committee (to present)</p> <p>Mar. 2019 Outside Director, Kao Corporation</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 chairman 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 global perspective based on broad knowledge of science and technology, the Company proposes that she be reappointed as an Independent External 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.</p> <p>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 2018 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.</p> <p>In accordance with listing regulations, the Company has reported to the securities exchanges on which the Company is listed in Japan that she is an Independent Director.</p>		
[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*4).</p>		

## Note

\*6) Currently, the Japan Aerospace Exploration Agency (JAXA)

Candi- date No.	Name and date of birth	Personal history, positions at the Company
6	<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*3)] 4</p> <p>[No. of the Company's Shares Held] 1,965</p> <p>[Attendance at the FY2018 Board of Directors' Meetings] 100%</p>	<p>Apr. 1977 Mitsui &amp; Co., Ltd.</p> <p>Jun. 1990 Manager, Electronic Industry Department, Mitsui &amp; Co., Ltd.</p> <p>Jan. 1993 Managing Director, Alex. Brown &amp; Sons, Inc.*7)</p> <p>Aug. 2001 Managing Director and Head of Global Corporate Finance, Deutsche Securities, Ltd. *8)</p> <p>Aug. 2004 Partner &amp; Head of Japan, J.P. Morgan Partners Asia*9) (until March 2009)</p> <p>May 2007 Board Member, Edwards Group Ltd.*10) (until October 2009)</p> <p>Dec. 2009 Managing Partner, Sangyo Sosei Advisory Inc. (to present)</p> <p>Feb. 2011 Board Member, ON Semiconductor Corporation (to present)</p> <p>Jun. 2015 Director (to present)</p> <p>[Important positions at other corporations/institutions] Managing Partner, Sangyo Sosei Advisory Inc. Board Member, ON Semiconductor Corporation</p>
	<p>[Reasons for Appointment]</p> <p>Through many years of experience in investment banking and private equity, 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.</p> <p>The Company intends to appoint 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.</p> <p>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.</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. Atsushi Abe. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*4).</p>	

## Notes

\* 7) Currently, Raymond James & Associates, Inc.

\* 8) Currently, Deutsche Securities Inc.

\* 9) Currently, Unitas Capital

\* 10) Currently, Atlas Copco

Candi- date No.	Name and date of birth	Personal history, positions at the Company
7	<p>Yoshiko Kojo*11)</p> <p>(June 19, 1956)</p> <p><i>*Reappointment *Independent External Director</i></p> <p>[No. of Years Served as a Director*3)] 1</p> <p>[No. of the Company's Shares Held] 242</p> <p>[Attendance at the FY2018 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 (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>Jun. 2018 Director (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>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*12) based on her deep insight. Therefore, the Company proposes that she be reappointed 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. 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. Yoshiko Kojo. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*4).</p>

## Notes

\*11) The name of Yoshiko Kojo in the domiciliary register is Yoshiko Kugu.

\*12) 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.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
8	Takahito Tokita (September 2, 1962) *New appointment	Apr. 1988    Joined the Company Jun. 2014    Head of Financial Systems Unit Apr. 2015    Corporate Executive Officer (to present) Jan. 2019    EVP, Head of Global Delivery Group Mar. 2019    SEVP (to present)
	[No. of the Company's Shares Held] 1,000	[Important positions at other corporations/institutions] None
	[Reasons for Appointment] 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. In view of his experience and knowledge, the Company believes that he is the most suitable person to be the new leader of management that will drive forward the business model transformation that Fujitsu aims to accomplish by accelerating "growth strategy transformation" initiatives to forge ahead with the Company's core Technology Solutions Business, including sales reform of the domestic business and profitability improvement of businesses outside Japan. Therefore, the Company proposes that he be appointed as an Executive Director. The Company intends to appoint him as Representative Director and President, if his appointment is approved at this Shareholders' Meeting.	
	[Comments on Special-interest Relationships] Mr. Takahito Tokita 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>
	<p style="text-align: center;">Hidenori Furuta</p> <p style="text-align: center;">(December 13, 1958)</p> <p><i>*New appointment</i></p> <p>[No. of the Company's Shares Held] 1,452</p>	<p>Apr. 1982    Joined the Company</p> <p>May 2009    Head of Manufacturing Industry Solutions Business Unit</p> <p>Apr. 2012    Corporate Vice President</p> <p>Apr. 2014    Corporate Senior Vice President</p> <p>                  EVP, Head of Global Delivery</p> <p>Apr. 2018    Corporate Executive Officer (to present)</p> <p>                  SEVP, Head of Digital Services Business</p> <p>Jan. 2019    SEVP, Head of Technology Solutions Business (to present)</p> <p>                  CTO<sup>*13</sup> (to present)</p>
9		<p>[Important positions at other corporations/institutions]</p> <p>None</p> <p>[Reasons for Appointment]</p> <p>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 experience, including management of Global Delivery whose mission is to offer uniform services throughout the world. In view of his experience, the Company believes he is the most suitable person to fulfill the role of being responsible for the Technology Solutions Business and Sales. Therefore, the Company proposes that he be appointed as an Executive Director.</p> <p>The Company intends to appoint him as Representative Director and SEVP, if his appointment is approved at this Shareholders' Meeting.</p> <p>[Comments on Special-interest Relationships]</p> <p>Mr. Hidenori Furuta has no special-interest relationships with the Company.</p>

*Note*

*\*13) Chief Technology Officer*

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
	<p>Mitsuya Yasui (March 23, 1959)</p> <p><i>*New appointment</i></p> <p>[No. of the Company's Shares Held] 3,550</p>	<p>Apr. 1981    Joined the Company</p> <p>Jun. 2008    President, Law &amp; Intellectual Property Group Unit (until March 2015)</p> <p>Apr. 2010    Corporate Vice President</p> <p>Apr. 2015    Corporate Executive Officer (to present)</p> <p>                  EVP, Head of Legal, Compliance &amp; IP Unit</p> <p>Apr. 2018    SEVP, General Counsel<sup>*14)</sup> (to present)</p> <p>                  CISO<sup>*15)</sup> (to present)</p> <p>Jan. 2019    Secretary Office (to present)</p>
10	<p>[Reasons for Appointment]</p> <p>Mr. Mitsuya Yasui, as the Head of the Legal Unit for many years, has provided legal support to the Company's businesses in and outside Japan and promoted improvement of the corporate governance system of the entire Fujitsu Group and establishment of the risk management and compliance system including units outside Japan. Also, he has been deeply involved in important decision-making concerning business execution of the Company, such as providing advice to the President and other members of the management team in his capacity as the General Counsel. In view of his experience, the Company believes he is the most suitable person to fulfill the role of leading discussion at the Board of Directors, being responsible for Global Corporate Functions and overseas business. Therefore, the Company proposes that he be appointed as an Executive Director.</p> <p>The Company intends to appoint him as Representative Director and SEVP, if his appointment is approved at this Shareholders' Meeting.</p>	<p>[Important positions at other corporations/institutions]</p> <p>None</p>
	<p>[Comments on Special-interest Relationships]</p> <p>Mr. Mitsuya Yasui has no special-interest relationships with the Company.</p>	

*Note**\*14) Chief legal officer**\*15) Chief Information Security Officer*

**Proposal No. 2 Election of One Audit & Supervisory Board Member**

The term of office for Audit & Supervisory Board Member Koji Hatsukawa expires at the close of this Shareholders' Meeting. The Company proposes the election of one Audit & Supervisory Board Member. The candidate for the position of Audit & Supervisory Board Member is stated below.

The Audit & Supervisory Board will continue to consist of five members including three external members. The Company has already received approval for this proposal from the Audit & Supervisory Board.

<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
<p>Koji Hatsukawa (September 25, 1951)</p> <p><i>*Reappointment *Independent External Audit &amp; Supervisory Board Member</i></p> <p>[No. of Years Served as an Audit &amp; Supervisory Board Member*16)] 6</p> <p>[No. of the Company's Shares Held] 1,244</p> <p>[Attendance at the FY2018 Board of Directors' Meetings] 100%</p> <p>[Attendance at the FY2018 Audit &amp; Supervisory Board Meetings] 100%</p>	<p>Mar. 1974 Joined Price Waterhouse Accounting Office</p> <p>Jul. 1991 Representative Partner, Aoyama Audit Corporation</p> <p>Apr. 2000 Representative Partner, ChuoAoyama PricewaterhouseCoopers</p> <p>Oct. 2005 Director, ChuoAoyama PricewaterhouseCoopers Manager of International Operations</p> <p>May 2009 CEO, PricewaterhouseCoopers Aarata<sup>*17)</sup> (until May 2012)</p> <p>Jun. 2012 Audit &amp; Supervisory Board Member, The Norinchukin Bank (to present)</p> <p>Jun. 2013 Audit &amp; Supervisory Board Member (to present)</p> <p>Jun. 2016 External Director, Audit &amp; Supervisory Committee member, Takeda Pharmaceutical Company Limited (to present)</p> <p>[Important positions at other corporations/institutions] Certified public accountant External Director, Audit &amp; Supervisory Committee member, Takeda Pharmaceutical Company Limited Audit &amp; Supervisory Board Member, The Norinchukin Bank</p>
<p>[Reasons for Appointment]</p>	<p>Mr. Koji Hatsukawa has a wealth of auditing experience as a certified public accountant, and because he has broad knowledge of corporate accounting, the Company proposes that he be reappointed as an external Audit &amp; Supervisory Board Member.</p>
<p>[Comments on Special-interest Relationships and the Independence of the Candidate]</p>	<p>Mr. Koji Hatsukawa has no special-interest relationships with the Company. PricewaterhouseCoopers Aarata, where Mr. Koji Hatsukawa served as CEO, has not performed accounting audits for the Company, and thus this is not considered material. Therefore, the Company believes that he is independent. 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 Member of Audit &amp; Supervisory Board.</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. Koji Hatsukawa. The Company plans to extend the agreement if his reappointment is approved at this Shareholders' Meeting*3).</p>

*Notes*

\*16) "No. of Years Served as an Audit & Supervisory Board Member" is as of the close of this Shareholders' Meeting.

\*17) Currently, PricewaterhouseCoopers Aarata LLC



**Overview of the Audit & Supervisory Board Member Candidate's Preventive Actions and Responses to the Company's Illegal Business Execution in Fiscal 2016**

In July 2016, which falls during the term of office of Audit & Supervisory Board Member candidate Mr. Koji Hatsukawa as the Company's External Audit & Supervisory Board Member, the Company was found to have violated the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Antimonopoly Act) concerning order coordination of equipment for electric power security communication for Tokyo Electric Power Co., Ltd.\*18) and the Company received a cease and desist order and a surcharge payment order. Subsequently, in February 2017, the Company was found to have violated the Antimonopoly Act concerning transactions of hybrid optical communication equipment and transaction-path equipment for Chubu Electric Power Co., Inc.

Mr. Hatsukawa had been receiving reports about the operation of the Policy on the Internal Control System, including the compliance system, at the Board of Directors' meetings.

Mr. Hatsukawa was unable to detect the violation concerning the transactions for Tokyo Electric Power Co., Ltd.\*14), partly because the sales personnel had already stopped engaging in violation before the on-site inspection by the Japan Fair Trade Commission. However, after the violation came to light, in his position overseeing the Board of Directors, Mr. Hatsukawa, led establishment of an internal special investigation committee, working with other External Directors and Audit & Supervisory Board Members. As investigation conducted by the said committee detected order coordination concerning the transactions for Chubu Electric Power Co., Inc., through discussion at the Board of Directors' meeting, Mr. Hatsukawa and other External Directors and Audit & Supervisory Board Members took the lead in applying for reduction or waiving of surcharge. As a result, the Company was fully exempted from payment of the surcharge.

Moreover, at the initiative exercised by Mr. Hatsukawa and other External Audit & Supervisory Board Members, disciplinary actions against the officers concerned, including Representative Director and Chairman and Representative Director and President, was decided by the Board of Directors. In his capacity as an External Audit & Supervisory Board Member, he confirmed at the Audit & Supervisory Board meetings that the Fujitsu Group is promoting strengthening of initiatives concerning compliance and is thoroughly implementing measures to prevent recurrence. Subsequently, together with other External Directors and Audit & Supervisory Board Members, Mr. Hatsukawa has been overseeing recurrence prevention initiatives led by Representative Director and President.

*Note*

*\*18) Currently, Tokyo Electric Power Company Holdings, Incorporated*