

To our shareholders,

June 3, 2005
Hiroaki Kurokawa, President
Fujitsu Limited
1-1, Kamikodanaka 4-chome
Nakahara-ku, Kawasaki
Kanagawa
Japan

NOTICE OF CONVOCAION OF THE 105th ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 105th Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the meeting, we ask that you kindly exercise your voting rights using one of the following methods.

Voting by mail

Please review the attached materials and complete the enclosed Voting Card, indicating your approval or disapproval of each of the proposals, affix your seal or signature, and return the Voting Card to the Company.

Voting via the Internet

Please access the Internet site (<http://www.evotage.jp/>) for voting, using the control number and temporary password shown on the enclosed Voting Card. After reviewing the attached materials or the voting materials on the Internet, please follow the instructions on the screen to indicate your approval or disapproval of each of the proposals.

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

1. **Date & Time** June 23, 2005; 10 a.m.

2. **Venue** Shin Yokohama Prince Hotel, Sinfonia Hall (5th Floor)
 3-4 Shin Yokohama
 Kohoku-ku, Yokohama-shi
 Kanagawa

3. Business to Be Conducted

Reports:

Presentation of the Business Report, Consolidated Balance Sheet, Consolidated Statement of Income, Non-consolidated Balance Sheet, and Non-consolidated Statement of Income for the 105th Business Period (April 1, 2004 – March 31, 2005); Report of Independent Auditor and Board of Auditors on Consolidated Financial Statements.

Agenda:

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| Proposal No. 1 | Approval of the Proposed Appropriation of Retained Earnings for the 105 th Business Period |
| Proposal No. 2 | Partial Revision to the Articles of Incorporation
A summary of the proposal is included on pages 3 of the attached voting materials. |
| Proposal No. 3 | Election of Ten Members of the Board |
| Proposal No. 4 | Election of Two Auditors |
| Proposal No. 5 | Granting of Retirement Allowances to Retiring Members of the Board and Auditors |

(Note: The Reports on the 105th Business Period are attached as Exhibit A.)

Notes:

- (1) Those attending the meeting are requested to present the enclosed Document for Exercise of Voting Rights to the receptionist.
- (2) This English version Notice of Convocation and Reference Material are based on the separate Japanese version. The style of the English version differs slightly from the Japanese version.

REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

1. Total number of shareholder voting rights: 2,046,500.

2. Proposals and Reference Materials

Proposal No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 105th Business Period

Fujitsu has a policy regarding distributions of profit that it provide shareholders with a stable return and to secure sufficient internal reserves to strengthen its financial position for future business growth and improved profitability in the mid to long term. Non consolidated performance has recorded net loss for this fiscal year, however, considering for improvement of financial position and expecting continual stable revenue and cash flow, we propose to pay ¥3 per share as year end dividend for appropriation of retained earnings as stated in the page A-29 of the “Reports on the 105th Business Period”.

This results in an annual dividend of ¥6 per share including the interim dividend of ¥3 per share, which was distributed on December 2, 2004.

Furthermore, the company proposes to forgo payments of directors’ bonuses for the period.

Proposal No. 2 Partial Revision to the Articles of Incorporation

We propose to amend its Articles of Incorporation as indicated below in order to enhance the effectiveness of the Company’s notification by posting it in the home page along with revision of the commercial Code.

The proposed revision is summarized below. Revised portions are underlined.

<i>Prior to Revision</i>	<i>Revised</i>
<p><u>Article 4. (Method of Public Notice)</u></p> <p><u>Public notices of the Company shall be given in the Nihon Keizai Shinbun published in the Metropolis of Tokyo.</u></p>	<p><u>Article 4. (Method of Public Notice)</u></p> <p><u>Public notices of the Company shall be given via the Internet on the Company’s Websites. However, in the event that notification via the Internet is dewed impossible for a long period due to unavoidable circumstances, the notices shall be made in the Nihon Keizai Shinbun.</u></p>

Proposal No. 3 Election of Ten members of the Board

The terms of office for all eleven Members of the Board expires at the close of this Shareholders’ Meeting. It is proposed that ten Members of the Board.

The candidates for the position of Board Member are as follows:

<i>Candi- date No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
1	Naoyuki Akikusa (December 12, 1938)	Apr. 1961 Joined the Company Jun. 1988 Member of the Board Jun. 1991 Senior Vice president Jun. 1992 Executive Vice President Jun. 1998 President and CEO Jun. 2003 Chairman and CEO (to present) Other Present Title: Fujitsu Computer Systems Corporation CEO	15,416

(TRANSLATION FOR REFERENCE ONLY)

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
2	Hiroaki Kurokawa (April 9, 1943)	Apr. 1967 Jointed the Company Jun. 1999 Member of the Board Apr. 2001 Senior Vice President Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Senior Executive Vice President Jun. 2003 President (to present) Other Present Title: President and Representative Director, Japan Cablenet Holdings Limited	8,000
3	Kunihiko Sawa (June 3, 1936)	Apr. 1959 Jointed Fuji Electric, Ltd. Jun. 1995 Executive Vice President and Director, Fuji Electric, Ltd. Jun. 1998 Member of the Board, Fujitsu Limited (to present) Jun. 1998 President and Representative Director, Fuji Electric, Ltd. (currently: Fuji Electric Holdings Co., Ltd.) (to present)	3,167
4	Hiroshi Oura (February 14, 1934)	Apr. 1956 Jointed the Company Jun. 1985 Member of the Board Jun. 1988 Corporate Senior Vice President Jun. 1989 Representative Director, President, Advantest Corporation Jun. 2001 Representative Director, Chairman of the Board, Advantest Corporation (to present) Jun. 2003 Member of the Board (to present)	36,602
5	Ikujiro Nonaka (May 10, 1935)	Apr. 1978 Professor, Faculty of Business Administration, Nanzan University Jan. 1979 Professor, National Defence Academy in Japan Apr. 1982 Professor, Faculty of Commerce and Management, Hitotsubashi University Feb. 1995 Professor, Japan Advanced Institute of Science and Technology May. 1997 Faculty Fellow, University of California (to present) Apr. 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (to present) Jun. 2004 Member of the Board (to present)	0

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
6	Akira Takashima (March 18, 1939)	Apr. 1963 Joined The Ministry of International Trade and Industry (Present, The Ministry of Economy, Trade and Industry) May. 1996 Adviser, The Sumitomo Marine and Fire Insurance Co., Ltd. (Present, Mitsui Sumitomo Insurance Company, Limited) Aug. 1996 Adviser, The Japan Research Institute, Limited Jun. 1997 Senior Vice President, Fujitsu Limited Apr. 2000 Executive Vice President Jun. 2002 Corporate Executive Vice President Jun. 2003 Member of the Board and Corporate Executive Vice President Jun. 2004 Member of the Board and Vice Chairman (to present)	10,000
7	Masamichi Ogura (Jun 30, 1946)	Apr. 1969 Jointed the Company Apr. 2000 Group Executive Vice President, Electronic Devices Group Jun. 2000 Member of the Board Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Executive Vice President Jun. 2003 Member of the Board and Corporate Executive Vice President (to present) Other Present Title: President and Representative Director, Fujitsu Capital Limited	7,460
8	Toshihiko Ono (April 19, 1947)	Feb. 1973 Joined the Company Apr. 2000 Group Executive Vice President, Electronic Devices Group Jun. 2001 Member of the Board Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President Jun. 2004 Member of the Board and Corporate Executive Vice President (to present) Other Present Title: Chairman, Semiconductor Technology Academic Research Center President and Representative Director, Fujitsu System LSI Limited	3,000
9	Chiaki Ito (October 10, 1947)	Apr. 1970 Joined the Company Dec. 1995 General Manger, Mobile Computing Div., Personal Systems Business Group Sep. 2000 Group Senior Vice President, Personal Systems Business Group Apr. 2001 Group President, Personal Systems Business Group Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President Jun. 2004 Member of the Board and Corporate Executive Vice President (to present)	6,000

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
10	Michiyoshi Mazuka (October 17, 1943)	Apr. 1968 Joined Fujitsu FACOM Co., Ltd Apr. 1971 Joined the Company Jun. 1999 Group President, Sales Group, Industries Apr. 2001 Group President, Earstan-Japan Sales Group Jun. 2001 Member of the Board Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President (to present)	4,000

(Note: Candidate Messrs. Kunihiko Sawa and Ikujiro Nonaka meet the requirements for an Outside Board Member as stipulated in Article 188, Section 2-7-2 of the Commercial Code.)

Proposal No. 4 Election of Two Auditors

The terms of office for Two auditors, Takeo Kato and Katsuhiko Kondo expire at the close of this shareholders' meeting. we seek to elect a total of two auditors.

The candidates for corporate auditor are as follows.

We have already received the approval of this proposal from the Board of Auditors.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
1	Tamiki Ishihara (July 3, 1943)	Apr. 1966 Joined the Dai-Ichi Bank, Ltd. (currently: Mizuho Bank, Ltd.) Jun. 1997 Deputy President, the Dai-Ichi Kangyo Bank, Ltd. (currently: Mizuho Bank, Ltd.) Jun. 2001 President, Seiwa Kogyo Co., Ltd. (currently: Seiwa Sogo Tatemono Co., Ltd.) (to present)	0
2	Megumi Yamamuro (March 8, 1948)	Apr. 1974 Assistant Judge, Tokyo District Court Apr. 1984 Judge, Tokyo District Court Apr. 1997 Judge, Tokyo High Court July 2004 Admitted as lawyer July 2004 Participate in CAST Law P.C. (currently: CAST Itoga Law P.C.) (to present) Oct. 2004 Professor, Graduate School for Law and Politics, The University of Tokyo (to present)	0

Note:

1. Candidates Tamiki Ishihara and Megumi Yamamuro satisfy requirements for external auditor as defined by Article 18, Section 1 of the "Law Regarding Exceptional Rules of the Commercial Code Concerning Auditing, etc. of Stock Corporation.")
2. Candidate Megumi Yamamuro is subject to approval by the University of Tokyo.

Proposal No. 5 Granting of Retirement Allowances to Retiring Members of the Board

It is proposed that retirement allowances be presented to Members of the Board Hiroya Madarame and Kuniaki Suzuki, Auditors Takeo Kato and Katsuhiko Kondo who are retiring at the close of this shareholder's meeting. These allowances shall be given in accordance with company standards in gratitude for work they have performed during their terms of office.

It is also proposed that specific amounts, timing and method of payment of the special retirement allowances be determined at a meeting of the Board for the retiring Member of the Board.

The profile of the retiring Members of the Board and Auditors are as follows:

<i>Name</i>	<i>Profile</i>	
Hiroya Madarame	Jun. 2003	Member of the Board and Corporate Executive Vice President (to present)
Kuniaki Suzuki	Jun. 2003	Member of the Board and Corporate Executive Vice President (to present)
Takeo Kato	Jun. 1998	Auditor (to present)
Katsuhiko Kondo	Jun. 2000	Auditor (to present)