

To our shareholders,

Security Code (in Japan) 6702  
May 30, 2014  
Masami Yamamoto,  
President and Representative  
Director  
Fujitsu Limited  
1-1, Kamikodanaka 4-chome  
Nakahara-ku, Kawasaki-shi  
Kanagawa, Japan

## NOTICE OF THE 114<sup>th</sup> ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 114<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 23, 2014,
2. **Venue**              Shin Yokohama Prince Hotel, Sinfonia Hall (5<sup>th</sup> Floor)  
3-4 Shin Yokohama  
Kohoku-ku, Yokohama-shi  
Kanagawa, Japan

### 3. Purposes of the Shareholders' Meeting

#### *Reports:*

Overview of the Fiscal 2013 (April 1, 2013 - March 31, 2014) 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 Eleven 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 114<sup>th</sup> Business Period (April 1, 2013 - March 31, 2014) are attached as Exhibit A.
- (2) In 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://pr.fujitsu.com/jp/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 any 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 the Company no later than 6:00 p.m. on Friday, June 20, 2014 (Japan standard time).

#### [Voting via the Internet]

Please access the Company's designated online voting site (<http://www.evotep.jp/>) via a PC, smart phone 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 20, 2014 (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 e-mail. Any such shareholder wishing to have his or her voting card issued is asked to contact the company's representative at the following address:

Contact: Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation  
7-10-11 Higashisuna, Koto-ku, Tokyo 137-8081, Japan

#### Note:

This English version of the Notice and attached materials is translation for reference only. The style of this English version differs slightly from the original Japanese version.

**REFERENCE MATERIALS FOR THE ANNUAL SHAREHOLDERS' MEETING****Proposal No. 1 Election of Eleven Directors**

The terms of office for all eleven Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of eleven Directors. Candidates for the position of Directors are stated in page 5 to page 15.

The Director candidates were recommended by the Executive Nomination Committee after being consulted by the Board of Directors. The recommendation was made based on Fujitsu's Approach to Corporate Governance, as described on page 4, and approved by the Board of Directors.

For Executive Directors, in addition to executives in charge of Corporate Functions and Japan Sales, two Corporate Executive Vice Presidents in charge of core businesses at Fujitsu have been nominated as new Director candidates: Yoshikazu Kudoh, who heads the Service Platforms Business (\*1), and Norihiko Taniguchi, who heads the Integration Services Business (\*2). In addition, three existing Executive Directors, Hideyuki Saso, Hirokazu Uejima, and Kazuhiko Kato, are resigning as of this year's Annual Shareholders' Meeting, which will leave a total of five Executive Directors.

Jun Yokota has been nominated to succeed Shotaro Yachi, who resigned at the end of last year, as the new Non-Executive Director. Along with the reappointment of the other Non-Executive Directors, his appointment will ensure an effective advisory capacity that reflects a variety of viewpoints. Including him, there will be six Non-Executive Directors.

\*1) Service Platforms Business: In charge of businesses such as Infrastructure Services, Cloud Services, System Platforms, and Ubiquitous Solutions.

\*2) Integration Services Business: In charge of businesses such as Systems Integration, Network Services, and Middleware.

Candidate No.	Name	Authority of Representation	External Director	Independent Director *3	Positions at the Company
Executive Directors					
2	Masami Yamamoto	○			President
3	Masami Fujita	○			President, Global Corporate Functions
4	Chikafumi Urakawa				President, Japan Sales
9	Yoshikazu Kudoh				President, Services Platform Business
10	Norihiko Taniguchi				President, Integration Services Business
Non-Executive Directors					
1	Michiyoshi Mazuka				Senior Executive Advisor
5	Haruo Ito		○	○	
6	Takashi Okimoto		○	○	
7	Tatsuzumi Furukawa				
8	Miyako Suda		○	○	
11	Jun Yokota		○	○	

\*3) For Jun Yokota, Fujitsu will report to the securities exchanges on which the Company is listed in Japan that he is an Independent Director.

### Fujitsu's Approach to Corporate Governance (Reference)

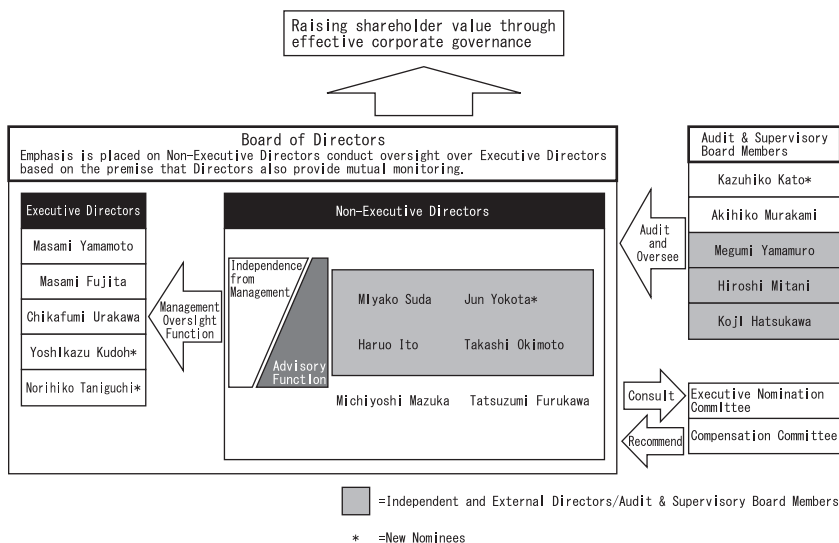
The main emphasis of Fujitsu's corporate governance is on having the Non-Executive Directors provide oversight and advice to Executive Directors in their management execution role.

To enhance the effectiveness of management oversight, Fujitsu makes a clear distinction between the management execution role and the management oversight role on the Board of Directors and, moreover, makes sure that there are at least as many Non-Executive Directors responsible for management oversight as there are Executive Directors responsible for management execution. In addition, in selecting candidates for Non-Executive Directors, consideration is given to the candidate's background and insight into Fujitsu's business so that effective advice that reflects a diversity of viewpoints can be obtained.

Furthermore, Audit & Supervisory Board Members provide audit and oversight from the outside of the Board of Directors, and Fujitsu has established the Executive Nomination Committee and Compensation Committee, thereby augmenting the Board of Directors. The Executive Nomination Committee and Compensation Committee are comprised solely of Non-Executive Directors and Audit & Supervisory Board members as not to be influenced by management execution considerations.

The overall approach is designed to raise shareholder value through effective corporate governance.

The diagram below illustrates this approach.



<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
1	<p>Michiyoshi Mazuka (October 17, 1943)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director] 10</p> <p>[No. of the Company's Shares Held] 88,138</p> <p>[Attendance at the FY2013 Board Meetings] 100%</p>	<p>Apr. 1968 Joined Fujitsu FACOM Co., Ltd.</p> <p>Apr. 1971 Joined the Company</p> <p>Jun. 2001 Member of the Board (until June, 2002)</p> <p>Jun. 2002 Corporate Vice President</p> <p>Apr. 2003 Corporate Senior Vice President</p> <p>Jun. 2005 Member of the Board</p> <p>Corporate Executive Vice President</p> <p>Jun. 2006 Corporate Senior Executive Vice President and Representative Director</p> <p>Jun. 2008 Chairman and Representative Director</p> <p>Chairman of the Board of Directors' meeting (to present)</p> <p>Sep. 2009 Chairman, President and Representative Director</p> <p>Oct. 2009 Member of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>Apr. 2010 Chairman and Representative Director</p> <p>Jun. 2012 Chairman and Director (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>None</p>
<p>[Reasons for Appointment]</p> <p>Michiyoshi Mazuka has previously served as Fujitsu's Chairman and Representative Director, and as its President, Chairman, and Representative Director. He is considered to be highly qualified to provide management oversight at Fujitsu, and the Company proposes that he be reappointed as a Non-Executive Director.</p>		
<p>[Comments on Special-interest Relationships]</p> <p>Michiyoshi Mazuka has no special-interest relationships with the Company.</p>		

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
2	Masami Yamamoto (January 11, 1954) <i>*Reappointment</i> [No. of Years Served as a Director] 4	Apr. 1976 Joined the Company Jun. 2004 Executive Vice President, Personal Systems Business Group Jun. 2005 Corporate Vice President Jun. 2007 Corporate Senior Vice President Jan. 2010 Corporate Senior Executive Vice President Apr. 2010 President Jun. 2010 President and Representative Director (to present) Aug. 2012 Member of the Executive Nomination Committee and Compensation Committee (until June, 2013)
	[No. of the Company's Shares Held] 96,852  [Attendance at the FY2013 Board Meetings] 100%	[Important positions at other corporations/institutions] None
	[Reasons for Appointment] Masami Yamamoto has five years of experience as Corporate Executive Officer, and four years as President and Representative Director. The growth strategy that he is playing a central role in implementing, through strengthening the Company's management fundamentals and through a new global business organization, is still underway, and because he is considered essential to bringing it to its fruition, the Company proposes that he be reappointed.	
	[Comments on Special-interest Relationships] Masami Yamamoto has no special-interest relationships with the Company.	

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
3	Masami Fujita (September 22, 1956)  <i>*Reappointment</i> [No. of Years Served as a Director] 4  [No. of the Company's Shares Held] 54,873  [Attendance at the FY2013 Board Meetings] 100%	Apr. 1980    Joined the Company Dec. 2001    General Manager, Secretary's Office Jun. 2006    Corporate Vice President Jun. 2009    Corporate Senior Vice President Apr. 2010    Corporate Senior Executive Vice President Principal responsibility for Corporate Affairs (until March, 2012) Jun. 2010    Corporate Senior Executive Vice President and Director Apr. 2012    President, Corporate Functions (until March, 2014) Jun. 2012    Corporate Senior Executive Vice President and Representative Director (to present) Apr. 2014    President, Global Corporate Functions (to present)
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Masami Fujita's management experience includes many years of experience leading the Company's human resources division, and he has been in charge of human resources, general affairs, and legal affairs since his appointment as Corporate Executive Officer, giving him deep insight into the Company's operations and invaluable experience relating to business execution. The Company proposes that he be reappointed as a Director because he is viewed as being necessary to build a globally integrated governance and management system and to accelerate the globalization of Fujitsu's business.
		[Comments on Special-interest Relationships] Masami Fujita has no special-interest relationships with the Company.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
4	Chikafumi Urakawa (October 16, 1951) <i>*Reappointment</i> [No. of Years Served as a Director] 1 [No. of the Company's Shares Held] 42,044 [Attendance at the FY2013 Board Meetings] 100%	Apr. 1976    Joined the Company Apr. 2004    General Manager, Kyusyu Sales Div., Western-Japan Regional Sales Group Jun. 2004    Group President, Kyusyu Regional Sales Group Jun. 2008    Corporate Vice President Apr. 2010    Corporate Senior Vice President May 2013    Corporate Executive Vice President President, Japan Sales (to present) Jun. 2013    Corporate Executive Vice President and Director (to present)
		[Important positions at other corporations/institutions] External Director, TSUZUKI DENKI CO., LTD.
		[Reasons for Appointment] Chikafumi Urakawa has invaluable experience in business execution, having worked for many years in Fujitsu's sales division. Because he is ideally suited to further strengthen and expand the sales division, the Company proposes that he be reappointed as a Director.
		[Comments on Special-interest Relationships] Chikafumi Urakawa 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;">Haruo Ito (November 9, 1943)</p> <p><i>*Reappointment</i> <i>*External Director</i> <i>Candidate</i></p> <p>[No. of Years Served as a Director] 7</p> <p>[No. of the Company's Shares Held] 45,739</p> <p>[Attendance at the FY2013 Board Meetings] 93.3%</p>	<p>Apr. 1968    Joined Fuji Electric Co., Ltd.*4</p> <p>Jun. 1998    Director, Fuji Electric Co., Ltd.*4</p> <p>Oct. 2003    President and Representative Director, Fuji Electric Systems Co., Ltd.*4</p> <p>Jun. 2006    President and Representative Director, Fuji Electric Holdings Co., Ltd.*4</p> <p>Jun. 2007    Director (to present)</p> <p>Apr. 2010    Director and Senior Advisor, Fuji Electric Holdings Co., Ltd.*4</p> <p>Jun. 2010    Senior Advisor, Fuji Electric Holdings Co., Ltd.*4 (to present)</p> <p>[Important positions at other corporations/institutions] Senior Advisor, Fuji Electric Co., Ltd. External Director, ZEON Corporation</p>
5		<p>[Reasons for Appointment] The Company proposes that Haruo Ito be reappointed as an External Director on the grounds that he has many years of experience in corporate management and has extensive knowledge of the Company's business operations.</p> <p>[Comments on Special-interest Relationships and the Independence of Candidate] Haruo Ito has no special-interest relationships with the Company. Haruo Ito is a former Representative Director of Fuji Electric Co., Ltd., a major shareholder of Fujitsu. The Fuji Electric Group, including its retirement benefit trusts, as a whole holds an 11.21% equity stake (excluding treasury stock holdings) in Fujitsu. Because, however, approximately four years have passed since Haruo Ito's resignation from his positions as Representative Director and Director of Fuji Electric Co., Ltd., Fujitsu has determined that there is no risk of a conflict of interest. Therefore, in accordance with listing regulations, Fujitsu has reported to the securities exchanges on which the Company is listed in Japan that he is an Independent Director. Fuji Electric and Fujitsu do have business dealings which in fiscal 2013 amounted to 5 billion yen. However, taking into account the scale of the Fujitsu's sales, this is not considered material.</p> <p>[Special Notice regarding the External Director Candidate] Agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Haruo Ito. The Company plans to extend the agreement if his nomination is approved at this Shareholders' Meeting.</p>

\*4) Currently, Fuji Electric Co., Ltd.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
	<p>Takashi Okimoto (November 14, 1950)</p> <p><i>*Reappointment</i> <i>*External Director</i> <i>Candidate</i></p> <p>[No. of Years Served as a Director] 3</p> <p>[No. of the Company's Shares Held] 5,000</p> <p>[Attendance at the FY2013 Board Meetings] 93.3%</p>	<p>Apr. 1973 Joined the Dai-ichi Bank, Ltd.*5</p> <p>Jun. 2001 Corporate Officer, the Dai-ichi Bank, Ltd.*5</p> <p>Apr. 2002 Corporate Officer, Mizuho Corporate Bank, Ltd.*5</p> <p>Oct. 2002 Managing Corporate Officer, Mizuho Corporate Bank, Ltd.*5</p> <p>Apr. 2005 Vice President (Representative Director), Mizuho Corporate Bank, Ltd.*5 (until April, 2007)</p> <p>Jun. 2007 Representative Director, Chairman and Corporate Officer, Orient Corporation (until June, 2011)</p> <p>Jun. 2011 Director (to present)</p> <p>Jun. 2011 Chairman, Seiwa Sogo Tatemono Co., Ltd.</p> <p>Jun. 2012 President and Representative Director, Chuo Real Estate Co., Ltd. (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>President and Representative Director, Chuo Real Estate Co., Ltd.</p> <p>Audit &amp; Supervisory Board Member (External), Kobe Steel, Ltd.</p> <p>Audit &amp; Supervisory Board Member (External), Shindengen Electric Manufacturing Co., Ltd.</p>
6	<p>[Reasons for Appointment]</p> <p>The Company proposes that Takashi Okimoto be reappointed as an External Director on the grounds that he has many years of experience in corporate management and has deep insights into finance.</p> <p>[Comments on Special-interest Relationships and the Independence of Candidate]</p> <p>Takashi Okimoto has no special-interest relationships with the Company.</p> <p>He is a former Representative Director of Mizuho Corporate Bank, Ltd., the predecessor to Mizuho Bank, Ltd., one of the Company's important creditors. Because, however, the amount of money the Company has borrowed from Mizuho Bank, Ltd. is insubstantial, and more than seven years have passed since he resigned as Representative Director and Director of Mizuho Corporate Bank, Ltd., Fujitsu has determined that there is no risk of a conflict of interest. Therefore, in accordance with listing regulations, Fujitsu 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 External Director Candidate]</p> <p>Agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Takashi Okimoto. The Company plans to extend the agreement if his nomination is approved at this Shareholders' Meeting.</p> <p>Also, Orient Corporation, where he served as Representative Director and Chairman, came under administrative action (order for improvement) from the Kanto Bureau of Economy, Trade and Industry in January 2014 for business related to intermediation of individual credit purchases during his tenure.</p>	

\*5) Currently, Mizuho Bank, Ltd.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
7	Tatsuzumi Furukawa (November 17, 1942)  <i>*Reappointment</i>  [No. of Years Served as a Director] 8  [No. of the Company's Shares Held] 53,000  [Attendance at the FY2013 Board Meetings] 100%	Apr. 1965    Joined the Company Jun. 1994    Director Apr. 2000    Senior Vice President and Director (until June, 2001) Jun. 2001    Corporate Senior Executive Vice President and Representative Director, NIFTY Corporation Jun. 2002    President and Representative Director, NIFTY Corporation Jun. 2007    Chairman and Representative Director, NIFTY Corporation (until June, 2008) Jun. 2013    Director (to present) Jul. 2013    Member of the Executive Nomination Committee and Compensation Committee Jan. 2014    Chairman of the Executive Nomination Committee and Compensation Committee (to present)
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Tatsuzumi Furukawa has many years of experience in corporate management, and he also has extensive knowledge of the Company's business operations. In addition, after being appointed as a Director, he has served as a member of the Executive Nomination Committee and Compensation Committee, and has also chaired the Committees, during which time he has debated approaches for qualifying management candidates and compensating management which are crucial issues in our corporate governance. Given his experience and insight, the Company considers him to be highly qualified in the oversight of its management execution, and proposes that he be reappointed a Non-Executive Director.
		[Comments on Special-interest Relationships] Tatsuzumi Furukawa 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>
8	<p>Miyako Suda (May 15, 1948)</p> <p><i>*Reappointment</i> <i>*External Director</i> <i>Candidate</i></p> <p>[No. of Years Served as a Director] 1</p> <p>[No. of the Company's Shares Held] 1,956</p> <p>[Attendance at the FY2013 Board Meetings] 100%</p>	<p>Apr. 1982 Associate Professor, School of Economics, Senshu University Apr. 1988 Professor, School of Economics, Senshu University Apr. 1990 Professor, Faculty of Economics, Gakushuin University Apr. 2001 Member of the Policy Board, the Bank of Japan (until March, 2011) May 2011 Special Advisor, the Canon Institute for Global Studies (to present) Jun. 2013 Director (to present)</p> <p>[Important positions at other corporations/institutions] Special Advisor, the Canon Institute for Global Studies</p>
	[Reasons for Appointment]	<p>Miyako Suda has no direct corporate management experience, but she has extensive knowledge as an economist of international macroeconomics. She also served for ten years, in two terms, as the Policy Board member of the Bank of Japan. For her insights into monetary policy and the management insights she brings from a global perspective, the Company proposes that she be reappointed as an External Director.</p>
	[Comments on Special-interest Relationships and the Independence of Candidate]	<p>Miyako Suda has no special-interest relationships with the Company. Further, she is not a major shareholder nor has she held an executive management position with a major trading partner of the Company, and thereby the Company believes she is independent. Therefore, in accordance with listing regulations, Fujitsu 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 External Director Candidate]	<p>Agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Miyako Suda. The Company plans to extend the agreement if her nomination is approved at this Shareholders' Meeting.</p>

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
9	Yoshikazu Kudoh (June 7, 1953) <i>*New Nominee</i> [No. of the Company's Shares Held] 43,924	Apr. 1976 Joined the Company Jun. 2006 President and Representative Director, Shiga Fujitsu Software Limited Jun. 2008 Head of Fujitsu President's Office & Corporate Strategy Jan. 2009 Senior Vice President, IT Services Business Group (In charge of Business Planning) Jun. 2009 Executive Vice President Apr. 2010 Corporate Vice President May 2011 Corporate Senior Vice President May 2013 Corporate Executive Vice President President, Service Platform Business (to present)
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Yoshikazu Kudoh has many years of management experience in the Company's services business, along with experience in the corporate strategy and business development division and as president of a subsidiary. The Company proposes he be appointed Director because he is well-suited to strengthening Fujitsu's business through the use of the cloud and big-data, which are increasingly important to the Company.
		[Comments on Special-interest Relationships] Yoshikazu Kudoh 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>
10	Norihiko Taniguchi (September 7, 1954)  <i>*New Nominee</i>	Apr. 1977    Joined the Company Jun. 2005    President and Representative Director, Fujitsu Advanced Solutions Limited*6 Jun. 2007    Executive Vice President Jun. 2008    Corporate Vice President Apr. 2010    Corporate Senior Vice President Apr. 2014    Corporate Executive Vice President President, Integration Services Business (to present)
	[No. of the Company's Shares Held] 43,768	[Important positions at other corporations/institutions] External Director, FUJITSU BROAD SOLUTION & CONSULTING Inc.
	[Reasons for Appointment] Norihiko Taniguchi has many years of management experience in the Company's Systems Integration business, along with experience as president of a subsidiary. The Company proposes that he be appointed Director as someone who is well-suited to developing that area, which is one of the pillars of the Company's business.	
	[Comments on Special-interest Relationships] Norihiko Taniguchi has no special-interest relationships with the Company.	

\*6) Currently, Fujitsu Mission Critical Systems Limited

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>*New Nominee</i> <i>*External Director</i> <i>Candidate</i></p> <p>[No. of the Company's Shares Held] 0</p>	<p>Apr. 1971    Joined the Ministry of Foreign Affairs Jan. 1998    Deputy Director-General, Economic Affairs Bureau Jun. 2002    Consul-General of Japan in Hong Kong Apr. 2004    Ambassador Extraordinary and                  Plenipotentiary to the State of Israel May 2009    Ambassador Extraordinary and                  Plenipotentiary to the Kingdom of Belgium Oct. 2012    Ambassador Extraordinary and                  Plenipotentiary in charge of Economic Diplomacy and                  of Reconstruction Assistance to Iraq                  (until January, 2014)</p> <p>[Important positions at other corporations/institutions] None</p>
11		<p>[Reasons for Appointment] Jun Yokota has no direct company management experience, but having served as Japan's ambassador to Israel and Belgium, and having served until January this year 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 appointed as an External Director.</p> <p>[Comments on Special-interest Relationships and the Independence of Candidate] 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 thereby the Company believes he is independent. Therefore, in accordance with listing regulations, Fujitsu will report to the securities exchanges on which the Company is listed in Japan that he is an Independent Director.</p> <p>[Special Notice regarding the External Director Candidate] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Jun Yokota, if his nomination is approved at this Shareholders' Meeting.</p>

*Note:*

- 1) The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and External Directors is the minimum liability stipulated by the Companies Act.
- 2) "No. of Years Served as a Director" is a number at the close of this Shareholders' Meeting.

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

Masamichi Ogura resigns as an Audit & Supervisory Board Member at the close of this Shareholders' Meeting, the Company proposes the election of one Audit & Supervisory Board Member. Candidate for the position is stated as follows.

The Audit & Supervisory Board will continue to consist of five members including three external members.

In addition, Kazuhiko Kato is due to be appointed an Audit & Supervisory Board Member in place of Masamichi Ogura, and will act as an alternate until the end of the current term of the resigning member in accordance with the Article of Incorporation.

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>
Kazuhiko Kato (November 13, 1951) <i>*New Nominee</i> [No. of the Company's Shares Held] 60,674	Apr. 1976    Joined the Company Jun. 1996    General Manager, Controller and Accounting Division Jun. 2001    Member of the Board (until June, 2002) Jun. 2002    Corporate Vice President Jun. 2006    Corporate Senior Vice President Jun. 2008    Corporate First Senior Vice President CFO (Chief Financial Officer) (until March, 2014) Apr. 2010    Corporate Executive Vice President Jun. 2010    Corporate Executive Vice President and Director Apr. 2014    Director (to present)
	[Important positions at other corporations/institutions]
	None
[Reasons for Appointment] Kazuhiko Kato's management experience includes many years of experience leading the Company's accounting division. He was appointed to the Board of Directors in 2001, prior to the Company's switch to the Corporate Executive Officer system in 2002, and served as the head of the corporate strategy and business development division and as Chief Financial Officer. Because of his wide-ranging knowledge of corporate management, in general, he is considered to be highly qualified to serve as Audit & Supervisory Board Member, and the Company proposes that he be appointed as such member.	
[Comments on Special-interest Relationships] Kazuhiko Kato has no special-interest relationships with the Company.	