

To our shareholders,

Security Code (in Japan) 6702  
May 29, 2015  
Masami Yamamoto,  
President and Representative  
Director  
Fujitsu Limited  
1-1, Kamikodanaka 4-chome  
Nakahara-ku, Kawasaki-shi  
Kanagawa, Japan

**NOTICE OF THE 115<sup>th</sup> ANNUAL SHAREHOLDERS' MEETING**

You are cordially invited to attend the 115<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 22, 2015
- 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 115<sup>th</sup> Business Period (April 1, 2014 – March 31, 2015) Business Report, Consolidated and Unconsolidated Financial Statements; Auditing Reports from Accounting Auditor and Audit & Supervisory Board on Consolidated Financial Statements

*Agenda:*

- Proposal No. 1            Partial Amendment of the Articles of Incorporation
- Proposal No. 2            Election of Twelve Directors
- Proposal No. 3            Election of One Audit & Supervisory Board Member

**4. Attached Materials**

- (1) The Business Report, Consolidated and Unconsolidated Financial Statements for the 115<sup>th</sup> 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 Basic Stance on Internal Control Framework;
  - d) Notes to Consolidated Financial Statements; and
  - e) Unconsolidated Statements of Changes in Net Assets, and Notes to Unconsolidated Financial Statements.

- (3) 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://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 19, 2015 (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 19, 2015 (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  
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 Partial Amendment of the Articles of Incorporation**

## 1. Reasons for the Proposal

- (1) In accordance with Article 427 of the revised Companies Act, which goes into effect on May 1, 2015, the scope of agreements that can be entered into to limit liability has been expanded from just External Directors and Audit & Supervisory Board Members (External) to Non-Executive Directors and all Audit & Supervisory Board Members. Accordingly, the company plans to make partial revisions to Article 29 (Agreements to Limit the Liability of External Directors) and Article 38 (Agreements to Limit the Liability of Audit & Supervisory Board Members (External)) of its Articles of Incorporation. The Company has received the consent of each Audit & Supervisory Board Member for the revisions to Article 29 and Article 38.
- (2) To objectively clarify the Company's management execution system by incorporating rules relating to Corporate Executive Officers into the Articles of Incorporation, and to clarify the relationships among the Representative Directors, President, and Chairman, the company plans to make partial revisions to Article 15 (Convocation), Article 16 (Meeting Chair), Article 23 (Compensation, etc.), and Article 24 (Representative Directors and Directors with Specific Power) of its Articles of Incorporation.

## 2. Revisions

Current Articles of Incorporation	(revised portions are underlined) Proposed Changes
Article 15 (Convocation). Unless otherwise stipulated by law, the Shareholders' Meeting shall be convened by the <u>President</u> based on a resolution of the Board of Directors. In case the <u>President</u> is prevented from so acting, it will be convened by another Director.	Article 15 (Convocation). Unless otherwise stipulated by law, the Shareholders' Meeting shall be convened by the <u>Representative Director</u> based on a resolution of the Board of Directors. In case the <u>Representative Director</u> is prevented from so acting, it will be convened by another Director.
Article 16 (Meeting Chair). The Shareholders' Meeting shall be chaired by the President. In case the President is prevented from so acting, another Director, in the order previously determined by the Board of Directors, shall chair the meeting.	Article 16 (Meeting Chair). The Shareholders' Meeting, <u>in accordance with a resolution of the Board of Directors</u> , shall be chaired by the President <u>or the Chairman</u> . In case the <u>person who should chair the meeting</u> is prevented from so acting <u>or is otherwise the position is vacant</u> , another Director, in the order previously determined by the Board of Directors, shall chair the meeting.
Article 23 (Compensation, etc.). <u>Compensation, etc.</u> for Directors shall be decided by a resolution at the Shareholders' Meeting.	Article 23 (Compensation, etc.). <u>Compensation, bonuses, and any other financial benefits paid by the Company in consideration of the execution of duties (hereafter "Compensation, etc.")</u> , for Directors shall be decided by a resolution at the Shareholders' Meeting.
Article 24 ( <u>Representative Directors and Directors with Specific Role</u> ). Through a resolution of the Board of Directors, the Company may elect <u>one President and, if necessary, may elect Chairmen, Vice Chairmen, Senior Executive Vice Presidents,</u>	Article 24 ( <u>Management Executives, and the President and Chairman</u> ). Through a resolution of the Board of Directors, the Company may elect <u>several Representative Directors</u> . <u>Through a resolution of the Board of</u>

<p><u>Executive Vice Presidents, and Senior Vice Presidents.</u></p> <p>Through a resolution of the Board of Directors, the Company shall elect the <u>President as Representative Director, and, if necessary, may elect other Directors as Representative Directors.</u></p>	<p><u>Directors, the Company may appoint Corporate Executive Officers, divide up the Company's operation, and have them execute it.</u></p> <p>Through a resolution of the Board of Directors, the Company may elect one <u>President from among the Directors and Corporate Executive Officers, and, if necessary, may elect one Chairman from among the Directors.</u></p> <p><u>Through a resolution of the Board of Directors, the Company may have Directors other than Representative Directors serve also as Corporate Executive Officers.</u></p>
<p>Article 29 (Agreements to Limit the Liability of <u>External</u> Directors). The Company may enter agreements with <u>External</u> Directors to limit their liability under Clause 1, Article 423 of the Companies Act to the extent permitted by the laws and regulations. The limit of the liability in such agreements shall be minimum liability amount under the laws and regulations.</p>	<p>Article 29 (Agreements to Limit the Liability of <u>Non-Executive</u> Directors). The Company may enter agreements with Directors (<u>other than Executive Directors and Directors who are also employees</u>) to limit their liability under Clause 1, Article 423 of the Companies Act to the extent permitted by the laws and regulations. The limit of the liability in such agreements shall be minimum liability amount under the laws and regulations.</p>
<p>Article 38 (Agreements to Limit the Liability of Audit &amp; Supervisory Board Members (<u>External</u>)). The Company may enter agreements with Audit &amp; Supervisory Board Members (<u>External</u>) to limit their liability under Clause 1, Article 423 of the Companies Act to the extent permitted by the laws and regulations. The limit of the liability in such agreements shall be minimum liability amount under the laws and regulations.</p>	<p>Article 38 (Agreements to Limit the Liability of Audit &amp; Supervisory Board Members). The Company may enter agreements with Audit &amp; Supervisory Board Members to limit their liability under Clause 1, Article 423 of the Companies Act to the extent permitted by the laws and regulations. The limit of the liability in such agreements shall be minimum liability amount under the laws and regulations.</p>

**Proposal No. 2 Election of Twelve Directors**

The terms of office for all eleven Directors expire at the close of this Shareholders' Meeting. The Company proposes the election of twelve Directors. Candidates for the position of Directors are stated in page 7 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 6, while also addressing the requirements of Japan's Corporate Governance Code, and approved by the Board of Directors.

For Executive Directors, the Company has revised the approach taken up until now, which was essentially a group of major business group heads, to elect candidates with a company-wide perspective and who can meet the expectation that shareholders have for Executive Directors. In addition to Chairman and Representative Director (Masami Yamamoto) and President and Representative Director (Tatsuya Tanaka), the Company elected well-qualified candidates who can lead discussions in the Board of Directors from important perspectives, such as the perspective of holding constructive dialogues with shareholders and investors (Hidehiro Tsukano), a global business perspective (Duncan Tait), a compliance and risk management perspective (Masami Fujita), and the overall perspective of business promotion (Norihiko Taniguchi). Tatsuya Tanaka, Hidehiro Tsukano, and Duncan Tait are nominated as new Director candidates. The Executive Directors Chikafumi Urakawa and Yoshikazu Kudoh will resign as of this Annual Shareholders' Meeting, leaving a total of six Executive Directors.

Two new Non-Executive Directors have been nominated, both having a high degree of independence and track records of accomplishment in their respective fields, thereby strengthening the oversight function while ensuring an effective advisory capacity that reflects a variety of viewpoints. The Non-Executive Directors Haruo Ito and Takashi Okimoto will resign as of this Annual Shareholders' Meeting, leaving a total of six Non-Executive Directors.

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

Candidate No.	Name	Authority of Representation	External Director	Independent Director *1	New Nominee	Positions at the Company
<b>Executive Directors</b>						
1	Masami Yamamoto	○				Chairman
2	Masami Fujita	○				
3	Norihiko Taniguchi					
8	Tatsuya Tanaka	○			○	President
9	Hidehiro Tsukano				○	CFO
10	Duncan Tait				○	
<b>Non-Executive Directors</b>						
4	Michiyoshi Mazuka					
5	Tatsuzumi Furukawa					
6	Miyako Suda		○	○		
7	Jun Yokota		○	○		
11	Chiaki Mukai		○	○	○	
12	Atsushi Abe		○	○	○	

*Note \*1) For Chiaki Mukai and Atsushi Abe, Fujitsu will report to the securities exchanges on which the Company is listed in Japan that they are Independent Directors.*

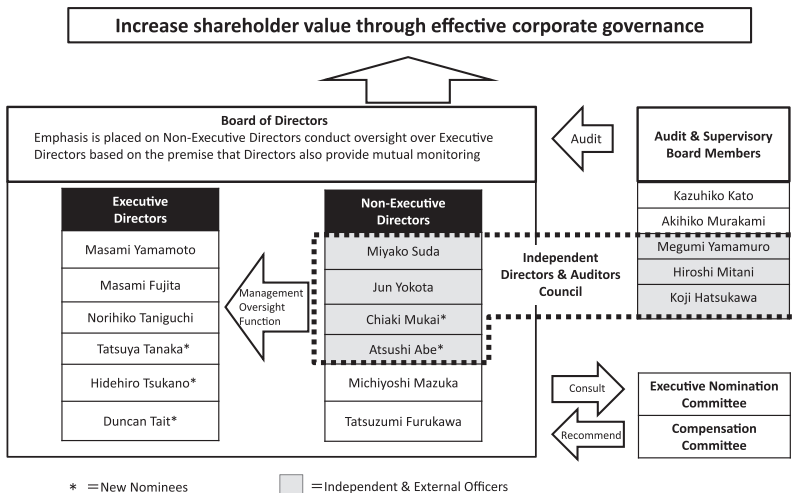
### Fujitsu's Approach to Corporate Governance (Reference)

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, through the audit and oversight of the Audit & Supervisory Board outside of the Board of Directors, the Executive Nomination Committee and Compensation Committee that the Company has voluntarily established, and the Independent Directors & Auditors Council that the Company will voluntarily establish after this Annual Shareholders' Meeting, the Company is 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 Independent Directors & Auditors Council, which maintains a certain degree of separation from the execution of business activities in order to enable independent directors and independent members of the Audit & Supervisory Board to consistently gain a deeper understanding of Fujitsu's business, is comprised of all of the independent directors and independent members of the Audit & Supervisory Board.

The overall approach is designed to increase 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	Masami Yamamoto  (January 11, 1954)  <i>*Reappointment</i>	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 Years Served as a Director*2] 5	
	[No. of the Company's Shares Held] 113,498	
	[Attendance at the FY2014 Board of Director's Meetings] 100%	[Important positions at other corporations/institutions] None
	[Reasons for Appointment] Masami Yamamoto has five years of management experience as President and Representative Director, and because the Company believes it is essential that, having experience as Fujitsu's President, he serve as Director to support the start of a new executive system under Tatsuya Tanaka and to undertake external activities to raise the profile of Fujitsu in the ICT industry and Japan's business community, the Company proposes that he be reappointed as a Director.	
[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>
2	Masami Fujita  (September 22, 1956)  <i>*Reappointment</i>	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 Jun. 2010 Corporate Senior Executive Vice President and Director Jun. 2012 Corporate Senior Executive Vice President and Representative Director Apr. 2014 President, Global Corporate Functions Present Position: Representative Director SEVP, Head of Global Corporate Functions
	[No. of Years Served as a Director*2] 5	
	[No. of the Company's Shares Held] 63,704	
	[Attendance at the FY2014 Board of Director's Meetings] 100%	[Important positions at other corporations/institutions] None
	[Reasons for Appointment] Masami Fujita's management experience includes many years of leading the Company's human resources division. He has been in charge of human resources, general affairs, and legal affairs since his appointment as Corporate Executive Officer, and during that time he has been a driving force in promoting the establishment of internal management systems for the entire Fujitsu Group. In light of his experience, the Company proposes that he be reappointed as a Director as he is ideally suited to lead discussions on the Board of Directors from a compliance and risk management perspective.	
[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>
3	Norihiko Taniguchi (September 7, 1954) <i>*Reappointment</i> [No. of Years Served as a Director*2)] 1 [No. of the Company's Shares Held] 51,071 [Attendance at the FY2014 Board of Director's Meetings] 100%	Apr. 1977 Joined the Company May. 2005 President and Representative Director, Fujitsu Advanced Solutions Limited*3)
		Jun. 2007 Executive Vice President Jun. 2008 Corporate Vice President Apr. 2010 Corporate Senior Vice President Apr. 2014 Corporate Executive Vice President
		Jun. 2014 Corporate Executive Vice President and Director Present Position: Corporate Executive Officer and Director SEVP, Head of Integration Services Business
		[Important positions at other corporations/institutions] None
		[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 reappointed as a Director as he is ideally suited to lead discussions on the Board of Directors from an overall business promotion perspective based on the Company's growth strategy.
[Comments on Special-interest Relationships] Norihiko Taniguchi 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	Michiyoshi Mazuka (October 17, 1943) <i>*Reappointment</i> [No. of Years Served as a Director*2)] 11 [No. of the Company's Shares Held] 93,233 [Attendance at the FY2014 Board of Director's Meetings] 100%	Apr. 1968 Joined Fujitsu FACOM Co., Ltd. Apr. 1971 Joined the Company
		Jun. 2001 Member of the Board (until June, 2002) Jun. 2002 Corporate Vice President Apr. 2003 Corporate Senior Vice President Jun. 2005 Member of the Board Corporate Executive Vice President
		Jun. 2006 Corporate Senior Executive Vice President and Representative Director Jun. 2008 Chairman and Representative Director Sep. 2009 Chairman, President and Representative Director Oct. 2009 Member of the Executive Nomination Committee and Compensation Committee (to present)
		Apr. 2010 Chairman and Representative Director Jun. 2012 Chairman and Director Jun. 2014 Senior Executive Advisor and Director (to present)
		[Important positions at other corporations/institutions] None
[Reasons for Appointment] Michiyoshi Mazuka has previously served as Fujitsu's Chairman and Representative Director, and as its Chairman, President, and Representative Director. Because of his long experience in serving as Chairman of the Board of Directors, the Company believes that he is essential for promoting initiatives to improve corporate governance, and the Company proposes that he be reappointed as a Non-Executive Director.		
[Comments on Special-interest Relationships] Michiyoshi Mazuka has no special-interest relationships with the Company.		
[Special Notice regarding the Director Candidate] If the Proposal No.1 is approved and Michiyoshi Mazuka is reappointed, the Company plans to enter into an agreement with him to limit his liability for damages in accordance with Clause 1, Article 423 of the Companies Act*4).		



Candi- date No.	Name and date of birth	Personal history, positions at the Company
5	<p>Tatsuzumi Furukawa (November 17, 1942)</p> <p><i>*Reappointment</i></p> <p>[No. of Years Served as a Director*2] 9</p> <p>[No. of the Company's Shares Held] 53,000</p> <p>[Attendance at the FY2014 Board of Director's Meetings] 100%</p>	<p>Apr. 1965 Joined the Company</p> <p>Jun. 1994 Director</p> <p>Apr. 2000 Senior Vice President and Director (until June, 2001)</p> <p>Jun. 2001 Corporate Senior Executive Vice President and Representative Director, NIFTY Corporation</p> <p>Jun. 2002 President and Representative Director, NIFTY Corporation</p> <p>Jun. 2007 Chairman and Representative Director, NIFTY Corporation (until June, 2008)</p> <p>Jun. 2013 Director (to present)</p> <p>Jul. 2013 Member of the Executive Nomination Committee and Compensation Committee</p> <p>Jan. 2014 Chairman of the Executive Nomination Committee and Compensation Committee (to present)</p> <p>[Important positions at other corporations/institutions]</p> <p>None</p>
	[Reasons for Appointment]	<p>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.</p>
	[Comments on Special-interest Relationships]	<p>Tatsuzumi Furukawa has no special-interest relationships with the Company.</p>
	[Special Notice regarding the Director Candidate]	<p>If the Proposal No.1 is approved and Tatsuzumi Furukawa is reappointed, the Company plans to enter into an agreement with him to limit his liability for damages in accordance with Clause 1, Article 423 of the Companies Act*4).</p>

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
6	<p>Miyako Suda (May 15, 1948)</p> <p><i>*Reappointment *External Director Candidate</i></p> <p>[No. of Years Served as a Director*2] 2</p> <p>[No. of the Company's Shares Held] 3,659</p> <p>[Attendance at the FY2014 Board of Director's Meetings] 100%</p>	<p>Apr. 1982 Associate Professor, School of Economics, Senshu University</p> <p>Apr. 1988 Professor, School of Economics, Senshu University</p> <p>Apr. 1990 Professor, Faculty of Economics, Gakushuin University</p> <p>Apr. 2001 Member of the Policy Board, the Bank of Japan (until March, 2011)</p> <p>May 2011 Special Advisor, the Canon Institute for Global Studies (to present)</p> <p>Jun. 2013 Director (to present)</p>
		<p>[Important positions at other corporations/institutions] Special Advisor, the Canon Institute for Global Studies External Director, Meiji Yasuda Life Insurance Company</p>
		<p>[Reasons for Appointment] Miyako Suda has no direct corporate management experience before she joined the Board, 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>
		<p>[Comments on Special-interest Relationships and the Independence of Candidate] 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>
		<p>[Special Notice regarding the Director Candidate] 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 *4).</p>

Candi- date No.	Name and date of birth	Personal history, positions at the Company	
7	<p style="text-align: center;">Jun Yokota (June 26, 1947)</p> <p><i>*Reappointment *External Director Candidate</i></p> <p>[No. of Years Served as a Director*2] 1</p> <p>[No. of the Company's Shares Held] 250</p> <p>[Attendance at the FY2014 Board of Director's 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 (to present)</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] Special Advisor to the Chairman of KEIDANREN</p>
[Reasons for Appointment]		<p>Jun Yokota has no direct company management experience before he joined the Board, 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 External Director.</p>	
[Comments on Special-interest Relationships and the Independence of Candidate]		<p>Jun Yokota has no special-interest relationships with the Company.</p>	
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.		<p>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>	
[Special Notice regarding the Director Candidate]		<p>Agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Jun Yokota. The Company plans to extend the agreement if his nomination is approved at this Shareholders' Meeting*4).</p>	

Candi- date No.	Name and date of birth	Personal history, positions at the Company
8	Tatsuya Tanaka (September 11, 1956) *New Nominee [No. of the Company's Shares Held] 13,000	Apr. 1980    Joined the Company Apr. 2005    Director of the Board & Vice President, Fujitsu (China) Holdings Co., Ltd. Dec. 2009    Senior Vice President, Manufacturing Industry Business Unit Apr. 2012    Corporate Vice President Apr. 2014    Corporate Senior Vice President Head of Asia Region (until February 2015) Jan. 2015    Corporate Executive Officer SEVP (to present)
		[Important positions at other corporations/institutions] None
	[Reasons for Appointment] Tanaka Tatsuya has management experience serving as a board member of an overseas subsidiary and as a Corporate Executive Officer of Fujitsu. In addition, he successfully concluded many large-scale business deals in the Japan Sales Group, and he also exhibited strong leadership as the Head of the Asia Region. Taking into consideration his past achievements and his global-oriented approach, the Company considers him to be an ideal new management leader to drive the Company's growth strategy, and as such proposes that he be appointed as Director. If he is appointed as a Director, it is expected that he will be appointed as President and Representative Director by the Board of Directors.	
	[Comments on Special-interest Relationships] Tatsuya Tanaka has no special-interest relationships with the Company.	

## (TRANSLATION FOR REFERENCE ONLY)

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history, positions at the Company</i>
9	Hidehiro Tsukano  (March 21, 1958)  <i>*New Nominee</i>  [No. of the Company's Shares Held] 28,517	Apr. 1981    Joined the Company
		Jun. 2009    President, Corporate Planning and Business Strategy Office
		May 2011    Corporate Vice President
		Apr. 2014    Corporate Senior Vice President CFO (Chief Financial Officer)
		Apr. 2015    EVP, Strategy and Planning Present Position: CFO EVP, Strategy and Planning
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Hidehiro Tsukano has extensive experience in both the Company's procurement and management strategy divisions, and has served as the CFO since April 2014, so he has broad knowledge of, and significant experience in, business management and investor relations. The Company proposes that he be appointed as a Director for his ability to lead discussions from the perspective of one skilled at holding constructive dialogues with shareholders and investors.
		[Comments on Special-interest Relationships] Hidehiro Tsukano 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	Duncan Tait  (March 24, 1966)  <i>*New nominee</i>  [No. of the Company's Shares Held] 0	Mar. 1996    Business Development Head, Managed Services, Digital Equipment Corporation*5)
		Jun. 1999    Managed Services Director, Compaq Global Services, Compaq*5)
		Jun. 2004    Director and General Manager, Outsourcing, HP Services, Hewlett-Packard
		Jan. 2006    Managing Director UKMEA, Unisys
		Oct. 2009    Managing Director, UK&I Private Sector Division, Fujitsu Services Ltd.
		Mar. 2011    CEO, Fujitsu Services Ltd. Apr. 2014    Corporate Senior Vice President and Head of EMEIA*6) Region Present Position: Corporate Executive Officer, EVP, Head of EMEIA*6) Region
		[Important positions at other corporations/institutions] None
		[Reasons for Appointment] Duncan Tait has abundant international business management experience and has insights from a global perspective on management. In addition, he has served as Head of the EMEIA*6) region since April 2014, and because the Company considers him to be highly qualified to lead Board discussions from a global business perspective, the Company proposes that he be appointed as a Director.
		[Comments on Special-interest Relationships] Duncan Tait has no special-interest relationships with the Company.

Candi- date No.	Name and date of birth	Personal history, positions at the Company
11	<p style="text-align: center;">Chiaki Mukai</p> <p style="text-align: center;">(May 6, 1952)</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>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*7) (until March 2015)</p> <p>Jun. 1987 Visiting Scientist, Division of Cardiovascular Physiology, Space Biomedical Research Institute, NASA Johnson Space Center (until December, 1988)</p> <p>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 (to present)</p> <p>Apr. 2015 Vice President of the Tokyo University of Science (to present)</p>
		<p>[Important positions at other corporations/institutions] Vice President of the Tokyo University of Science</p>
		<p>[Reasons for Appointment] Although Chiaki Mukai has not been directly involved with company management, she has an impressive personal history of being a doctor who became Japan's first female astronaut, and she exemplifies the Company's spirit of taking on challenges at the cutting edge of science. Because the Company can expect that she will 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 appointed as an External Director.</p>
		<p>[Comments on Special-interest Relationships and the Independence of Candidate] Chiaki Mukai has no special-interest relationships with the Company. Fujitsu and Tokyo University of Science, where she serve as Vice President, do have sales business dealings which in fiscal 2014 amounted to approximately 13 million yen. In light of the scale of Fujitsu's sales, however, this is not considered material. Therefore, in accordance with listing regulations, Fujitsu will report 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] The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Chiaki Mukai, if her nomination is approved at this Shareholders' Meeting*4).</p>

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>*New Nominee</i> <i>*External Director</i> <i>Candidate</i></p>	<p>Apr. 1977 Mitsui &amp; Co., Ltd.  Jun. 1990 Manager, Electronic Industry Department, Mitsui &amp; Co., Ltd.  Jan. 1993 Managing Director, Alex. Brown &amp; Sons, Inc.*8)  Aug. 2001 Managing Director and Head of Global Corporate Finance, Deutsche Securities, Ltd. *9)  Aug. 2004 Partner &amp; Head of Japan, J.P. Morgan Partners Asia*10) (until March 2009)  May. 2007 Board Member, Edwards Group Ltd. (until October 2009)  Dec. 2009 Managing Partner, Sangyo Sosei Advisory Inc. (to present)  Feb. 2011 Board Member, ON Semiconductor Corporation (to present)</p>
	[No. of the Company's Shares Held] 0	[Important positions at other corporations/institutions] Managing Partner, Sangyo Sosei Advisory Inc. Board Member, ON Semiconductor Corporation
12	[Reasons for Appointment]	<p>Through many years of experience in investment banking and private equity, Atsushi Abe has a deep understanding of the ICT industry and mergers and acquisitions. Because the Company can expect that, in addition to being able to provide oversight and advice from a shareholder and investor perspective, he will contribute to fast and decisive management decision-making, the Company proposes that he be appointed as an External Director.</p> <p>[Comments on Special-interest Relationships and the Independence of Candidate]  Atsushi Abe 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 Director Candidate]  The Company plans to conclude an agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act with Atsushi Abe, if his nomination is approved at this Shareholders' Meeting*4).</p>

*Note*

\*2) "No. of Years Served as a Director" and "No. of Years Served as an Audit & Supervisory Board Member" is a number at the close of this Shareholder's Meeting.

\*3) Currently, Fujitsu Mission Critical Systems Limited

\*4) The maximum liability for damages in accordance with the agreement limiting liability concluded between the Company and Non-Executive Directors or Audit & Supervisory Board Members is the minimum liability amount stipulated by the Companies Act.

\*5) Currently, Hewlett-Packard

\*6) Europe, Middle East, India, and Africa

\*7) Currently, the Japan Aerospace Exploration Agency; JAXA

\*8) Currently, Deutsche Bank

\*9) Currently, Deutsche Securities Inc.

\*10) Currently, Unitas Capital

**Proposal No. 3 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. Candidate for the position is stated as follows.

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>
Koji Hatsukawa (September 25, 1951) <i>*Reappointment</i> <i>*External Member</i> <i>Candidate</i> [No. of Years Served as an Audit & Supervisory Board Member *2] 2 [No. of the Company's Shares Held] 3,659 [Attendance at the FY2014 Board of Director's Meetings] 100%	Mar. 1974 Joined Price Waterhouse Accounting Office Jul. 1991 Representative Partner, Aoyama Audit Corporation Apr. 2000 Representative Partner, ChuoAoyama PricewaterhouseCoopers Oct. 2005 Director, ChuoAoyama PricewaterhouseCoopers Mar. 2009 CEO, PricewaterhouseCoopers Aarata (until May, 2012) Jun. 2012 Audit & Supervisory Board Member, the Norinchukin Bank (to present) Jun. 2012 Audit & Supervisory Board Member (External), Accordia Golf co., Ltd. (to present) Jun. 2013 Audit & Supervisory Board Member (to present)
[Attendance at the FY2014 Audit & Supervisory Board Meetings] 100%	[Important positions at other corporations/institutions] Audit & Supervisory Board Member, the Norinchukin Bank Audit & Supervisory Board Member (External), Accordia Golf co., Ltd.
[Reasons for Appointment] 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 Audit & Supervisory Board Member.	
[Comments on Special-interest Relationships and the Independence of Candidates] Koji Hatsukawa has no special-interest relationships with the Company. PricewaterhouseCoopers Aarata, where Koji Hatsukawa served as CEO, has not performed accounting audits for Fujitsu. Fujitsu and PricewaterhouseCoopers Aarata do have sales business dealings in services, which in fiscal 2014 amounted to approximately 200 million yen. In light of the scale of Fujitsu's sales, however, this is not considered material. 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 Member of Audit & Supervisory Board.	
[Special Notice regarding the Audit & Supervisory Board Member Candidate] Agreement limiting liability for damages under Clause 1, Article 423 of the Companies Act has been concluded between the Company and Koji Hatsukawa. The Company plans to extend the agreement if his nomination is approved at this Shareholders' Meeting*4).	