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Securities code: 9749
March 1, 2017

To Shareholders with Voting Rights:

Satoyasu Sakashita
President & Representative Director
FUJI SOFT INCORPORATED
1-1 Sakuragi-cho, Naka-ku, Yokohama-shi, Kanagawa

NOTICE OF CONVOCATION OF THE 47TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 47th Annual General Meeting of Shareholders of FUJI SOFT INCORPORATED (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by voting via the Internet. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter and exercise your voting rights by no later than 5:30 p.m. on Thursday, March 16, 2017, Japan Time. You are requested to exercise your voting rights either by indicating your votes for or against the proposals on the enclosed Voting Rights Exercise Form and returning the form so that it is received by the above deadline, or by accessing our designated website for exercising voting rights (http://www.evote.jp/) (Japanese only)and entering your votes by the above deadline.

1. **Date and Time:** Friday, March 17, 2017 at 3:00 p.m., Japan time (reception starts at 2:00 p.m.)

2. **Place:** FUJISOFT AKIBA HALL, 5F, the Company's Akihabara Building, 3 Kandaneribei-cho, Chiyoda-ku, Tokyo

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 47th Fiscal Year (January 1, 2016 - December 31, 2016) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 47th Fiscal Year (January 1, 2016 - December 31, 2016)

Proposals to be resolved:

Proposal 1: Election of Eight (8) Directors
Proposal 2: Election of One (1) Auditor
Proposal 3: Granting of Retirement Benefits to a Retiring Auditor

4. **Matters Decided upon Convocation with regard to the Exercise of Voting Rights:**
   (1) If you submit a Voting Rights Exercise Form without indicating your approval or disapproval or abstention for any proposal, your vote for the proposal shall be counted as an approval.
   (2) If you exercise your voting rights via the Internet more than once, only your final vote shall be counted as valid.
   (3) If you exercise your voting rights both via the Internet and by submitting a Voting Rights Exercise Form, your votes via the Internet shall be counted as valid.
   (4) You may exercise your voting rights by appointing one other shareholder with voting rights of the Company as your proxy. In this case, please note that the proxy must submit to the Company a document certifying authority of representation.

Guidance for Exercising Your Voting Rights

- **If you attend the meeting in person:**
  Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

- **If you do not attend the meeting in person:**

(1) Voting by mail (in writing):

Please review the Reference Documents for the General Meeting of Shareholders and return the Voting Rights Exercise Form with your votes by mail. The completed form must reach us by 5:30 p.m., Thursday, March 16,2017, Japan time.

(2) Voting via the Internet:

Please access our designated website for exercising voting rights (http://www.evote.jp/) from your PC, smartphone, or mobile phone, enter the log-in ID and temporary password indicated in your Voting Rights Exercise Form, and enter your votes by following the instructions on the screen after reviewing the Reference Documents for the General Meeting of Shareholders. Your votes must be entered by no later than 5:30 p.m., Thursday, March 16, 2017, Japan time.

From among the documents to be attached to this Notice of Convocation of the Annual General Meeting of Shareholders, the following are posted in "Items for Disclosure on the Internet Pursuant to Laws and Regulations and the Articles of Incorporation" on the Company's website on the Internet (http://www.fsi.co.jp/ir/soukai/meeting.html) (Japanese only), according to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company: "6. Development of the System for Ensuring Appropriateness of Operations of the Company and the Business Group Consisting of the Company and its Subsidiaries" in the Business Report; the "Consolidated Statements of Changes in Net Assets" in the Consolidated Financial Statements; the "Notes to the Consolidated Financial Statements"; the "Non-consolidated Statements of Changes in Net Assets" in the Non-consolidated Financial Statements; and the "Notes to the Non-consolidated Financial Statements." Accordingly, the aforementioned documents are not included in the documents attached to this Notice of Convocation of the Annual General Meeting of Shareholders. The documents attached to this Notice are therefore part of the documents audited by the Auditors and the Accounting Auditor for the preparation of their Audit Report.

Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted on the Company's website (http://www.fsi.co.jp/ir/soukai/meeting.html) (Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Eight(8) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to strengthen a management system we increase 1 person and the election of eight (8) Directors is proposed.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Nozawa (May 17, 1942)	May 1970 Director, FUJI SOFTWARE LABORATORY, LTD. (present FUJI SOFT INCORPORATED) May 1973 President & Representative Director April 2001 Chairman & Representative Director June 2004 Chairman, President & Representative Director June 2008 Chairman & Representative Director September 2009 Resigned as Director October 2009 Chairman October 2011 Chairman & Operating Officer June 2012 Chairman & Representative Director (to the present) [Reasons for nomination] Mr. Hiroshi Nozawa, who has been serving the Company since its foundation in 1970, has performed duties as President & Representative Director and Chairman & Representative Director and has a wealth of management experience and achievements. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	1,545,330
2	Satoyasu Sakashita (July 22, 1961)	April 1985 Joined Nomura Computer Systems Co., Ltd. (present Nomura Research Institute, Ltd.) April 2003 General Manager of 2nd Knowledge System Business Department, Nomura Research Institute, Ltd. April 2004 Joined the Company Assistant Director of Outsourcing Business Division May 2005 Deputy Director of IT Business Division June 2005 Director June 2007 Executive Director June 2009 Retired as Director June 2009 Executive Operating Officer June 2010 Executive Director September 2011 Representative Senior Executive Director October 2011 President & Representative Director June 2012 President & Representative Director (to the present) [Reasons for nomination] Mr. Satoyasu Sakashita, after experiencing and participating in the execution of business in various business divisions of the Company, has achieved experience in management as a President & Representative Director since 2011. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	9,000

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Yoshinobu Takebayashi (March 1, 1969)	April 1993 Joined the Company June 2006 Director of ET Business Department, System Development Business Division June 2008 Director June 2009 Retired as Director June 2009 Operating Officer April 2012 Executive Operating Officer June 2013 Director & Executive Operating Officer April 2015 Director & Senior Executive Operating Officer (to the present) [Reasons for nomination] Mr. Yoshinobu Takebayashi has a wealth of experience in the system integration business, corporate planning, and sales. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	9,200
4	Koichi Toyota (December 13, 1961)	April 1984 Joined PC Computing Services Co., Ltd. March 1986 Joined Taiyo System Development Co., Ltd. March 1993 Joined Micro System Technologies Incorporated March 1996 Joined the Company June 2006 Director of Manufacturing System Business Department, IT Business Division April 2007 Director of Industrial System Business Department, IT Business Division October 2009 Director of Industrial Systems Unit, System Development Business Group April 2010 Operating Officer April 2012 Executive Operating Officer June 2013 Director, VINX CORP. (to the present) March 2014 Director & Executive Operating Officer of the Company April 2015 Director & Senior Executive Operating Officer (to the present) June 2016 Chairman,FUJISOFT CHINA CORP. (to the present) [Significant concurrent positions] Director, VINX CORP. Chairman,FUJISOFT CHINA CORP. [Reasons for nomination] Mr. Koichi Toyota has a wealth of experience and knowledge in the IT industry and experience in all of the businesses of the Company. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	4,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Yukihiro Inohara (March 17, 1962) [New candidate]	April 1982 Joined the Company June 2006 Deputy Director of Industrial System Business Department, IT Business Division July 2006 Director of Industrial System Business Department, IT Business Division April 2007 Deputy Director of IT Business Division April 2012 Deputy Director of Sales Division April 2013 Operating Officer April 2015 Executive Operating Officer March 2016 Director & Executive Operating Officer of the Company (to the present) [Reasons for nomination] Mr. Yukihiro Inohara has acquired a wealth of business experience through his services at the head office and various business divisions. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	8,990
6	Tsuneo Futami (February 16, 1943) [Candidate for Outside Director]	April 1967 Joined Tokyo Electric Power Company, Incorporated December 1975 Dispatched to Power Reactor Development Division, Atomic Energy Bureau, Science and Technology Agency (present Ministry of Education, Culture, Sports, Science and Technology) June 1997 General Manager of Fukushima Daiichi Nuclear Power Station, Tokyo Electric Power Company, Incorporated June 1998 Director and General Manager of Fukushima Daiichi Nuclear Power Station, Tokyo Electric Power Company, Incorporated June 2000 Managing Director and General Manager of Plant Siting & Environment Division, Tokyo Electric Power Company, Incorporated June 2003 Director, Central Research Institute of Electric Power Industry June 2005 Representative Director and Executive Vice President, The Japan Utility Subway Company, Incorporated November 2005 Professor at Department of Management, Business Breakthrough Graduate School University (present Kenichi Ohmae Graduate School of Business) (to the present) December 2005 Specially Designated Director, Japan Agency for Marine-Earth Science and Technology April 2007 Visiting Professor at Graduate School of Engineering, Tokai University April 2010 Professor at Faculty of Management, Business Breakthrough University April 2011 Specially Designated Professor at Graduate School of Science and Engineering, Tokyo Institute of Technology June 2011 Director of the Company (to the present) June 2012 Auditor, Foundation for Laver Cultivation Promotion (to the present) [Reasons for nomination] Mr. Tsuneo Futami has a wealth of experience and a wide range of knowledge as an executive manager, has appropriately supervised and advised the Company in its business operations, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	300

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Shinichi Yuta (March 28, 1948) [Candidate for Outside Director]	April 1973 Research Associate at Department of Electrical Engineering, Faculty of Engineering, Tokyo University of Agriculture and Technology April 1978 Lecturer at Institute of Information Sciences and Electronics, University of Tsukuba August 1992 Professor at Institute of Information Sciences and Electronics, University of Tsukuba April 1999 Professor at Institute of Engineering Mechanics and Systems, University of Tsukuba April 2000 Dean of College of Engineering Systems, University of Tsukuba April 2002 Chairman of Institute of Engineering Mechanics and Systems, University of Tsukuba April 2004 Vice President and Executive Director, Professor at School of Systems and Information Engineering, University of Tsukuba April 2006 Director of Tsukuba Industrial Liaison and Cooperative Research Center, University of Tsukuba October 2011 Professor at Faculty of Engineering, Information and Systems, University of Tsukuba April 2012 Professor Emeritus, University of Tsukuba Specially Designated Professor at College of Engineering, Shibaura Institute of Technology (to the present) June 2012 Guest Researcher for Public Works Research Institute (to the present) July 2012 Advisor for the City of Tsukuba, Ibaraki Prefecture (to the present) March 2014 Director of the Company (to the present) November 2014 President, New Unmanned Construction Technology Research Association (to the present) December 2014 Contract Researcher for New Energy and Industrial Technology Development Organization (to the present) April 2015 Specially Designated Professor at SIT Research Laboratories, Shibaura Institute of Technology (to the present) June 2015 President, New Technology Foundation (to the present) [Significant concurrent positions] President, New Unmanned Construction Technology Research Association President, New Technology Foundation [Reasons for nomination] Mr. Shinichi Yuta has an objective perspective derived from his career outside our industry, and has acquired advanced academic knowledge in the field of information sciences through his activities to promote leading-edge technologies. He has appropriately supervised and advised the Company in its business operations by making use of his viewpoint and knowledge and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	100

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Masaki Shibuya (October 8, 1969) [New candidate]	April 1991 Joined the Company October 2006 Deputy Director of System Development Business Division October 2008 Deputy Director of Technology Division April 2010 Operating Officer April 2015 Executive Operating Officer (to the present) [Reasons for nomination] Mr. Masaki Shibuya has promoted business as COO of Product Development after serving in various business divisions. His experience and knowledge will be indispensable for the management of the Company. Therefore, we nominate him as a new candidate for Director.	5,800

(Notes)

1. Figures for the "Number of shares of the Company held" are as of December 31, 2016.
2. There are no special interests between any of the candidates for Director and the Company.
3. Mr. Tsuneo Futami is currently an Outside Director of the Company and his term of office as Outside Director will have been five (5) years and nine (9) months at the conclusion of this General Meeting of Shareholders.
4. Mr. Shinichi Yuta is currently an Outside Director of the Company and his term of office as Outside Director will have been three (3) years at the conclusion of this General Meeting of Shareholders.
5. The Company has entered into liability limitation agreements with Mr. Tsuneo Futami and Mr. Shinichi Yuta and will renew the agreements if their re-election is approved. The maximum liability limit under each agreement is 10 million yen or the amount provided by laws and regulations, whichever is greater, on the condition that they have respectively conducted their duties in good faith and without gross negligence.
6. For details on the positions and responsibilities of the candidates for Director in the Company, please also see pages 23 through 26.

Proposal 2: Election of One (1) Auditor

The term of office of Mr. Eijiro Ishimura, Auditor, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) Auditor is proposed.

The Board of Auditors has given its approval to this proposal.

The candidate for Auditor is as follows.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Shigemi Ikushima (November 13, 1950) [New candidate]	April 1975 Joined NIKKISO CO., LTD. July 1983 Joined the Company June 1994 Director June 2001 Executive Director June 2004 Senior Executive Director January 2006 Executive Director June 2009 Retired as Director Executive Operating Officer April 2010 Senior Executive Operating Officer June 2010 Senior Executive Director June 2012 Retired as Senior Executive Director Auditor June 2013 Standing Auditor March 2016 Retired as Standing Auditor Advisor (to the present) [Reasons for nomination] Mr. Shigemi Ikushima has acquired a wealth of operational experience at the Company as COO of Administration Division, Internal Control and Risk Management, as well as experience as an Auditor. We expect that he will appropriately perform his duties as an Auditor based on his experience and knowledge. Therefore, we nominate him as a candidate for Auditor.	1,897

(Notes)

1. Figures for the "Number of shares of the Company held" are as of December 31, 2016.
2. There are no special interests between the candidate for Auditor and the Company.
3. If the election of Mr. Shigemi Ikushima is approved, the Company will enter into a liability limitation agreement with him. The maximum liability limit under the agreement is the amount provided by laws and regulations, on the condition that he has conducted his duties in good faith and without gross negligence.

Proposal 3: Granting of Retirement Benefits to a Retiring Auditor

We propose that retirement benefits be granted to Mr. Eijiro Ishimura upon his retirement as an Auditor due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders, to reward him of his services during his term of office as a Standing Auditor, within a certain amount according to the standard provided by the Company.

We also propose that the decisions on the specific amount, time, and method for granting his retirement benefits be entrusted to the consultation of Auditors.

The name and career summary of the retiring Auditor are as follows.

Name	Career summary	
Eijiro Ishimura	June 2009	Standing Auditor of the Company
	June 2013	Auditor (to the present)

(Note) Only the term of office as a Standing Auditor shall be used as a basis for calculating retirement benefits.