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Request for cooperation in preventing spread of COVID-19
In order to ensure safety of shareholders at the General Meeting of Shareholders, we will offer an opportunity for them to remotely attend the meeting via the Internet. Shareholders will be able to speak up by telephone, etc. just as when they attend in person. Thorough preventative measures against the disease will be taken at the meeting. For details, please see page 2.

Securities code: 9749
February 24, 2021

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 51ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

This is to notify you that the 51st Annual General Meeting of Shareholders of FUJI SOFT INCORPORATED (the "Company") will be held for the purposes as described below.

Instead of attending 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 11, 2021, Japan Time.

1. **Date and Time:** Friday, March 12, 2021 at 3:00 p.m., Japan time (reception starts at 2:00 p.m.)
2. **Place:** FUJISOFT AKIBA HALL, 5F, FUJISOFT 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 51st Fiscal Year (January 1, 2020 - December 31, 2020) 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 51st Fiscal Year (January 1, 2020 - December 31, 2020)

Proposals to be resolved:

Proposal 1: Election of Nine (9) Directors
Proposal 2: Election of One (1) Auditor
Proposal 3: Granting of Retirement Benefits to a Retiring Director
Proposal 4: Granting of Retirement Benefits to a Retiring Auditor

4. **Matters Decided upon Convocation with regard to the Exercise of Voting Rights:**
   (1) You can exercise your voting rights by attending the meeting, either in person or via the Internet, or in writing or by voting via the Internet in advance of the meeting.
   (2) 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.
   (3) If you exercise your voting rights in advance via the Internet more than once, only your final vote shall be counted as valid.
   (4) If you exercise your voting rights in advance both via the Internet and by submitting a Voting Rights Exercise Form, your votes via the Internet shall be counted as valid.
   (5) Please note that if you exercise your voting rights in advance in writing or via the Internet and attend the meeting, either in person or via the Internet, the voting rights you have exercised in advance shall be invalidated.
   (6) 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:**
  Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting (Opens at 3:00 p.m. on Friday, March 12, 2021).

  Shareholders can attend the meeting via the Internet, but (i) the Company allows only shareholders in Japan to attend the meeting via the Internet, considering issues related to IT systems and communication environments, and (ii) the system it offers is available in Japanese only.

- **If you do not attend the meeting in person:**
  If you do not attend the General Meeting of Shareholders in person or via the Internet, you can exercise your voting rights in advance either in writing or via the Internet.

(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 11, 2021, Japan time.

(2) Voting via the Internet:

Please access our designated website for exercising voting rights (https://evote.tr.mufg.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 11, 2021, Japan time.

* You can read this Notice of Convocation using a PC, a smartphone, or a tablet device.

The following items are posted on the Company's website on the Internet (Japanese only), according to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company and are not included in the documents attached to this Notice of Convocation of the Annual General Meeting of Shareholders:

- "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" and the "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- The "Non-consolidated Statements of Changes in Net Assets" and the "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

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 and other appendices will be posted on the Company's website.
https://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 Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The candidates for Director are as follows and matters concerning each candidate for Director are stated on pages 4 through 10.

No.	Name		Age	Current positions in the Company	Attendance at the Board of Directors meetings
1	Hiroshi Nozawa	(Reappointment)	78	Chairman Director	100.0% (17/17)
2	Satoyasu Sakashita	(Reappointment)	59	President & Representative Director	100.0% (17/17)
3	Masaki Shibuya	(Reappointment)	51	Director & Senior Executive Operating Officer	100.0% (17/17)
4	Seto Arai	(Reappointment)	54	Director & Senior Executive Operating Officer	100.0% (17/17)
5	Motohiro Harai	(Reappointment)	59	Director & Executive Operating Officer	100.0% (17/17)
6	Shinichi Yuta	(Reappointment) Outside Independent	72	Director	100.0% (17/17)
7	Minoru Koyama	(Reappointment) Outside Independent	66	Director	100.0% (17/17)
8	Tateki Oishi	(Reappointment) Outside Independent	65	Director	100.0% (17/17)
9	Mari Morimoto	(New candidate)	47	Operating Officer	-

(Notes)

1. The age given for the candidates for Director represents their full age as of the conclusion of this General Meeting of Shareholders.
2. Mr. Shinichi Yuta, Mr. Minoru Koyama and Mr. Tateki Oishi are the candidates for Outside Director. If they assume office as Outside Directors, they will become independent officers under the provisions of the Tokyo Stock Exchange.
3. Director candidate Mari Morimoto's name on the family registry is Mari Ishibashi.

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) [Reappointment]	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 March 2020 Chairman 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.	1,745,330
2	Satoyasu Sakashita (July 22, 1961) [Reappointment]	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.	10,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Masaki Shibuya (October 8, 1969) [Reappointment]	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, General Manager of Robot Business Promotion Department, and General Manager of R&D Section April 2013 Executive Operating Officer, and Director of Robot Business Department March 2017 Director & Executive Operating Officer, and Director of Product Service Business Division April 2018 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management, and COO of Sales Manufacturing April 2019 Director & Senior Executive Operating Officer (to the present) Assistant of Representative Director in Corporate Management, and COO of Sales & Administration (to the present) [Reasons for nomination] Mr. Masaki Shibuya has promoted business as COO of Product Development, Sales Manufacturing, etc. 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 candidate for Director.	1,600
4	Seto Arai (January 9, 1967) [Reappointment]	October 2002 Joined the Company October 2007 Deputy Director of Industrial System Business Department, IT Business Division April 2009 Director of Enterprise System Business Department, IT Business Division October 2012 Deputy Director of Solution Business Division & General Manager of Technology Support Department April 2013 Operating Officer, Deputy Director of Solution Business Division, and General Manager of Technology Support Department April 2015 Director, FUJISOFT CHINA Corp. (to the present) October 2015 Operating Officer, and Director of Solution Business Division April 2016 Executive Operating Officer, and Director of Solution Business Division March 2018 Director & Executive Operating Officer, and Director of Solution Business Division April 2019 Director & Senior Executive Operating Officer (to the present) Assistant of Representative Director in Corporate Management, and COO of Technology & Production (to the present) [Significant concurrent position] Director, FUJISOFT CHINA Corp. [Reasons for nomination] Mr. Seto Arai has a wealth of business experience in the system establishment field, a core of the Company's business. His experience and knowledge will be indispensable for the management of the Company in its work to further expand the Company's business in the information service industry. Therefore, we nominate him as a candidate for Director.	600

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Motohiro Harai (January 26, 1962) [Reappointment]	March 2004 Joined the Company October 2007 Director of Regenerative Medicine Research & Business Division, Solution Business Division April 2012 Operating Officer, General Manager of Health Care Department, Product Service Business Division, and Director of Regenerative Medicine Research & Business Division April 2013 Operating Officer, Deputy Director of Product Service Business Division, and Director of Regenerative Medicine Research & Business Division March 2016 President and Representative Director, FUJISOFT Tissue Engineering Co., Ltd. (to the present) April 2016 Executive Operating Officer, and Director of Regenerative Medicine Research & Business Division May 2016 Visiting Professor at Chiba University (to the present) October 2017 Executive Operating Officer, and COO of Regenerative Medicine Research & Business Division November 2017 Visiting Professor at Kochi Medical School (to the present) March 2018 Director & Executive Operating Officer (to the present) COO of Regenerative Medicine Business (to the present) [Significant concurrent position] President and Representative Director, FUJISOFT Tissue Engineering Co., Ltd. [Reasons for nomination] Mr. Motohiro Harai is a leading person in the regenerative medicine field, has started up the Company's regenerative medicine division from scratch, and has been driving business development for commercialization of regenerated cartilage created from autologous cells for implant applications. His experience and knowledge are indispensable for the Company to further expand the regenerative medicine business. Therefore, we nominate him as a candidate for Director.	1,700

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Shinichi Yuta (March 28, 1948) [Reappointment] [Outside Director] [Independent Officer]	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 June 2012 Guest Researcher for Public Works Research Institute (currently National Research and Development Agency Public Works Research Institute) (to the present) March 2014 Outside Director (to the present) November 2014 President, New Unmanned Construction Technology Research Association (to the present) April 2015 Specially Designated Professor at SIT Research Laboratories, Shibaura Institute of Technology June 2015 President, New Technology Foundation (to the present) April 2018 Visiting Professor at SIT Research Laboratories, Shibaura Institute of Technology (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.	800

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Minoru Koyama (September 12, 1954) [Reappointment] [Outside Director] [Independent Officer]	April 1977 Joined Amano Corporation April 1991 General Manager of Yokohama Factory, Amano Corporation April 1996 Vice President, Amano Cincinnati, Inc. (USA) April 1999 General Manager of Yokohama Procurement, Amano Corporation June 2001 Director, Amano Corporation April 2004 Director & General Manager of General Affairs, Amano Corporation April 2008 Director & Managing Operating Officer, Amano Corporation April 2009 Director & Managing Operating Officer; General Manager of General Affairs and Supervisory of Yokohama Factory, Tsukui Factory and Shanghai Production, Amano Corporation April 2011 Director & Managing Operating Officer; Global Production Supervisory and Factory Operations Supervisory, Amano Corporation April 2014 Director & Managing Operating Officer; Global Manufacturing Supervisory and Time Products Manufacturing Supervisory, Amano Corporation June 2016 Advisor, Amano Corporation March 2019 Outside Director (to the present) [Reasons for nomination] Mr. Minoru Koyama has a wealth of experience and a wide range of knowledge as an executive manager. He 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.	600

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Tateki Oishi (November 30, 1955) [Reappointment] [Outside Director] [Independent Officer]	April 1979 Joined CASIO COMPUTER CO., LTD. June 2002 Operating Officer and Deputy Director of Communications Department, CASIO COMPUTER CO., LTD. April 2004 President & Representative Director, CASIO Hitachi Mobile Communications Co., Ltd. June 2010 Director & Senior Executive Operating Officer, NEC CASIO Mobile Communications, Ltd. June 2015 Outside Director, Cyber Com Co., Ltd. Outside Director, VINX CORP March 2019 Outside Director (to the present) [Reasons for nomination] Mr. Tateki Oishi has a wealth of business experience related to the industry and a wide range of knowledge in ICT. He 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.	0
9	Mari Morimoto (January 1, 1974) [New candidate]	April 1996 Joined the Company April 2012 General Manager of MS Department, Solution Business Division October 2013 Director of MS Business Department April 2017 Deputy Director of Sales Division April 2018 Operating Officer and Deputy Director of Sales Division (to the present) June 2019 Outside Director, ACE SECURITIES CO., LTD. (to the present) [Significant concurrent position] Outside Director, ACE SECURITIES CO., LTD. [Reasons for nomination] Ms. Mari Morimoto has promoted business as Deputy Director of Sales Division after serving in various business divisions. Her experience and knowledge will be indispensable for the management of the Company. Therefore, we nominate her as a candidate for Director.	100

(Notes)

1. Figures for the “Number of shares of the Company held” are as of December 31, 2020.
2. There are no special interests between any of the candidates for Director and the Company.
3. Mr. Shinichi Yuta will have served as Outside Director of the Company for seven (7) years at the conclusion of this General Meeting of Shareholders. Mr. Minoru Koyama and Mr. Tateki Oishi will have served as Outside Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.
4. When the Company nominates the candidates for Director, the Management Conference, a body that includes Outside Directors, deliberates on the nomination pursuant to the Standard for Personnel Affairs of Officers prior to the resolution of the Board of Directors.
5. The Company makes it a rule to nominate persons who can supervise and advise the Company from outside and impartial perspectives and who have high-level insight and a wealth of knowledge and experience in their particular areas, in addition to following the standards for independence of independent officers set forth in the regulations of the Tokyo Stock Exchange, as the standards for independence of an Outside Director.
6. Mr. Shinichi Yuta, Mr. Minoru Koyama, and Mr. Tateki Oishi are the candidates for Outside Director. If they assume office as Outside Directors, they will become independent officers pursuant to the provisions of the Tokyo Stock Exchange.
7. The Company has entered into liability limitation agreements with Mr. Shinichi Yuta, Mr. Minoru Koyama and Mr. Tateki Oishi 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.
8. Director candidate Mari Morimoto’s name on the family registry is Mari Ishibashi.

Proposal 2: Election of One (1) Auditor

Mr. Masataka Yamaguchi, Auditor, will resign from his position at the conclusion of this General Meeting of Shareholders. Accordingly, election of one (1) Auditor is proposed.

This proposal has been approved by the Board of Auditors.

The candidate for Auditor is as follows.

Name	Age	Current positions in the Company	Attendance at the Board of Directors meetings	Attendance at the Board of Auditors meetings
Hiroyuki Kimura (New candidate)	60	Executive Operating Officer	-	-

(Note) The age given for the candidate for Auditor represents his full age as of the conclusion of this General Meeting of Shareholders.

Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
Hiroyuki Kimura (August 23, 1960) [New candidate]	March 1986	Joined Memorex Japan Ltd.	2,400
	January 1996	Joined the Company	
	April 2008	Director of Solution Business Division	
	October 2009	General Manager of Solution Unit, Solution Business Group	
	April 2010	Operating Officer and Head of Solution Business Group	
	April 2012	Operating Officer and Deputy Director of Product Service Business Division	
	January 2014	Operating Officer and Director of Facility Business Department	
	April 2018	Executive Operating Officer and Director of Facility Business Department	
	April 2020	Executive Operating Officer (to the present) COO of Facility Business (to the present)	
	[Reasons for nomination] Mr. Hiroyuki Kimura, who currently supervises Facility Business, has acquired a wealth of operational experience after serving in various business divisions of the Company. He is expected to perform his duties as an Auditor of the Company. Therefore, we nominate him as a candidate for Auditor.		

(Notes)

1. Figures for the "Number of shares of the Company held" are as of December 31, 2020.
2. There are no special interests between Mr. Hiroyuki Kimura and the Company.
3. If Mr. Kimura assumes office as Auditor, the Company will enter into a liability limitation agreement with him. The maximum liability limit under the agreement is the minimum 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 Director

We propose that retirement benefits of 4,950,000 yen be granted to Mr. Yoshiharu Shiraishi, in accordance with the standard provided by the Company, upon his retirement as Director due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders, to reward him of his service during his term of office.

We also propose that the decisions on the time and method for granting the benefits be entrusted to the Board of Directors.

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

Name	Career summary	
Yoshiharu Shiraishi	March 2018	Director & Executive Operating Officer of the Company (to the present)

Proposal 4: Granting of Retirement Benefits to a Retiring Auditor

We propose that in accordance with the standard provided by the Company, retirement benefits of 4,000,000 yen be granted to Mr. Masataka Yamaguchi, who will resign as Standing Auditor at the conclusion of this General Meeting of Shareholders, to reward him of his service during his term of office.

We also propose that the decisions on the time and method for granting the benefits be entrusted to Auditors' discussion.

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

Name	Career summary	
Masataka Yamaguchi	March 2016	Standing Auditor of the Company (to the present)