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Securities Code: 6134

June 11, 2020

## FUJI CORPORATION

19 Chausuyama, Yamamachi, Chiryu, Aichi, Japan

Shinsuke Suhara, President & COO

### Notice of Convocation of the 74th Ordinary General Meeting of Shareholders

To Our Shareholders:

We are pleased to announce that the 74th Ordinary General Meeting of Shareholders of FUJI CORPORATION (the “Company”) will be held as detailed below.

**Instead of attending the Meeting in person, you may exercise your voting rights in writing (by postal mail) or via the internet. Please review the “Reference Material for the General Meeting of Shareholders” described below and exercise your voting rights by 6:00 p.m., Thursday, June 25, 2020.**

#### Meeting Details

- 1. Date & Time:** 10:00 a.m. on Friday, June 26, 2020 (Reception is scheduled to start at 9:30 a.m.)
- 2. Place:** Grand Hall, 7th floor of the Corporate Headquarters  
19 Chausuyama, Yamamachi, Chiryu, Aichi, Japan

#### 3. Objectives of Meeting:

##### Matters to be reported:

1. Presentation of the Business Report, Consolidated Financial Statements and Findings of Audits on Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board for the 74th Business Period (from April 1, 2019 to March 31, 2020)
2. Presentation of the Non-consolidated Financial Statements for the 74th Business Period (from April 1, 2019 to March 31, 2020)

##### Matters to be resolved:

- |                    |   |
|--------------------|---|
| <b>Proposal 1:</b> | Appropriation of Surplus                                    |
| <b>Proposal 2:</b> | Election of Nine Board Members                              |
| <b>Proposal 3:</b> | Election of One Substitute Audit & Supervisory Board Member |

When you attend the Meeting in person on the day, we kindly request you to submit the enclosed Voting Card to the reception desk at the meeting venue.

Please note that any changes to the Reference Material for the General Meeting of Shareholders as well as the Business Report, Non-consolidated/Consolidated Financial Statements will be posted on the Company’s website at <https://www.fuji.co.jp/>.

## Information on Exercise of Voting Rights

Voting rights at the General Meeting of Shareholders are principal rights of shareholders.

Please exercise your voting rights after examining the attached Reference Material for the General Meeting of Shareholders.

You may exercise your voting rights by one of the following three methods.

### Attending the General Meeting of Shareholders

Please submit the enclosed Voting Card to the reception desk at the meeting venue.

#### **Date and time**

10:00 a.m. on Friday, June 26, 2020  
(Reception is scheduled to start at 9:30 a.m.)

### Exercising voting rights in writing (by postal mail)

Please indicate your approval or disapproval of each proposal on the enclosed Voting Card and return it without affixing a stamp.

#### **Deadline**

Must be received no later than 6:00 p.m. on Thursday, June 25, 2020

### Exercising voting rights via the internet

Please indicate your approval or disapproval of each proposal in accordance with the instructions on the following page.

#### **Deadline**

All data entry to be completed no later than 6:00 p.m. on Thursday, June 25, 2020

## How to fill out the Voting Card

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### **Proposals 1 and 3:**

If you approve:

Put a circle in the box marked “贊” [Approve].

If you disapprove:

Put a circle in the box marked “否” [Disapprove].

### **Proposal 2:**

If you approve all candidates:

Put a circle in the box marked “贊” [Approve].

If you disapprove all candidates:

Put a circle in the box marked “否” [Disapprove].

If you selectively disapprove certain candidates:

Put a circle in the box marked “贊” [Approve], and also write the candidate number for each candidate you disapprove.

Please note that your online vote will prevail should you exercise your voting rights both in writing (by postal mail) and via the internet. If you exercise your voting rights more than once via the internet, only the last vote shall be deemed valid.

## Guidance for Exercising Voting Rights via the Internet

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### Scanning the QR Code

You can log in to the website for the exercise of voting rights without entering the login ID or temporary password printed on the Voting Card.

1. Please scan the QR Code printed on the Voting Card.

\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

#### **Note that you can log in to the website only once by using the QR Code.**

If you wish to redo your vote or exercise your voting rights without using the QR Code, please refer to “Entering login ID and temporary password” below.

### Entering login ID and temporary password

Voting website: <https://evote.tr.mufg.jp/>

1. Please access the website for exercise of voting rights.
2. Log in by entering your “login ID” and “temporary password” presented on the Voting Card.
3. Register a new password.
4. Please follow the directions that appear on the screen to input approval or disapproval to each proposal.

If you have questions about the use of a computer, smartphone or mobile phone for exercising your vote via the internet, please contact

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

0120-173-027 (Japanese-language only)  
(Toll-free only from Japan / Hours: 9:00 a.m. to 9:00 p.m.)

## Reference Material for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

With regard to the Company's basic policy for profit distribution, we strive to maintain stable dividends, paying attention to capital demands for future business development as well as considering the continuous return of profits to shareholders as one of the most important management measures. Retained earnings are used for proactive investments for further growth and expansion, such as developing next-generation products and building a production structure anticipating the digital revolution, as well as to improve and strengthen the Company's business structure. In addition, we will keep in mind that we ensure sufficient liquidity on hand in preparation for contingencies because we are concerned about the risk of credit contraction among other risks in the financial market if the stagnation of worldwide economic activities becomes prolonged as a result of the spread of infection of the novel coronavirus (COVID-19).

Based on the basic policy for profit distribution, we would like to propose to pay year-end dividends for the 74th business period as follows.

#### Details of the year-end dividends

- (1) Type of assets distributed as dividends: Cash
- (2) Allocation of assets distributed as dividends and the total amount thereof: ¥30 per share of the Company's common stock  
Please note that the total of the dividends will amount to ¥2,740,339,200.  
As a result, the annual dividend for the current fiscal year is ¥50 per share, including the interim dividend of ¥20.
- (3) Effective date of dividend distribution from surplus: Monday, June 29, 2020

**Proposal 2: Election of Nine Board Members**

The term of office of all eight Board Members expires at the close of this ordinary general meeting of shareholders. Accordingly, the Company proposes the election of nine Board Members including three Outside Board Members, by increasing the number of Outside Board Members by one in order to strengthen the management structure.

Candidates for Board Members are as follows.

Candidate number		Name	Position and primary responsibility in the Company	
1	Reappointment	Nobuyuki Soga	Chairman & CEO	
2	Reappointment	Shinsuke Suhara	President & COO General Manager, Robotic Solutions Division	
3	Reappointment	Hajime Ezaki	Board Member, Managing Executive Officer Deputy General Manager, Machine Tools Division	
4	Reappointment	Masaaki Sugiura	Board Member, Executive Officer Deputy General Manager, Robotic Solutions Division	
5	Reappointment	Mitsuji Tatsumi	Board Member, Executive Officer Manager, Accounting Department	
6	New appointment	Junichi Kano	Executive Officer Manager, Business Administration Department	
7	Reappointment	Nobuko Kawai	Outside Board Member	Outside Board Member Independent Director
8	Reappointment	Hideaki Tamada	Outside Board Member	Outside Board Member Independent Director
9	New appointment	Shoji Mizuno		Outside Board Member Independent Director

Candi- date number	Name (Date of birth)	Career summary, position and responsibility in the Company (Position and representation of other companies)		Number of the Company’s shares owned
1	Nobuyuki Soga (February 26, 1952)	April 1975	Entered the Company	25,310
		April 1997	Manager, Planning and Management Office	
		April 2006	Manager, Business Planning Office, Electronics Assembly Equipment Division	
		June 2007	Board Member, Executive Officer	
		June 2008	Board Member, Managing Executive Officer	
		June 2009	President & CEO	
		June 2019	Chairman & CEO (Present post)	
	(Reason for nomination as a candidate for Board Member) Nobuyuki Soga has properly supervised management and made decisions on important matters as Chairman & CEO and has contributed to the expansion of business since 2019. In addition, he is currently working on enhancing corporate value by formulating and promoting the medium-term management plan; thereby he is re-nominated as a candidate for Board Member.			
2	Shinsuke Suhara (October 3, 1957)	April 1981	Entered the Company	5,779
		April 2004	Manager, Development Department 1, Electronics Assembly Equipment Division	
		June 2008	Executive Officer; Deputy General Manager, Electronics Assembly Equipment Division; Manager, General Engineering Department 1	
		June 2010	Board Member, Executive Officer	
		June 2012	Board Member, Managing Executive Officer	
		June 2013	Board Member, Managing Executive Officer; General Manager, Electronics Assembly Equipment Division (Currently Robotic Solutions Division)	
		June 2015	Board Member, Senior Managing Executive Officer	
		June 2018	Board Member, Vice President, Executive Officer	
		June 2019	President & COO; General Manager, Robotic Solutions Division (Present post)	
	(Reason for nomination as a candidate for Board Member) Shinsuke Suhara has served as Manager of Development Department, Manager of General Engineering Department, General Manager of Robotic Solutions Division, etc., and has executed the Company’s business operations as President & COO since 2019. The Company believes that he will be able to utilize his experience and knowledge cultivated through his career in management of the Company; thereby he is re-nominated as a candidate for Board Member.			

Candi- date number	Name (Date of birth)	Career summary, position and responsibility in the Company (Position and representation of other companies)		Number of the Company’s shares owned
3	Hajime Ezaki (October 5, 1957)	April 1980	Joined Nichimen Co., Ltd (Currently Sojitz Corporation)	3,250
		November 2003	Entered the Company	
		April 2007	Manager, International Sales Department 2, International Management Department, Electronics Assembly Equipment Division	
		June 2011	Executive Officer; Manager, Planning and Management Office	
		March 2014	Executive Officer; Manager, Marketing and Strategic Planning Department	
		June 2015	Board Member, Executive Officer	
		January 2018	Board Member, Executive Officer; Deputy General Manager, Machine Tools Division; Manager, Sales Department	
		June 2019	Board member, Managing Executive Officer; Deputy General Manager, Machine Tools Division; Manager, Sales Department (Present post)	
		[Representation of Other Companies] Chairman, Fuji Machine America Corporation Chairman, Kunshan Fuji Machine Mfg. Co., Ltd.		
(Reason for nomination as a candidate for Board Member) Hajime Ezaki has served as Manager of Sales Department, Manager of Planning and Management Office, Manager of Marketing and Strategic Planning Department, etc., and has extensive job experience in sales and public relations. The Company believes that he will be able to utilize his experience and knowledge cultivated through his career in management of the Company; thereby he is re-nominated as a candidate for Board Member.				
4	Masaaki Sugiura (August 10, 1961)	April 1986	Entered the Company	2,125
		April 1993	Manager, European Representative Office	
		April 2004	President, Fuji Machine Manufacturing (Europe) GmbH	
		April 2011	Manager, Sales Department 3, General Sales Department, Electronics Assembly Equipment Division	
		April 2015	Executive Officer; Manager, Sales Department 1, Electronics Assembly Equipment Division (Currently Robotic Solutions Division)	
		June 2018	Board Member, Executive Officer; Deputy General Manager, Robotic Solutions Division; Manager, Sales Department 1 (Present post)	
		[Representation of Other Companies] Chairman, Fuji Machine China Co., Ltd. Chairman, FUJI INDIA CORPORATION PRIVATE LIMITED		
(Reason for nomination as a candidate for Board Member) Masaaki Sugiura has served as President of a subsidiary, Manager of Sales Department, etc. and has extensive job experience in sales. The Company believes that he will be able to utilize his experience and knowledge cultivated through his career in management of the Company; thereby he is re-nominated as a candidate for Board Member.				

Candi- date number	Name (Date of birth)	Career summary, position and responsibility in the Company (Position and representation of other companies)		Number of the Company’s shares owned
5	Mitsuji Tatsumi (April 12, 1958)	April 1982	Joined Dainippon Screen Mfg. Co., Ltd. (Currently SCREEN Holdings Co., Ltd.)	11,170
		December 2009 April 2010	Entered the Company Manager, Accounting Department, Management Division	
		July 2012	Executive Officer; Manager, Accounting Department	
		June 2014	Board Member, Executive Officer; Manager, Accounting Department (Present post)	
(Reason for nomination as a candidate for Board Member) Mitsuji Tatsumi has served as Manager of Accounting Department, etc., and based on his extensive job experience, he is engaged in management as a supervisor of finance and accounting departments. The Company believes that he will be able to utilize his experience and knowledge, especially accounting expertise cultivated through his career in management of the Company; thereby he is re- nominated as a candidate for Board Member.				
6	Junichi Kano (April 17, 1963)  New appointment	April 1986 February 1987 April 2012	Joined OSG Corporation Entered the Company Manager, Sales Department 2, General Sales Department, Electronics Assembly Equipment Division; Chairman, Fuji America Corporation	1,920
		April 2015  April 2017 July 2017	Manager, Sales Department 2, Electronics Assembly Equipment Division; Chairman, Fuji America Corporation; Chairman, Fuji Machine Manufacturing (Europe) GmbH Manager, President’s Office Executive Officer; Manager, President’s Office (Currently Business Administration Department) (Present post)	
(Reason for nomination as a candidate for Board Member) Junichi Kano has served as Manager of Sales Department, Chairman of a subsidiary, Manager of Business Administration Department, etc. and has extensive job experience in sales and public relations. The Company believes that he will be able to utilize his experience and knowledge cultivated through his career in management of the Company; thereby he is nominated as a candidate for Board Member.				



Candi- date number	Name (Date of birth)	Career summary, position and responsibility in the Company (Position and representation of other companies)		Number of the Company's shares owned
7	Nobuko Kawai (December 5, 1961)  Outside Board Member Independent Director	April 1992	Registered as a lawyer Joined Nishimura & Sanada Law Office	1,389
		April 1998	Established Nobuko Kawai Law Office (Representative) (Present post)	
		April 2002	Contract Lawyer, The Japan Center for Settlement of Traffic Accident Disputes (Present post)	
		April 2009	Vice Chairman, Aichi Bar Association	
		April 2012	Professor, Nagoya University Graduate School of Law	
		June 2015	Outside Board Member of the Company (Present post)	
		[Representation of Other Companies] Representative, Nobuko Kawai Law Office Outside Board Member, IBIDEN Co., Ltd.		
		(Reason for nomination as a candidate for Outside Board Member) Although Nobuko Kawai does not have experience in corporate management other than as an Outside Board Member, the Company believes that she would be able to utilize her expertise and experience as a lawyer to be adequately involved in decision making on its management issues and supervision over the execution of its operations. Thereby, she is re-nominated as a candidate for Outside Board Member.		
8	Hideaki Tamada (January 2, 1947)  Outside Board Member Independent Director	April 1970	Joined SANYO Electric Co., Ltd.	1,463
		May 1995	President, SANYO Energy (EUROPE) Corporate GmbH	
		October 2006	President, SANYO Europe Ltd.	
		November 2011	Advisor, TONG SAN ELECTRIC CO., LTD.	
		June 2019	Outside Board Member of the Company (Present post)	
		(Reason for nomination as a candidate for Outside Board Member) Hideaki Tamada has a wealth of sales experience in Japan and overseas, as well as extensive knowledge as a manager. The Company believes that he will be able to take advantage of this experience to be adequately involved in decision making on its management issues and supervision over the execution of its operations. Thereby, he is re-nominated as a candidate for Outside Board Member.		

Candidate number	Name (Date of birth)	Career summary, position and responsibility in the Company (Position and representation of other companies)	Number of the Company's shares owned
9	Shoji Mizuno (February 28, 1955) New appointment Outside Board Member Independent Director	<p>April 1977      Joined MARUBUN CORPORATION</p> <p>March 2005      CEO and Representative Director, Marubun Semicon Corporation</p> <p>June 2011      Executive Vice President and Representative Director, MARUBUN CORPORATION</p> <p>January 2012      Senior Executive Vice President, Representative Director, MARUBUN CORPORATION</p> <p>June 2013      Chief Executive Officer, Representative Director, MARUBUN CORPORATION</p> <p>January 2020      Vice President, MARUBUN CORPORATION (Present post) (Scheduled to retire on June 25, 2020)</p>	—
(Reason for nomination as a candidate for Outside Board Member) Shoji Mizuno has a wealth of sales experience and extensive knowledge as a manager. The Company believes that he will be able to take advantage of this experience to be adequately involved in decision making on its management issues and supervision over the execution of its operations. Thereby, he is nominated as a candidate for Outside Board Member.			

- Notes:
- These candidates have no particular interests in the Company.
  - Matters on candidates for Outside Board Members
    - Nobuko Kawai, Hideaki Tamada, and Shoji Mizuno are candidates for Outside Board Members.
    - Nobuko Kawai and Hideaki Tamada are incumbent Outside Board Members of the Company. The length of service of Ms. Kawai and Mr. Tamada as Outside Board Members will be five years and one year, respectively, at the close of this ordinary general meeting of shareholders.
    - Pursuant to Article 427, paragraph (1) of the Companies Act, agreements to limit the liability for damages set forth in Article 423, paragraph (1) of the said act are entered into between the Company and both of the candidates, Nobuko Kawai and Hideaki Tamada. When they are reappointed, the Company intends to continue the agreements with them. In addition, when Shoji Mizuno is appointed, the Company intends to conclude the agreement with him. The limit of the liability for damages under the agreement will be the amount stipulated in applicable laws and regulations.
    - The Company has designated Nobuko Kawai and Hideaki Tamada as Independent Directors according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has notified said Exchanges of that. In addition, when Shoji Mizuno is appointed, the Company will designate him as an Independent Director according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and will notify said Exchanges of that.
  - The number of the Company's shares owned by each candidate indicates the number of shares as of the end of the current fiscal year (March 31, 2020). In addition, the number presented includes the equities of the candidate in the Company's officer stock ownership or employee stock ownership.

### Proposal 3: Election of One Substitute Audit & Supervisory Board Member

The Company proposes that one Substitute Audit & Supervisory Board Member be elected in case of a vacancy in the statutory number of Audit & Supervisory Board Members.

As long as it occurs before he assumes office, the election of this Substitute Audit & Supervisory Board Member can be nullified by a resolution of the Board of Directors, with the consent of the Audit & Supervisory Board.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary and position in the Company (Position and representation of other companies)		Number of the Company's shares owned
Masaaki Abe (October 31, 1960)  Substitute Outside Audit & Supervisory Board Member Independent Auditor	April 1990 April 1992  November 1992  December 2011	Registered as a Certified Public Accountant Established Masaaki Abe Certified Public Accountant Office (Representative) Registered as a Certified Tax Accountant Established Masaaki Abe Certified Tax Accountant Office (Representative) Established Abe Certified Tax Accounting Corporation (Representative) (Present post)	—
(Reason for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member) Although Masaaki Abe has no corporate management experience, the Company believes that he will be able to utilize his expertise and experience as a Certified Public Accountant and Certified Tax Accountant to reinforce the auditing system of the Company; thereby he is re-nominated as Substitute Audit & Supervisory Board Member.			

- Notes:
1. This candidate has no particular interests in the Company.
  2. Matters on the candidate for Substitute Outside Audit & Supervisory Board Member
    - (1) Masaaki Abe is a candidate for Substitute Outside Audit & Supervisory Board Member.
    - (2) Pursuant to Article 427, paragraph (1) of the Companies Act, the Company will conclude an agreement to limit the liability for damages set forth in Article 423, paragraph (1) of the said act with Masaaki Abe if he assumes the office of Audit & Supervisory Board Member. The limit of the liability for damages under the agreement will be the amount stipulated in applicable laws and regulations.
    - (3) Masaaki Abe satisfies the qualifications for Independent Auditor according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange.