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Securities Code (in Japan) 6945  
June 2, 2020

**To Our Shareholders:**

Hiromu Kawakami  
President and Representative Director  
**FUJITSU FRONTTECH LIMITED**  
1776 Yanokuchi, Inagi-shi, Tokyo

## **NOTICE OF CONVOCAION OF THE 105th ANNUAL SHAREHOLDERS' MEETING**

You are cordially notified that the 105th Annual Shareholders' Meeting of FUJITSU FRONTTECH LIMITED (the "Company") will be held for the purposes as described below.

**If you are unable to attend the Annual Shareholders' Meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the Annual Shareholders' Meeting, indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form so that it is received by 5:30 p.m. on Monday, June 22, 2020, Japan time.**

1. **Date and Time:** Tuesday, June 23, 2020 at 10:00 a.m.
2. **Place:** The Company's headquarters, located at  
1776 Yanokuchi, Inagi-shi, Tokyo, Japan
3. **Meeting Agenda:**
  - Matters to be reported:** The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 105th fiscal year (April 1, 2019 -March 31, 2020)
  - Proposals to be resolved:**
    - Proposal No. 1:** Election of Five Directors (excluding Directors Concurrently Serving as Audit & Supervisory Committee Members)
    - Proposal No. 2:** Election of Three Directors Concurrently Serving as Audit & Supervisory Committee Members
    - Proposal No. 3:** Payment of Bonuses to Directors
4. **Guide to Exercise of Voting Rights**  
(Please refer to [Guide to Exercise of Voting Rights] on the next page.)

## **Guide to Exercise of Voting Rights**

### **Shareholders who are able to attend the Annual Shareholders' Meeting**

Date and Time of Shareholders' Meeting: Tuesday, June 23, 2020 at 10:00 a.m.

Please submit the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Annual Shareholders' Meeting. Please also bring this brochure with you as material for the Meeting.

### **Shareholders who are not able to attend the Annual Shareholders' Meeting**

By postal mail

Deadline for exercising voting rights: Monday, June 22, 2020 at 5:30 p.m.

Please indicate your votes "for" or against" for each of the proposals on the enclosed Voting Rights Exercise Form, tear it off as shown below, and return it so that it is received by the aforementioned deadline.

If your Voting Rights Exercise Form has no indication for or against the proposals, it is deemed as you expressed your intention to vote for the proposals.

- When attending the Annual Shareholders' Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Annual Shareholders' Meeting.
- If you are unable to attend the Annual Shareholders' Meeting, you may appoint another shareholder of the Company who holds a voting right as your proxy. In so doing, a document certifying the proxy is required to be submitted to the Company.
- In accordance to the laws and regulations, and provisions of Article 15 of the Company's Articles of Incorporation, of the documents accompanying this Notice of Convocation, "Matters Concerning Subscription Rights to Shares," "System to Ensure Appropriate Business Operations," "Overview of the Status of the System to Ensure Appropriate Business Operations," "List of Explanatory Notes to the Consolidated Financial Statements" and "List of Explanatory Notes to the Non-consolidated Financial Statements" are posted on the Company's website (in Japanese only), and not indicated on this Notice of Convocation.
- Any updates to the Reference Documents for the Annual Shareholders' Meeting, the Business Report, and the Consolidated and Non-consolidated Financial Statements will be posted on the Company's website (in Japanese only).

The Company's website: <https://www.fujitsu.com/jp/group/frontech/about/ir/>

## **Guidelines on Measures against the Novel Coronavirus Disease (COVID-19)**

To prevent the infection of COVID-19, the Company will prioritize the safety of our shareholders and implement the following prevention measures.

### **<Request to Shareholders>**

- Shareholders are kindly asked to exercise their voting rights in writing in advance and consider refraining from attending the meeting in person. In particular, elderly persons, persons with underlying illnesses, and pregnant women are requested to make careful decisions.
- Shareholders planning to attend the meeting in person are requested to check the infection spread status in Japan and their own health conditions on the date of the meeting, and take appropriate measures to prevent infections such as bringing and wearing masks.
- We may ask shareholders to take their temperature at the reception of the venue.
- We may implement measures such as restricting admission of shareholders who are found to have a fever and appear to have poor health, as well as those who are unwilling to comply with our prevention measures against COVID-19.
- The number of available seats will be considerably reduced from previous years to allow sufficient spacing between shareholders at the venue of the meeting. For this reason, we may need to restrict admission of shareholders who come to the venue to attend the meeting.

### **<The Company's Response to COVID-19>**

- The officers and operating staff will take measures such as wearing masks to prevent infection.
- Hand sanitizers will be available for shareholders at the venue of the meeting.
- We plan to streamline and simplify the proceeding of the meeting and shorten the duration of the meeting.
- A social gathering for shareholders and officers as well as product exhibition after the meeting will be cancelled.

Any significant changes to the operation of the Annual Shareholders' Meeting due to changes in circumstances in the future will be posted on the Company's website.

The Company's website: <https://www.fujitsu.com/jp/group/frontech/about/ir/>

We apologize to our shareholders for any inconvenience, and appreciate your kind understanding.

# Reference Documents for the Annual Shareholders' Meeting

## Proposals and References

### Proposal No. 1: Election of Five Directors (excluding Directors Concurrently Serving as Audit & Supervisory Committee Members)

As the terms of office of Directors (excluding Directors concurrently serving as the Audit and Supervisory Committee Members) is one year, the terms of office of all five Directors (excluding Directors concurrently serving as the Audit and Supervisory Committee Members) will end at the close of this Annual Shareholders' Meeting. Accordingly, the Company proposes the election of five Directors (excluding Directors concurrently serving as the Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has examined this Proposal, and no objection has been made.

The candidates for Directors (excluding Directors concurrently serving as Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name	Positions and responsibilities
1	<u>Reappointment</u> Hiromu Kawakami	President and Representative Director
2	<u>Reappointment</u> Naoki Yoshida	Director, CFO, Corporate Executive Vice President, President, Corporate Finance Unit and Responsibility for Internal Audit Office
3	<u>Reappointment</u> Hiroshi Watabe	Director, Corporate Senior Vice President, Head of Services Integration Business Group, President, Business Management Unit, and President, Integration Business Unit
4	<u>Reappointment</u> Ryuji Kushida	Director
5	<u>New candidate</u> Masanori Niwa	-

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held by the candidate
1	<p>Hiromu Kawakami (August 10, 1956)</p> <p><u>Reappointment</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>10 out of 10 meetings (100%)</p>	<p>April 1980      Joined FUJITSU LIMITED</p> <p>May 2011      Corporate Vice President, Head of Supply Chain Management Unit, FUJITSU LIMITED (until March 2014)</p> <p>June 2011      Director of the Company (until June 2017)</p> <p>April 2014      Corporate Vice President, Head of Corporate Purchasing Unit, Business Operations Group, Service Platform Business, Member of Global Operation Strategy Office, FUJITSU LIMITED</p> <p>April 2017      Corporate Executive Officer, EVP, Head of Business Operations Group, Service Platform Business</p> <p>                    In charge of support for Service Platform Business, Global Corporate Functions, FUJITSU LIMITED</p> <p>April 2018      Corporate Executive Officer, EVP, Head of Management Strategy Office, Global Corporate Functions, FUJITSU LIMITED</p> <p>January 2019   Corporate Senior Executive Vice President of the Company (Responsibility for Business Innovation)</p> <p>June 2019      President and Representative Director of the Company (to present)</p>		3,800
<p>&lt;Reasons for selecting Hiromu Kawakami as a candidate for Director (excluding Director concurrently serving as Audit &amp; Supervisory Committee Member)&gt;</p> <p>Hiromu Kawakami has many years of business experience in the supply chain management section at FUJITSU LIMITED and possesses a wealth of experience in overall corporate management in the management strategy section. Since he assumed the office of President of the Company, he has driven the Group's business innovation including structural reform for the steady execution of growth strategies and the establishment of stable earnings while capitalizing on his experience and demonstrating his strong leadership.</p> <p>The Company believes that he is an essential person to implement key initiatives for the realization of the Company's business strategies and further enhance business results as well as its corporate value. Therefore, it is proposed that he shall be continuously elected as Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held by the candidate
2	Naoki Yoshida (April 11,1959)	April 1983      Joined FUJITSU LIMITED September 2003      Director, Financial Planning & Analysis Dept., Corporate Controller Div., Corporate Finance Div., FUJITSU LIMITED  June 2009      Director, Cost Management Unit, FUJITSU LIMITED June 2010      Executive Vice President, Corporate Finance Group and General Manager, Finance Div. of the Company June 2011      Corporate Vice President, President, Corporate Finance Group and Responsibility for Business Re-engineering Office and Internal Audit Div. of the Company May 2013      Corporate Senior Vice President, President, Corporate Finance Group and Responsibility for Business Re-engineering Office and Internal Audit Div. of the Company June 2014      Corporate Senior Vice President, President, Corporate Finance Group and General Manager, Finance Div. and Responsibility for Internal Audit Office of the Company June 2015      Director, Corporate Senior Vice President, President, Corporate Finance Group and General Manager, Finance Div. and Responsibility for Internal Audit Office of the Company July 2015      Director, Corporate Senior Vice President, President, Corporate Finance Group and Responsibility for Internal Audit Office of the Company August 2017      Director, CFO, Corporate Senior Vice President, President, Corporate Finance Group and Responsibility for Internal Audit Office of the Company April 2020      Director, CFO, Corporate Executive Vice President, President, Corporate Finance Unit and Responsibility for Internal Audit Office of the Company (to present)	1,900
	<div>Reappointment</div> <div>Attendance at the Board of Directors for the current fiscal term</div> <div>13 out of 13 meetings (100%)</div>		
<div>&lt;Reasons for selecting Naoki Yoshida as a candidate for Director (excluding Director concurrently serving as Audit &amp; Supervisory Committee Member)&gt;</div> <div>Through a long experience in corporate finance section at the Company and FUJITSU LIMITED, Naoki Yoshida has gained an extensive knowledge in corporate finance, cost strategy, and internal control, etc. and achieved results at the Company in management improvement and business optimization. He has served as CFO (Chief Financial Officer) since August 2017. The Company believes that he is qualified to further enhance business results and corporate value. Therefore, it is proposed that he shall be continuously elected as Director.</div>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held by the candidate
3	Hiroshi Watabe (March 6, 1962)  <div>Reappointment</div> Attendance at the Board of Directors for the current fiscal term  10 out of 10 meetings (100%)	April 1985	Joined GUNMA FUJITSU LIMITED (currently FUJITSU FRONTEC SYSTEMS LIMITED)	1,200
		June 2005	General Manager, System Department I, ATM and Branch Product Solution Business Group, Software and Services Business Unit of the Company	
		May 2016	Vice President, Integration Business Unit of the Company	
		May 2017	Corporate Vice President, President, Integration Business Unit, and Vice President, Services Business Unit of the Company	
		April 2018	Corporate Vice President, President, Integration Business Unit, Responsibility for Services Business Unit, Responsibility for Frontline Business Group of the Company	
		October 2018	Corporate Senior Vice President, Head of Services Integration Business Group, President, Integration Business Unit of the Company	
		June 2019	Director, Corporate Senior Vice President, Head of Services Integration Business Group, President, Integration Business Unit of the Company	
		April 2020	Director, Corporate Senior Vice President, Head of Services Integration Business Group, President, Business Management Unit, President, Integration Business Unit of the Company (to present)	
	<Reasons for selecting Hiroshi Watabe as a candidate for Director (excluding Director concurrently serving as Audit & Supervisory Committee Member)> Hiroshi Watabe has many years of experience in leading solution business at the Company and has extensive business experience where he has recently taken part in global solution business as well as services business. The Company believes that he is qualified to further strengthen and expand its solution services business as well as to accelerate digital innovation in new markets. Therefore, it is proposed that he shall be continuously elected as Director.			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held by the candidate
4	<p>Ryuji Kushida (March 14, 1964)</p> <p><u>Reappointment</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>9 out of 10 meetings (90%)</p>	<p>April 1987      Joined FUJITSU LIMITED</p> <p>April 2017      Corporate Executive Officer, SVP, Head of Corporate Purchasing Unit, Service Platform Business, FUJITSU LIMITED</p> <p>April 2018      Corporate Executive Officer, EVP, Head of Business Operations Group, Service Platform Business, SVP, Head of Corporate Purchasing Unit, Service Platform Business, FUJITSU LIMITED</p> <p>January 2019    Corporate Executive Officer, EVP, Head of Service Platform Business Group, Technology Solutions Business, FUJITSU LIMITED</p> <p>June 2019      Corporate Executive Officer, EVP, Head of Service Platform Business Group, Technology Solutions Business, Responsibility for Digital Business Development Unit, Global Supply Chain Unit, FUJITSU LIMITED</p> <p>April 2020      Director of the Company (to present) Corporate Executive Officer, SEVP, Head of System Platform Business Unit, Responsibility for Global Supply Chain Unit, FUJITSU LIMITED (to present)</p> <p>(Significant concurrent position) Corporate Executive Officer, FUJITSU LIMITED</p>	—
<p>&lt;Reasons for selecting Ryuji Kushida as a candidate for Director (excluding Director concurrently serving as Audit &amp; Supervisory Committee Member)&gt;</p> <p>Ryuji Kushida has a wealth of experience about procurement and cost strategies at purchasing section at FUJITSU LIMITED. He is responsible for the overall Service Platform Business as Corporate Senior Managing Officer of FUJITSU LIMITED. The Company believes that he is qualified to provide appropriate advice for the Company's overall management, and proposes that he shall be continuously elected as Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held by the candidate
5	<p>Masanori Niwa (November 25, 1968)</p> <p><u>New candidate</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>—</p>	<p>April 1991    Joined FUJITSU LIMITED</p> <p>October 2013    General Manager, Legal Dept., External Relations, Legal &amp; IP Unit, FUJITSU LIMITED</p> <p>October 2014    General Manager, Legal Div., Corporate Affairs, Legal, Compliance &amp; IP Unit, FUJITSU LIMITED</p> <p>June 2019    Deputy Head of Legal, Compliance &amp; IP Unit, FUJITSU LIMITED</p> <p>February 2020    Head of Affiliate Business Governance Unit, FUJITSU LIMITED</p> <p>April 2020    Corporate Executive Officer, Head of Affiliate Business Governance Unit, General Manager, Affiliate Business Development Div., Deputy Head of Legal, IP &amp; Internal Control Unit (Responsibility for Corporate Governance), FUJITSU LIMITED (to present)</p> <p>(Significant concurrent position) Executive Board Member, FUJITSU LIMITED</p>	—
	<p>&lt;Reasons for selecting as a candidate for Director (excluding Director concurrently serving as Audit &amp; Supervisory Committee Member)&gt;</p> <p>Masanori Niwa has a wealth of knowledge and experience in the legal affairs and intellectual property sections at FUJITSU LIMITED. The Company believes that he is qualified to provide appropriate advice for the Company's overall management mainly from the viewpoint of corporate governance, and proposes that he shall be elected as Director.</p>		

- (Notes) 1. None of the above candidates have any special interests in the Company.
2. The Company has concluded a contract with Ryuji Kushida to limit the amount of the damage liability stipulated in Article 423 Paragraph 1 of the Companies Act in accordance with Article 427 Paragraph 1 of the Companies Act. Upon reelection of Ryuji Kushida, the Company will renew the contract with him. In addition, upon election of Masanori Niwa, the Company will enter into the same contract with him. The limitation of the liability for damages under the contract shall be set at the minimum liability amount as stipulated by laws and regulations.

**Proposal 2: Election of Three Directors Concurrently Serving as Audit & Supervisory Committee Members**

The term of office of all three Directors concurrently serving as Audit and Supervisory Committee Member will end at the close of this Annual Shareholders' Meeting. Accordingly, the Company proposes the election of three Directors concurrently serving as Audit and Supervisory Committee Members. The Audit and Supervisory Committee has previously given its approval for this proposal.

The candidates for Director concurrently serving as Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Positions and responsibilities
1	<u>Reappointment</u> Ryuichi Kubota	Director, Audit & Supervisory Committee Member
2	<u>New candidate</u> <u>Outside</u> Koichi Takahashi	-
3	<u>New candidate</u> <u>Outside</u> <u>Independent</u> Gen Ikegami	-

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held by the candidate
1	<p>Ryuichi Kubota (April 29, 1963)</p> <p><u>Reappointment</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>9 out of 10 meetings (90%)</p>	<p>April 1986      Joined FUJITSU LIMITED</p> <p>April 2016      Head of Business Management Unit, Integration Services Business Group, FUJITSU LIMITED</p> <p>January 2019    Head of Business Management Unit, Technology Solution Group, FUJITSU LIMITED</p> <p>April 2019      Corporate Executive Officer, Head of Business Management Unit, Technology Solution Group, FUJITSU LIMITED</p> <p>June 2019      Director, Audit &amp; Supervisory Committee Member of the Company (to present)</p> <p>April 2020      Corporate Executive Officer, Head of Business Management Unit, Global Solutions Group, General Manager, Strategic Planning Dept., FUJITSU LIMITED (to present)</p> <p>(Significant concurrent position) Corporate Executive Officer, FUJITSU LIMITED</p>		—
	<p>&lt;Reasons for selecting Ryuichi Kubota as a candidate for Director concurrently serving as Audit &amp; Supervisory Committee Member&gt;</p> <p>Ryuichi Kubota has a wealth of experience in business management of integration services section at FUJITSU LIMITED. The Company believes that his achievements and insight will be a great benefit to auditing and supervision at the Company, when further expanding solution service business in the future. Therefore, it is proposed that he shall be continuously elected as Director serving as Audit &amp; Supervisory Committee Member.</p>			
2	<p>Koichi Takahashi (October 17, 1959)</p> <p><u>New candidate</u> <u>Outside</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>—</p>	<p>April 1983      Joined FUJITSU LIMITED</p> <p>June 2006      Chief General Manager, Business Process Innovation Office I, The FUJITSU WAY Unit, FUJITSU LIMITED</p> <p>August 2007    President, Social Environment Office, The FUJITSU WAY Unit, FUJITSU LIMITED</p> <p>April 2012      President, The FUJITSU WAY Unit, Member of System Integration, Member of Social System Stability Project, FUJITSU LIMITED</p> <p>June 2014      Head of Management Audit Office, FUJITSU LIMITED</p> <p>October 2019    Head of Internal Control &amp; Audit Office, Legal, IP &amp; Internal Control Unit, FUJITSU LIMITED</p> <p>December 2019 Senior Advisor, Legal, IP &amp; Internal Control Unit, FUJITSU LIMITED (to present)</p>		—
	<p>&lt;Reasons for selecting Koichi Takahashi as a candidate for Outside Director concurrently serving as Audit &amp; Supervisory Committee Member&gt;</p> <p>Koichi Takahashi has a wealth of experience in internal control and audit departments at FUJITSU LIMITED, while he has never been directly involved in corporate management. The Company believes that his experience will be a great benefit to auditing and supervision at the Company. Therefore, it is proposed that he shall be elected as Outside Director serving as Audit &amp; Supervisory Committee Member.</p> <p>&lt;Relationship between the candidate for Outside Director and specified related business entities&gt;</p> <p>He is and has been affiliated for five years with FUJITSU LIMITED, which is a specified related business entity of the Company (the Company's parent company).</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held by the candidate
3	<p>Gen Ikegami (January 10, 1955)</p> <p><u>New candidate</u> <u>Outside</u> <u>Independent</u></p> <p>Attendance at the Board of Directors for the current fiscal term</p> <p>—</p>	<p>March 1983      Registered as Certified Public Accountant</p> <p>May 1992      Registered as CPA the state of California, U.S.A.</p> <p>May 2000      Senior Partner, Audit Corporation Ota Showa Century (currently Ernst &amp; Young ShinNihon LLC) representative partner</p> <p>July 2010      Deputy President, The Japanese Institute of Certified Public Accountants</p> <p>June 2015      Representative, Gen Ikegami Certified Public Accountant Office (to present)</p> <p>July 2015      Outside Statutory Auditor, TEIJIN LIMITED (to present)</p> <p>June 2016      Outside Director, TAC Co., Ltd. (to present)</p> <p>July 2016      Counsel, The Japanese Institute of Certified Public Accountants</p> <p>(Significant concurrent position) Representative, Gen Ikegami Certified Public Accountant Office, Certified Public Accountant Outside Statutory Auditor, TEIJIN LIMITED Outside Director, TAC Co., Ltd.</p>	—
<p>&lt;Reasons for selecting Gen Ikegami as a candidate for Outside Director concurrently serving as Audit &amp; Supervisory Committee Member&gt;</p> <p>Gen Ikegami has a wealth of achievements as a certified public accountant as well as Outside Director and Outside Statutory Auditor at other companies for many years, while he has never been directly involved in corporate management. The Company believes that his expertise and experience will be a great benefit to auditing and supervision at the Company. Therefore, it is proposed that he shall be elected as Outside Director serving as Audit &amp; Supervisory Committee Member. The Company has also registered him with Tokyo Stock Exchange, Inc. as an Independent Officer.</p>			

- (Notes)
1. The above candidates have no special interests in the Company.
  2. Koichi Takahashi and Gen Ikegami are candidates for Outside Director.
  3. The Company has concluded a contract with Ryuichi Kubota to limit the amount of the damage liability stipulated in Article 423 Paragraph 1 of the Companies Act in accordance with Article 427 Paragraph 1 of the Companies Act. Upon reelection of Ryuichi Kubota, the Company will renew the contract with him. In addition, upon election of Koichi Takahashi and Gen Ikegami, the Company will enter into the same contract with them. The limitation of the liability for damages under the contract shall be set at the minimum liability amount as stipulated by laws and regulations.
  4. In the event that this proposal is approved, Koichi Takahashi is expected to be appointed as Standing Member of the Audit & Supervisory Committee, and Ryuichi Kubota, Koichi Takahashi, and Gen Ikegami are expected to be appointed as Audit & Supervisory Committee Members (Appointed Audit & Supervisory Committee Members) as stipulated under Paragraph 1 and Paragraph 2 of Article 399-3 of the Companies Act, at a meeting of the Audit & Supervisory Committee after this Annual Shareholders' Meeting.

### **Proposal 3: Payment of Bonuses to Directors**

In view of the business performance of this fiscal year, we propose that a total of 21.2 million yen be paid as bonuses for four Directors (excluding Non-executive Directors) who were in office as of the end of this fiscal year.

It is proposed that decisions as to the amount of bonuses for each Director be entrusted to the Board of Directors.

The Audit and Supervisory Committee has examined this Proposal, and no objection has been made.