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Securities code: 6755  
June 1, 2016

**To Our Shareholders:**

Etsuro Saito  
President & Representative Director  
Fujitsu General Limited  
3-3-17, Suenaga, Takatsu-ku,  
Kawasaki, Japan

## **CONVOCATION NOTICE OF THE 97TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 97th Ordinary General Meeting of Shareholders (the “Meeting”) of Fujitsu General Limited (the “Company”) to be held as indicated below.

**If you are unable to attend the Meeting, you may exercise your voting rights either in writing or via the Internet. Please review the attached “Reference Materials for the General Meeting of Shareholders” and exercise your voting rights no later than 5:00 p.m., Thursday, June 23, 2016 (Japan Standard Time), in accordance with the guidance on the following pages.**

Thank you very much for your cooperation.

- 1. Date and Time:** June 24, 2016 (Friday) at 10:00 a.m.
- 2. Place:** 3-3-17, Suenaga, Takatsu-ku, Kawasaki, Japan  
Hall, sixth floor, research laboratory building, the Company headquarters
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and the Consolidated Financial Statements for the 97th Fiscal Year (April 1, 2015 to March 31, 2016), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
    2. The Non-consolidated Financial Statements for the 97th Fiscal Year (April 1, 2015 to March 31, 2016)

**Matters to be resolved:**

- First proposal:** Appropriation of Retained Earnings
- Second proposal:** Election of Eleven (11) Directors
- Third proposal:** Election of One (1) Audit & Supervisory Board Member
- Fourth proposal:** Election of One (1) Substitute Audit & Supervisory Board Member
- Fifth proposal:** Bonus Payments for Directors and Audit & Supervisory Board Members

#### **4. Guidance for Exercising Voting Rights:**

- 1) Exercise of voting rights in writing  
Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and send it to the Company to arrive no later than 5:00 p.m., Thursday, June 23, 2016 (Japan Standard Time).
- 2) Exercise of voting rights via the Internet  
Please read the “Guidance for the Exercise of Voting Rights via the Internet” (on pages 3 and 4) and exercise your voting rights no later than 5:00 p.m., Thursday, June 23, 2016 (Japan Standard Time).
- 3) If your voting rights are exercised both in writing and via the Internet, we will consider the exercise via the Internet to be valid. In the event that your voting rights are exercised more than once via the Internet or via PC and via mobile phone, we will consider the last vote to be valid.

#### **5. Disclosure via the Internet:**

- 1) In the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Accounting Auditor and Audit & Supervisory Board Members, “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are posted on the Company’s website (<http://www.fujitsu-general.com/jp/>) in accordance with the laws and regulations and the Company’s Articles of Incorporation, and are not provided in the “Business Report for the 97th Fiscal Year.”
- 2) Any amendments to the Reference Materials for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company’s website (<http://www.fujitsu-general.com/jp/>).

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- When attending the Meeting, you will be kindly requested to submit the enclosed Voting Rights Exercise Form at the reception desk at the venue for organizational reasons.
  - The Meeting will be carried out in business casual (“Cool Biz”) on the day. Your kind understanding is appreciated.

## Guidance for the Exercise of Voting Rights via the Internet

If you wish to exercise your voting rights via the Internet, we would like you to confirm the followings.

### 1. How to Exercise Voting Rights

- (1) You can only exercise your voting rights via the Internet by accessing and using the Company's designated website.  
<Website for exercising voting rights> <http://www.web54.net>
- (2) When voting online, enter the "Voting Rights Exercise Code" and "password" specified in the enclosed Voting Rights Exercise Form. Then indicate your approval or disapproval for each of the proposals by following the instructions displayed on the screen.
- (3) Any fees to Internet service providers and telecommunication carriers (such as access fees, etc.) for the usage of the website for exercising voting rights shall be borne by the shareholders.

### 2. Handling of Password and Voting Rights Exercise Code

- (1) Password is important information to verify whether the person exercising voting rights is a legitimate shareholder. Please maintain the password as strictly confidential in the same manner as a seal or a personal identification number.
- (2) In case you commit more errors than a certain number of tries to input your password, you will not be allowed to use the password. If you would like your password to be reissued, please follow the instruction on the screen for the necessary procedures.
- (3) Voting Rights Exercise Code indicated on the Voting Rights Exercise Form is valid only for this Meeting.

### 3. Conditions Relevant to Systems

If you exercise your voting rights via the Internet, please confirm the following system environment.

- (1) Website for personal computers
  - a. Display monitor with resolution of greater than 800×600 (SVGA)
  - b. Following applications installed
    - (a). Microsoft® Internet Explorer ver. 5.01 SP2 or more recent version, as web browser
    - (b). Adobe® Acrobat® Reader® ver. 4.0 or more recent version or Adobe® Reader® ver. 6.0 or more recent version, as PDF file browser
  - \* Internet Explorer is a registered trademark, trademark and product name of Microsoft Corporation of the United States, and Adobe® Acrobat® Reader® and Adobe® Reader® are registered trademarks, trademarks and product names of Adobe Systems Incorporated of the United States, in the United States and other countries.
  - \* These software programs are available at the website of each company for free.
  - c. If the pop-up blocker function is enabled on your web browser or the relevant add-in tool, etc., please disable (or temporarily disable) the function, and enable "Cookies" for the aforementioned website on the privacy settings.
  - d. If you are not able to access to the aforementioned website, the Internet communications are probably limited by a firewall, proxy server or security software settings, etc., so please confirm the relevant settings.
- (2) Website for mobile phones  
Type of mobile phone with the function allowing 128 bit SSL (Secure Socket Layer) encrypted communications and compatible with any of the following services.
  - (i) i-mode, (ii) EZweb or (iii) Yahoo! Keitai
  - \* i-mode is a trademark, registered trademark or service name of NTT DOCOMO, INC., EZweb is a trademark, registered trademark or service name of KDDI Corporation, Yahoo! is a trademark, registered trademark or service name of Yahoo! Incorporated of the United States, and Yahoo! Keitai is a trademark, registered trademark or service name of SoftBank Corp.

- \* If you access to the website using a full browser application of a mobile phone, access to the website from a personal computer via a mobile phone under which the mobile phone is used only as communication tool, or access to the website from a smart phone, your vote will be considered to be exercised on the website for personal computers even if the above conditions are satisfied.

4. In Case You Need Instructions to Operate Your Personal Computer, Mobile Phone.

- (1) In case you need instructions for how to operate your personal computer, mobile phone, in order to exercise your voting rights on the aforementioned website, please call the following number:

Dedicated number of Stock Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited  
Telephone: 0120 (652) 031 (Business hours: 9:00 a.m. to 9:00 p.m.; toll free within Japan only)

- (2) If you have any other inquiries, please use the following contacts:

a. Shareholders with an account at a securities company

For a shareholder who has an account at a securities company, please contact the securities company that handles your transactions.

b. Shareholders who do not have an account at a securities company (shareholders with a special account)

Stock Transfer Agency Operation Center, Sumitomo Mitsui Trust Bank, Limited.

Telephone: 0120 (782) 031 (Business hours: 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays, and public holidays; toll free within Japan only)

5. Exercise of Voting Rights via the Electronic Voting Rights Exercise platform (for institutional investors)

Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to electronically exercise the voting rights for the Meeting.

## **Reference Materials for the General Meeting of Shareholders**

### **Proposals and Reference Information**

#### **First proposal: Appropriation of Retained Earnings**

As for the Appropriation of Retained Earnings, it is proposed as follows.

Matters relating to year-end dividends

For the fiscal year under review, a year-end dividend of ¥11 is proposed in consideration of business results and financial conditions in the fiscal year under review, future business development and other matters.

Including the interim dividend (¥9 per share), the annual dividend is ¥20, an increase of ¥2 per share from the previous fiscal year.

1) Type of dividends

Cash

2) Dividend amount to be allocated

Per share of common stock: ¥11

Total dividends: ¥1,150,967,565

3) Effective date of dividends from retained earnings

June 27, 2016

## Second proposal: Election of Eleven (11) Directors

The term of office of all eleven (11) Directors will expire at the conclusion of this Meeting. Accordingly, it is hereby proposed that eleven (11) Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Junichi Murashima (February 2, 1950)	<p>April 1973      Joined Fujitsu Limited</p> <p>September 2003      General Manager, Products Business Promotion Group, Fujitsu Limited</p> <p>June 2004      Corporate Vice President, Fujitsu Limited</p> <p>June 2006      Corporate Senior Vice President, Fujitsu Limited</p> <p>June 2008      Corporate First Senior Vice President, Fujitsu Limited</p> <p>April 2010      Director, the Company</p> <p>April 2011      Director &amp; Corporate Senior Executive Vice President</p> <p>June 2015      President &amp; Representative Director</p> <p>June 2015      Chairman &amp; Representative Director (to present)</p>	18,000 shares
2	Etsuro Saito (April 2, 1954)	<p>April 1977      Joined the Company</p> <p>December 2008      General Manager, VRF/ATW Sales &amp; Marketing Division</p> <p>April 2009      Corporate Vice President</p> <p>April 2011      Corporate Senior Vice President</p> <p>April 2015      Corporate Senior Executive Vice President, in charge of Corporate Strategy</p> <p>June 2015      President &amp; Representative Director (to present)</p>	9,000 shares
3	Hisashi Sakamaki (March 6, 1940)	<p>January 1967      Joined Canon Camera Co., Inc. (Currently Canon Inc.)</p> <p>January 1987      General Manager, Systems Operations, Canon Inc.</p> <p>March 1989      Director, Canon Inc.</p> <p>March 1996      Managing Director, Canon Inc.</p> <p>March 1999      President &amp; CEO, Canon Electronics Inc. (to present)</p> <p>May 2010      External Director, Ryohin Keikaku Co., Ltd.</p> <p>June 2015      Director, the Company (to present)</p> <p>&lt;Significant concurrent positions&gt;</p> <p>President &amp; CEO, Canon Electronics Inc.</p> <p>External Director, Yaoko Co., Ltd.(scheduled to assume the position in June 2016)</p>	0 shares
4	Kiyoshi Handa (October 9, 1956)	<p>April 1979      Joined Fujitsu Limited</p> <p>June 2007      Senior Vice President, Distribution Industry Business Unit, Fujitsu Limited</p> <p>May 2011      Corporate Vice President, Fujitsu Limited</p> <p>June 2013      Director, the Company (to present)</p> <p>April 2015      Corporate Executive Officer, Executive Vice President, Fujitsu Limited (to present)</p> <p>&lt;Significant concurrent positions&gt;</p> <p>Corporate Executive Officer, Executive Vice President, Fujitsu Limited</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Hisaki Hirosaki (January 19, 1953)	<p>April 1976 April 2003</p> <p>June 2004 April 2006</p> <p>April 2010 April 2011</p> <p>April 2015</p>	<p>Joined the Company General Manager, Overseas Sales Administration Group and General Manager, International Project Group Director Director &amp; Corporate Senior Vice President Director &amp; Corporate First Senior Vice President Director &amp; Corporate Executive Vice President Director &amp; Corporate Senior Executive Vice President, President, Office of International Sales &amp; Marketing, Chairman of Fujitsu General America, Inc. and Chairman of Fujitsu General do Brasil Ltda. (to present)</p>	22,000 shares
6	Hiroshi Niwayama (February 22, 1955)	<p>April 1977 October 2001</p> <p>June 2004 April 2006 April 2007</p> <p>April 2010 April 2011</p> <p>April 2015</p>	<p>Joined the Company General Manager, Finance Division and General Manager, Accounting Division Director Director &amp; Corporate Vice President Director &amp; Corporate Senior Vice President Director &amp; Corporate First Senior Vice President Director &amp; Corporate Executive Vice President Director &amp; Corporate Senior Executive Vice President, in charge of Corporate Functions (to present)</p>	26,000 shares
7	Hideji Kawashima (July 26, 1957)	<p>April 1980 December 2001</p> <p>April 2005 April 2006 April 2009 June 2009</p> <p>April 2011 April 2012</p> <p>April 2016</p>	<p>Joined the Company General Manager, Air Conditioner Division I General Manager, RAC Division Corporate Vice President Corporate Senior Vice President Director &amp; Corporate Senior Vice President Director &amp; Corporate First Senior Vice President Director &amp; Corporate Executive Vice President Director &amp; Corporate Executive Vice President, in charge of Air Conditioner and Quality Assurance, President, Office of Air Conditioner Engineering Project (to present)</p>	15,000 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
8	Tsunenao Kosuda (March 5, 1955)	<p>April 1978 June 2002</p> <p>June 2005 April 2006 June 2006 April 2009 June 2010</p> <p>April 2011 April 2013 April 2015</p>	<p>Joined the Company General Manager, Sales Planning Department, Domestic Whole Sales Promotion Division</p> <p>Director Director &amp; Corporate Vice President Corporate Vice President Corporate Senior Vice President Director &amp; Corporate Senior Vice President</p> <p>Director &amp; Corporate First Senior Vice President Director &amp; Corporate Executive Vice President Director &amp; Corporate Executive Vice President, President, Office of Domestic Sales &amp; Marketing, in charge of Advertisement, Outdoor Coordination &amp; Domestic Service (to present)</p>	21,000 shares
9	Seiji Matsumoto (February 13, 1955)	<p>April 1977 June 2000</p> <p>June 2003 April 2006 June 2006 April 2009 April 2013 June 2013</p> <p>November 2013</p>	<p>Joined the Company General Manager, Home Appliances Business Promotion Division</p> <p>Director Director &amp; Corporate Vice President Corporate Vice President Corporate Senior Vice President Corporate First Senior Vice President Director &amp; Corporate First Senior Vice President Director &amp; Corporate First Senior Vice President, President &amp; General Manager, Fujitsu General (Shanghai) Co., Ltd. (to present)</p>	26,000 shares
10	Hisaji Ebisawa (February 10, 1957)	<p>April 1980 October 2011</p> <p>April 2012 April 2015 June 2015</p>	<p>Joined the Company Deputy General Manager, Human Resources Development Division</p> <p>Corporate Vice President Corporate Senior Vice President Director &amp; Corporate Senior Vice President, President &amp; Representative Director, Fujitsu General Electronics Limited, in charge of Electronic Devices, General Manager, Electronics Devices &amp; Components Division (to present)</p>	1,000 shares
11	Masaki Sugiyama (January 10, 1959) [New candidate]	<p>April 1981 April 2011</p> <p>April 2016</p>	<p>Joined the Company General Manager, Information &amp; Communication Networking System Division</p> <p>Corporate Vice President, General Manager, Information &amp; Communication Networking System Division, Vice person in charge of Information &amp; Communication System (to present)</p>	0 shares

- (Notes)
1. Mr. Hisashi Sakamaki and Mr. Kiyoshi Handa are candidates for External Directors.
  2. The Company has designated Mr. Hisashi Sakamaki as an Independent Director prescribed by the Tokyo Stock Exchange, and his name has been notified to the said stock exchange as an Independent Director of the Company.
  3. Fujitsu Limited, where Mr. Kiyoshi Handa serves as a Corporate Executive Officer, Executive Vice President is the Company's largest shareholder, and the Company is an affiliate of Fujitsu Limited



accounted for under the equity method. The Company and Fujitsu Limited have transaction relationships such as contract manufacturing and sales of information and communication devices.

4. Mr. Hisashi Sakamaki is proposed as a candidate for External Director because the Company considers that the extensive experience and insight he has gained as an executive officer at another company, and the appropriate advice he offers from the perspective of an outsider, are beneficial for the Company's business activities.
5. Mr. Kiyoshi Handa is proposed as a candidate for External Director because the Company considers that the extensive experience and insight he has gained as an officer at another company, and the appropriate advice he offers from the perspective of an outsider, are beneficial for the Company's business activities.
6. Mr. Hisashi Sakamaki and Mr. Kiyoshi Handa are currently External Directors of the Company. At the close of this Meeting, they will have served as External Directors for one (1) year and three (3) years, respectively.
7. Mr. Hisashi Sakamaki and Mr. Kiyoshi Handa are currently External Directors of the Company. The Company has concluded an agreement with them to limit their liability amount to the minimum liability limit amount as provided for by Article 425, Paragraph 1 of the Companies Act. Should the re-election of Mr. Hisashi Sakamaki and Mr. Kiyoshi Handa be approved, the Company plans to continue said limited liability agreement with them.
8. There are no special interests between any of the candidates and the Company.

### Third proposal: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Kazuhiko Kato will expire at the conclusion of this Meeting. Accordingly, it is hereby proposed that one (1) Audit & Supervisory Board Member be elected.

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

The Audit & Supervisory Board consented to the proposal of this resolution.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Kazuhiko Kato (November 13, 1951)	<p>April 1976      Joined Fujitsu Limited</p> <p>June 1996      General Manager, Controller and Accounting Division, Fujitsu Limited</p> <p>June 2001      Director, Fujitsu Limited</p> <p>June 2002      Corporate Vice President, Fujitsu Limited</p> <p>June 2006      Corporate Senior Vice President, Fujitsu Limited</p> <p>June 2008      Corporate First Senior Vice President / CFO, Fujitsu Limited</p> <p>April 2010      Corporate Executive Vice President / CFO, Fujitsu Limited</p> <p>June 2010      Director &amp; Corporate Executive Vice President / CFO, Fujitsu Limited</p> <p>April 2014      Director, Fujitsu Limited</p> <p>June 2014      Audit &amp; Supervisory Board Member, Fujitsu Limited (to present) Audit &amp; Supervisory Board Member, the Company (to present)</p> <p>&lt;Significant concurrent positions&gt;</p> <p>Audit &amp; Supervisory Board Member, Fujitsu Limited</p> <p>Audit &amp; Supervisory Board Member, Fujitsu Semiconductor Limited</p> <p>External Audit &amp; Supervisory Board Member, Fujitsu Ten Limited</p> <p>Audit &amp; Supervisory Board Member, Fujitsu Capital Limited</p>	0 shares

- (Notes)
1. Mr. Kazuhiko Kato is a candidate for External Audit & Supervisory Board Member.
  2. Fujitsu Limited, where Mr. Kazuhiko Kato serves as an Audit & Supervisory Board Member, is the Company's largest shareholder, and the Company is an affiliate of Fujitsu Limited accounted for under the equity method. The Company and Fujitsu Limited have transaction relationships such as contract manufacturing and sales of information and communication devices. The Company and Fujitsu Ten Limited, for which he serves as External Audit & Supervisory Board Member, have transaction relationships such as sales of automotive electronics. In addition, the Company and Fujitsu Capital Limited, for which he serves as Audit & Supervisory Board Member, have a transaction relationship in factoring. Both companies are subsidiaries of Fujitsu Limited. There are no special interests between Mr. Kazuhiko Kato as an individual and the Company.
  3. Mr. Kazuhiko Kato held positions of Director & Corporate Executive Vice President and CFO of Fujitsu Limited and currently serves as Audit & Supervisory Board Member of Fujitsu Limited; hence he has abundant experience in general management and considerable knowledge about finance and accounting. Accordingly, the Company considers that he is capable of appropriately and effectively auditing and supervising the business execution of the Company, and proposes him as a candidate for External Audit & Supervisory Board Member.
  4. Mr. Kazuhiko Kato is currently an External Audit & Supervisory Board Member of the Company. At the conclusion of the Meeting, he will have served as External Audit & Supervisory Board Member for two (2) years.
  5. Mr. Kazuhiko Kato is currently an External Audit & Supervisory Board Member of the Company, and the Company has concluded an agreement with him to limit his liability amount to the minimum liability limit amount as provided for by Article 425, Paragraph 1 of the Companies Act. Should Mr. Kato's re-election be approved, the Company plans to continue said limited liability agreement with him.

#### Fourth proposal: Election of One (1) Substitute Audit & Supervisory Board Member

The effective tenure of substitute Audit & Supervisory Board Member Mr. Toshihiro Murashima, who was elected at the 96th Ordinary General Meeting of Shareholders held on June 23, 2015, will expire at the start of this Meeting. Accordingly, in order to prepare for a case in which the number of Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations, it is hereby proposed that one (1) substitute Audit & Supervisory Board Member be elected in advance.

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

The Audit & Supervisory Board consented to the proposal of this resolution.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Toshihiro Murashima (April 2, 1957)	April 1996 Registered to Dai-ichi Tokyo Bar Association Joined Aoyama Chuo Law Office April 1999 Partner April 2001 Established Murashima Hozumi Law Office Partner (to present) June 2011 External Audit & Supervisory Board Member, Tsuzuki Denki Co., Ltd. (to present) <Significant concurrent positions> Partner of Murashima Hozumi Law Office External Director, Nifty Corporation (scheduled to assume the position in June 2016)	0 shares

- (Notes)
1. Mr. Toshihiro Murashima is a candidate for External Audit & Supervisory Board Member.
  2. The Company and Murashima Hozumi Law Office, where Mr. Toshihiro Murashima serves as Representative, have entered into an advisory agreement. There are no special interests between Mr. Toshihiro Murashima as an individual and the Company.
  3. Although Mr. Toshihiro Murashima does not have experience of being directly involved in company management, he has extensive experience and a high level of insight in the field of corporate law as an attorney. Accordingly, the Company considers that he is capable of appropriately and effectively auditing and supervising the business execution of the Company, and proposes him as a candidate for substitute Audit & Supervisory Board Member.
  4. If Mr. Toshihiro Murashima is appointed as an Audit & Supervisory Board Member, the Company will conclude an agreement with him to limit his liability amount to the minimum liability amount as provided for by in Article 425, Paragraph 1 of the Companies Act.

#### Fifth proposal: Bonus Payments for Directors and Audit & Supervisory Board Members

It is proposed that bonuses of ¥137,268 thousand in total be paid to nine (9) full-time Directors and two (2) full-time Audit & Supervisory Board Members (including one (1) External Audit & Supervisory Board Member) who were in service as of the end of the fiscal year under review (¥124,368 thousand for Directors and ¥12,900 thousand for Audit & Supervisory Board Members, of which ¥6,600 thousand is for the External Audit & Supervisory Board Member), in view of the operating results of this fiscal year, and other circumstances.

In addition, it is proposed that matters, including specific monetary amounts provided to the Directors and Audit & Supervisory Board Members, be determined by the Board of Directors with respect to Directors, and through discussions among Audit & Supervisory Board Members with respect to Audit & Supervisory Board Members.