

## FUJI CORPORATION

19 Chausuyama, Yamamachi, Chiryu Aichi, Japan  
Nobuyuki Soga, President & CEO

### Notice of Convocation of the 73rd Ordinary General Meeting of Shareholders

To Our Shareholders:

You are cordially invited to the 73rd Ordinary General Meeting of Shareholders of the Company to be held as follows.

**If you are unable to attend the Meeting, you may exercise your rights to vote in writing. Please review the “Reference Material for the General Meeting of Shareholders” described below, indicate your approval or disapproval of the proposals on the enclosed Voting Card, then sign and return it so it will arrive by 6:00 p.m., Wednesday, June 26, 2019.**

#### Meeting Details

- 1. Date & Time:** 10:00 a.m. on Thursday, June 27, 2019 (Reception is scheduled to start at 9:00 a.m.)
- 2. Place:** Grand Hall, 7th floor of the Corporate Headquarters  
19 Chausuyama, Yamamachi, Chiryu, Aichi, Japan

#### 3. Objectives of Meeting:

##### Reporting:

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 73rd Business Period (from April 1, 2018, to March 31, 2019)
2. Presentation of the Non-consolidated Financial Statements for the 73rd Business Period (from April 1, 2018, to March 31, 2019)

##### Agenda:

- Proposal 1:** Treatment of Surplus Earnings
- Proposal 2:** Election of Eight Board Members
- Proposal 3:** Election of One Audit & Supervisory Board Member
- Proposal 4:** Election of One Substitute Audit & Supervisory Board Member

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- ⊙ 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/>.

## Reference Material for the General Meeting of Shareholders

### Proposal 1: Treatment of Surplus Earnings

With regard to the Company's basic policy for profit sharing, 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. In addition, 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.

Based on the basic policy for profit sharing, we would like to announce the proposed treatment of surplus earnings for the 73rd 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: ¥25 per share of the Company's common stock (including a commemorative dividend of ¥5 on the 60th anniversary of the Company's founding).  
Please note that the total of the dividends will amount to ¥2,283,624,600.  
As a result, the annual dividend for the current fiscal year is ¥50 per share, including the interim dividend of ¥25 (including a commemorative dividend of ¥5 on the 60th anniversary of the Company's founding).
- (3) Effective date of dividend distribution from surplus earnings: Friday, June 28, 2019

## Proposal 2: Election of Eight Board Members

The term of office of all nine Board Members expires at the close of this ordinary general meeting of shareholders. Accordingly, the Company proposes the election of eight Board Members including two Outside Board Members, by decreasing the number of Board Members by one.

Candidates for Board Members are as follows.

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
1	Nobuyuki Soga (February 26, 1952)	April 1975	Entered the Company	24,565
		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 (Present post)	
(Reason for nomination as a candidate for Board Member) Nobuyuki Soga has properly supervised management and made decisions on important matters as President & CEO and has contributed to the expansion of business since 2009. 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	5,054
		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; General Manager, Robotic Solutions Division (Present post)	
		[Representation of Other Companies] Chairman, Kunshan Fuji Machine Mfg. Co., Ltd.		
(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 extensive job experience in design and development. 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.				

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
3	Takayoshi Kawai (July 14, 1954)	April 1978	Entered the Company	10,254
		April 2004	Manager, Control Technology Development Department, Electronics Assembly Equipment Division	
		June 2008	Executive Officer; Deputy General Manager, Electronics Assembly Equipment Division; Manager, General Engineering Department 2	
		May 2010	President & CEO, EDEC LINSEY SYSTEM Co., Ltd.	
		June 2013	Manager, Production Management Unit, Production Management Department, Electronics Assembly Equipment Division	
		June 2013	Board Member, Executive Officer	
		June 2015	Board Member, Managing Executive Officer; General Manager, Machine Tools Division; Factory Manager, Fujioka Factory (Currently Toyota Factory)	
		June 2018	Board Member, Senior Managing Executive Officer; General Manager, Machine Tools Division; Factory Manager, Toyota Factory (Present post)	
(Reason for nomination as a candidate for Board Member) Takayoshi Kawai has served as Manager of Control Technology Development Department, President & CEO of a subsidiary, General Manager of Machine Tools Division, etc., and has extensive job experience in design and development. 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	Hajime Ezaki (October 5, 1957)	April 1980	Joined Nichimen Co., Ltd (Currently Sojitz Corporation)	2,309
		November 2003	Entered the Company	
		April 2007	Manager, International Sales Department 2, 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 (Present post)	
		[Representation of Other Companies] Chairman, Fuji Machine America Corporation		
(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.				

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
5	Mitsuji Tatsumi (April 12, 1958)	April 1982	Joined Dainippon Screen Mfg. Co., Ltd. (Currently SCREEN Holdings Co., Ltd.)	10,081
		December 2009 April 2010 July 2012 June 2014	Entered the Company Manager, Accounting Department, Management Division Executive Officer; Manager, Accounting Department 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	Masaaki Sugiura (August 10, 1961)	April 1986 April 1993 April 2004 April 2011 April 2015 June 2018	Entered the Company Manager, European Representative Office President, Fuji Machine Manufacturing (Europe) GmbH Manager, Sales Department 3, Electronics Assembly Equipment Division Executive Officer; Manager, Sales Department 1, Electronics Assembly Equipment Division (Currently Robotic Solutions Division) Board Member, Executive Officer; Deputy General Manager, Robotic Solutions Division; Manager, Sales Department 1 (Present post)	2,056
		[Representation of Other Companies] Chairman, Fuji Machine China Co., Ltd.		
(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.				

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
7	Nobuko Kawai (December 5, 1961)  Outside Board Member Independent Director	April 1992 Registered as a lawyer April 1998 Joined Nishimura & Sanada Law Office April 2002 Established Nobuko Kawai Law Office (Representative) (Present post) Contract lawyer, The Japan Center for Settlement of Traffic Accident Disputes (Present post) April 2009 Vice Chairman, Aichi Bar Association October 2009 Chairman, Kasugai City Equity Commission (Present post) 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.		1,026
(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 adequately serve as a decision maker for management issues and as a supervisor for the performance of the Company's operations. Thereby, she is re-nominated as a candidate for Outside Board Member.				
8	Hideaki Tamada (January 2, 1947)  New candidate Outside Board Member Independent Director	April 1970 Joined SANYO Electric Co., Ltd. May 1995 President, SANYO Energy (EUROPE) Corporate GmbH October 2006 President, SANYO Europe Ltd. November 2011 Advisor, TONG SAN ELECTRIC CO., LTD. (Present Post)		1,000
(Reason for nomination as a candidate for Outside Board Member) Hideaki Tamada has a wealth of management 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 adequately serve as a decision maker for management issues and as a supervisor for the performance of the Company's operations. Thereby, he is nominated as a candidate for Outside Board Member.				

Notes:

1. These candidates have no particular interests in the Company.
2. Matters on candidates for Outside Board Members
  - (1) Nobuko Kawai and Hideaki Tamada are candidates for Outside Board Members.
  - (2) Nobuko Kawai is an incumbent Outside Board Member of the Company. The length of service of Ms. Kawai as an Outside Board Member will be four years at the close of this ordinary general meeting of shareholders.
  - (3) Pursuant to Article 427, Paragraph 1, of the Companies Act, an agreement to limit the liability for damages set forth in, Article 423, Paragraph 1, of the said act is entered into between the Company and Nobuko Kawai. When Ms. Kawai is reappointed, the Company intends to continue the agreement with her. In addition, when Hideaki Tamada 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.
  - (4) The Company has designated Nobuko Kawai as an Independent Director according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has notified said Exchanges of that. In addition, when Hideaki Tamada 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.

3. 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, 2019). In addition, the number presented includes the equities of the candidate in the Company's officer stock ownership.

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

The term of office of Audit & Supervisory Board Member, Kayoko Yamashita expires at the close of this ordinary general meeting of shareholders. Accordingly, the Company proposes the election of one Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, position in the Company (Position and representation of other companies)	Number of the Company's shares owned
Kayoko Yamashita (July 1, 1965)  Outside Audit & Supervisory Board Member  Independent Auditor	October 1992      Joined Chuo Shinko Audit Corporation April 1996      Registered as a Certified Public Accountant April 1997      Joined Miyake Certified Public Accountant Office June 2006      Established Yamashita Certified Public Accountant Office (Representative) (Present post) April 2008      Registered as a Certified Tax Accountant June 2015      Outside Audit & Supervisory Board Member of the Company (Present post) [Representation of Other Companies] Representative, Yamashita Certified Public Accountant Office Outside Audit & Supervisory Board Member, Sotoh Co., Ltd.	1,026
(Reason for nomination as a candidate for Outside Audit & Supervisory Board Member) Although Kayoko Yamashita does not have experience in corporate management other than as an Outside Audit & Supervisory Board Member, the Company believes that she would be able to utilize her expertise and experience as a Certified Public Accountant and Certified Tax Accountant to reinforce the auditing system of the Company. Thereby, she is re-nominated as a candidate for Outside Audit & Supervisory Board Member.		

Notes:

1. This candidate has no particular interests in the Company.
2. Matters on the candidate for Outside Audit & Supervisory Board Member
  - (1) Kayoko Yamashita is a candidate for Outside Audit & Supervisory Board Member.
  - (2) Kayoko Yamashita is an incumbent Outside Audit & Supervisory Member of the Company. The length of service of Ms. Yamashita as an Outside Audit & Supervisory Board Member will be four years at the closing of this ordinary general meeting of shareholders.
  - (3) Pursuant to Article 427, Paragraph 1, of the Companies Act, an agreement to limit the liability for damages set forth in, Article 423, Paragraph 1, of the said act is entered into between the Company and Kayoko Yamashita. When Ms. Yamashita is reappointed, the Company intends to continue the agreement with her. The limit of the liability for damages under the agreement will be the amount stipulated in applicable laws.
  - (4) The Company has designated Kayoko Yamashita as an Independent Auditor according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has notified said Exchanges of that.
3. The number of the Company's shares owned by this candidate indicates the number of shares as of the end of the current fiscal year (March 31, 2019). In addition, the number presented includes the equities of the candidate in the Company's officer stock ownership.



**Proposal 4: 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, 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	<div>April 1990 Registered as a Certified Public Accountant</div> <div>April 1992 Established Masaaki Abe Certified Public Accountant Office (Representative)</div> <div>November 1992 Registered as a Certified Tax Accountant</div> <div>Established Masaaki Abe Certified Tax Accountant Office (Representative)</div> <div>December 2011 Established Abe Certified Tax Accounting Corporation (Representative) (Present post)</div>	—
(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.
  - (3) Masaaki Abe satisfies the qualifications for Independent Auditor according to the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange.