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Securities code: 9749
March 2, 2016

To Shareholders with Voting Rights:

Satoyasu Sakashita
President & Representative Director
FUJI SOFT INCORPORATED
1-1 Sakuragi-cho, Naka-ku, Yokohama-shi,
Kanagawa

**NOTICE OF CONVOCATION OF
THE 46TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 46th Annual General Meeting of Shareholders of FUJI SOFT INCORPORATED (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by voting via the Internet. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter and exercise your voting rights by no later than 5:30 p.m. on Thursday, March 17, 2016, Japan Time. You are requested to exercise your voting rights either by indicating your votes for or against the proposals on the enclosed Voting Rights Exercise Form and returning the form so that it is received by the above deadline, or by accessing our designated website for exercising voting rights (<http://www.evotep.jp/>) (Japanese only) and entering your votes by the above deadline.

1. Date and Time: Friday, March 18, 2016 at 3:00 p.m., Japan time (reception starts at 2:00 p.m.)

2. Place: FUJISOFT AKIBA HALL, 5F, the Company’s Akihabara Building,
3 Kandaneibeicho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 46th Fiscal Year (January 1, 2015 - December 31, 2015) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 46th Fiscal Year (January 1, 2015 - December 31, 2015)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of Seven (7) Directors
Proposal 3: Election of One (1) Auditor
Proposal 4: Granting of Retirement Benefits to a Retiring Director
Proposal 5: Granting of Retirement Benefits to a Retiring Auditor

4. Matters Decided upon Convocation with regard to the Exercise of Voting Rights:

- (1) If you submit a Voting Rights Exercise Form without indicating your approval or disapproval or abstention for any proposal, your vote for the proposal shall be counted as an approval.
- (2) If you exercise your voting rights via the Internet more than once, only your final vote shall be counted as valid.
- (3) If you exercise your voting rights both via the Internet and by submitting a Voting Rights Exercise Form, your votes via the Internet shall be counted as valid.
- (4) You may exercise your voting rights by appointing one other shareholder with voting rights of the Company as your proxy. In this case, please note that the proxy must submit to the Company a document certifying authority of representation.

Guidance for Exercising Your Voting Rights

- **If you attend the meeting in person:**

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.

- **If you do not attend the meeting in person:**

(1) **Voting by mail (in writing):**

Please review the Reference Documents for the General Meeting of Shareholders and return the Voting Rights Exercise Form with your votes by mail. The completed form must reach us by 5:30 p.m., Thursday, March 17, 2016, Japan time.

(2) **Voting via the Internet:**

Please access our designated website for exercising voting rights (<http://www.evotep.jp/>) from your PC, smartphone, or mobile phone, enter the log-in ID and temporary password indicated in your Voting Rights Exercise Form, and enter your votes by following the instructions on the screen after reviewing the Reference Documents for the General Meeting of Shareholders. Your votes must be entered by no later than 5:30 p.m., Thursday, March 17, 2016, Japan time.

From among the documents to be attached to this Notice of Convocation of the Annual General Meeting of Shareholders, the following are posted in “Items for Disclosure on the Internet Pursuant to Laws and Regulations and the Articles of Incorporation” on the Company’s website on the Internet (<http://www.fsi.co.jp/ir/soukai/meeting.html>) (Japanese only), according to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company: “6. Development of the System for Ensuring Appropriateness of Operations of the Company and the Business Group Consisting of the Company and its Subsidiaries” in the Business Report; the “Consolidated Statements of Changes in Net Assets” in the Consolidated Financial Statements; the “Notes to the Consolidated Financial Statements”; the “Non-consolidated Statements of Changes in Net Assets” in the Non-consolidated Financial Statements; and the “Notes to the Non-consolidated Financial Statements.” Accordingly, the aforementioned documents are not included in the documents attached to this Notice of Convocation of the Annual General Meeting of Shareholders. The documents attached to this Notice are therefore part of the documents audited by the Auditors and the Accounting Auditor for the preparation of their Audit Report.

Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted on the Company’s website (<http://www.fsi.co.jp/ir/soukai/meeting.html>) (Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The Act for Partial Revision of the Act for Securing the Proper Operation of Worker Dispatching Undertakings and the Protection, etc. of Dispatched Workers (Act No.73 of 2015) was enforced on September 30, 2015 and the demarcation between specialized job placement and general job placement was abolished. Accordingly, the partial amendments to Article 2 (Purpose) is proposed.
- (2) Upon the enforcement of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) on May 1, 2015, it has become possible to conclude liability limitation agreements with non-executive Directors and Auditors who are not Outside Auditors.

Accordingly, in order to facilitate the recruitment of appropriate human resources and to have them fully perform their expected roles, the partial amendments to Article 24 (Exemption from liability of Directors) and Article 30 (Exemption from liability of Auditors) is proposed. Each Auditor has agreed to the amendments to Article 24.

2. Description of amendments

Description of the amendments are as follows.

(Amended parts are underlined.)

Current	Proposed amendment
<p>(Purpose) Article 2. The purpose of this Company is to engage in the following businesses:</p> <p>(1) to (20) (Omitted)</p> <p>(21) <u>General and specialized</u> worker dispatching undertakings</p> <p>(22) to (24) (Omitted)</p>	<p>(Purpose) Article 2. (Unchanged)</p> <p>(1) to (20) (Unchanged)</p> <p>(21) Worker dispatching undertakings</p> <p>(22) to (24) (Unchanged)</p>
<p>(Exemption from liability of Directors) Article 24. 1. (Omitted) 2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Directors to limit their liability for damages in the event of negligence of their duties. However, the maximum amount for such liability based on this agreement shall be at least 10 million yen and shall be either the amount set in advance or as established by laws and regulations, whichever is greater.</p>	<p>(Exemption from liability of Directors) Article 24. 1. (Unchanged) 2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Directors <u>and other non-executive Directors</u> to limit their liability for damages in the event of negligence of their duties. However, the maximum amount for such liability based on this agreement shall be at least 10 million yen and shall be either the amount set in advance or as established by laws and regulations, whichever is greater.</p>

Current	Proposed amendment
<p>(Exemption from liability of Auditors)</p> <p>Article 30. 1. (Omitted)</p> <p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Outside</u> Auditors to limit their liability for damages in the event of negligence of their duties. The maximum amount for such liability based on this agreement shall be based on the amount set by laws and regulations.</p>	<p>(Exemption from liability of Auditors)</p> <p>Article 30. 1. (Unchanged)</p> <p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Auditors to limit their liability for damages in the event of negligence of their duties. The maximum amount for such liability based on this agreement shall be based on the amount set by laws and regulations.</p>

Proposal 2: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Nozawa (May 17, 1942)	<p>May 1970 Director, FUJI SOFTWARE LABORATORY, LTD. (present FUJI SOFT INCORPORATED)</p> <p>May 1973 President & Representative Director</p> <p>April 2001 Chairman & Representative Director</p> <p>June 2004 Chairman, President & Representative Director</p> <p>June 2008 Chairman & Representative Director</p> <p>September 2009 Resigned as Director</p> <p>October 2009 Chairman</p> <p>October 2011 Chairman & Operating Officer</p> <p>June 2012 Chairman & Representative Director (to the present)</p> <p>[Reasons for nomination] Mr. Hiroshi Nozawa, who has been serving the Company since its foundation in 1970, has performed duties as President & Representative Director and Chairman & Representative Director and has a wealth of management experience and achievements. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.</p>	1,545,330
2	Satoyasu Sakashita (July 22, 1961)	<p>April 1985 Joined Nomura Computer Systems Co., Ltd. (present Nomura Research Institute, Ltd.)</p> <p>April 2003 General Manager of 2nd Knowledge System Business Department, Nomura Research Institute, Ltd.</p> <p>April 2004 Joined the Company Assistant Director of Outsourcing Business Division</p> <p>May 2005 Deputy Director of IT Business Division</p> <p>June 2005 Director</p> <p>June 2007 Executive Director</p> <p>June 2009 Retired as Director</p> <p>June 2009 Executive Operating Officer</p> <p>June 2010 Executive Director</p> <p>September 2011 Representative Senior Executive Director</p> <p>October 2011 President & Representative Director</p> <p>June 2012 President & Representative Director (to the present)</p> <p>[Reasons for nomination] Mr. Satoyasu Sakashita, after experiencing and participating in the execution of business in various business divisions of the Company, has achieved experience in management as a President & Representative Director since 2011. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.</p>	8,600

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Yoshinobu Takebayashi (March 1, 1969)	<p>April 1993 Joined the Company</p> <p>June 2006 Director of ET Business Department, System Development Business Division</p> <p>June 2008 Director</p> <p>June 2009 Retired as Director</p> <p>June 2009 Operating Officer</p> <p>April 2012 Executive Operating Officer</p> <p>June 2013 Director & Executive Operating Officer</p> <p>April 2015 Director & Senior Executive Operating Officer (to the present)</p> <p>[Reasons for nomination] Mr. Yoshinobu Takebayashi has a wealth of experience in the system integration business, corporate planning, and sales. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.</p>	9,000
4	Koichi Toyota (December 13, 1961)	<p>April 1984 Joined PC Computing Services Co., Ltd.</p> <p>March 1986 Joined Taiyo System Development Co., Ltd.</p> <p>March 1993 Joined Micro System Technologies Incorporated</p> <p>March 1996 Joined the Company</p> <p>June 2006 Director of Manufacturing System Business Department, IT Business Division</p> <p>April 2007 Director of Industrial System Business Department, IT Business Division</p> <p>October 2009 Director of Industrial Systems Unit, System Development Business Group</p> <p>April 2010 Operating Officer</p> <p>April 2012 Executive Operating Officer</p> <p>June 2013 Director, VINX CORP. (to the present)</p> <p>March 2014 Director & Executive Operating Officer of the Company</p> <p>April 2015 Director & Senior Executive Operating Officer (to the present)</p> <p>[Significant concurrent positions] Director, VINX CORP.</p> <p>[Reasons for nomination] Mr. Koichi Toyota has a wealth of experience and knowledge in the IT industry and experience in all of the businesses of the Company. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.</p>	1,400

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	<p>Tsuneo Futami (February 16, 1943)</p> <p>[Candidate for Outside Director]</p>	<p>April 1967 December 1975 June 1997 June 1998 June 2000 June 2003 June 2005 November 2005 December 2005 April 2007 April 2010 April 2011 June 2011 June 2012</p> <p>Joined Tokyo Electric Power Company, Incorporated Dispatched to Power Reactor Development Division, Atomic Energy Bureau, Science and Technology Agency (present Ministry of Education, Culture, Sports, Science and Technology) General Manager of Fukushima Daiichi Nuclear Power Station, Tokyo Electric Power Company, Incorporated Director and General Manager of Fukushima Daiichi Nuclear Power Station, Tokyo Electric Power Company, Incorporated Managing Director and General Manager of Plant Siting & Environment Division, Tokyo Electric Power Company, Incorporated Director, Central Research Institute of Electric Power Industry Representative Director and Executive Vice President, The Japan Utility Subway Company, Incorporated Professor at Department of Management, Business Breakthrough Graduate School University (present Kenichi Ohmae Graduate School of Business) (to the present) Specially Designated Director, Japan Agency for Marine-Earth Science and Technology Visiting Professor at Graduate School of Engineering, Tokai University Professor at Faculty of Management, Business Breakthrough University Specially Designated Professor at Graduate School of Science and Engineering, Tokyo Institute of Technology (to the present) Director of the Company (to the present) Auditor, Foundation for Laver Cultivation Promotion (to the present)</p> <p>[Reasons for nomination] Mr. Tsuneo Futami has a wealth of experience and a wide range of knowledge as an executive manager, has appropriately supervised and advised the Company in its business operations, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.</p>	200

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<p>Shinichi Yuta (March 28, 1948)</p> <p>[Candidate for Outside Director]</p>	<p>April 1973 Research Associate at Department of Electrical Engineering, Faculty of Engineering, Tokyo University of Agriculture and Technology</p> <p>April 1978 Lecturer at Institute of Information Sciences and Electronics, University of Tsukuba</p> <p>August 1992 Professor at Institute of Information Sciences and Electronics, University of Tsukuba</p> <p>April 1999 Professor at Institute of Engineering Mechanics and Systems, University of Tsukuba</p> <p>April 2000 Dean of College of Engineering Systems, University of Tsukuba</p> <p>April 2002 Chairman of Institute of Engineering Mechanics and Systems, University of Tsukuba</p> <p>April 2004 Vice President and Executive Director, Professor at School of Systems and Information Engineering, University of Tsukuba</p> <p>April 2006 Director of Tsukuba Industrial Liaison and Cooperative Research Center, University of Tsukuba</p> <p>October 2011 Professor at Faculty of Engineering, Information and Systems, University of Tsukuba</p> <p>April 2012 Professor Emeritus, University of Tsukuba Specially Designated Professor at College of Engineering, Shibaura Institute of Technology (to the present)</p> <p>June 2012 Guest Researcher for Public Works Research Institute (to the present)</p> <p>July 2012 Advisor for the City of Tsukuba, Ibaraki Prefecture (to the present)</p> <p>March 2014 Director of the Company (to the present)</p> <p>November 2014 President, New Unmanned Construction Technology Research Association (to the present)</p> <p>December 2014 Contract Researcher for New Energy and Industrial Technology Development Organization (to the present)</p> <p>[Significant concurrent positions] President, New Unmanned Construction Technology Research Association</p> <p>[Reasons for nomination] Mr. Shinichi Yuta has an objective perspective derived from his career outside our industry, and has acquired advanced academic knowledge in the field of information sciences through his activities to promote leading-edge technologies. He has appropriately supervised and advised the Company in its business operations by making use of his viewpoint and knowledge and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.</p>	0

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Yukihiro Inohara (March 17, 1962) [New candidate]	<p>April 1982 Joined the Company</p> <p>June 2006 Deputy Director of Industrial System Business Department, IT Business Division</p> <p>July 2006 Director of Industrial System Business Department, IT Business Division</p> <p>April 2007 Deputy Director of IT Business Division</p> <p>April 2012 Deputy Director of Sales Division</p> <p>April 2013 Operating Officer</p> <p>April 2015 Executive Operating Officer (to the present)</p> <p>[Reasons for nomination] Mr. Yukihiro Inohara has acquired a wealth of business experience through his work in promoting business as an Executive Manager and COO of Sales and Technology after serving in various business divisions. His experience and knowledge will be indispensable for the management of the Company. Therefore, we nominate him as a new candidate for Director.</p>	4,190

(Notes)

1. The number of shares of the Company held is as of December 31, 2015.
2. There are no special interests between any of the candidates for Director and the Company.
3. Mr. Tsuneo Futami is currently an Outside Director of the Company and his term of office as Outside Director will have been four (4) years and nine (9) months at the conclusion of this General Meeting of Shareholders.
4. Mr. Shinichi Yuta is currently an Outside Director of the Company and his term of office as Outside Director will have been two (2) years at the conclusion of this General Meeting of Shareholders.
5. The Company has entered into liability limitation agreements with Mr. Tsuneo Futami and Mr. Shinichi Yuta and will renew the agreements if their re-election is approved. The maximum liability limit under each agreement is 10 million yen or the amount provided by laws and regulations, whichever is greater, on the condition that they have respectively conducted their duties in good faith and without gross negligence.
6. For details on the positions and responsibilities of the candidates for Director in the Company, please also see pages 24 through 26.

Proposal 3: Election of One (1) Auditor

The terms of office of Mr. Shigemi Ikushima, Auditor, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) Auditor is proposed.

The Board of Auditors has given its approval to this proposal.

The candidate for Auditor is as follows.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Masataka Yamaguchi (November 10, 1953) [New candidate]	April 1978 Joined The Dai-Ichi Kangyo Bank, Limited (present Mizuho Bank, Ltd.) February 2004 General Manager of System Operation Department, Mizuho Bank, Ltd. May 2007 Seconded to the Company Deputy Director of IT Business Division May 2008 Joined the Company Deputy Director of IT Business Division June 2008 Director June 2009 Retired as Director June 2009 Operating Officer April 2011 Executive Operating Officer June 2012 Director & Executive Operating Officer April 2013 Director & Senior Executive Operating Officer March 2014 Retired as Director March 2014 Senior Executive Operating Officer (to the present) [Reasons for nomination] Mr. Masataka Yamaguchi has acquired a wealth of operational experience as COO of Administration Division, Internal Control and Risk Management after serving in various business divisions. We expect that he will appropriately perform his duties as an Auditor based on his experience and knowledge. Therefore, we nominate him as a candidate for Auditor.	2,100

(Notes)

1. The number of shares of the Company held is as of December 31, 2015.
2. There are no special interests between the candidate for Auditor and the Company.

Proposal 4: Granting of Retirement Benefits to a Retiring Director

We propose that retirement benefits be granted to Mr. Jintaro Nozawa upon his retirement as a Director due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders, to reward him of his services during his term of office, within a certain amount according to the standard provided by the Company.

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

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

Name	Career summary	
Jintaro Nozawa	March 2014	Director & Executive Operating Officer of the Company
	January 2015	Director (to the present)

Proposal 5: Granting of Retirement Benefits to a Retiring Auditor

We propose that retirement benefits be granted to Mr. Shigemi Ikushima upon his retirement as an Auditor due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders, to reward him of his services during his term of office, within a certain amount according to the standard provided by the Company.

We also propose that the decisions on the specific amount, time, and method for granting his retirement benefits be entrusted to the consultation of Auditors.

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

Name	Career summary	
Shigemi Ikushima	June 2012	Auditor of the Company
	March 2014	Standing Auditor (to the present)