



February 14, 2017

For Immediate Release

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Director
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**Notice of Discontinuation (Abolition) of a Countermeasure (Takeover Defense)
against Large-Scale Acquisitions of the Company's Shares**

Tokyo, Japan – February 14, 2017 – FUJI SOFT INCORPORATED (“the Company”) decided to introduce a countermeasure (takeover defense) against large-scale acquisitions of the Company’s shares at a meeting of its Board of Directors held on February 6, 2008, and this resolution was approved at the 38th Annual General Meeting of Shareholders held on June 23, 2008. Subsequently, the Company applied the countermeasure continuously up to the present date, while making partial revisions to its content (the current content after the revisions shall be hereinafter referred to as “the Plan”). However, at a meeting of the Board of Directors held on February 14, 2017, the Company decided to abolish the Plan at the conclusion of the 47th Annual General Meeting of Shareholders to be held on March 17, 2017, which is the expiration date of the Plan. Details are as follows.

For the purpose of securing and enhancing the corporate value of the Company and ultimately the interests common to shareholders, the Company decided on a basic policy concerning persons who control policy decisions on the finances and operations of the Company (hereinafter “the Basic Policy”), and introduced and continued the Plan in an effort to prevent policy decisions on the finances and operations of the Company from being controlled by an inappropriate person in light of the Basic Policy.

However, at the meeting of the Board of Directors held today, the Company decided to discontinue (abolish) the Plan based on the judgment that the need for the Plan has decreased, mainly given the fact that the purpose of introducing the Plan, which was to secure the necessary information and time for shareholders to make an appropriate decision, has been ensured to a certain degree because regulations on large-scale acquisitions under the Financial Instruments and Exchange Act have become established and the recent external environment concerning takeover defenses has changed since the Plan was introduced, such as the introduction of the Corporate Governance Code.

Even after the expiration of the Plan, the Company will take appropriate measures within the range accepted by the Financial Instruments and Exchange Act, the Companies Act and other related laws and regulations, such as asking a person who is attempting to acquire a large number of the Company's shares to provide the necessary and sufficient information to enable shareholders to make an appropriate decision on whether the large-scale acquisition is appropriate or inappropriate, disclosing the opinions, etc. of the Board of Directors of the Company, and securing time for shareholders to examine the large-scale acquisition for the purpose of securing and enhancing the corporate value of the Company and ultimately the interests common to shareholders.