

FUJI CORPORATION

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

Notice of Convocation of the 72nd Ordinary General Meeting of Shareholders

To Our Shareholders:

You are cordially invited to the 72nd 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 27, 2018.

Meeting Details

- 1. Date & Time:** 10:00 a.m. on Thursday, June 28, 2018 (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 72nd Business Period (from April 1, 2017, to March 31, 2018)
2. Presentation of the Non-consolidated Financial Statements for the 72nd Business Period (from April 1, 2017, to March 31, 2018)

Agenda:

- Proposal 1:** Treatment of Surplus Earnings
- Proposal 2:** Election of Nine 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 <http://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 the development of products that meet market demands and capital investment for rationalization to improve and strengthen the Company's business structure, along with proactive investments for further growth and expansion such as extension of factories.

Based on the basic policy for profit sharing, we would like to announce the proposed treatment of surplus earnings for the 72nd 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: ¥20 per share of the Company's common stock.
Please note that the total of the dividends will amount to ¥1,826,917,820.
As a result, the annual dividend for the current fiscal year is ¥40 per share, including the interim dividend of ¥20.
- (3) Effective date of dividend distribution from surplus earnings: Friday, June 29, 2018

Proposal 2: Election of Nine Board Members

The term of office of all eight Board Members expires at the close of this ordinary general meeting of shareholders. Accordingly, the Company proposes the election of nine Board Members including two Outside Board Members, by increasing the number of Board Members by one, in order to reinforce its management structure.

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 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 (To present)	23,751
		(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 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 June 2015 Board Member, Senior Managing Executive Officer; General Manager, Electronics Assembly Equipment Division (Currently Robotic Solutions Division) (To present)	4,260
		[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	Seigo Kodama (March 12, 1954)	April 1979 Entered the Company April 2004 Manager, Software Development Department, Electronics Assembly Equipment Division June 2008 Executive Officer; Head, Technology Development Center (Currently Development Center) June 2012 Board Member, Executive Officer June 2015 Board Member, Managing Executive Officer; Head, Development Center (To present) [Representation of Other Companies] President & CEO, ADTEK FUJI Co., Ltd.	10,260
(Reason for nomination as a candidate for Board Member) Seigo Kodama has served as Manager of Software Development Department, Head of Development Center, 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	Takayoshi Kawai (July 14, 1954)	April 1978 Entered the Company 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 Board Member, Executive Officer June 2015 Board Member, Managing Executive Officer; General Manager, Machine Tools Division; Factory Manager, Fujioka Factory (Currently Toyota Factory) (To present)	9,460
(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.			

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	Masaaki Sugiura (August 10, 1961) New candidate	<p>April 1986 Entered the Company</p> <p>April 1993 Manager, European Representative Office</p> <p>April 2004 President, Fuji Machine Manufacturing (Europe) GmbH</p> <p>April 2011 Manager, Sales Department 3, Electronics Assembly Equipment Division</p> <p>April 2015 Executive Officer; Manager, Sales Department 1, Electronics Assembly Equipment Division (Currently Robotic Solutions Division) (To present)</p> <p>[Representation of Other Companies] Chairman, Fuji Machine China Co., Ltd.</p>	1,086
	<p>(Reason for nomination as a candidate for Board Member)</p> <p>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 nominated as a candidate for Board Member.</p>		
8	Nobuko Kawai (December 5, 1961) Outside Board Member Independent Director	<p>April 1992 Registered as a lawyer</p> <p>April 1998 Joined Nishimura & Sanada Law Office Established Nobuko Kawai Law Office (Representative) (To present)</p> <p>April 2002 Contract lawyer, The Japan Center for Settlement of Traffic Accident Disputes (To present)</p> <p>April 2009 Vice Chairman, Aichi Bar Association</p> <p>October 2009 Chairman, Kasugai City Equity Commission (To present)</p> <p>April 2012 Professor, Nagoya University Graduate School of Law</p> <p>June 2015 Outside Board Member of the Company (To present)</p> <p>[Representation of Other Companies] Outside Board Member, IBIDEN Co., Ltd.</p>	630
	<p>(Reason for nomination as a candidate for Outside Board Member)</p> <p>The Company believes that Nobuko Kawai will be able to adequately serve as a decision maker for management issues and as a supervisor for the performance of the Company's operations, taking advantage of her expertise and experience as a lawyer. Thereby, she is re-nominated as a candidate for Outside Board Member.</p>		

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
9	Gen Sasaki (September 17, 1951) New candidate Outside Board Member Independent Director	April 1975 May 1981 April 2000 May 2006 November 2016	Joined Business Consultants, Inc. Joined Central Japan Industries Association Part-time Lecturer, Meijo University Graduate School of Business (To present) Visiting professor, College of Management and Economics, Tianjin University (To present) Established Japan Processware-based Management Research, Inc. (Representative Director) (To present)	—
(Reason for nomination as a candidate for Outside Board Member) Gen Sasaki has a wealth of experience in providing guidance to corporate enterprises as a business consultant. The Company believes that he will be able to adequately serve as a decision maker for management issues and as a supervisor for the performance of the Company's operations, taking advantage of his experience. 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 Gen Sasaki 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 three 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 Gen Sasaki 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 Gen Sasaki 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, 2018). In addition, the number presented includes the equities of the candidate in the Company's officer stock ownership or employee stock ownership.

Proposal 3: Election of One Audit & Supervisory Board Member

Audit & Supervisory Board Member, Shinsaku Sakagami resigns 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
Yoshiaki Kuroyanagi (August 21, 1959) New candidate	January 1983 Joined Kojima Sangyo Co., Ltd. August 1989 Entered the Company April 2007 Manager, Business Planning Office, Electronics Assembly Equipment Division April 2010 Manager, Production Management Department, Electronics Assembly Equipment Division June 2011 Director, EDEC LINSEY SYSTEM Co., Ltd. April 2015 Manager, Audit Department (To present)	2,800
(Reason for nomination as a candidate for Audit & Supervisory Board Member) After having served as Manager of Business Planning Office, Manager of Production Management Department, director at a subsidiary, etc., Yoshiaki Kuroyanagi is engaged in auditing of business operations and improvement in operational efficiency as Manager of Audit Department. The Company believes that he will be able to play an adequate role in effective auditing of the Group, taking advantage of his experience and knowledge cultivated through his career; thereby, he is nominated as a candidate for Audit & Supervisory Board Member.		

Notes:

1. This candidate has no particular interests in the Company.
2. 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, 2018).

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	April 1990 Registered as a Certified Public Accountant April 1992 Established Masaaki Abe Certified Public Accountant Office (Representative) November 1992 Registered as a Certified Tax Accountant Established Masaaki Abe Certified Tax Accountant Office (Representative) December 2011 Established Abe Certified Tax Accounting Corporation (Representative) (To present)	—
(Reason for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member) The Company believes that Masaaki Abe 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.