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Securities code: 6755
June 1, 2017

To Our Shareholders:

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

**CONVOCAION NOTICE OF
THE 98TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 98th 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., Monday, June 19, 2017 (Japan Standard Time), in accordance with the guidance on the following pages.

Thank you very much for your cooperation.

- 1. Date and Time:** June 20, 2017 (Tuesday) 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 98th Fiscal Year (April 1, 2016 to March 31, 2017), 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 98th Fiscal Year (April 1, 2016 to March 31, 2017)

Matters to be resolved:

- First proposal:** Appropriation of Retained Earnings
- Second proposal:** Election of Thirteen (13) Directors
- Third proposal:** Election of One (1) Audit & Supervisory Board Member
- Fourth proposal:** Election of One (1) Substitute Audit & Supervisory Board Member
- Fifth proposal:** Revision of Remuneration Amount 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., Monday, June 19, 2017 (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., Monday, June 19, 2017 (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 98th 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. Website for Exercising Voting Rights

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. Handling of the Exercise of Voting Rights

- (1) If you exercise your voting rights via the Internet, 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
- (2) The deadline for voting is 5:00 p.m., Monday, June 19, 2017 (Japan Standard Time). An early exercise of your vote would be very much appreciated.
- (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.
- (4) 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.

3. 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.

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

- (1) In case you need instructions for how to operate your personal computer, etc., 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 response to the solid performance of the mainstay air conditioning business and the ongoing enhancement of the financial base, and keeping in line with providing stable and continual return of profit, despite the year on year decline in profit.

Including the interim dividend (¥11 per share), the annual dividend is ¥22, 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: ¥1,150,901,851

3) Effective date of dividends from retained earnings

June 21, 2017

Second proposal: Election of Thirteen (13) Directors

The term of office of all eleven (11) Directors will expire at the conclusion of this Meeting. In this regard, it is hereby proposed that thirteen (13) Directors be elected, with an increase of two (2) External Directors in order to create a stronger management structure.

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>Director, the Company</p> <p>April 2010 Director & Corporate Senior Executive Vice President</p> <p>April 2011 President & Representative Director</p> <p>June 2015 Chairman & Representative Director (to present)</p>	19,000 shares
2	Etsuro Saito (April 2, 1954)	<p>April 1977 Joined the Company</p> <p>December 2008 General Manager, VRF/ATW Sales & 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</p> <p>June 2015 President & Representative Director (to present)</p> <p>April 2017 President, Office of International Sales and Marketing (to present)</p>	10,000 shares
3	Hisashi Sakamaki (March 6, 1940) [External/Independent]	<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 & 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>June 2016 External Director, Yaoko Co., Ltd. (to present)</p> <p><Significant concurrent positions> President & CEO, Canon Electronics Inc. External Director, Yaoko Co., Ltd.</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Fumiaki Terasaka (April 12, 1949) [New candidate] [External/Independent]	<p>April 1972 Joined Sapporo Breweries Limited (Currently Sapporo Holdings Limited)</p> <p>October 2002 Director, Kyushu Sales & Marketing Division, Sapporo Breweries Limited</p> <p>March 2004 Operating Officer, Sapporo Breweries Limited (newly established company)</p> <p>September 2004 Director and Managing Officer, Sapporo Breweries Limited</p> <p>March 2005 Director and Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2009 Executive Managing Officer, Sapporo Breweries Limited</p> <p>March 2010 President and Representative Director, Sapporo Breweries Limited Member of the Board, Managing Director and Group Operating Officer, Sapporo Holdings Limited</p> <p>March 2013 Senior Advisor, Sapporo Breweries Limited</p> <p>March 2014 Advisor, Sapporo Breweries Limited</p> <p>November 2015 External Audit & Supervisory Board Member, DAISYO CORPORATION (to present)</p> <p><Significant concurrent positions> External Director, Citizen Watch Co., Ltd. (scheduled to assume the position in June 2017) External Audit & Supervisory Board Member, DAISYO CORPORATION</p>	0 shares
5	Mieko Kuwayama (March 30, 1948) [New candidate] [External/Independent]	<p>April 1970 Joined Shiseido Company, Limited</p> <p>April 2004 General Manager, CSR Department, Shiseido Company, Limited</p> <p>April 2008 Part-time Lecturer, Faculty of Economics, Komazawa University (to present)</p> <p>April 2009 Senior Researcher, Business Ethics Research Center (to present)</p> <p>June 2012 Specially Appointed Professor, Graduate School of Law, Hitotsubashi University</p> <p>April 2015 Visiting Researcher, Research Center for CFO Education, Hitotsubashi University (to present) Visiting Researcher, Mission Management Research Institute, Meiji University (to present)</p> <p><Significant concurrent positions> Visiting Researcher, Research Center for CFO Education, Hitotsubashi University Senior Researcher, Business Ethics Research Center Visiting Researcher, Mission Management Research Institute, Meiji University Part-time Lecturer, Faculty of Economics, Komazawa University</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kiyoshi Handa (October 9, 1956) [External]	<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><Significant concurrent positions></p> <p>Corporate Executive Officer, Executive Vice President, Fujitsu Limited</p>	0 shares
7	Hiroshi Niwayama (February 22, 1955)	<p>April 1977 Joined the Company</p> <p>October 2001 General Manager, Finance Division and General Manager, Accounting Division</p> <p>June 2004 Director</p> <p>April 2006 Director & Corporate Vice President</p> <p>April 2007 Director & Corporate Senior Vice President</p> <p>April 2010 Director & Corporate First Senior Vice President</p> <p>April 2011 Director & Corporate Executive Vice President</p> <p>April 2015 Director & Corporate Senior Executive Vice President, in charge of Corporate Functions (to present)</p>	27,000 shares
8	Hideji Kawashima (July 26, 1957)	<p>April 1980 Joined the Company</p> <p>December 2001 General Manager, Air Conditioner Division I</p> <p>April 2005 General Manager, RAC Division</p> <p>April 2006 Corporate Vice President</p> <p>April 2009 Corporate Senior Vice President</p> <p>June 2009 Director & Corporate Senior Vice President</p> <p>April 2011 Director & Corporate First Senior Vice President</p> <p>April 2012 Director & Corporate Executive Vice President</p> <p>April 2016 Director & Corporate Executive Vice President, in charge of Air Conditioner and Quality Assurance, and President, Office of Air Conditioner Engineering Project (to present)</p>	15,000 shares
9	Tsunenao Kosuda (March 5, 1955)	<p>April 1978 Joined the Company</p> <p>June 2002 General Manager, Sales Planning Department, Domestic Whole Sales Promotion Division</p> <p>June 2005 Director</p> <p>April 2006 Director & Corporate Vice President</p> <p>June 2006 Corporate Vice President</p> <p>April 2009 Corporate Senior Vice President</p> <p>June 2010 Director & Corporate Senior Vice President</p> <p>April 2011 Director & Corporate First Senior Vice President</p> <p>April 2013 Director & Corporate Executive Vice President</p> <p>April 2015 Director & Corporate Executive Vice President, President, Office of Domestic Sales & Marketing, and in charge of Advertisement, Outdoor Coordination & Domestic Service (to present)</p>	21,000 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	Hisaji Ebisawa (February 10, 1957)	<p>April 1980 Joined the Company</p> <p>October 2011 Deputy General Manager, Human Resources Development Division</p> <p>April 2012 Corporate Vice President</p> <p>April 2015 Corporate Senior Vice President</p> <p>June 2015 Director & Corporate Senior Vice President, President & Representative Director, Fujitsu General Electronics Limited, and in charge of Electronic Devices, General Manager, Electronics Devices & Components Division (to present)</p>	2,000 shares
11	Norio Yamaichi (May 10, 1957) [New candidate]	<p>April 1980 Joined the Company</p> <p>June 2006 General Manager, Cost Improvement Management Division, Office of Strategic Total Cost Improvement, General Manager, Procurement Planning Department, and General Manager, Global Demand Chain Management Division, Office of Global Demand Chain Management</p> <p>April 2007 Corporate Vice President</p> <p>April 2012 Corporate Senior Vice President, President, Fujitsu General (Thailand) Co., Ltd. and Chairman, FGA (Thailand) Co., Ltd. (to present)</p>	10,000 shares
12	Hiroyuki Yokoyama (October 14, 1962) [New candidate]	<p>April 1986 Joined the Company</p> <p>October 2007 General Manager, Global Demand Chain Management Division, Office of Global Demand Chain Management</p> <p>April 2009 Corporate Vice President</p> <p>April 2014 Corporate Senior Vice President</p> <p>May 2017 Corporate Senior Vice President, Vice President, Office of International Sales and Marketing, General Manager, International Marketing & Sales Division, President & General Manager, Fujitsu General Central Air-conditioner (Wuxi) Co., Ltd., and President & General Manager, Fujitsu General (Taiwan) Co., Ltd. (to present)</p>	4,000 shares
13	Masaki Sugiyama (January 10, 1959)	<p>April 1981 Joined the Company</p> <p>April 2011 General Manager, Information & Communication Networking System Division</p> <p>April 2016 Corporate Vice President,</p> <p>June 2016 Director & Corporate Vice President, General Manager, Information & Communication Networking System Division, and Vice person in charge of Information & Communication System (to present)</p>	1,000 shares

- (Notes) 1. Mr. Hisashi Sakamaki, Mr. Fumiaki Terasaka, Ms. Mieko Kuwayama 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.
- In addition, Mr. Fumiaki Terasaka and Ms. Mieko Kuwayama satisfy the requirements of an Independent Director prescribed by the Tokyo Stock Exchange, and their names will be notified to the said stock exchange as Independent Directors 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. Fumiaki Terasaka 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.
6. Ms. Mieko Kuwayama is proposed as a candidate for External Director because the Company considers that the extensive experience she has gained at other companies, her keen insight as a researcher, and the appropriate advice she offers from the perspective of an outsider are beneficial for the Company's business activities.
7. 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.
8. 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 two (2) years and four (4) years, respectively.
9. The Company received a cease and desist order and a surcharge payment order from the Japan Fair Trade Commission in February 2017, on violating the Japanese Antimonopoly Act, concerning transactions for digitalization of mobile radio for Fire Stations. In regards to the matter above, Mr. Hisashi Sakamaki and Mr. Kiyoshi Handa, while attending meetings of the Board of Directors and at other times, sought to confirm the establishment and operational status of internal control systems on a regular basis, and after the investigation, in addition to confirming the facts of the matter, they also confirmed the details of initiatives aimed at further strengthening compliance and provided appropriate advice, etc.
10. 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. In addition, should the election of Mr. Fumiaki Terasaka and Ms. Mieko Kuwayama be approved, the Company plans to conclude the same agreement to limit liability.
11. 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. Komei Fujii 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
Komei Fujii (April 3, 1955)	October 1981 Joined the Company June 2001 Deputy General Manager, Europe Marketing Division April 2002 President, Fujitsu General (Middle East) Fze October 2009 President, Fujitsu General (Euro) GmbH April 2013 Assistant to President, Office of International Sales and Marketing, the Company June 2013 Audit & Supervisory Board Member (to present)	3,000 shares

(Note) There are no special interests between Mr. Komei Fujii and the Company.

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 97th Ordinary General Meeting of Shareholders held on June 24, 2016, will expire at the start of this Meeting. In this regard, 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) June 2016 External Director, Nifty Corporation <Significant concurrent positions> Partner of Murashima Hozumi Law Office External Director, TSUZUKI DENKI CO., LTD. (scheduled to assume the position in June 2017)	0 shares

- (Notes)
1. Mr. Toshihiro Murashima is a candidate for substitute 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. Mr. Toshihiro Murashima 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: Revision of Remuneration Amount for Directors and Audit & Supervisory Board Members

The remuneration amounts for the Company's Directors and Audit & Supervisory Board Members were approved at the 89th Ordinary General Meeting of Shareholders held on June 24, 2008 as ¥500 million or less per year for Directors (of which ¥10 million or less per year was for External Directors), and as ¥50 million or less per year for Audit & Supervisory Board Members, and these amounts have remained in effect until today. Giving consideration to various circumstances such as the changes to the economic environment since that time, and the increased number of External Directors, the Company proposes to revise the remuneration amounts to ¥600 million or less per year for Directors (or which ¥50 million or less per year is for External Directors), and as ¥100 million or less per year for Audit & Supervisory Board Members.

The remuneration amounts for Directors will still, as before, not include remunerations paid for services as an employee to Directors concurrently serving as employees.

The current numbers of Directors and Audit & Supervisory Board Members are eleven (11) Directors (including two (2) External Directors), and three (3) Audit & Supervisory Board Members (including two (2) External Audit & Supervisory Board Members). On the provision that the second and third proposals are approved, the numbers of Directors and Audit & Supervisory Board Members will be thirteen (13) Directors (including four (4) External Directors), and three (3) Audit & Supervisory Board Members (including two (2) External Audit & Supervisory Board Members).