

To our shareholders,

June 6, 2003  
Naoyuki Akikusa, President, CEO  
Fujitsu Limited  
1-1, Kamikodanaka 4-chome  
Nakahara-ku, Kawasaki  
Kanagawa  
Japan

**NOTICE OF CONVOCATION OF THE 103<sup>rd</sup> ANNUAL SHAREHOLDERS' MEETING**

You are cordially invited to attend the 103<sup>rd</sup> Annual Shareholders' Meeting, to be held as set forth below. If you are unable to attend the meeting, we ask that you kindly exercise your voting rights using one of the following methods.

*Voting by mail*

Please review the attached materials and complete the enclosed Voting Card, indicating your approval or disapproval of each of the proposals, affix your seal or signature, and return the Voting Card to the Company.

*Voting via the Internet*

Please access the Internet site (<http://www.koushi.ufjtrustbank.co.jp/>) for voting, using the control number and temporary password shown on the enclosed Voting Card. After reviewing the attached materials or the voting materials on the Internet, please follow the instructions on the screen to indicate your approval or disapproval of each of the proposals.

If you attend the meeting in person, please submit the enclosed Voting Card to the receptionist.

1. **Date & Time**            June 24, 2003; 10 a.m.
  
2. **Venue**                    Shin Yokohama Prince Hotel, Sinfonia Hall (5<sup>th</sup> Floor)  
                                     3-4 Shin Yokohama  
                                     Kohoku-ku, Yokohama-shi  
                                     Kanagawa

### 3. Business to Be Conducted

*Reports:* Presentation of the Business Report, Balance Sheet, and Statement of Income for the 103<sup>rd</sup> Business Period (April 1, 2002 – March 31, 2003)

*Agenda:*

- Proposal No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 103<sup>rd</sup> Business Period
- Proposal No. 2 Reduction of Capital Reserve and Earned Reserve
- Proposal No. 3 Partial Revision to the Articles of Incorporation  
A summary of the proposal is included on pages 3–5 of the attached voting materials.
- Proposal No. 4 Election of Ten Members of the Board
- Proposal No. 5 Election of Two Auditors
- Proposal No. 6 Granting of Retirement Allowances to Retiring Members of the Board and Auditors

*(Note: The Reports on the 103<sup>rd</sup> Business Period are attached as Exhibit A.)*

*Notes:*

- (1) Those attending the meeting are requested to present the enclosed Document for Exercise of Voting Rights to the receptionist.
- (2) This English version Notice of Convocation and Reference Material are based on the separate Japanese version. The style of the English version differs slightly from the Japanese version.

**REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS**

**1. Total number of shareholder voting rights: 1,985,193.**

**2. Proposals and Reference Materials**

**Proposal No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 103<sup>rd</sup> Business Period**

As outlined in the attached “Report for the 103<sup>rd</sup> Business Period,” in order to secure its ongoing competitiveness, the company continued the business restructuring initiatives begun in the previous year and posted extraordinary charges associated with these initiatives and other measures, resulting in a large net loss.

Accordingly, with respect to the disposition of earnings, the company proposes the policies outlined on page A-21 of the “Report for the 103<sup>rd</sup> Business Period.”

Under these circumstances, regretting the imposition on shareholders, the company proposes to forgo payment of a year-dividend for this period.

Furthermore, the company proposes to forgo payment of payment of directors’ bonuses for the period.

**Proposal No. 2 Reduction of Capital Reserve and Earned Reserve**

In order to conserve the surplus to keep pace with changes in future business environment and to maintain flexibility with regard to the use of capital, the company proposes to reduce its capital reserve of JPY 394,441,921,627 by JPY 300,000,000,000, and to reduce the balance of its earned reserve of JPY 36,447,543,915 to zero.

**Proposal No. 3 Partial Revision to the Articles of Incorporation**

The company proposes to amend its Articles of Incorporation as specified below. The reasons for these amendments are as follows:

i. Amendment to Article 7

To increase the options available to holders of odd-lot shares wishing to dispose of them, shareholders will have the right to demand that the company sell a sufficient number of shares from its holdings to make a round lot.

ii. Amendment to Article 18

In light of the change of the company’s shareholding structure, and in order to ensure a sufficient number of votes required to pass resolutions at shareholders’ meetings as specified in article 343 of the commercial code (special resolutions), in accordance with the “Legal Amendment to the Commercial Code” (the 44<sup>th</sup> resolution of 2002) effective April 1, 2003, the company will relax the provisions regarding the number of votes required to pass such resolutions.

iii. Other amendments are in order to reflect the partial revision of Commercial Code.

The proposed revisions are summarized below. Revised portions are underlined.

<i>Prior to Revision</i>	<i>Revised</i>
<p>New</p> <p><u>Article 7</u> (Omitted)</p> <p><u>Article 8</u> (handling of shares and reservation rights for new shares) Name transfers of the Company's shares, entry (including registration, same below) in the list of shareholders, registration of rights, trust representations, reissuing of share certificates, <u>repurchase</u> of odd-lot shares, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p> <p><u>Article 9</u> (Transfer agent) The Company shall hire a Transfer Agent for shares. The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof. The Company's Register of <u>Shareholders and Beneficial Owners' List</u> shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, <u>purchase</u> of the odd-lot shares and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p> <p><u>Article 10</u> (Registration of Name, Address and Seal Impression of Shareholders) <u>All shareholders (including beneficial owners, and so forth.)</u> and pledges or their statutory agents shall notify their names, address and seal impressions according to the Share Handling Regulations. The same shall apply incase of any change in these matters.</p> <p><u>Article 11 to Article 16</u> (Omitted)</p>	<p><u>Article 7</u> (Share Purchase Demands Pertaining to Odd-Lot Shares) All Shareholders (including beneficial owners, and so forth.) who own odd-lot shares of the company's stock shall, in accordance with the regulations for handling of shares, have the right to demand that the company sell them a sufficient number of shares to make a round lot. Notwithstanding the above, if the company does not hold a sufficient number of shares to comply with the demand, or if compliance with the demand would entail a breach of any other regulations for handling of shares, the right of such demands will not apply.</p> <p><u>Article 8</u> (Unchanged)</p> <p><u>Article 9</u> (handling of shares and reservation rights for new shares) Name transfers of the Company's shares, entry (including registration, same below) in the list of shareholders, registration of rights, trust representations, reissuing of share certificates, <u>repurchase and sales</u> of odd-lot shares, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p> <p><u>Article 10</u> (Transfer agent) The Company shall hire a Transfer Agent for shares. The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof. The Company's Register of <u>Shareholders, Beneficial Owners' List and register of lost share certificate</u> shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, <u>purchase and sales</u> of the odd-lot shares and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p> <p><u>Article 11</u> (Registration of Name, Address and Seal Impression of Shareholders) <u>All shareholders</u> and pledges or their statutory agents shall notify their names, address and seal impressions according to the Share Handling Regulations. The same shall apply incase of any change in these matters.</p> <p><u>Article 12 to Article 17</u> (Unchanged)</p>

<p><u>Article 17 (Ordinary Resolution)</u> Except as otherwise provided for by laws, ordinances or these Articles of Incorporation, resolutions at the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present.</p> <p><u>Article 18 to Article 28</u> (Omitted)</p> <p><u>Article 29</u> (Term of Office) The term of office of an Auditor shall expire at the close of the Ordinary General Meeting of Shareholders with respect to the last account closing date within <u>three years</u> after his assumption of office.</p> <p>The term of office of an Auditor elected to fill a vacancy of another Auditor who has retired before his term of office expires shall be the same as the remaining term of office of the retired Auditor.</p> <p><u>Article 30 to Article 37</u> (Omitted)</p>	<p><u>Article 18 (Resolution)</u> Except as otherwise provided for by laws, ordinances or these Articles of Incorporation, resolutions at the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present.</p> <p><u>The above provision notwithstanding, resolutions at the General Meeting of Shareholders that fall under the purview of Article 343 of the Commercial Code, as well as any other such resolutions that would be subject to the same resolution procedures in accordance with the Commercial Code or other laws, shall require that shareholders representing at least one-third of the voting rights of all shareholders be in attendance, and shall be adopted by a two-thirds majority of the voting rights of the shareholders in attendance.</u></p> <p><u>Article 19 to Article 29</u> (Unchanged)</p> <p><u>Article 30</u> (Term of Office) The term of office of an Auditor shall expire at the close of the Ordinary General Meeting of Shareholders with respect to the last account closing date within <u>four years</u> after his assumption of office.</p> <p>The term of office of an Auditor elected to fill a vacancy of another Auditor who has retired before his term of office expires shall be the same as the remaining term of office of the retired Auditor.</p> <p><u>Article 31 to Article 38</u> (Unchanged)</p>
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#### Proposal No. 4 Election of Ten Members of the Board

The terms of office for all six Members of the Board expires at the close of this Shareholders' Meeting. It is proposed that ten Members of the Board.

The candidate for the position of Board Member is:

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>
1	Naoyuki Akikusa (December 12, 1938)	Apr. 1961 Joined the Company Jun. 1988 Member of the Board Jun. 1991 Senior Vice president Jun. 1992 Executive Vice President Jun. 1998 President and CEO (to present)	14,416
2	Akira Takashima (March 18, 1939)	Apr. 1963 Joined The Ministry of International Trade and Industry (Present, The Ministry of Economy, Trade and Industry) May. 1996 Adviser, The Sumitomo Marine and Fire Insurance Co., Ltd. Aug. 1996 Adviser, The Japan Research Institute, Limited Jun. 1997 Senior Vice President, Fujitsu Limited Apr. 2000 Executive Vice President Jun. 2002 Corporate Executive Vice President (to present)	5,000

3	Kunihiko Sawa (June 3, 1936)	Apr. 1959 Jointed Fuji Electric, Ltd. Jun. 1995 Executive Vice President and Director, Fuji Electric, Ltd. Jun. 1998 Member of the Board, Fujitsu Limited (to present) Jun. 1998 President and Director, Fuji Electric, Ltd (Representative Director) (to present)	3,167
4	Hiroaki Kurokawa (April 9, 1943)	Apr. 1967 Jointed the Company Jun. 1998 Group Executive Vice President, Software & Services Business Promotion Group Jun. 1999 Member of the Board Apr. 2001 Senior Vice President Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Senior Executive Vice President (to present)	3,000
5	Michio Fujisaki (January 5, 1938)	Apr. 1961 Jointed the Company Jun. 1989 Member of the Board Jun. 1994 Senior Vice president Jun. 1996 Executive Vice President Jun. 2000 Representative Director, President, Fujitsu Laboratories Ltd. (to present)	16,000
6	Hiroya Madarame (March 23, 1945)	Apr. 1967 Jointed the Company Jun. 1994 General Manager, Systems Div.1, System Integration Group Jun. 1996 Member of the Board Apr. 2000 Senior Vice President Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Executive Vice President (to present)	6,000
7	Kuniaki Suzuki (August 28, 1945)	Jul. 1969 Jointed the Company Apr. 2000 Group President, Marketing Group Jun. 2000 Member of the Board Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Executive Vice President (to present)	3,000
8	Junji Maeyama (July 5, 1943)	Apr. 1968 Jointed the Company Dec. 1994 Group Senior Vice President, Global Server Group Jun. 1996 Member of the Board Apr. 2000 Senior Vice President Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Executive Vice President (to present)	14,508
9	Masamichi Ogura (June 30, 1946)	Apr. 1969 Jointed the Company Apr. 2000 Group Executive Vice President, Electric Devices Group Jun. 2000 Member of the Board Jun. 2002 Corporate Senior Vice President Apr. 2003 Corporate Executive Vice President (to present)	3,460

10	Hiroshi Oura (February 14, 1934)	Apr. 1956 Jun. 1985 Jun. 1988 Jun. 1989 Jun. 2001	Joined the Company Member of the Board Corporate Senior Vice President Representative Director, President, Advantest Corporation Representative Director, Chairman of the Board, Advantest Corporation (to present)	32,602
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(Note: Candidate Kunihiko Sawa meets the requirements for an Outside Board Member as stipulated in Article 188, Section 2-7-2 of the Commercial Code.)

#### Proposal No. 5 Election of Two Auditors

The terms of office for an auditor, Katsuhiko Kondo expires at the close of this shareholders' meeting and Keizo Fukagawa will retire as Auditor at the close of this shareholder's meeting. It is proposed that two Auditors.

<i>Candidate No.</i>	<i>Name and date of birth</i>	<i>Personal history and positions at other companies</i>	<i>Number of shares of the Company held by the candidate</i>	
1	Takashi Takaya (February 18, 1942)	Apr. 1965 Jun. 1995 Jun. 1999 Apr. 2000 Apr. 2001 Apr. 2003	Joined the Company Member of the Board Senior Vice president Executive Vice President Senior Executive Vice President Member of the Board (Representative Director) (to present)	12,000
2	Katsuhiko Kondo (September 5, 1937)	Apr. 1960 Feb. 1995 Apr. 1996 Jun. 1997 Jun. 2000 Apr. 2002	Joined the Dai-Ichi Bank, Limited (currently, Mizuho Bank) Deputy President of the Dai-Ichi Kangyo Bank, Limited (currently, Mizuho Bank) President of the Dai-Ichi Kangyo Bank, Limited Advisor, the Dai-Ichi Kangyo Bank, Limited Auditor, Fujitsu Limited (to present) Honorary Adviser, Mizuho Financial Group (to present)	0

(Note: Mr. Katsuhiko Kondo satisfies requirements for external auditor as defined by Item 1, Article 18 of the "Law Regarding Exceptional Rules of the Commercial Code Concerning Auditing, etc. of Stock Corporation.")

#### Proposal No. 6 Granting of Retirement Allowances to Retiring Members of the Board and Auditors

It is proposed that retirement allowances be presented to Members of the Board Tadashi Sekizawa, Tadayasu Sugita and Takashi Takaya, and Standing Auditor Keizo Fukagawa who are retiring at the close of this shareholder's meeting. These allowances shall be given in accordance with company standards in gratitude for work they have performed during their terms of office.

It is also proposed that specific amounts, timing and method of payment of the special retirement allowances be determined at a meeting of the Board for the retiring Member of the Board and at a conference of auditors for the retiring Auditors.

The profile of the retiring Members of the Board and Auditors are as follows:

<i>Name</i>	<i>Profile</i>
Tadashi Sekizawa	Jun. 1984 Member of the Board Jun. 1986 Senior Vice President Jun. 1988 Executive Vice President Jun. 1990 President Jun. 1998 Chairman (to present)
Tadayasu Sugita	Jun. 1995 Member of the Board Jun. 1998 Senior Vice President Jun. 1999 Executive Vice President Apr. 2001 Senior Executive Vice President Apr. 2003 Member of the Board (Representative Director) (to present)
Takashi Takaya	Jun. 1995 Member of the Board Jun. 1999 Senior Vice President Apr. 2000 Executive Vice President Apr. 2001 Senior Executive Vice President Apr. 2003 Member of the Board (Representative Director) (to present)
Keizo Fukagawa	Jun. 2001 Standing Auditor (to present)