

May 10, 2013

To all parties concerned:

Company	Fujitec Co., Ltd. (Stock Code 6406)
Representative	Takakazu Uchiyama President and CEO
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Notice Concerning Introduction of Stock-Compensation-Type Stock Options for Directors

Fujitec Co., Ltd. (the “Company”) hereby announces that it has resolved at a meeting of its Board of Directors held on May 10, 2013, to submit a proposal for review of the remuneration system for its Directors and for the introduction of Stock-Compensation-Type Stock Options for its Directors (excluding Outside Directors) at the 66th Ordinary General Meeting of Shareholders scheduled for June 25, 2013. The details are as follows:

(Please note that this English translation is only for reference purpose. When there are any discrepancies between Japanese version and English translation version, the original Japanese version always prevails.)

1. Reasons for the Introduction of Stock-Compensation-Type Stock Options

In order to share the merits and risks of stock price movements with our shareholders and further strengthen their incentive to contribute to increase in share value and improve in corporate value, the Company will submit a proposal, at the 66th Ordinary General Meeting of Shareholders scheduled for June 25, 2013, for allotment of stock-compensation-type stock options (stock acquisition rights) to its Directors (excluding Outside Directors), so that they may acquire shares by exercising stock acquisition rights (the exercise price per share to be issued upon exercise of stock acquisition rights shall be one (1) yen)..

2. The details of Stock-Compensation-Type Stock Options

The total amount of remuneration for Directors of the Company was approved to be no more than five hundred (500) million yen (including 34 million yen or less for Outside Directors) per fiscal year at the 60th Ordinary General Meeting of Shareholders held on June 27, 2007, which has been observed up to now. Aside from the remuneration, the Company would like to grant stock acquisition rights as Stock-Compensation-Type Stock Options to its Directors no more than one hundred (100) million yen per fiscal year.

The specific details of stock acquisition rights to be allotted as Stock-Compensation-Type Stock Options to its Directors (excluding Outside Directors) shall be as follows:

① Type and Number of Shares to be Issued for Stock acquisition rights

The type of shares to be issued for the stock acquisition rights shall be common shares of the Company. The maximum number of shares to be issued by exercising the stock acquisition rights within one (1) year from the date of the ordinary general meeting of shareholders related to each fiscal year shall be 400,000 shares. The number of shares to be issued for a stock acquisition right (hereinafter referred to as “the number of granted shares”) shall be one thousand (1,000) shares. Provided, however, that in the event the Company conducts a share split (including gratis allotments of common shares of the Company; hereinafter, the same shall apply, when referred to share split) or a consolidation of common shares, after the date of resolution of the proposal (the date of resolution), the number of granted shares shall be adjusted according to the formula below. Any fractional shares of less than one (1) share as a result of the adjustment shall be disregarded.

Number of Granted Shares after Adjustment = Number of Granted Shares before Adjustment × Ratio of Share Split or Consolidation of Shares

In addition, in the event that the Company is subject to merger, company split or any other similar cases, in which it is necessary to adjust the number of granted shares, the Company may appropriately adjust the number of granted shares to a reasonable extent. In the event the Company change the number of shares in one (1) trading unit of common shares of the Company (excluding the case when a share split or a consolidation of common shares is conducted, hereinafter the same shall apply, when referred to change of the number of shares in one trading unit of shares) after the date of resolution, the Company shall be entitled to rationally adjust the number of granted shares according to the ratio of change of the applicable number of shares in one (1) trading unit with regard to the stock acquisition rights for which resolution by the Board of Directors is held for the issue on or after the date of entry into force of change of the applicable number of shares in one (1) trading unit.

② Total Number of Stock Acquisition Rights

The maximum number of stock acquisition rights allotted to Directors (excluding Outside Directors) within one (1) year from the date of the ordinary general meeting of shareholders for the corresponding fiscal year shall be 400. Provided, however, that in the event the number of granted shares is adjusted incidental to change of the applicable number of shares in one trading unit of common shares of the Company, the Company may rationally adjust the total number of stock acquisition rights in response to the ratio of the applicable adjustment.

③ Amount to be Paid in for Stock Acquisition Rights

The amount to be paid in for one equity share shall be the amount to be determined at a meeting of the Board of Directors based on the fair value of the stock acquisition rights calculated using a fair calculation method for the allotment of stock acquisition rights, such as the Black-Scholes Model.

Note that the amount to be paid shall be offset against remuneration receivables to the Company.

④ Amount of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The amount of assets to be contributed upon exercise of each equity warrant shall be an amount obtained by multiplying the exercise price per share to be issued upon exercise of such stock acquisition rights (which shall be one (1) yen), by the Number of Granted Shares.

⑤ Period during which Stock Acquisition Rights may be Exercised

The period during which the stock acquisition rights may be exercised shall be within thirty (30) years from the allotment date of the stock acquisition rights, and such period shall be determined by the Board of Directors.

⑥ Restriction on the Acquisition of Stock Acquisition Rights by way of Transfer

Approval by a resolution of the Board of Directors shall be required for the acquisition of stock acquisition rights by way of transfer.

⑦ Conditions for Exercise of Stock Acquisition Rights

The conditions for exercise of the stock acquisition rights shall be determined at a meeting of the Board of Directors when requirements for offering stock acquisition rights for subscription. For example, a person allotted the subscription rights to stock acquisition rights shall be allowed to exercise the rights on or after the day following the day on which he or she loses the position of Director.