

November 6, 2015

To all parties concerned:

Company	Fujitec Co., Ltd. (Stock Code 6406)
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Notice Concerning Resolution of Corporate Governance Guidelines

Fujitec Co., Ltd. (the “Company”) hereby announces that it has resolved at a meeting of its Board of Directors held on November 6, 2015 to make “Corporate Governance Guidelines” as attached.

Since Japan’s Corporate Governance Code took effect in June 2015, Company has restructured its corporate governance initiatives and established “Corporate Governance Guidelines” in line with the five general principles of the Code.

(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.)

Established in November 6th, 2015

Fujitec Co., Ltd.
Corporate Governance Guidelines

Preamble

The Corporate Governance Guidelines (the “**Guidelines**”) set forth basic matters concerning corporate governance for Fujitec Co., Ltd. (the “**Company**”) and aim to contribute to the sustainable growth and improvement of the mid- to long-term corporate value of the Company. The Guidelines shall be disclosed in a timely and appropriate manner when amended.

Chapter 1. General Rules

(Basic Concepts)

Article 1 The Company shall make efforts to improve its corporate governance in line with the following basic concepts:

- (1) the Company shall respect shareholders’ rights and secure equal treatment of shareholders.
- (2) the Company shall take into account interests of stakeholders, including shareholders, and appropriately cooperate with them.
- (3) the Company shall disclose its information properly and ensure transparency.
- (4) the Company shall carry out effective oversight by the Board of Directors of execution of operations.
- (5) the Company shall engage in constructive dialogue with shareholders who have investment policies corresponding to the mid- and long-term interests of shareholders.

Chapter 2. Securing the Rights and Equal Treatment of Shareholders

(Securing the Equal Treatment of Shareholders)

Article 2 The Company shall treat shareholders equally in accordance with their shares and make disclosure in a timely and appropriate manner so as to avoid any information gaps among them.

(Basic Strategy for Capital Policy)

Article 3 In order to achieve the sustainable growth and improvement of mid- to long-term corporate value of the Company, the Company shall implement its capital policy considering capital costs.

(Policy with respect to Cross-Shareholding and Standards with respect to Voting Rights as to Cross-Shareholding)

Article 4 The Company shall, by the resolution of its Board of Directors (the “**Board of Directors**”), establish and disclose Company policy with respect to cross-shareholding of other listed companies and standards with respect to voting rights as to cross-shareholding.

(Related Party Transactions)

Article 5 When the Company engages in transactions with its directors or major shareholders, the Company shall ensure the reasonableness of terms and conditions of such transactions by resolution of Board of Directors, pursuant to law and the Company’s internal regulations (including, but not limited to, Rules of the Board of Directors), in which independent directors and independent auditors shall participate.

2 The reasonableness of terms and conditions of such transactions shall be subject to post-audit by corporate auditors and/or accounting auditors.

3 The Company shall prevent situations where related party transactions would harm the interests of the Company or the common interests of its shareholders through prior or subsequent procedures set forth in this Article.

Chapter 3. Taking into Account the Interests of Stakeholders

(Relationship with Stakeholders)

Article 6 In order to achieve the sustainable growth and improvement of mid- to

long-term corporate value of the Company, the Board of Directors shall take into account the interests of not only the Company's shareholders but also other stakeholders, including but not limited to, the Company's employees, customers, business partners, creditors, local community, and other relevant parties.

(Actions for Sustainability)

Article 7 Recognizing that the implementation of the Company's global mission statement represents the genuine essence of the Company's CSR, the Company shall collaborate with its stakeholders to carry out diverse CSR activities, including but not limited to, initiatives for safety, development of human resources and transmission of technologies, activities contributing to society, environmental activities, and other activities in order to coexist harmoniously with society and nature, realize a sustainable society, and become a valuable company.

(Whistle-Blowing)

Article 8 The Company shall promote the establishment and utilization of the "Compliance Hotline" on a Group-wide basis in its offices, including but not limited to, the main offices of its subsidiaries, to collect information from its employees that could not be collected easily through its organizational ladder and to conduct investigations into such information and, if the Company identifies a violation or suspected violation of laws and regulations, the Company shall take appropriate measures to rectify or remedy such violation or suspected violation.

2 The Company shall not treat any employee unfavorably on the ground that he or she consults with or reports to the "Compliance Hotline" set forth above.

Chapter 4. Ensuring Appropriate Information Disclosure and Transparency

(Disclosure of Policies Concerning Risk Management, Internal Control System, and Other Matters)

Article 9 Pursuant to the Companies Act and other applicable laws and

regulations, the Board of Directors shall establish and disclose in a timely and appropriate manner policies concerning risk management of corporate group, internal control system, compliance with laws and regulations, and other relevant matters.

2 Pursuant to the Companies Act, Financial Instrument and Exchange Act and other applicable laws, as well as the regulations and rules of Financial Instrument Exchange, the Board of Directors shall disclose finance and business-related matters in a fair, detailed and direct manner.

Chapter 5. Responsibilities of the Board of Directors

(Roles of the Board of Directors, Delegation to Management)

Article 10 Based upon its fiduciary duty to shareholders who have entrusted management to the Board of Directors, the Board of Directors shall implement efficient and effective corporate governance for all shareholders who shall ensure the promotion of their own interests through maximization of the mid- to long term corporate value, and the Board of Directors shall further be responsible for the sustainable growth and improvement of mid- to long-term corporate value of the Company.

2 In fulfilling the responsibilities set forth in Article 10.1, the Board of Directors shall ensure fairness and transparency of management by exercising its monitoring function over the entire management and make the best decisions for the Company through decisions relating to the execution of the Company's important business which are legally required to be made by the Board of Directors.

3 Decisions on such execution of the Company's business other than set forth in Article 10.2 shall be delegated to lower level meetings, including but not limited to, global executive committees and/or operating officers meetings, or other meetings, and the Board of Directors shall supervise the execution of duties by such meetings and/or operating officers, or others.

(Roles of Independent Directors)

Article 11 In order to achieve the sustainable growth and improvement of mid- to long-term corporate value of the Company, independent outside directors shall, from the standpoint of the common interest of shareholders, monitor execution of the Board of Directors and the management and conflicts of interest between the Company and the management and also conduct other monitoring functions.

(Composition and Diversity of the Board of Directors)

Article 12 The number of the Board of Directors shall be eleven (11) or less, as prescribed in the Company's Articles of Incorporation.

2 Considering the importance of independent outside directors for corporate governance, at least two (2) directors out of the Board of Directors set forth above shall be independent outside directors.

3 The Company recognizes that diversity on the Board of Directors is one of the important factors for enhancing the effectiveness of the Board of Directors and realizing sustainable growth of the Company. In selecting candidates for its directors, the Company shall take into account the diversity of their skills, experiences and viewpoints, irrespective of their gender, age, or similar factors.

(Qualifications and Nomination Procedures of Directors)

Article 13 Candidates for the Company's directors must have excellent personalities, insight, competence and abundant experience, as well as high ethical standards to supervise and execute Company's management in an appropriate, fair and effective manner.

2 In order to fulfill their monitoring function, candidates for the Company's independent outside directors must have deep insight and abundant experience in the areas of business management, risk management, and internal control, including legal compliance, corporate ethics, management quality, global management, macroeconomic policy, and other areas. Additionally, the candidates for the Company's independent outside directors must meet criteria for selection of Independent officers, which are determined and disclosed separately.

3 All of the Company's directors shall be subject to election by a resolution at the general shareholders meeting held on an annual

basis.

- 4 In accordance with this Article, candidates for new directors, including substitute directors, shall be appointed and selected by the Board of Directors through consultation with certain director(s) designated by the Board of Directors and proper and transparent discussion of the Board of Directors.

(Qualifications and Nomination Procedures of Corporate Auditors)

Article 14 Candidates for corporate auditors of the Company must have excellent personalities, insight, competence and abundant experience as well as high ethical standards to monitor directors' execution of their duties in an appropriate, fair and effective manner. In addition, at least one (1) corporate auditor must have appropriate expertise with respect to finance and accounting.

- 2 In order to fulfill their monitoring function, candidates for the Company's independent outside corporate auditors must have deep insight and abundant experience in the areas of business management, risk management, and internal control, including legal compliance, corporate ethics, management quality control, global management, macroeconomic policy, and other areas. Additionally, candidates for independent outside corporate auditors must meet criteria for independence of outside corporate officers, which are determined and disclosed separately.

- 3 In accordance with this Article, candidates for new corporate auditors of the Company, including substitute corporate auditors, shall be appointed and selected by the Board of Directors through consultation with certain director(s) designated by the Board of Directors, proper and transparent discussion of the Board of Directors, and shall be subject to the consent of the Board of Corporate Auditors.

(Chairperson of the Board of Directors)

Article 15 The Chairperson of the Board of Directors shall endeavor to enhance the quality of discussions of the Board of Directors and facilitate the Board of Directors meetings in an efficient and effective manner. To carry out these duties, the Chairperson shall make arrangements for securing adequate time for all proposals and shall make appropriate

information available to respective directors in a timely manner.

(Duties of Directors)

Article 16 The Company's directors shall collect information sufficient to fulfill their duties, proactively express their opinions, and have thorough discussions.

2 In fulfilling their duties toward the Company, the Company's directors shall make full use of their abilities and spend the necessary amount of time.

(Access to the Company's Information by Independent Directors and Corporate Auditors)

Article 17 Whenever deemed necessary or appropriate, the Company's independent outside directors and/or corporate auditors may request executive directors, operating officers and employees of the Company to provide explanations, reports, and/or or submit internal materials.

2 The Company's corporate sections (namely, Finance HQ, Administration HQ, Corporate Planning HQ, Secretarial Office, etc.) shall support independent outside directors so that they can perform their duties appropriately.

3 In order for the Board of Corporate Auditors or respective corporate auditors to perform their duties appropriately, the Company shall establish a bureau of the Board of Corporate Auditors (corporate auditors' office) with proper human resources and budget.

(Remuneration of Directors)

Article 18 Remuneration of directors shall be determined within the limits set by the resolution of a general shareholders meeting and in accordance with criteria for remuneration set by a resolution of the Board of Directors.

2 Remuneration of respective directors shall be determined in accordance with the said criteria and through consultation with certain director(s) designated by the Board of Directors, considering Company's performance, other companies' remuneration levels, employees' salaries, and other factors. In order to promote the directors' management awareness and motivation for better

performance, a part of the remuneration shall be provided to the directors' shareholding association.

3 Apart from the remuneration set forth above, the Board of Directors shall determine the issuance date, allocation, and other details of stock option rights within the limits of the provision of the stock option in the system of stock-compensation-type stock options determined by a resolution of the Company's general shareholders meeting.

(Succession Planning)

Article 19 Based on a proposal by the President (CEO) and consultation with certain director(s) designated by the Board of Directors, the Board of Directors shall discuss and, by the resolution of the Board of Directors, determine and review succession planning for the President (CEO).

2 When the President (CEO) resigns or leaves his/her office, the Board of Directors shall determine candidate(s) for the successor of the President (CEO) based on the succession planning set forth above.

(Directors and Corporate Auditors Training)

Article 20 According to their insights, skills, experience, and other attributes, the Company's directors and corporate auditors shall participate in training programs provided by lawyers, certified public accountants and other professionals related to business management, and receive explanations by the President (CEO) and/or operating officer(s) designated by the President (CEO) related to the Company's business strategy, financial conditions and other important matters.

2 To fulfill their respective roles, the Company's directors and corporate auditors shall collect necessary information proactively and make efforts toward self-improvement with respect to the Company's financial condition, legal compliance, corporate governance and other matters.

Chapter 6. Dialogue with Shareholders

(Dialogue with Shareholders)

Article 21 In order to realize the sustainable growth and improvement of mid- to

long-term corporate value of the Company, the Company shall engage in constructive dialogue with major shareholders who have investment policies corresponding to the mid- to long-term interests of shareholders.

2

The Company shall establish and disclose policies concerning the measures and organizational structures aimed at promoting constructive dialogue with shareholders.

Criteria for Selection of Independent Officers

I Selection Criteria

1. Independent Officer(s) shall mean outside officers of Fujitec Co., Ltd. (“**Company**”), who is outside directors or outside corporate auditors, and/or candidates for such positions, to whom none of the following items apply.
 - (1) Executives of Fujitec Group Companies
 - (i) an executive director, operating officer, manager or other employee of Company or Company’s subsidiaries;
 - (ii) a person who used to be any of the positions of an executive director, operating officer, manager or other employee of Company or Company’s subsidiaries within the last ten (10) years before taking the positions of an independent officer; and/or
 - (iii) a person who used to be in any of the positions of a non-executive director, corporate auditor or accounting advisor of Company or Company’s subsidiaries within the last ten (10) years before taking the positions of an independent officer, and within last ten (10) years before taking any of the non-executive director, corporate auditor or accounting advisor of Company or Company’s subsidiaries, used to be in a position of an executive director, operating officer, manager or other employee of Company or Company’s subsidiaries.
 - (2) Major Shareholders, Their Officers and Other Executives
 - (i) A major shareholder who owns 10% or more of the voting shares (“**Major Shareholder(s)**”) of Company, or, in the event that such shareholder is a legal entity, a director, corporate auditor, accounting advisor, executive officer, operating officer, manager or other employee of such shareholder, its parent company, or one of its major subsidiaries (or a person who used to be one of the same in the last five (5) years before taking office); or
 - (ii) A director, corporate auditor, accounting advisor, executive officer, operating officer, manager or other employee of a company in which Company is a Major Shareholder.

(3) Major Business Partners and Similar Entities, and Their Executives

- (i) A customer which pays an amount equal to 2 % or more of Company's consolidated annual sales in Company's then current fiscal year (or a customer which paid an amount equal to 2 % or more of Company's consolidated annual sales in one of the three (3) preceding fiscal years to the current fiscal year) or a parent company or a major subsidiary of the same;
- (ii) A supplier to which Company or Company's subsidiaries pay an amount equal to 2 % or more of such supplier's consolidated annual sales in such supplier's then current fiscal year (or a supplier to which Company or Company's subsidiaries paid an amount equal to 2 % or more of such supplier's consolidated annual sales in one of the three (3) preceding fiscal years to the current fiscal year) or a parent company or a major subsidiary of the same; or
- (iii) in the event that a customer or supplier covered under Sub-sections (i) or (ii) of this Clause (3) is a legal entity, an executive director, executive officer, manager or other employee of such customer and/or supplier, its parent company or its major subsidiary.

(4) Legal Entities Which Receive Donations or Grants and Their Executives

A public interest incorporated foundation and/or association, not-for-profit corporation or other organization which, on average over the three (3) preceding fiscal years, receives a donation or grant from Company or Company's subsidiaries, the amount of which is equal to or exceeds ten million Japanese yen (¥10,000,000) or 30 % of annual entire expenses of the same, whichever is greater, or an executive director, officer, member or employee of the same.

(5) Directors or Executives of a Company Which Accepts Directors from Group Companies

A director, corporate auditor, accounting advisor, executive officer or operating officer of a company or its subsidiary which accepts a full-time or part-time director from Company or Company's subsidiary.

(6) Directors or Executives of Major Creditors

A director, corporate auditor, accounting advisor, executive officer, operating officer, manager or other employee of financial institutions or other major creditors which are necessary for Company's financing and which Company is irreplaceably dependent upon, or a parent company or major subsidiary of, the same (or a person who used to be one of the same in the last three (3) years).

(7) Accounting, Tax, Legal and Similar Professionals

(i) A member, partner or employee of certified public accountant, tax accountant, auditing corporation or tax accountant corporation which is an accounting auditor or accounting advisor of Company or Company's subsidiary (or a person who used to be one of the same and in charge of auditing services for Company or Company's subsidiary within the preceding three (3) years).

(ii) A lawyer, certified public accountant, tax accountant or other consultant who does not fall under the Sub-section (i) of this Clause (7) and who has received from Company or Company's subsidiaries, on average, a financial benefit of ten million yen (¥10,000,000) or more per year over the preceding three (3) fiscal years.

(iii) A member, partner, associate or employee of a law firm, auditing corporation or tax accountant corporation or other professional advisory firm which does not fall under Sub-section (i) or (ii) of this Clause (7) and who has received from Company or Company's subsidiary, on average, a financial benefit in an amount equal to 2 % or more of their annual gross sales per year over the preceding three (3) fiscal years.

(8) Spouse, Family Within the Second Degree or Family Living Together

Spouse or family member within the second degree of, or family member living together with, a person who falls under Clause (1) (Executives of Fujitec Group Companies) or Clause (2) (Major Shareholders, Their Officers and Other Executives) hereof currently or within the last five (5) years, a person who falls within the Clause (3) (Major Business Partners and Similar Entities, and Their Executives) above currently or within the last three (3) years, a person who falls under Clause (4) (Legal Entities Which Receive Donations or Grants and Their Executives) above currently or a person who falls under Clause (6) (Directors or Executives of Major Creditors) above currently or within the last

three (3) years, or a person whose spouse or family within the second degree of, or family living together with, falls under Clause (7) (Accounting, Tax, Legal and Similar Professionals) above currently.

- (9) A person who may possibly cause constant and substantive conflicts of interest with Company's shareholders as a whole for a reason other than as set forth in Clauses (1) through (8) above.
2. Company may appoint a person who falls under Clauses (2) through (8) above as a candidate for an independent officer position if such person is deemed appropriate based upon his or her personality, insights and other attributes, provided, however, that such appointment shall be subject to a resolution passed by the Board of Directors and the reason for such appointment shall be explained externally.

II Selection Procedures

The appointment of a candidate for an independent officer position shall be explained to the other independent outside directors and the other corporate auditors at a Board of Directors meeting and shall be subject to at least any of their agreement, recommendation and/or consent.

III Effective Date

These criteria will become effective as of November 6, 2015.