

**Notice of Change in Terms of Tender Offer for  
Solekia Limited (Code No: 9867) Shares**

Tokyo, April 5, 2017 - Fujitsu Limited (hereinafter referred to as "Tender Offeror") has announced that, since March 17, 2017, it has commenced a tender offer (hereinafter referred to as "Tender Offer") to acquire the common shares of Solekia Limited (Code No: 9867, Tokyo Stock Exchange Inc., (hereinafter referred to as "Tokyo Stock Exchange") JASDAQ (Standard) Market (hereinafter referred to as "JASDAQ Market"), hereinafter referred to as "Target Company") under the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended, hereinafter referred to as "Act"), and that today, April 5, 2017, it has decided to change the purchase price of common shares in this Tender Offer. Along with this, the Tender Offeror has announced changes to "Notice of Commencement of Tender Offer for Shares of Solekia Limited (Code No: 9867)," dated March 16, 2017 (including "Notice of Change in Terms of Tender Offer for Solekia Limited (Code No: 9867) Shares" dated March 29, 2017), as follows. The changes are underlined.

1. Purpose of Tender Offer, etc.

(1) Overview of Tender Offer

Tender Offeror adopted a resolution to conduct Tender Offer as part of a transaction (hereinafter referred to as "Transaction") in which the Company would acquire all Target Company Shares (excluding the treasury shares of Target Company) listed on the JASDAQ Market and make Target Company a wholly owned subsidiary of Tender Offeror.

As of today Tender Offeror holds 23,558 shares of Target Company (the holding ratio (Note) is 2.71%).

In Tender Offer, Tender Offeror sets the minimum number of shares to be purchased as 445,924 shares and if the total number of share certificates, etc., (hereinafter referred as "Share Certificates, etc., tendered") sold in response to Tender Offer does not exceed the minimum number of shares to be purchased, Tender Offeror will not purchase all Share Certificates, etc. tendered. The minimum number of shares to be purchased is set so that the total number of voting rights held by Tender Offeror and Non-applying Shareholders will be two-thirds or more of the voting rights of the Target Company. On the other hand, Tender Offeror does not determine the maximum number of shares to be purchased and will acquire

all Share Certificates, etc., tendered if the total number of Share Certificates, etc. tendered is not less than the minimum number of shares to be purchased 445,924 shares. In the event that the Tender Offeror is established through the Tender Offer, the Tender Offeror, as described in "Policy of restructuring, etc. for Post Tender offer (Matters regarding So-called Two-Step Acquisition)" below, plans to implement the procedures of making the shareholders of the Target Company solely Tender Offeror (hereinafter referred to as "procedures of making wholly owned subsidiary").

Note: the holding ratio refers to the ratio (any fraction to be rounded to two decimal places) to the number of outstanding Target Company Shares (867,912 shares) which is the aggregate number of issued common shares (1,016,961 shares) as of December 31, 2016 stated in the quarterly report for the third quarter of the 59<sup>th</sup> fiscal term submitted by the Target Company on February 10, 2017 minus the number of treasury shares as of February 10, 2017 (149,049 shares).

According to "Notice of Expressing Opinion to tender shares regarding Tender Offer of Our Company's Shares by Fujitsu Limited," (hereinafter referred to as "Target Company's Press Release") announced by Target Company on March 16, 2017, while considering the Target Company's corporate value, the improvement of shareholder value, the intent of the Tender Offeror, the contents and the analyses of the valuation report on the Target Company's stock value (hereinafter referred to as "Valuation Report of the Target Company") acquired from Daiwa Securities Co. Ltd. (hereinafter referred to as "Daiwa Securities") and the expertise from Anderson Mori & Tomotsune law firm, an independent legal advisor which became independent from the Target Company, Tender Offeror and third party (hereinafter referred to as the "Prior Tender Offeror") who initiated the Tender Offer (hereinafter referred to as the "Prior Tender Offeror") on February 3, 2017 without obtaining approval from the Target Company, the Target Company, at the meeting of Board of Directors held on March 16, 2017, where a resolution was adopted expressing its affirmative opinion on the Tender Offer based on the decisions that the Target Company could contribute to the enhancement of the corporate value of the Target Company, which in turn will contribute to the improvement of shareholder value by making proposals to customer's needs by applying products and services of the Tender Offeror Group (the Tender Offeror and its 528 subsidiaries (of which 514 are consolidated subsidiaries) (as of March 31, 2016)) and by developing the business to acquire customers together with the Tender Offeror by building a stronger alliance with the Tender Offeror while laying the foundation on the stable capital relationship on the premise of the completion of the Tender Offeror.

In addition, at the meeting of Target Company's Board of Directors as mentioned above, in

light of Valuation Report of the Target Company, because the Tender Offer Price (hereinafter referred to as the "Tender Offer Price") before the change (hereinafter referred to as "The First Change of the Tender Offer Price") of the price per share made by the Target Company in the Tender Offer conducted on March 29, 2017 exceeds the value range of the market value method and is included within the range of the value of the comparable peer company method and the discounted cash flow method (hereinafter referred to as "DCF method") where a resolution was adopted recommending that shareholders of the Target Company tender their shares for the Tender Offeror.

The Tender Offeror considered options regarding the Tender Offer such as reviewing its application after the Prior Tender Offeror raised the Tender Offer Price from 2,800 yen to 3,700 yen on March 21, 2017. As a result of reviewing the Tender Offer Price again, the Tender Offeror decided to change the Tender Offer Price from 3,500 yen to 4,000 yen on March 29, 2017.

According to "Notice of Expressing Opinion to the Tender Offer of Our Company's Shares after Fujitsu Limited's Change in Purchase Conditions, etc.," (hereinafter referred to as "Target Company press release after the First change") announced by the Target Company on March 29, 2017, the Target Company consulted and reviewed the Tender Offer again based on the First Change in the Tender Offer Price. As a result, the Target Company decided to maintain its stance to support the Tender Offer and to recommend applying for the Tender Offer to the shareholders holding the Target Company's shares at the meeting of Board of Directors held on March 29, 2017.

The Tender Offeror considered options regarding the Tender Offer such as reviewing its application after the Prior Tender Offeror raised the Tender Offer Price from 3,700 yen to 4,500 yen on March 31, 2017. As a result of reviewing the Tender Offer Price again, the Tender Offeror decided to change the Tender Offer Price from 4,000 yen to 5,000 yen on April 5, 2017 (hereinafter referred to as "The Second Change of the Tender Offer Price")

According to "Notice of Expressing Opinion to the Tender Offer of Our Company's Shares after Fujitsu Limited's Change in Purchase Conditions, etc.," (hereinafter referred to as "Target Company Press Release After the Second Change") announced by the Target Company on April 5, 2017, the Target Company consulted and reviewed the Tender Offer again based on the second change in the Tender Offer Price. As a result, the Target Company decided to maintain its stance to support the Tender Offer and to recommend applying for the Tender Offer to the shareholders holding the Target Company's shares at the meeting of Board of Directors held on April 5, 2017.

(2) Background Leading up to the Implementation of a Decision, Purposes of and Decision-making Process for Tender Offer, and Management Directions for Post Tender offer.

On February 3, 2017, a Prior Tender offer to Target Company's shares by the Prior Tender Offeror was made public. After that, the Tender Offeror was asked by the Target Company to consider whether the Tender Offeror could make responses to Prior Tender Offer including the acquisition of shares of the Target Company in the beginning of February. The Target Company and the Tender Offeror Group are important business partners through the business alliance and the technical cooperation with the long history of about 60 years. The Tender Offeror responded that there was an intention to make the Target Company a wholly owned subsidiary of the Tender Offeror in the middle of February by the consideration that the Tender offeror would be able to maintain the trading scales of Tender Offeror Group and the Target Company would contribute to the business of the Tender Offeror Group by utilizing their advanced technologies in expanding Digital Business Area (Note 1). The Tender Offeror conducted due diligence for the Target Company from the end of February 2017 to the beginning of March 2017. Based on the results of the due diligence, the valuation analysis by SMBC Nikko Securities Inc. (hereinafter referred to as "SMBC Nikko Securities"), a third party financial advisor which is independent from Tender Offeror and Target Company and the valuation analysis by Daiwa Securities form the Target Company side, the Tender Offeror will conduct Tender Offer through the consultation and the examination by the Tender Offeror and the Target Company.

The Tender Offeror Group (the Tender Offeror and Subsidiary), in the area of ICT (Note 2), is engaging in total solution businesses: offering various services and also offering comprehensively, in order to support those services, development, production, sales as well as maintenance of advanced, high-end and high-quality products. Tender Offeror was established in June 1935 as Fuji Tsushinki Manufacturing Co., Ltd., succeeding the production and the selling rights of telephone switchboard, telephone and loading wire from Fuji Electric Manufacturing Co., Ltd. (now Fuji Electric Co., Ltd.), and listed on the Tokyo Stock Exchange in May 1949.

Since the establishment of the Target Company in September 1958 ("Kobayashi Electric Mfg. Co., Ltd." at the time of establishment), the Target company has been the dealer of the Tender Offeror and with a history of approximately 60 years is one of the oldest Sales partners (Hereinafter referred to as "sales partner"). In this period the Target Company has continued to provide solutions that solve customers' business challenges by combining their products and services and the products from the Tender Offeror.

Under the corporate philosophy of "Thinking together with customers for considering business opportunities newly born by interaction between people," the Target Company is an ICT

company conducting comprehensive consultation from system planning to system design, application development, optimum selection and procurement of hardware, and operation and maintenance of systems while using "Innovative Technology," "Friendly Service" and "Originality & Confidence" as "three strengths", based on the deep understanding of business processes and IT and a wide range of know-how as well as customers' management goals and business challenges.

Consolidated sales of the target company in fiscal 2015 amounted to 20.2 billion yen and the main business fields are Information Equipment, Field Service (Note 3), System Solution (Note 4) and Component Device (Note 4). Trading between the Tender Offeror Group and the Target Company has been stable. In fiscal 2015, the purchase volume from the Tender Offeror Group was 4 billion yen in mainly the Information Equipment business area and the sales volume to FUJITSU FSAS INC. which is the subsidiary of the Tender Offeror was 3.7 billion yen

Since the accumulated number of customers in the most recent five years that the Target Company sold products and services of the Tender Offeror reached approximately 2,500 companies, the Target Company complemented the sales force of Tender Offeror group in the domestic market. SE (System Engineer) and CE (Customer Engineer) of the Target Company conduct services and supports not only at their own customers but also at the customers of Tender Offeror Group under the consignment of business activities etc. as the supplementary forces of Tender Offeror group as well as the sales force. From such business transaction volumes and human relationship, Tender Offeror Group positions the Target Company as the important Sales Partner which plays a part of the business foundation.

Therefore, maintaining the business volume and customer base for Tender Offeror Group possessed by the Target Company is recognized as the most important matter for the Tender Offeror Group. In addition, with the spread of digital business, Tender Offeror group assumes that Target Company's contribution to the business of the Tender Offeror Group will further expand.

In the recent ICT field, while the domestic markets of the product business such as servers and personal computers mature, "Digital Business " represented by Cloud, IOT (Note 6), and Big Data is emerging and in the competitive situation including overseas vendors.

The Tender Offeror launched the digital business platform "MetaArc", which will realize a place that is simple, safe and convenient by consolidating the advanced technologies such as IoT, cloud etc. in fiscal 2015. In order to strengthen the digitization development to "connected services", the Tender Offeror newly established the Digital Service Organization in fiscal 2016

in which businesses essentials for digital business which were dispersed within Tender Offeror were integrated. The Tender Offeror will continue to provide state-of-the-art solutions in line with this trend and work on improving market share in this market through cooperation with Sales Partners including the Target Company.

Based on the recognition of changes in the digital environment, the Target Company also accelerates the shift to Digital Business. With regard to the RFID (Note 7) business that the Target Company was quick to initiate, the Target Company develops M2M solutions (Note 8) and provides the solutions in a wide range of fields such as logistics management, inventory management, flow line management, manufacturing process monitoring, etc., while incorporating EMS (Note 9), AR (Note 10), and sensor technology. In developing M2M solutions, the Target Company works not only with the Tender Offeror Group but also with companies that have "strengths" in each industry field such as information service industry, printing industry, etc. and overseas tag makers etc. This effort is proof that the Target Company recognizes the importance of the coming Digital Business. In addition, "Guest room tablet concierge service" utilizing smart devices (Note11) has been launched as a guest room concierge to collect requests and voices by hotel guests by using multi-language compatible "Service information such as in-house facilities and restaurants, emergency exit, etc." and "Ordering functions for room service, quick checkout etc." Demand for this service is expected to be high towards the Tokyo Olympics and Paralympic Games in 2020. Furthermore, the Target Company is sharing the strategies with Tender Offeror Group towards expanding the digital business, including the build out of proprietary services that utilize the Cloud platform products of the Tender Offeror Group.

(Note 1) Digital Business: Business that incorporates state-of-the-art digital technologies such as cloud, mobile, IoT, analytics and AI (artificial intelligence) to create new customer value.

(Note 2) ICT: Information and Communication Technology

(Note 3) Field Service: Maintenance and Support business for ICT business

(Note 4) System Solution: ICT solution business mainly such as system integration business

(Note 5) Component Device: mainly Electric Device, Semi-conductor business

(Note 6) IOT: Internet of Things. An acronym for the elemental technology, that, by connecting various things through the Internet realizes new services, new business models, or that makes such things possible.

(Note 7) RFID: Radio Frequency Identification, electronic tags.

(Note 8) M2M Solution: Machine to Machine Solution, machines connected to the computer network exchange information with each other without human intervention, systems optimally controlled automatically.

(Note 9) EMS: Energy Management System. By using ICT, controlling and optimizing the use of energy in households, buildings, factories etc.

(Note 10) AR: Augmented Reality using computer technologies that display information by superimposing information on actual scenes.

(Note 11) Smart Device: collective term describing smart phones, tablets, etc.

Tender Offeror Group, while introducing these state-of-the-art solutions products of the Target Company to other Sales Partners through publicity and promotion activities, expects to have a synergistic effect of advancing business expansion mutually by enhancing the corporate value of the Target Company by supporting the business expansion as well as handling the solution products of Target Company by the Tender Offeror Group itself.

In addition, the Tender Offeror Group will consider incorporating the technologies of the Target Company when developing a new solution of Digital Business optimized for each industry.

The Target Company has 11 branches nationwide and is responsible for complementing the sales activities of products and services of the Tender Offeror as mentioned above. In addition, the Target Company has 17 support and service centers for the field service business nationwide, and particularly in Nagano prefecture, there are six locations to cover wide area. In the future, the Tender Offeror will develop new markets, respond to customer's needs courteously, and expand the business of the Tender Offeror Group and the Target Company by sharing the strategies with the Target Company according to different market environments and by effectively utilizing human resources. As a Sales Partner of about 60 years, the Target Company has input numerous opinions and requests, including improvements, to the products and services of the Tender Offeror Group. Based on them, the Tender Offeror Group has improved the functions, quality, added value, etc. of products and services. The Target Company is a precious Sales Partner in the development of products and services. Therefore, in the event that the Target Company becomes a wholly owned subsidiary of the Tender Offeror, it is possible to maintain the trading scales between the Tender Offeror Group and the Target Company, and the Target Company will contribute to the business of the Tender Offeror Group in the following two ways.

- Expand business area by adding RFID related services and guestroom tablet concierge services to the product line up of the Tender Offeror Group
- Promote the activities that link the target company's case as a model case to the effective support and the development for shifts to digital business in the Sales Partners of the Tender Offeror group

In order to realize these measures in the competitive digital business market environment, it is necessary to integrate business operations under a common business strategy to enable integrated and effective use of both sides' management resources, which will lead to the creation of new business by expanding market share and the fusion of technologies. By making the Target Company a wholly owned subsidiary of the Tender Offeror, the Tender Offeror will promptly make management decisions and establish a business structure that will survive in the market.

After the Target Company becomes a wholly owned subsidiary, the Tender Offeror will improve the corporate value of the Tender Offeror Group, based on consultation between the two parties. Currently, there are no matters concerning the composition of executives and other management systems of the Target Company to be decided after the Target Company becomes a wholly owned subsidiary of the Tender Offeror, and the optimum structure will be considered between the Tender Offeror and the Target Company.

### (3) Policy of restructuring, etc., post Tender Offer (Matters regarding so-called Two-Step Acquisition)

The Tender Offeror has a policy to make the Target Company a wholly owned subsidiary of the Tender Offeror as described in "(1) Overview of Tender Offer" above, and if the Tender Offer is successfully closed, plans to implement the procedures of making the Target Company a wholly owned subsidiary to become the only shareholder of the Target Company through the method described below.

Specifically, as soon as the Tender Offer settlement is completed, the Tender Offeror will request Target Company to convene an Extraordinary Shareholders Meeting (hereinafter referred to as "Extraordinary Shareholders Meeting") including proposal about consolidation of Target Company Shares (hereinafter referred to as "Consolidation of Shares") and partial amendment of the Articles of Incorporation in which the provision of the share unit number would be abolished on the condition that Consolidation of Shares takes effect. Tender offeror and Non-applying Shareholder have intentions to agree to the above stated proposals at the Extraordinary Shareholders Meeting. If the proposal about Consolidation of Shares is approved in the Extraordinary Shareholders Meeting, shareholders of Target Company shall own Target Company Shares in proportion to Consolidation of Shares approved in the Extraordinary Shareholders Meeting at the date on which Consolidation of Shares takes effect. If there are any fractions of less than one share resulting from Consolidation of Shares, the shareholders shall be given the amount of cash which would be earned by selling Target Company Shares equivalent to the total sum of the fractions (if the total sum has any fractions



less than one share, such fractions shall be rounded down.) to Target Company pursuant to Article 235 of Companies Act. Regarding the sales price of Target Company Shares equivalent to the total sum of the fractions, it is intended to file a petition with the court for voluntary sale permission after calculating the amount delivered to each shareholder of Target Company who did not tender his/her shares for Tender Offer (excluding the Tender Offeror and Target Company) to be equal to the price obtained by multiplying Tender Offer Price by the number of Target Company Shares owned by such shareholder. Although the proportion of Consolidation of Shares is not decided yet, it is intended that the number of Target Company Shares owned by shareholders of Target Company who did not tender their shares for Tender Offer (excluding the Tender Offeror and Target Company) should be a fraction less than one share so that the Tender Offeror possesses all Target Company Shares (excluding treasury shares owned by Target Company).

In case of Consolidation of Shares, if there are any fractions of less than one share, it is stipulated in the Companies Act that shareholders of Target Company are able to request Target Company to purchase all such fractions less than one share out of their shares and to file a petition with the court for determination of the price of Target Company Shares pursuant to Article 182-4 and Article 182-5 of the Companies Act and other relevant laws and regulations. The purchase price when the above complaint is made will eventually be judged by the court.

As for each procedure mentioned above, the method and/or timing of implementation is subject to change, depending on the situation of amendment, enforcement and interpretation by authorities regarding relevant laws and regulations, the shareholding ratio, etc. of the Company after Tender Offer and circumstances regarding holdings of Target Company Shares by shareholders other than the Company. Even in such cases, however, it is intended to adopt eventually the method of delivering cash to each shareholder of Target Company who did not tender his/her shares for Tender Offer and the amount of the cash delivered to such shareholder shall be calculated to be equal to the price obtained by multiplying Tender Offer Price by the number of Target Company Shares owned by such shareholder. With regard to the specific procedures and the timing of their implementation in the above cases, the Target Company will promptly announce them following consultation between the Tender Offeror and the Target Company upon decision.

The Tender Offer is not intended in any way to solicit the support of shareholders of Target Company at Extraordinary Shareholders Meeting. In addition, please consult your certified tax accountant or other professionals, and make your decision on your own regarding the tax treatments concerning the receipt of cash following Tender Offer or the aforementioned

procedures and the purchase, etc. by Demand for Cash-Out.

## 2. Overview of the Purchase, etc.

### (1) Overview of Target Company

① Name	Solekia Limited		
② Location	16-6, Nishi-Kamata 8-chome, Ota-ku, Tokyo		
③ Name and Title of Representative	Representative Director and President Yoshikazu Kobayashi		
④ Line of Business	Sales of Electronic Device and Information Equipment, Sales and Development of System and Software, Maintenance Business of Electronic Equipment		
⑤ Capital	2,293 million yen		
⑥ Date of Establishment	September 19, 1958		
⑦ Main Shareholders and Owner Ship Ratio (As of September 30, 2016)	Solekia Employee Shareholding Association	8.93%	
	TOTOKU ELECTRIC CO., LTD.	4.99%	
	Freesia Macross Corporation	4.32%	
	Yoshikazu Kobayashi	2.81%	
	Sadako Kobayashi	2.69%	
	Kimihito Mizumoto	2.47%	
	Hideyuki Kobayashi	2.40%	
	Resona Bank, Limited	2.32%	
	Fujitsu Limited	2.32%	
	Totoku Toryo Co.,LTD.	1.59%	
⑧ Relationship between Tender Offeror and Target Company			
Capital Relationship	Tender Offeror owns 23,558 shares of Target Company (ownership ratio 2.71%). Target Company owns 96,236 shares of Tender Offeror (Ownership ratio(Note) 0.00%) .		
Personal Relationship	5 ex-employees of Tender Offeror are Directors or Auditors of Target Company.		
Transaction Relationship	Tender Offeror is main product supplier of Target Company		
State of a Related Party	Not Applicable		

Note: the holding ratio means the ratio (any fraction to be rounded to two decimal places) to the number of outstanding Tender Offeror Shares (2,068,576,213) which is aggregate the number of issued common shares (2,070,018,213 shares) as of December 31, 2016

stated in the quarterly report for the third quarter of the 117<sup>th</sup> fiscal term submitted by the Tender Offeror on February 3, 2017, minus the number of treasury shares (1,216,000 shares) and reciprocal shares (226,000 shares) as of September 30, 2016.

(2) Schedule etc.

① Schedule

Resolution in Board of Director's Meeting	March 16, 2017 (Thursday)
Date of Public Notice of Commencement of Tender Offeror	March 17, 2017 (Friday) A public notice will be made electronically, and such notice will be published in the Nikkei Keizai Shimbun (Electronic Public Notice Address <a href="http://disclosure.edinet-fsa.go.jp/">http://disclosure.edinet-fsa.go.jp/</a> )
Date of submission of Tender Order Registration	March 17, 2017 (Friday)

② Initial Period of purchases, etc. after registration

From March 17,2017 (Friday) to April 28,2017 (Friday) (30 business days)

③ Possibility of extension based on the request from Target Company

Not Applicable

(3) Price of Purchase, etc.

5,000 yen per common share

(4) Number of share certificates, etc., planned to be purchased

Number of shares planned to be purchased	Minimum number of shares planned to be purchased	Maximum number of shares planned to be purchased
735,236 shares	445,924 shares	- shares

(5) Date to commence settlement

March 17, 2017 (Friday)

(6) Further Information that is considered to be necessary for investors to make a decision regarding purchase etc.

Not Applicable

The press release has been prepared solely for the purpose of announcing Tender Offer and not for the purpose of a solicitation for offers to sell. In making an offer to sell, investors are asked to make certain to read the tender offer prospectus regarding Tender Offer and reach decisions on their own. This press release does not constitute an offer to sell, or a solicitation for offers to sell or purchase any securities or any partial solicitation. The press release (or any part of this) or the fact that this press release has been distributed is not grounds for any contracts regarding Tender Offer or may not be relied upon when executing any contracts.

This press release describes prospects for business development, based on the thinking of management of Tender Offeror, in the case of acquiring shares of Target Company. Actual results may be substantially different from these forecasts due to various factors. This information on the future business of Tender Offeror as well as other companies may include expressions regarding future prospects such as "expect," "forecast," "intend," "plan," "believe," and "assume." These expressions are based on the business prospects of Tender Offeror as of today and may change depending on future situations, etc. Tender Offeror has no obligation to update expressions regarding future prospects in this information in order to reflect actual performance, changes in various situations, conditions and others.

Tender offer is not being made, directly or indirectly, in or into the United States, or by the use of the mails, or by any other means or instrumentality (including, but not limited to, telephones, telexes, facsimile transmissions, e-mails and internet communications) of interstate or foreign commerce, or by any facility of a national securities exchange of the United States. No offer may be made to Tender Offer by any use, means, instrumentality or facility, mentioned above, or from or within the United States.

The announcement, publication or distribution of this press release may be subject to legal limitations depending on countries or regions. In such a case, you are requested to take note of and comply with such limitations. In countries and regions where the implementation of Tender Offer is illegal, even if this press release is received, the act will be deemed as the distribution of just information not as a solicitation for offers to sell or purchase any securities regarding Tender Offer.