

To our shareholders,

June 23, 2004

Hiroaki Kurokawa, President
Fujitsu Limited
1-1, Kamikodanaka 4-chome
Nakahara-ku, Kawasaki
Kanagawa, Japan

RESOLUTIONS OF THE 104th ANNUAL SHAREHOLDERS' MEETING

After presentation of the Business Report, Balance Sheet, and Statement of Income for the 104th Business Period (from April 1, 2003 to March 31, 2004), the following resolutions were made at the 104th Annual Shareholders' Meeting held on June 23, 2004.

Resolutions:

Resolution No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 104th Business Period

Resolved that year-end dividends would be distributed at the rate of ¥3.00 per share.
Approved and passed as originally proposed.

Resolution No. 2 Partial Revision to the Articles of Incorporation

Approved and passed as originally proposed. A summary of the revision is included on the next page .

Resolution No. 3 Election of Three Members to the Board

3 men, Messrs. Ikujiro Nonaka, Toshihiko Ono and Chiaki Ito were elected as the member of the board and taken office.

Resolution No. 4 Election of Four Auditors

4 men, Messrs. Takeo Kato, Takashi Takaya, Yoshiharu Inaba and Hiromasa Inagaki were elected as the auditors and taken office.

Resolution No. 5 Granting of Retirement Allowances to Retiring Members of the Board and Auditors

Resolved that special retirement allowances be granted in accordance with Company standards to Two Members of the Board Junji Maeyama and Michio Fujisaki, and Auditors Shin Koizumi and Yasuyuki Wakahara, who are retiring as of the close of this shareholders' meeting. It was also resolved that specific amounts, timing and method of payment of the special retirement allowances be determined at a meeting of the Board for the retiring Members of the Board and at a conference of auditors for the retiring Auditors.

About Partial Revision to the Articles of Incorporation

<i>Prior to Revision</i>	<i>Revised</i>
New	<u>Article 6 (Stock Repurchase) The Company, in accordance with Article 211-3, Section 1-2 of the Commercial Code, has the right to undertake a stock repurchase upon the decision of the Board of Directors.</u>
<u>Article 6 to Article 27 (Omitted)</u>	<u>Article 7 to Article 28 (Unchanged)</u>
New	<u>Article 29 (Limitation of Liabilities of Directors) The Company, by a resolution of the Board of Directors, in accordance with Article 266, Section 12 of the Commercial Code may exempt Directors from their liabilities arising in connection with the actions provided for in Article 266, Section 1-5 of the Commercial Code to the extent permitted by law.</u>
New	<u>Article30 (Limited liability contract for outside directors) The Company, in accordance with Article 266, Section 19 of the Commercial Code, reserves the right to form a contract limiting monetary liabilities with outside directors in connection with the actions provided for in Article 266, Section 1-5 of the Commercial Code. The maximum amount of liability is as defined by Article 266, Section 19 of the Commercial Code.</u>
<u>Article 28 to Article 34 (Omitted)</u>	<u>Article 31 to Article 37 (Unchanged)</u>
New	<u>Article 38 (Limitation of Liabilities of Auditors) The Company may, by a resolution of the Board of Directors, in accordance with Article 280, Section 1 of the Commercial Code may exempt Auditors from their liabilities to the extent permitted by law.</u>
<u>Article 35 to Article 38 (Omitted)</u>	<u>Article 39 to Article 42 (Unchanged)</u>

(END)