

Resolutions of 123rd Annual Shareholders' Meeting

Tokyo, June 26, 2023 – Fujitsu Limited (hereinafter the “Company”) announced the results of voting on the proposals made at the 123rd Annual Shareholders' Meeting.

1. Time & Date of the Meeting 10:00 a.m., June 26, 2023

2. Agenda:**Proposal No. 1 Election of Nine Directors**

As originally proposed, the following nine individuals were elected and have taken office as Directors: Takahito Tokita, Hidenori Furuta, Takeshi Isobe, Masami Yamamoto, Chiaki Mukai, Atsushi Abe, Yoshiko Kojo, Kenichiro Sasae and Byron Gill.

Chiaki Mukai, Atsushi Abe, Yoshiko Kojo, Kenichiro Sasae and Byron Gill are considered Independent Directors.

Proposal No. 2 Election of One Audit & Supervisory Board Member

As originally proposed, Koji Hatsukawa was elected as Audit & Supervisory Board Member.

Koji Hatsukawa is considered as Independent Audit & Supervisory Board Member.

Proposal No. 3 Determination on Compensation of Restricted Stock Unit for Independent Directors

As originally proposed, the Company set the amount of compensation for Independent Directors under the new stock compensation plan (Restricted Stock Unit; hereinafter referred to as the “Plan”) with ex-post provision on the condition of continued service to be up to 100 million yen a year and the total number of shares of the Company to be allocated to be within 6,000 shares a year, in addition to the monetary compensation to the Independent Directors. Details of the Plan are shown in the attachment.

Specific details of the Plan

(1) Overview of the Plan

The Company determines the number of stock units to be granted to Independent Directors (hereinafter referred to as the “Eligible Persons”) for each fiscal year and the period of continued service (three years). Upon the completion of the period of continued service, on the condition of fulfilling the certain requirements set forth in advance by the Board of Directors, including having been in the position of Independent Director continuously for such period, the Eligible Persons shall be paid cash equivalent to the tax obligation arising for them due to the granting of compensation under the Plan, and allocated the Company shares, in accordance with the number of above Stock Units. At the time, the Eligible Persons shall be provided with monetary compensation claims and cash equivalent to the market value of the Company shares at the same number of the above Stock Units, and shall receive the allocation of the Company shares by contributing in kind all of the former monetary compensation claims to the Company. The proportion of the amount paid in cash out of the number of above Stock Units is determined by the Board of Directors, taking into consideration the tax obligation of each applicable Eligible Person. Eligible Persons may transfer acquired shares of the Company at their own discretion unless they violate insider trading regulations.

(2) Total amount of monetary compensation claims and cash pertaining to the Plan, maximum number of shares to be allotted

The upper limit of the total amount of monetary compensation claims and cash paid to the Eligible Persons under the Plan is set up to 100 million yen per year. The total number of allocated shares of the Company is set to be within 6,000 shares a year.

(3) Calculation method of the number of the Company shares to be allocated and the amount of money to be paid under the Plan

The Company shall decide the number of Stock Units to be granted to the Eligible Persons by the Board of Directors, in consideration of the duties, etc. of the Eligible Persons. Upon the completion of the period of continued service, regarding the number of Stock Units granted to the Eligible Person, one unit shall be equivalent to one share, and the amount of cash to be paid and the number of Company shares to be granted to each Eligible Person shall be decided, based on the proportion set forth by the Board of Directors, taking into account of the tax obligation arising for the Eligible Persons due to the payment of compensation under the Plan.

(4) Payment amount per share

The payment amount per share allocated to the Eligible Persons under the Plan shall be the fair price of the Company’s shares on the day of allocation, such as the closing value of the share at the Tokyo Stock Exchange one business day before the date of the Board of Directors’ meeting held to decide about the allocation (if there is no trade on such date, the closing value on the business day immediately preceding such date).

(5) Condition for provision of monetary compensation claims and cash, allocation of shares of the Company

On the condition that the period of continued service is over, and that the Eligible Person fulfills the certain requirements set forth in advance by the Board of Directors, including having been in the position of Independent Director continuously for such period, monetary compensation claims and cash are paid to each Eligible Person. The Company shares will be allotted to each Eligible Person by having all monetary compensation claims contributed in kind. However, should an Eligible Person for the Plan resigns as Independent Director before the expiration of the period of continued service with reasons deemed valid by the Board of Directors, the Board shall reasonably adjust the amount of the monetary compensation claims and cash to be paid, the number and payment of allocated shares and the timing of allocation as necessary.

(6) Others

Handling of the Plan at the time of measures including organizational restructuring, handling of the allocated number of shares at the time of stock split or stock consolidation and other details of the Plan are determined by resolution of the Board of Directors.