

# Notice of Agreements for the Mergers through Absorption (Simplified Absorption-type Merger) of Consolidated Subsidiaries of Fujitsu Limited

**Tokyo, July 29, 2021** — Fujitsu Limited (herein after referred to as “Fujitsu”) announced today that it has made a resolution at its board of directors meeting held today that effective October 1, 2021, its consolidated subsidiaries (collectively referred to herein as “the Target Companies”), FUJITSU KANSAI-CHUBU NET-TECH LIMITED (hereinafter referred to as “KCN”), FUJITSU KYUSHU NETWORK TECHNOLOGIES LIMITED (hereinafter referred to as “QNET”), FUJITSU COMPUTER TECHNOLOGIES LIMITED (hereinafter referred to as “FCT”) will merge with Fujitsu and it has concluded agreements for absorption type mergers with the Target Companies.

Because Fujitsu’s mergers with KCN (Merger 1), QNET (Merger 2) , FCT (Merger 3) are absorption-type mergers of consolidated subsidiaries, certain disclosure items and details have been omitted from this notice (Merger 1, Merger 2 and Merger 3 are collectively referred to herein as “the Mergers”).

## 1. Purpose of the Mergers

Fujitsu has been promoting the streamlining of the formation of its operations including domestic group companies with the aim of enhancing the value delivered to customers with the expansion of its Digital Transformation (DX) business.

As part of this effort, KCN and QNET, which develop network systems, and FCT, which develops embedded systems for products such as supercomputers, servers, and storage products, will be absorbed by Fujitsu through the Mergers.

With the Mergers, the high-tech development capabilities that were dispersed throughout the Target Companies will be integrated and the consolidation of development functions will allow for the realization of a new organizational structure that enables Fujitsu to further increase productivity. Additionally, Fujitsu aims to further bolster its ability to respond to the various needs of the market, maintain and acquire leading-edge technology that is consistently one step ahead of the industry, improve the value provided to our customers and enhance competitiveness. With regard to existing business fields, Fujitsu will strive to maintain and improve the efficiency of its technologies for long-term, stable business continuity, and by providing systems development and platforms that support services for solving social challenges and enriching people’s lives, Fujitsu will contribute to our customers’ business stability.

## 2. Summary of the Mergers

### (1) Schedule of the Mergers

Because the Mergers meet the requirements of simplified absorption-type mergers, Fujitsu will carry it out without the approval of a resolution at the Shareholders’ Meeting.

Date of resolution by Board of Directors:	July 29, 2021 (today)
Date agreement for the Mergers was concluded:	July 29, 2021 (today)
Effective date of the Mergers:	October 1, 2021 (scheduled)

### (2) Method of the Mergers

The mergers will be conducted through an absorption-type mergers method in which Fujitsu will be the surviving company and the Target Companies will be dissolved as the absorbed companies.

### (3) Allocation of Consideration for the Mergers

No shares will be issued or consideration paid in conjunction with the Mergers.

(4) Treatment of Share Subscription Rights and Bonds with Share Subscription Rights

The Target Companies have not issued share subscription rights or bonds with share subscription rights.

### 3. Overview of the Mergers

#### Merger 1

	Surviving Company	Absorbed Company
Company Name	Fujitsu Limited	FUJITSU KANSAI-CHUBU NET-TECH LIMITED
Address	Kawasaki-shi, Kanagawa, Japan	Osaka-shi, Osaka, Japan
Representative	Takahito Tokita, Representative Director and CEO	Hiroyuki Tsunekiyo, Representative Director and President
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Development and design of equipment and software related to network systems and computer systems, and system design work
Capital	324,625 million yen	200 million yen
Date Established	June 20, 1935	April 21, 1983
Number of Shares Issued	207,001,821 shares	4,000 shares
Fiscal Year-End	March 31	March 31
Major Shareholders and Percentage of Shares Held (as of March 31, 2021) ※The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.	Shareholder	%
	The Master Trust Bank of Japan, Ltd. (for trust)	8.45%
	Ichigo Trust Pte. Ltd.	7.49%
	Custody Bank of Japan, Ltd. (for trust)	5.22%
	GIC PRIVATE LIMITED – C	2.76%
	Fujitsu Employee Shareholding Association	2.31%
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2021)	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,546,905 Total Assets: 3,190,206 Equity per Share Attributable to Owners of the Parent: 7,287.15 Revenue: 3,589,702 Operating Profit: 266,324 Profit before Income Taxes: 291,855 Profit for the Year Attributable to Owners of the Parent: 202,700 Basic Earnings per Share: 1,013.78 Diluted Earnings per Share: 1,012.63 *Fujitsu has adopted International	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 2,085 Total Assets: 5,727 Net Assets per Share: 521,408.59 Net Sales: 11,449 Operating Income: 669 Ordinary Income: 668 Net Profit: 464 Net Profit per Share: 116,059.56

	Financial Reporting Standards (IFRS) for the preparation of consolidated financial statements.	
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## Merger 2

	Surviving Company	Absorbed Company	
Company Name	Fujitsu Limited	FUJITSU KYUSHU NETWORK TECHNOLOGIES LIMITED	
Address	Omitted	Fukuoka-shi, Fukuoka, Japan	
Representative		Katsuhiko Tanahashi, Representative Director and President	
Business Description		Development and design of software, firmware, and hardware related to network system and related computer system; and system design work	
Capital		100 million yen	
Date Established		June 20, 2005	
Number of Shares Issued		4,000 shares	
Fiscal Year-End		March 31	
Major Shareholders and Percentage of Shares Held (as of March 31, 2021) ※The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.			Fujitsu Limited, 100% shareholder
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2021)			(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 1,813 Total Assets: 5,315 Net Assets per Share: 453,333.42 Net Sales: 13,688 Operating Income: 548 Ordinary Income: 548 Net Profit: 354 Net Profit per Share: 88,729.19

## Merger 3

	Surviving Company	Absorbed Company
Company Name	Fujitsu Limited	FUJITSU COMPUTER TECHNOLOGIES LIMITED
Address	Omitted	Kawasaki-shi, Kanagawa, Japan
Representative		Makoto Fukuda, President and Representative Director
Business Description		Development and provision of services for all embedded systems, including

		embedded OS, software, firmware, hardware, verification, diagnosis, and development environment tools
Capital		200 million yen
Date Established		April 9, 1983
Number of Shares Issued		4,000 shares
Fiscal Year-End		March 31
Major Shareholders and Percentage of Shares Held (as of March 31, 2021) ※The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.		Fujitsu Limited, 100% shareholder
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2021)		(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 564 Total Assets: 2,012 Net Assets per Share: 141,175.76 Net Sales: 5,366 Operating Income: 408 Ordinary Income: 404 Net Profit: 314 Net Profit per Share: 78,527.12

#### 4. Status After the Mergers

After the Mergers, there will be no changes to Fujitsu's company name, address, name and title of representative, business description, capital, or fiscal year-end.

#### 5. Business Impact

The impact of the Mergers on Fujitsu's consolidated and non-consolidated financial results are insignificant.

#### Press Contacts:

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#### About Fujitsu

Fujitsu is the leading Japanese information and communication technology (ICT) company offering a full range of technology products, solutions and services. Approximately 126,000 Fujitsu people support customers in more than 100 countries. We use our experience and the power of ICT to shape the future of society with our customers. Fujitsu Limited (TSE:6702) reported consolidated revenues of 3.6 trillion yen (US\$34 billion) for the fiscal year ended March 31, 2021.

For more information, please see [www.fujitsu.com](http://www.fujitsu.com)