

Notice Concerning Company Split (Simplified Absorption-Type Split) with a Consolidated Subsidiary (Fujitsu FSAS INC.) of Fujitsu Limited

Tokyo, December 26, 2023 - At the board of directors meeting held today, Fujitsu Limited (hereinafter “Fujitsu”) has resolved that effective April 1, 2024, its consolidated subsidiary, FUJITSU FSAS INC. (hereinafter “FSAS”), will manage Fujitsu’s business in Japan pertaining to the development, manufacturing, sales and maintenance of servers, storage and select enterprise network products, and the business for direct sales of PCs to enterprises through a company split. Fujitsu Limited will manage the maintenance business of mainframe and UNIX servers and the infrastructure construction service business of FSAS through a company split (hereinafter collectively, “Reorganization”). Absorption-type split agreement (hereinafter “Split agreement”) were concluded today. Details are as follows.

Since the “Reorganization” is to be implemented between Fujitsu and its wholly owned subsidiary, the information and details disclosed here are condensed in part.

I. Purpose of the Reorganization

In its new mid-term management plan announced in May this year, Fujitsu set its vision towards 2030 with the ambition of transforming into “a technology company that realizes net positive outcomes through digital services to its stakeholders including society, customers, shareholders and employees, while providing digital services which contribute to sustainability across industries.” To realize this vision, Fujitsu positions the three years until 2025 as a critical period during which it will establish a business model for sustainable growth and improved profitability. During this time it will work to transform its business model and portfolio, ensure support for customer modernization, and improve profitability of its international business by shifting to a service-focused business strategy.

To strengthen the foundation of the Hardware Solutions business centered on servers, storage and other product solutions, as of April 1, 2024, Fujitsu will integrate this business and its related functions in Japan into FSAS, which handles the planning, consulting, operation and maintenance business of ICT infrastructure. Through this integration and establishing an integrated system from development, manufacturing and sales to maintenance, Fujitsu will clarify management responsibility in its Group companies and pursue speedy decision making and thorough efficiency in management.

This will enable both Fujitsu and FSAS to leverage their respective strengths and provide comprehensive solutions as a whole Group, thereby increasing the value provided to the customers.

II. Company split in which Fujitsu is the splitting company in absorption-type split and FSAS is the successor company in absorption-type split (hereinafter in this II, the “Company Split”)

1. Summary of the Company Split

(1) Schedule of the Company Split

Because the Company Split meets the requirements for a simplified absorption-type demerger for Fujitsu, Fujitsu will carry it out without the approval of a resolution at the Shareholders’ Meeting.

Date of resolution by Board of Directors:	December 26, 2023(today)
Date agreement for the Company Absorption-type Split was concluded:	December 26, 2023(today)
Effective date of Company Split:	April 1, 2024 (scheduled)

(2) Method of the Company Split

The Company Split is an absorption-type demerger with Fujitsu being the splitting company in absorption-type split (hereinafter “splitting company”) and FSAS being the successor company in absorption-type split (hereinafter “successor company”).

(3) Share allocation concerned with the Company Split

No allotment of shares or other monies, etc. due to the Company Split.

(4) Treatment of share warrant and bond with stock acquisition right arising from the Company Split

Not applicable.

(5) Increase or decrease in capital stock as result of the Company Split

There will be no increase or decrease in capital stock of Fujitsu as result of this Company Split.

(6) Rights and obligations succeeded by the Succession Company

With the Company Split, FSAS will take on Fujitsu’s assets (including all outstanding shares of FUJITSU TAIWAN TECHNOLOGIES Co.,Ltd.) and liabilities, other rights and obligations, and contractual status pertaining to the development, manufacturing, sales and maintenance of servers, storage and select enterprise network products, and the business for the direct sales of enterprise PCs (hereinafter collectively referred to in this paragraph as the “Businesses”), in accordance with the terms of the Split agreement. However, FSAS will not assume labor contracts with employees related to the Businesses, and the employees will be seconded to FSAS as of the Company Split’s effective date. Furthermore, the liabilities that FSAS will assume shall be transferred in the form of non-cumulative taking of obligations.

(7) Expected performance of liabilities

Regarding the Company Split, we judge that there will be no problem with the performance of obligations to be assumed by FSAS.

2. Company summary of the parties to the Company Split

	Splitting company		Successor company
Name	Fujitsu Limited		FUJITSU FSAS INC.
Address	Kawasaki-shi, Kanagawa, Japan		Kawasaki-shi, Kanagawa, Japan
Name and title of Representative	Takahito Tokita, Representative Director and CEO		Kobayashi Toshinori, Representative Director and President
Business	Manufacturing and sales of communications systems and information processing systems, and provision of related services.		Provision of total service from ICT infrastructure planning and consulting to operation and maintenance. Sales of hardware and software.
Equity capital	325,638 million yen		9,401 million yen
Date of foundation	June 20, 1935		March 1, 1989
Outstanding shares issued	207,110,845 shares		57,020,000 shares
Financial year end	March 31		March 31
Major Shareholders and Percentage of Shares Held (as of September 30, 2023) ※ The Percentage of Shares Held is calculated	Shareholder	%	Fujitsu Limited, 100% shareholder
	The Master Trust Bank of Japan, Ltd. (for trust)	16.79%	
	Ichigo Trust Pte. Ltd.	7.22%	
	Custody Bank of Japan, Ltd.	5.78%	

after exclusion of treasury stock holdings.	(for trust)	
	GIC PRIVATE LIMITED - C	3.28%
	STATE STREET BANK AND TRUST COMPANY 505223	2.85%
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2023)	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,736,823 Total Assets: 3,265,579 Equity per Share Attributable to Owners of the Parent: 8,425.37 Yen Revenue: 3,713,767 Operating Profit: 335,614 Profit before Income Taxes: 371,876 Profit for the Year Attributable to Owners of the Parent: 215,182 Basic Earnings per Share: 1,107.63 Yen Diluted Earnings per Share: 1,105.41 Yen *Fujitsu has adopted International Financial Reporting Standards (IFRS) for the preparation of consolidated financial statements.	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 65,226 Total Assets: 121,557 Net Assets per Share: 1,143.93 Yen Net Sales: 222,431 Operating Income: 14,098 Ordinary Income: 14,093 Net Profit: 12,208 Net Profit per Share: 214.10 Yen

[Outline of business to be split]

(1) Summary of the business to be split

Business in Japan related to the development, manufacturing, sales, and maintenance of servers and storage (excluding mainframe and UNIX servers) hardware centered around the PC server "PRIMERGY," mission-critical IA server "PRIMEQUEST," and storage system "ETERNUS," and select network products (excluding networks for telecommunication carriers) centered around the network server "IPCOM"; sales and maintenance of network products produced by alliance partners; and direct sales of enterprise PCs .

(2) Operating performance of the business to be split (as of March 31, 2023)

(Unit: million yen)

	Business to be split (a)	Fujitsu results (consolidated) (b)	Ratio (a/b)
Revenue	309,255	3,713,767	8.32%

(3) Items and value of assets and liabilities to be split (as of September 30, 2023)

(Unit: million yen)

Assets		Liabilities	
Current assets	104,568	Current assets	42,800
Fixed assets	15,878	Fixed assets	37
Total	120,446	Total	42,837

3. Status after the Company Split

	Splitting company	Successor company
Name	Fujitsu Limited	FUJITSU FSAS INC. ^(※)
Address	Kawasaki-shi, Kanagawa, Japan	Kawasaki-shi, Kanagawa, Japan
Name and title of representative	Takahito Tokita, Representative Director and CEO	Masuo Yasuda, Representative Director and President
Business	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Provision of total service from ICT infrastructure planning and consulting to operation and maintenance. Development, manufacturing, and sales of hardware and software.
Equity capital	325,638 million yen	9,401 million yen
Date of foundation	March 31	March 31

^(※) The trade name of FUJITSU FSAS INC. is scheduled to be changed to FSAS Technologies Inc. as of April 1, 2024.

III. Company split in which FSAS is the splitting company and Fujitsu is the successor company (hereinafter in this III, the "Company Split")

1. Summary of the Company Split

(1) Schedule of the Company Split

Because the Company Split meets the requirements for a simplified absorption-type demerger for Fujitsu, Fujitsu will carry it out without the approval of a resolution at the Shareholders' Meeting.

Date of resolution by Board of Directors:	December 26, 2023(today)
Date agreement for the Company Absorption-type Split was concluded:	December 26, 2023(today)
Effective date of Company Split:	April 1, 2024 (scheduled)

(2) Method of the Company Split

The Company Split is an absorption-type demerger with Fujitsu being the successor company and FSAS being the splitting company.

(3) Share allocation concerned with the Company Split

No allotment of shares or other monies, etc. due to the Company Split.

(4) Treatment of share warrant and bond with stock acquisition right arising from the Company Split

Not applicable.

(5) Increase or decrease in capital stock as result of the Company Split

There will be no increase or decrease in capital stock of Fujitsu as result of such Company Split.

(6) Rights and obligations succeeded by the Succession Company

With the Company Split, Fujitsu will assume FSAS's assets and liabilities, other rights and obligations, and contractual status pertaining to the maintenance business of mainframe and UNIX servers and the infrastructure construction service business (hereinafter collectively referred to in this paragraph as the "Businesses"), in accordance with the terms of the Split agreement. However, Fujitsu will not assume labor contracts with employees related to the Businesses, and the employees will be seconded to Fujitsu as of the Company Split's effective date. Furthermore, the liabilities that Fujitsu will assume shall be transferred in the form of non-cumulative taking of obligations.

(7) Expected performance of liabilities

Regarding the Company Split, we judge that there will be no problem with the performance of obligations to be assumed by Fujitsu.

2. Company summary of the parties to the Company Split

	Splitting company	Successor company	
Name	FUJITSU FSAS INC.	Fujitsu Limited	
Address	Kawasaki-shi, Kanagawa, Japan	Kawasaki-shi, Kanagawa, Japan	
Name and title of representative	Kobayashi Toshinori, Representative Director and President	Takahito Tokita, Representative Director and CEO	
Business	Provision of total service from ICT infrastructure planning and consulting to operation and maintenance. Sales of hardware and software.	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	
Equity capital	9,401 million yen	325,638 million yen	
Date of foundation	March 1, 1989	June 20, 1935	
Outstanding shares issued	57,020,000 shares	207,110,845 shares	
Financial year end	March 31	March 31	
Major Shareholders and Percentage of Shares Held (as of September 30, 2023) ※ The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.	Fujitsu Limited, 100% shareholder	Shareholder	%
		The Master Trust Bank of Japan, Ltd. (for trust)	16.79%
		Ichigo Trust Pte. Ltd.	7.22%
		Custody Bank of Japan, Ltd. (for trust)	5.78%
		GIC PRIVATE LIMITED – C	3.28%
		STATE STREET BANK AND TRUST COMPANY 505223	2.85%
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2023)	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 65,226 Total Assets: 121,557 Net Assets per Share: 1,143.93 Yen	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,736,823 Total Assets: 3,265,579	

	Net Sales:	222,431	Equity per Share Attributable to
	Operating Income:	14,098	Owners of the Parent:
	Ordinary Income:	14,093	8,425.37 Yen
	Net Profit:	12,208	Revenue:
	Net Profit per Share:	214.10 Yen	3,713,767
			Operating Profit:
			335,614
			Profit before Income Taxes:
			371,876
			Profit for the Year Attributable to
			Owners of the Parent:
			215,182
			Basic Earnings per Share:
			1,107.63 Yen
			Diluted Earnings per Share:
			1,105.41 Yen
			*Fujitsu has adopted International
			Financial Reporting Standards (IFRS)
			for the preparation of consolidated
			financial statements.

[Outline of the business succession]

(1) Summary of the business succession

Maintenance business of mainframe and UNIX servers, software support and call center business (excluding some regions and customers) and infrastructure construction service business.

(2) Operating performance of the business succession (as of March 31, 2023)

(Unit: million yen)

	Business to be split (a)	Fujitsu results (consolidated) (b)	Ratio (a/b)
Revenue	16,600	3,713,767	0.44%

(3) Items and value of assets and liabilities to be succeeded (as of September 30, 2023)

(Unit: million yen)

Assets		Liabilities	
Current assets	1,796	Current assets	2,497
Fixed assets	1,241	Fixed assets	—
Total	3,037	Total	2,497

3. Status after the Company Split

	Splitting company	Successor company
Name	FUJITSU FSAS INC. ^(※)	Fujitsu Limited
Address	Kawasaki-shi, Kanagawa, Japan	Kawasaki-shi, Kanagawa, Japan
Name and title of representative	Masuo Yasuda, Representative Director and President	Takahito Tokita, Representative Director and CEO
Business	Provision of total service from ICT infrastructure planning and consulting to operation and maintenance. Development, manufacturing, and sales of hardware and software.	Manufacturing and sales of communications systems and information processing systems, and provision of related services.
Equity capital	9,401 million yen	325,638 million yen
Financial year end	March 31	March 31

^(※) The trade name of FUJITSU FSAS INC. is scheduled to be changed to FSAS Technologies Inc. as of April 1, 2024.

IV. Future outlook

The impact of the Company Reorganization on Fujitsu's consolidated financial results is insignificant.

Press Contacts:

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About Fujitsu

Fujitsu's purpose is to make the world more sustainable by building trust in society through innovation. As the digital transformation partner of choice for customers in over 100 countries, our 124,000 employees work to resolve some of the greatest challenges facing humanity. Our range of services and solutions draw on five key technologies: Computing, Networks, AI, Data & Security, and Converging Technologies, which we bring together to deliver sustainability transformation.

Fujitsu Limited (TSE:6702) reported consolidated revenues of 3.7 trillion yen (US\$28 billion) for the Fiscal year ended March 31, 2023 and remains the top digital services company in Japan by market share. Find out more: www.fujitsu.com.