

ARTICLES OF INCORPORATION

OF

FUJITSU LIMITED

Established:	June	20,	1935	Amended:	November	28,	1970
Amended:	October	28,	1935		November	30,	1972
	April	28,	1937		May	31,	1975
	April	30,	1940		June	30,	1981
	May	8,	1941		June	30,	1982
	February	5,	1943		June	29,	1984
	May	31,	1947		June	28,	1985
	February	15,	1949		June	29,	1988
	November	16,	1949		June	29,	1989
	January	17,	1950		June	27,	1991
	March	22,	1951		June	29,	1994
	November	30,	1951		June	29,	2000
	May	29,	1953		June	25,	2002
	November	29,	1954		June	24,	2003
	November	29,	1955		June	23,	2004
	May	29,	1957		June	23,	2005
	November	30,	1959		June	23,	2006
	November	30,	1960		June	23,	2008
	November	29,	1961		January	5,	2009
	May	30,	1962		June	22,	2009
	November	30,	1962		January	6,	2010
	April	28,	1967		June	22,	2015
	May	31,	1968		October	1,	2018
	November	30,	1968		June	27,	2022
	November	29,	1969		March	2,	2023
	May	30,	1970		April	1,	2024

Chapter 1. General Provisions

Article 1. (Trade Name)

The name of the Company shall be FUJITSU KABUSHIKI KAISHA and in English it shall be Fujitsu Limited.

Article 2. (Purpose)

The purposes of the Company shall be to engage in the following business:

- (1) Manufacture and sale of communications instruments, equipment and systems;
- (2) Manufacture and sale of information processing instruments, equipment and systems;
- (3) Manufacture and sale of electronic devices;
- (4) Production and sale of computer software;
- (5) Telecommunications business, and processing and offering of information;
- (6) Manufacture and sale of medical instruments and measuring equipment;
- (7) Manufacture and sale of electronic appliances and equipment;
- (8) Manufacture and sale of various types of appliances, equipment and components incidental or relating to any of the foregoing items;
- (9) Leasing and maintenance of the products listed in the foregoing items;
- (10) Design, supervision and performance of construction works and of facility construction incidental or relating to any of the foregoing items;
- (11) Building of systems and consulting incidental or relating to any of the foregoing items; and,
- (12) Any and all business incidental or relating to any of the foregoing items.

Article 3. (Location of Head Office)

The head office of the Company shall be located in Kawasaki City, Kanagawa Prefecture.

Article 4. (Organ)

The Company shall have the following organs in addition to Shareholders Meeting and Directors:

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditors

Article 5. (Method of Public Notice)

The Company's method of Public Notice shall be Electric Public Notice; provided, however, that if it is impossible to give Public Notices in accordance with the method of Electric Public Notice because of an accident or other unavoidable reasons, Public Notices shall be made by publication in the *Nihon Keizai Shimbun*.

Chapter 2. Shares

Article 6. (Total Number of Authorized Shares)

The total number of authorized shares that may be issued by the Company shall be five billion(5,000,000,000).

Article 7. (Share Unit)

The Share Unit of the Company shall be one hundred (100) shares.

Article 8. (Share Handling Regulations)

Handling of the shares and share options, and expenses thereof shall be governed by the Share Handling Regulations established by the Board of Directors in addition to applicable laws and regulations and these Articles of Incorporation.

Article 9. (Request for Sale of Shares Less than One Unit)

Shareholders who hold Shares Less than One Unit of the Company may request to the Company for the sale of such number of shares which, together with the number of Shares Less than One Unit held by such Shareholder, would constitute one share unit in accordance with the Share Handling Regulations.

Article 10. (Rights Relating to Shares Less than One Unit)

Shareholders may not exercise any rights, other than the following rights, with respect to the relevant Shares Less than One Unit:

- (1) The rights listed in Article 189(2) of the Companies Act.
- (2) The rights to be allotted Shares for Subscription and/or Share Options for Subscription in accordance with the number of the shares the Shareholder holds.
- (3) The right to request the sale of Shares Less than One Unit, as provided in the preceding article.

Article 11. (Administrator of Shareholder Registry)

The Company shall appoint the Administrator of Shareholder Registry.

The Company shall appoint the Administrator of Shareholder Registry and its place designated for administering the Shareholder Registry by a resolution of the Board of Directors and give Public Notice of such matters.

The Company shall entrust the Administrator of Shareholder Registry with preparing, keeping, and otherwise administering the Shareholder Registry and Share Option Registry on behalf of the Company.

Article 12. (Method of Exercising Rights of Shareholders)

Shareholders shall exercise their rights in writing and otherwise to be governed by the Share Handling Regulations.

However, this shall not apply to the exercise of voting rights regarding the Shareholders Meeting.

Chapter 3. Shareholders Meeting

Article 13. (Record Date for Annual Shareholders Meeting)

The record date for voting rights at the Annual Shareholders Meeting of the Company shall be March 31 every year.

Article 14. (Timing of Shareholders Meeting)

The Shareholders Meeting of the Company shall be convened within a defined period of time after the end of each business year and an Extraordinary Shareholders Meeting may be convened whenever necessary.

Article 15. (Convocation)

Unless otherwise stipulated by applicable laws and regulations, a Shareholders Meeting shall be convened by the Representative Director based on a resolution of the Board of Directors.

In case the Representative Director is prevented from so acting, it will be convened by one of the other Directors.

Article 16. (Chairperson)

Through a resolution of the Board of Directors, the General Meeting of Shareholders shall be chaired by the President or the Chairman.

In case the person who should chair the meeting is prevented from so acting or is otherwise the position is vacant, one of the other Directors, in the order previously determined by the Board of Directors, shall chair the meeting.

Article 17. (Measures, etc. for Providing Information in Electronic Format)

When the Company convenes a shareholders' meeting, it shall take measures for providing information that constitutes the content of reference materials for the shareholders' meeting, etc. in electronic format.

Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

Article 18. (Method of Resolution)

Unless otherwise stipulated by applicable laws and regulations and these Articles of Incorporation, resolutions at a Shareholders Meeting shall be adopted by a majority of the voting rights of the Shareholders entitled to exercise to voting right who are present at the Shareholders Meeting.

Notwithstanding the provisions of the preceding paragraph, resolutions at the Shareholders Meeting provided for in Article 309(2) of the Companies Act shall be adapted by an affirmative vote of two-thirds (2/3) or more of the voting rights of Shareholders present at the Shareholders Meeting, a quorum for which shall be the presence of Shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Article 19. (Exercise of Voting Rights by Proxy)

A Shareholder may exercise his/her voting rights by another Shareholder holding voting rights of the Company as his/her proxy.

In case of the preceding paragraph, the Shareholder or proxy shall be required to submit to the Company a document certifying the authority of proxy at every Shareholders Meeting.

Chapter 4. Directors and Board of Directors

Article 20. (Number)

The Company shall have not more than fifteen (15) Directors.

Article 21. (Elections)

Directors shall be elected at a Shareholders Meeting.

Resolutions for the election of Directors shall be adopted by an affirmative vote of the majority of voting rights of Shareholders present at the Shareholders Meeting, a quorum for which shall be the presence of Shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Resolutions for the election of Directors shall not be by cumulative voting.

Article 22. (Terms of Office)

Directors' terms of office shall continue until the conclusion of the Annual Shareholders Meeting for the last business year which ends within one (1) year from the time of their election.

Article 23. (Remunerations)

Remuneration, bonuses, and any other financial benefits paid by the Company in consideration of the execution of duties (hereinafter "Remunerations"), for Directors shall be decided by the resolution of the Shareholders Meeting.

Article 24. (Management Executives, and the President and Chairman)

Through a resolution of the Board of Directors, the Company may elect several Representative Directors.

Through a resolution of the Board of Directors, the Company may appoint Corporate Executive Officers, and assign them the execution of the Company's operation partially.

Through a resolution of the Board of Directors, the Company may elect one President from among the Directors and Corporate Executive Officers, and, if necessary, may elect one Chairman from among the Directors.

Through a resolution of the Board of Directors, the Company may have Directors other than Representative Directors serve also as Corporate Executive Officers.

Article 25. (Notice to Convene Board of Directors Meeting)

The notice to convene the Board of Directors meeting shall be dispatched to each Director and Audit & Supervisory Board Member on or before three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of urgency.

Article 26. (Omission of Resolution of Board of Directors Meeting)

In cases where Directors submit a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors meeting, if all Directors entitled to participate in votes with respect to such matter manifest their intention to agree to such proposal in writing or by means of Electromagnetic Records, except for the case where an Audit & Supervisory Board Member states his/her objections to such proposal, the it shall be deemed that the resolution to approve such proposal at the Board of Directors meeting has been made.

Article 27. (Board of Directors Regulations)

Unless otherwise stipulated by applicable laws and regulations and these Articles of Incorporation, matters relating to the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors.

Article 28. (Limitation of Liabilities of Directors)

Through a resolution of the Board of Directors, the Company may exempt Directors (including former Directors) from the liability under Article 423(1) of the Companies Act to the extent of the amount obtained by subtracting the Minimum Liability Amount under the laws and regulations from the amount for which they are liable satisfied the requirements under the laws and regulations.

Article 29. (Contracts for Limitation of Liability of Non-Executive Directors).

The Company may enter agreements with Directors (other than Executive Directors and Directors who are also employees) to limit their liability under Article 423(1) of the Companies Act to the extent permitted by the laws and regulations. The limitation of liability in such agreements shall be Minimum Liability Amount under the laws and regulations.

Chapter 5. Audit & Supervisory Board Member and Audit & Supervisory Board

Article 30. (Number)

The Company shall have not more than five (5) Audit & Supervisory Board Members.

Article 31. (Elections)

Audit & Supervisory Board Members shall be elected at a Shareholders Meeting.

Resolutions for the election of Audit & Supervisory Board Members shall be adopted by an affirmative vote of the majority of voting rights of Shareholders present at the Shareholders Meeting, a quorum for which shall be the presence of Shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Article 32. (Terms of Office)

The terms of office of Audit & Supervisory Board Members shall continue until the conclusion of the Annual Shareholders Meeting for the last business year which ends within four (4) years after their election.

The term of office of an Audit & Supervisory Board Member elected to fill a vacancy of an Audit & Supervisory Board Member resigned before the completion of the term shall be for the remaining balance of the term of office of the resigned Audit & Supervisory Board Member.

Article 33. (Audit & Supervisory Board Members (Full-Time))

An Audit & Supervisory Board shall appoint Audit & Supervisory Board Members (Full-Time) from among the Audit & Supervisory Board Members.

Article 34. (Remunerations)

Remunerations for Audit & Supervisory Board Members shall be decided by the resolution of the Shareholders Meeting.

Article 35. (Notice to Convene Meetings of the Audit & Supervisory Board)

The notice to convene a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member on or before three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of urgency.

Article 36. (Audit & Supervisory Board Regulations)

Unless otherwise stipulated by applicable laws and regulations and these Articles of Incorporation, matters relating to the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Regulations established by the Audit & Supervisory Board.

Article 37. (Limitation of Liability of Audit & Supervisory Board Members)

Through a resolution of the Board of Directors, the Company may exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from the liability under Article 423(1) of the Companies Act to the extent of the amount obtained by subtracting the Minimum Liability Amount under the laws and regulations from the amount for which they are liable satisfied the requirements under the laws and regulations.

Article 38. (Contracts for Limitation of Liability of Audit & Supervisory Board Member).

The Company may enter agreements with Audit & Supervisory Board Members to limit their liability under Article 423(1) of the Companies Act to the extent permitted by the laws and regulations. The limit of the liability in such agreements shall be Minimum Liability Amount under the laws and regulations.

Chapter 6. Accounting

Article 39. (Business Year)

The business year of the Company shall be from April 1 of each year through March 31 of the following year.

Article 40. (Decision-Making Body on Dividends of Surplus)

Unless otherwise stipulated by applicable laws and regulations, the Company may determine the matters provided for in Article 459(1) of the Companies Act by a resolution of the Board of Directors.

Article 41. (Record Date for Dividends of Surplus)

The Record Dates for Dividends of Surplus shall be March 31 and September 30 each year.

In addition to the provisions of the preceding paragraph, the Company may distribute Dividends of Surplus by prescribing a Record Date.

Article 42. (Statute of Limitations for Dividends of Surplus)

The Company shall be relieved from the obligation to pay Dividends of Surplus if the Shareholders have not received Dividends of Surplus for consecutive three (3) years from the day of commencement of payment.

Unpaid Dividends of Surplus shall bear no interest.