

To our shareholders,

June 24, 2003

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

**RESOLUTIONS OF THE 103<sup>rd</sup> ANNUAL SHAREHOLDERS' MEETING**

After presentation of the Business Report, Balance Sheet, and Statement of Income for the 103<sup>rd</sup> Business Period (from April 1, 2002 to March 31, 2003), the following resolutions were made at the 103<sup>rd</sup> Annual Shareholders' Meeting held on June 24, 2003.

**Resolutions:**

**Resolution No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 103<sup>rd</sup> Business Period**

Approved and passed as originally proposed.  
It was also resolved that a year-end dividend would be forgone.

**Resolution No. 2 Reduction of Capital Reserve and Earned Reserve**

Resolved that the capital reserve of JPY 394,441,921,627 would be reduced by JPY 300,000,000,000, and the balance of the earned reserve of JPY 36,447,543,915 would be reduced to zero.  
Approved and passed as originally proposed.

**Resolution No. 3 Partial Revision to the Articles of Incorporation**

Approved and passed as originally proposed. A summary of the revision is included on page 2-4.

**Resolution No. 4 Election of Ten Members to the Board**

10 men, Messrs. Naoyuki Akikusa, Akira Takashima, Kunihiro Sawa, Hiroaki Kurokawa, Michio Fujisaki, Hiroya Madarame, Kuniaki Suzuki, Junji Maeyama, Masamichi Ogura, Hiroshi Oura were elected as the member of the board and taken office.

**Resolution No. 5 Election of Two Auditors**

Two men, Messrs. Takashi Takaya and Katsuhiko Kondo were elected as the auditors and taken office.

**Resolution No. 6 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 three Members of the Board Tadashi Sekizawa, Tadayasu Sugita and

Takashi Takaya, and Standing Auditor Keizo Fukagawa, 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 Member 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>
<p>New</p> <p><u>Article 7</u> (Omitted)</p> <p><u>Article 8</u> (handling of shares and reservation rights for new shares) Name transfers of the Company's shares, entry (including registration, same below) in the list of shareholders, registration of rights, trust representations, reissuing of share certificates, <u>repurchase</u> of odd-lot shares, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p> <p><u>Article 9</u> (Transfer agent) The Company shall hire a Transfer Agent for shares. The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof. The Company's Register of <u>Shareholders and Beneficial Owners' List</u> shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, <u>purchase</u> of the odd-lot shares and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p> <p><u>Article 10</u> (Registration of Name, Address and Seal Impression of Shareholders) <u>All shareholders (including beneficial owners, and so forth.)</u> and pledges or their statutory agents shall notify their names, address and seal impressions according to the Share Handling Regulations. The same shall apply incase of any change in these matters.</p> <p><u>Article 11 ~ Article 16</u> (Omitted)</p>	<p><u>Article 7</u> (Share Purchase Demands Pertaining to Odd-Lot Shares) <u>All Shareholders (including beneficial owners, and so forth.)</u> who own odd-lot shares of the company's stock shall, in accordance with the regulations for handling of shares, have the right to demand that the company sell them a sufficient number of shares to make a round lot. Notwithstanding the above, if the company does not hold a sufficient number of shares to comply with the demand, or if compliance with the demand would entail a breach of any other regulations for handling of shares, the right of such demands will not apply.</p> <p><u>Article 8</u> (Unchanged)</p> <p><u>Article 9</u> (handling of shares and reservation rights for new shares) Name transfers of the Company's shares, entry (including registration, same below) in the list of shareholders, registration of rights, trust representations, reissuing of share certificates, <u>repurchase and sales</u> of odd-lot shares, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p> <p><u>Article 10</u> (Transfer agent) The Company shall hire a Transfer Agent for shares. The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof. The Company's Register of <u>Shareholders, Beneficial Owners' List and register of lost share certificate</u> shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, <u>purchase and sales</u> of the odd-lot shares and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p> <p><u>Article 11</u> (Registration of Name, Address and Seal Impression of Shareholders) <u>All shareholders</u> and pledges or their statutory agents shall notify their names, address and seal impressions according to the Share Handling Regulations. The same shall apply incase of any change in these matters.</p> <p><u>Article 12 ~ Article 17</u> (Unchanged)</p>

<p><u>Article 17 (Ordinary Resolution)</u> Except as otherwise provided for by laws, ordinances or these Articles of Incorporation, resolutions at the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present.</p>	<p><u>Article 18 (Resolution)</u> Except as otherwise provided for by laws, ordinances or these Articles of Incorporation, resolutions at the General Meeting of Shareholders shall be adopted by a majority of the voting rights of the shareholders present.</p>
<p><u>Article 18 ~ Article 28 (Omitted)</u></p>	<p><u>The above provision notwithstanding, resolutions at the General Meeting of Shareholders that fall under the purview of Article 343 of the Commercial Code, as well as any other such resolutions that would be subject to the same resolution procedures in accordance with the Commercial Code or other laws, shall require that shareholders representing at least one-third of the voting rights of all shareholders be in attendance, and shall be adopted by a two-thirds majority of the voting rights of the shareholders in attendance.</u></p>
<p><u>Article 29 (Term of Office)</u> The term of office of an Auditor shall expire at the close of the Ordinary General Meeting of Shareholders with respect to the last account closing date within <u>three years</u> after his assumption of office.</p>	<p><u>Article 19 ~ Article 29 (Unchanged)</u></p>
<p>The term of office of an Auditor elected to fill a vacancy of another Auditor who has retired before his term of office expires shall be the same as the remaining term of office of the retired Auditor.</p>	<p><u>Article 30 (Term of Office)</u> The term of office of an Auditor shall expire at the close of the Ordinary General Meeting of Shareholders with respect to the last account closing date within <u>four years</u> after his assumption of office.</p>
<p><u>Article 30 ~ Article 37 (Omitted)</u></p>	<p>The term of office of an Auditor elected to fill a vacancy of another Auditor who has retired before his term of office expires shall be the same as the remaining term of office of the retired Auditor.</p>
<p><u>Article 31 ~ Article 38 (Unchanged)</u></p>	

(END)