

Resolutions of 117th Annual Shareholders' Meeting

Tokyo, June 26, 2017 – Fujitsu Limited announced the results of voting on the proposals made at the 117th Annual Shareholders' Meeting held today.

All of the proposals were approved in accordance with the provisions of the Companies Act.

1. Time & Date of the Meeting 10:00 a.m., June 26, 2017

2. Agenda:

Proposal No. 1 Election of Ten Directors

As originally proposed, the following ten individuals were elected and have taken office as Directors: Masami Yamamoto, Tatsuya Tanaka, Norihiko Taniguchi, Hidehiro Tsukano, Duncan Tait, Tatsuzumi Furukawa, Miyako Suda, Jun Yokota, Chiaki Mukai and Atsushi Abe.

Miyako Suda, Jun Yokota, Chiaki Mukai and Atsushi Abe are considered External Directors under Clause 15, Article 2 of the Companies Act.

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

As originally proposed, Youichi Hirose was elected and has taken office as Audit & Supervisory Board Member.

Proposal No. 3 Determination of the Compensation Amount etc. under the

Performance-based Stock Compensation Plan

As originally proposed, the Company set the amount of compensation for Executive Directors under the Determination of the Compensation Amount etc. under the Performance-based Stock Compensation Plan to be up to 300 million yen a year and the total number of shares of the Company to be allocated to be within 430,000 shares a year, in addition to the present compensation amount.

The contents of the plan are on the Appendix.

Determination of the Compensation Amount etc. under the Performance-based Stock Compensation Plan

The Company proposes the introduction of a performance-based stock compensation plan, known as “Performance Share,” (hereinafter referred to as “the Plan”) to grant to Executive Directors mid- to long-term incentives for improving corporate value, and also to further enhance management from shareholders’ perspectives.

(1) Overview of the Plan

At the start of the period that covers the pre-determined three-year mid- to long-term performance targets, the Company will present to Executive Directors a base number of shares in accordance with respective rank, performance judging period (three years) and mid- to long-term performance targets. The number of shares, which is calculated by multiplying base number of shares by a fixed coefficient according to the level of performance achievement, is fixed at each fiscal year. When the performance judging period is over, the total number of shares is allocated to each applicable person. Then, monetary compensation claims comparable to market value of allocated shares are provided to the Executive Directors. The Executive Directors invest these monetary compensation claims in allocated shares to acquire shares of the Company.

The Executive Directors may transfer acquired shares of the Company at their own discretion unless they violate regulations regarding insider trading.

(2) Compensation amount under the Plan and upper limit of the number of granted shares

The upper limit of the amount of monetary compensation to executive directors under the Plan is set up to 300 million yen a year. The total number of allocated shares of the Company is set to within 430,000 shares a year.

(3) Indicator of performance achievement level and coefficient

Coefficient is set up within a certain scope according to performance achievement level vis-à-vis the pre-arranged mid- to long-term performance targets in terms of sales revenue and operating profit of the Company’s consolidated financial results. When the coefficient turns out to be less than the pre-determined lower limit, then shares are not allocated. The number of shares, calculated by multiplying Base No. of Shares by the upper limit of the pre-determined coefficient, represents that of the upper limit allocated to the Executive Directors.

(4) Payment amount per share

The payment amount per share allocated to Executive Directors under the Plan shall be the fair price of the Company’s shares on the day of payment, 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 on allocation.

(5) Others

Handling of share allocation for outgoing Executive Directors, handling of the Plan at the time of restructuring and others, handling of the base number of shares at the time of stock split or stock consolidation and other details of the Plan shall be determined at the Board of Directors’ meeting and incorporated as regulations on the Plan.

Although this proposal concerns compensation for Directors, the Plan is available not only for Directors but also for Corporate Vice Presidents and Executive Vice Presidents.