

May 29, 2015

Disclosed Information on the Internet  
at the Time of Notice of the 115<sup>th</sup>  
Annual Shareholders' Meeting

FUJITSU LIMITED

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*Note:*

This English version of *Disclosed Information on the Internet at the Time of Notice of the 115th Annual Shareholders' Meeting* is translation for reference only. The style of this English version differs slightly from the original Japanese version.

**Fujitsu Group Principal Offices and Plants (As of March 31, 2015)****(1)Fujitsu Limited**

|                           |  |
|---------------------------|--|
| Registered office         | 1-1, Kamikodanaka 4-chome, Nakahara-ku, Kawasaki-shi, Kanagawa   |
| Principal office          | 5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo   |
| Domestic business offices | Hokkaido Regional Sales Division (Sapporo-shi), Tohoku Regional Sales Division (Sendai-shi), Fukushima Regional Sales Division (Fukushima-shi, Fukushima), Kanagawa Regional Sales Division (Yokohama-shi) Kanto Regional Sales Division (Saitama-shi), Chiba Regional Sales Division (Chiba-shi), Niigata Regional Sales Division (Niigata-shi), Nagano Regional Sales Division (Nagano-shi, Nagano), Hokuriku Regional Sales Division (Kanazawa-shi, Ishikawa), Tokai Regional Sales Division (Nagoya-shi), Shizuoka Regional Sales Division (Shizuoka-shi), Western Japan Regional Business Unit (Osaka-shi), Kobe Regional Sales Division (Kobe-shi), Kyoto Regional Sales Division (Kyoto-shi), Sanin Regional Sales Division (Matsue-shi, Shimane), Chugoku Regional Sales Division (Hiroshima-shi), Shikoku Regional Sales Division (Takamatsu-shi, Kagawa), Kyushu Regional Sales Division (Fukuoka-shi) |
| Software/Services         | Sapporo Systems Laboratory (Sapporo-shi), Aomori Systems Laboratory (Aomori-shi, Aomori), Ichigaya Office (Chiyoda-ku, Tokyo), Takeshiba Office (Minato-ku, Tokyo), Toranomon Office (Minato-ku, Tokyo), Fujitsu Solution Square (Ohta-ku, Tokyo), Musashi Kosugi Musashi Kosugi Office (Kawasaki-shi), Makuhari Systems Laboratory (Chiba-shi), Kansai Systems Laboratory (Osaka-shi), Kouchi Fujitsu Technoport (Nangoku-shi, Kouchi), Kyushu R&D Center (Fukuoka-shi), Oita Systems Laboratory (Oita-shi, Oita), Kumamoto Systems Laboratory (Mashiki-cho, Kamimashiki-gun, Kumamoto)   |
| R & D /Plants             | Kawasaki Research & Manufacturing Facilities (Kawasaki-shi), Oyama Plant (Oyama-shi, Tochigi), Nasu Plant (Otawara-shi, Tochigi), Numazu Plant (Numazu-shi, Shizuoka), Akashi Research & Manufacturing Facilities (Akashi-shi, Hyogo)  |

**(2)Subsidiaries**

|                  |  |
|------------------|--|
| Japan            | Fujitsu Frontech Limited (Inagi-shi, Tokyo), Fujitsu Telecom Networks Limited (Kawasaki-shi), Fujitsu IT Products Limited (Kahoku-shi, Ishikawa), Fujitsu Broad Solution & Consulting Inc. (Minato-ku, Tokyo), Fujitsu Marketing Limited (Bunkyo-ku, Tokyo), Fujitsu Systems East Limited (Bunkyo-ku, Tokyo), Fujitsu Systems West Limited (Osaka-shi), Fujitsu FIP Corporation (Koto-ku, Tokyo), NIFTY Corporation (Shinjuku-ku, Tokyo), Fujitsu FSAS Inc. (Kawasaki-shi), PFU Limited (Kahoku-shi, Ishikawa), Fujitsu Mission Critical Systems Limited (Yokohama-shi), Shimane Fujitsu Limited (Izumo-shi, Shimane), Fujitsu Isotec Limited (Date-shi, Fukushima), Fujitsu Mobile Communications Limited (Kawasaki-shi), Fujitsu Peripherals Limited (Kato-shi, Hyogo), Fujitsu TEN Limited (Kobe-shi), Fujitsu Personal System Limited (Minato-ku, Tokyo), Fujitsu Semiconductor Limited (Yokohama-shi), Shinko Electric Industries Co., Ltd. (Nagano-shi, Nagano), FDK Corporation (Minato-ku, Tokyo), Fujitsu Component Limited (Shingawa-ku, Tokyo), Fujitsu Electronics Inc. (Yokohama-shi), Fujitsu Laboratories Ltd. (Kawasaki-shi) |
| Outside of Japan | Fujitsu Network Communications, Inc. (U.S.)<br>Fujitsu Services Holdings PLC (U.K.)<br>Fujitsu America, Inc. (U.S.)<br>Fujitsu Australia Limited (Australia)<br>Fujitsu Technology Solutions(Holding)B.V. (Netherlands)  |

**Employees (As of March 31, 2015)****(1) Employees of Fujitsu Group**

| <i>Segment</i>       | <i>Number of employees</i> | <i>Change from end of fiscal 2013</i> |
|----------------------|----------------------------|---------------------------------------|
| Technology Solutions | 118,053                    | -305                                  |
| Ubiquitous Solutions | 15,407                     | -181                                  |
| Device Solutions     | 18,150                     | -3,024                                |
| Corporate and others | 7,236                      | -37                                   |
| Total                | 158,846                    | -3,547                                |

**(2) Employees of Fujitsu Limited**

| <i>Segment</i>       | <i>Number of employees</i> | <i>Change from end of fiscal 2013</i> |
|----------------------|----------------------------|---------------------------------------|
| Technology Solutions | 19,903                     | +78                                   |
| Ubiquitous Solutions | 2,119                      | -306                                  |
| Corporate and others | 3,605                      | -239                                  |
| Total                | 25,627                     | +11                                   |

|                    |      |                                    |      |
|--------------------|------|------------------------------------|------|
| <i>Average age</i> | 43.3 | <i>Average years of employment</i> | 20.0 |
|--------------------|------|------------------------------------|------|

**Full text of Basic Stance on Internal Control Framework**

## 1. Objective

To continuously increase the corporate value of the Fujitsu Group, it is necessary to pursue management efficiency and control risks arising from business activities. Recognizing this, the Directors who are entrusted with the management of the Company by the shareholders, present to the shareholders, who have entrusted authority in them, the basic stance regarding a) how to practice and promote the FUJITSU Way, the principles that underlie the Fujitsu Group's conduct, and b) what systems and rules are used to pursue management efficiency and control the risks arising from the Company's business activities in the application of their management approach, as described below.

## 2. Systems to Ensure that Directors Carry Out Their Responsibilities Efficiently

## (1) Management Execution Decision-Making and Management Execution Structure

- a. The Company has Corporate Executive Officers and Executive Vice Presidents (hereafter, the Representative Directors, Corporate Executive Officers, and Executive Vice Presidents are referred to collectively as "Senior Management") who share management execution authority with the President and Representative Director, and the Corporate Executive Officers and Executive Vice Presidents carry out decision-making and management execution in accordance with their responsibilities.
- b. The Company has a Chief Financial Officer who is responsible for managing finance and accounting for the Fujitsu Group.
- c. The Company has a Management Council made up of Representative Directors and Corporate Executive Officers to assist the President and Representative Director in decision-making.
- d. The President and Representative Director puts in place systems and procedures (Management Council rules, systems for approvals and reaching decisions) needed for decision-making by Senior Management and employees entrusted by Senior Management with authority.

- e. The President and Representative Director reports financial and business results at each regularly-scheduled meeting of the Board of Directors, makes periodic reports to the Board of Directors on the operational status of “Basic Stance on Internal Control Framework,” and receives confirmation that operations are being undertaken correctly.
- (2) System to Promote More Efficient Operations
    - a. The Company has an organization that uses reforms to the Fujitsu Group’s business processes to promote higher productivity, lower costs, and expenditure controls, and it pursues more efficient management.
3. Rules and Other Systems Relating to Managing the Risk of Losses
    - (1) System for Managing the Risk of Losses in General
      - a. The Company aims to maintain the business continuity of the Fujitsu Group, increase its corporate value, and sustainably expand its business activities. In order to deal with risks that pose a threat to achieving these goals, the Company has a Risk Management & Compliance Committee, which oversees risk management for the entire Fujitsu Group. The Company also assigns certain departments to be responsible for specific kinds of risks, and has appropriate systems in place for risk management.
      - b. The Risk Management & Compliance Committee constantly assesses and verifies risks that might cause losses to the Fujitsu Group. When risks are identified in business operations, it works to control the risk, such as by formulating preventative measures, and attempts to minimize the loss that might result.
      - c. To minimize losses from any risks that arise, the Risk Management & Compliance Committee, through the systems described in paragraph “a” above, periodically analyzes any risks that have arisen, reports on them to the Board of Directors and any other relevant person or organization, and takes action to prevent a recurrence of such risks.
    - (2) Systems for Managing the Specific Risks of Losses

In addition to the Risk Management & Compliance Committee, the Company has risk management systems that include the following to deal with specific risks of losses it identifies in its business operations.

      - a. Risk Management System for Defects in Products and Services
        - The Company has a quality-assurance system designed to analyze defects in Fujitsu Group products and services and prevent them from recurring. In particular, it has an organization that continuously works to improve quality, contracts, and rules to ensure that social infrastructure systems run reliably.
      - b. Management System for Contracted Development Projects
        - To prevent the emergence of unprofitable projects among its contracted development projects, such as systems integration projects, the Company has a specialized organization that monitors risks relating to project negotiations and project execution.
        - This specialized organization creates a monitoring process for contract amounts, contract terms, quality, expenses, deadlines and other relevant items, and monitors projects under consistent conditions.
        - Based on the results of this monitoring, the specialized organization issues corrective recommendations to relevant projects.
      - c. Security System
        - The Company has an organization to deal with cyber-terrorism, unauthorized use, and data breaches in the services it provides.
    - (3) Responses to Management Risks
      - a. System to Manage Financial Risks
        - Financial risks are under the purview of the Chief Financial Officer.
      - b. Systems to Manage Other Forms of Management Risk
        - Other forms of Management risks, including market trends and price competition, are handled by each department according to a division of responsibilities established by the President and Representative Director.
4. Systems to Ensure that Business Execution of Directors and Employees Complies with Laws, Regulations and Articles of Incorporation

(1) Compliance System

- a. Senior Management adheres to the Code of Conduct in the FUJITSU Way as a basic philosophy for compliance issues, including compliance with laws, regulations and the articles of incorporation, and proactively promotes the Group's overall compliance based upon its ethics as Senior Management.
- b. The Risk Management & Compliance Committee has purview over compliance matters for the Fujitsu Group, which it executes as follows.
  - It ensures scrupulous adherence to the Code of Conduct in the FUJITSU Way among all Fujitsu Group employees through ongoing educational efforts.
  - It clarifies the laws and regulations that relate to the Fujitsu Group's business activities and establishes internal rules, education, and oversight systems to ensure compliance with them to promote compliance throughout the Group.
  - When Senior Management or employee recognizes a serious compliance violation or when a situation may appear to present one relating to the performance of the responsibilities of Senior Management or an employee, the Risk Management & Compliance Committee makes such person immediately report such fact to the Committee via the normal chain of command.
  - To ensure that compliance problems can be discovered quickly and handled appropriately through an alternative communications channel apart from the normal chain of command, it establishes and operates an internal reporting system that safeguards the reporter.
  - The Risk Management & Compliance Committee immediately reports serious compliance violations or situations that may appear to present one to the Board of Directors and any other relevant person or organization.

(2) System to Ensure Proper Financial Reporting

- a. The Company has, apart from the organization that prepares financial reports, an organization under the Chief Financial Officer responsible for establishing, operating, and evaluating internal control over Fujitsu Group financial reporting, to ensure the effectiveness and reliability of financial reports.
- b. These organizations create unified accounting policies shared throughout the Fujitsu Group and rules for establishing, operating, and evaluating internal control over financial reporting.
- c. The organization responsible for establishing, operating, and evaluating internal control over financial reporting periodically reports to the Board of Directors and any other relevant person or organization the results of evaluations of the effectiveness the internal control.

(3) System for Information Disclosure

The Company has a system to ensure timely and fair disclosure of company information.

(4) Internal Auditing System

- a. The Company has an organization that conducts internal audits of business execution (the "Internal Auditing Organization"), and ensures its independence.
- b. The Internal Auditing Organization establishes internal auditing rules and conducts audits based on those rules.
- c. The Internal Auditing Organization liaises with internal auditing organizations in other Group companies to internally audit the Fujitsu Group as a whole.
- d. The results of internal audits are periodically reported to the Board of Directors, Audit & Supervisory Board and other relevant person or organization of the Company and of other relevant Group companies.

5. System for Storing and Managing Information in Accordance with the Execution of Directors' Responsibilities

- a. Senior Management assigns people with the responsibility for storing and managing documents, and, in accordance with internal rules, appropriately stores and manages the following documents (including electronic records) related to the execution of Senior Management's responsibilities, along with other important information.
  - Minutes of Annual Shareholders' Meetings and related materials.
  - Minutes of Board of Directors' meetings and related materials
  - Other minutes and related materials involved in important decision-making meetings.
  - Approval documents and related materials involving Senior Management decisions.

- Other important documents that relate to the performance of Senior Management's responsibilities.
  - b. To verify the status of management execution, the Directors and Audit & Supervisory Board Members have access at any time to the documents in paragraph "a" above, and people with the responsibility for storing and managing documents establish systems to enable Directors Audit & Supervisory Board Members to access the documents at any time in response to requests for the documents by Directors or Audit & Supervisory Board Members.
6. System to Ensure the Properness of Fujitsu Group Operations
- a. In addition to creating and instituting the above systems and rules for the Fujitsu Group, the Company establishes systems for receiving reports from the senior management of Group companies on matters relating to their management execution.
  - b. The Company institutes standard rules regarding the delegation of authority from the President and Representative Director to Group companies, such as the scope of decision-making authority and the decision-making process relating to important matters at Group companies.
  - c. The President and Representative Director determines what each Group company's divisional area of responsibility is, and the Corporate Executive Officers who divide the management execution duties for each divisional area, acting through each Group company's president or CEO, implement and comply with paragraphs "a" and "b" above.
  - d. The Senior Management of the Company and other Group companies share information on Fujitsu Group management strategies and on issues relating to the achievement of Group goals through periodical meetings or other sufficient measures, and cooperate on Group business management.
7. System to Ensure the Properness of Audits by the Audit & Supervisory Board Members
- (1) Ensuring the Independence of Audit & Supervisory Board Members
- a. The Company has an Auditing Support Division with employees assigned to assist Audit & Supervisory Board Members in carrying out their duties. Appropriate employees with the ability and expertise required by the Audit & Supervisory Board Members are assigned to the Division.
  - b. In order to ensure the independence of the employees in the Audit & Supervisory Board Members' Office and to ensure that they will implement the instructions of Audit & Supervisory Board members, senior management shall receive the consent of Audit & Supervisory Board members on matters relating to the appointment, transfer and compensation of employees in the Audit & Supervisory Board Members' Office.
  - c. In principle, Senior Management does not assign employees in the Auditing Support Division to other divisions or duties. In instances, however, where a need arises to give dual assignments to employees with specialized knowledge in response to requests from Audit & Supervisory Board Members, care is given to ensuring their independence in accordance with paragraph "b" above.
- (2) Reporting System
- a. Senior Management of Fujitsu and Group companies provides the Audit & Supervisory Board Members with the opportunity to attend important meetings.
  - b. In cases where risks arise that could affect management or financial results, or when there is an awareness of major compliance violations, or the possibility of major compliance violations, in connection with the execution of business activities, Senior Management of Fujitsu and Group companies immediately report them to the Audit & Supervisory Board Members.
  - c. Senior Management of Fujitsu and Group companies periodically report to the Audit & Supervisory Board Members on the status of business execution.
  - d. Senior management of Fujitsu and Group companies shall not subject senior management or employees to adverse treatment for the reason that reports were submitted in accordance with paragraphs "b" and "c" above.
- (3) Ensuring the Effectiveness of Audits by the Audit & Supervisory Board Members
- a. Senior Management of Fujitsu and Group companies periodically exchange information with the Audit & Supervisory Board Members.

(TRANSLATION FOR REFERENCE ONLY)

- b. With respect to expenses incurred by Audit & Supervisory Board members in the execution of their duties in accordance with Article 388 of the Companies Act, senior management shall determine the methods for processing the requests stipulated in Article 388.
- c. The Internal Auditing Organization periodically reports audit results to the Audit & Supervisory Board Members.

## Notes to Consolidated Financial Statements

### **【Notes to Significant Items concerning Preparation of Consolidated Financial Statements and Scope of Consolidation and Application of Equity Method】**

1. The Company prepares its consolidated financial statements in accordance with the Ordinance on Accounting of Companies (Ministry of Justice Ordinance No. 13, February 7, 2006 and Revised Ministry of Justice Ordinance No. 6, February 6, 2015). Starting this fiscal year, the consolidated financial statements are prepared in conformity with the International Financial Reporting Standards (IFRS) as per clause 1 of Article 120 of the Ordinance on Accounting of Companies. Following the latter part of the clause, some disclosure items required under IFRS are omitted in these notes.

#### 2. Scope of consolidation

This consolidated financial report is prepared with consolidation of 510 major subsidiaries. The scope of consolidation for this fiscal year has been changed in that 15 companies were added and 17 companies were subtracted. Major additions and subtractions are described below. Names of the major subsidiaries are omitted in this note because they are noted in item #10 “The Fujitsu Group” in this report.

Newly consolidated subsidiaries as a result of acquisition or formation: 15 companies

Subtracted due to liquidation or sale: 12 companies

Subtracted due to merger: 5 companies

#### 3. Application of the equity method

(1) The number and names of major associates to which the equity method is applied

Investments in associates are accounted for using the equity method and the number of companies to which the method applies is 27.

Major associates are Fujitsu General Ltd. and Fujitsu Leasing Co., Ltd.

The scope of application of the equity method for this fiscal year has been changed in that 4 companies were added and 1 company was subtracted.

(2) The Company does not treat JECC Corporation as an associate although we hold more than 20% of their outstanding shares. This is because they are a special corporation operated under the joint investments of 6 companies, including Japanese computer manufacturers, to develop the information processing industry in Japan.



- (3) Goodwill relating to an associate is accounted for in the same way as that of consolidated subsidiaries.

4. Significant accounting policies

(1) Valuation standards and methods for assets

(a) Financial assets

(i) Non-derivative financial assets

Held-to-maturity investments and Loans and receivables

Held-to-maturity investments and loans and receivables are initially measured at fair value plus any directly attributable transaction costs and subsequently at amortized cost using the effective interest method, less any impairment losses. Amortization charge for each period is recognized as financial income in profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets are initially measured at fair value plus any directly attributable transaction costs and subsequently measured at fair value at the reporting date. The resulting gains and losses, except for impairment losses, foreign exchange gains and losses on debt securities and interest costs incurred on the effective interest method, are recognized in other comprehensive income.

(ii) Derivative financial assets

Derivatives are initially and subsequently measured at fair value. When a derivative is not designated as a hedging instrument, any changes in the fair value of the derivative are recognized in profit or loss. For cash flow hedges, the effective portion of changes in fair value of a derivative is recognized in other comprehensive income, whereas any ineffective portion of the changes is recognized in profit or loss.

(b) Non-financial assets

(i) Inventories

Inventories are measured at cost. However, should the net realizable value (“NRV”) at the reporting date fall below the cost, inventories are measured at the NRV, with the difference in value between the cost and the NRV, in principle, booked as cost of sales. The cost of inventories comprises costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of inventories of items that are interchangeable is determined by the moving average cost method or the periodic average method, whereas the cost of inventories of items that are not

interchangeable is determined by the specific identification method. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated direct selling expenses. Inventories that are slow moving and inventories held for long-term maintenance contracts are measured at the NRV that reflects future demand and market trends.

(ii) Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

(iii) Goodwill

Goodwill acquired in a business combination is measured at cost less accumulated impairment losses.

(iv) Intangible assets

Intangible assets are measured at cost less accumulated amortization and impairment losses.

(v) Impairment

If there is an indication of impairment for non-financial assets other than inventories, the asset's recoverable amount is estimated and the asset is tested for impairment. Goodwill and indefinite-lived intangible assets are tested for impairment for both annually and when there is an indication of impairment. An impairment loss is recognized if the recoverable amount of an asset or cash-generating unit is less than its carrying amount.

(2) Depreciation method for assets

(a) Property, plant and equipment (excluding leased assets)

The depreciable amount (cost less residual value) for items of property, plant and equipment is allocated on a systematic basis over its useful life. The Group in principle adopts the straight line method of depreciation reflecting the pattern of consumption (matching of costs with revenues) of the future economic benefits from the asset.

Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is either classified as held for sale or is derecognized.

The estimated useful lives for significant categories of property, plant and equipment are:

- Land and buildings 7 to 50 years

- Machinery and equipment 3 to 7 years
- Tools, fixtures and fittings 2 to 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary.

(b) Intangible assets (excluding leased assets)

Software held for sale is amortized based on the expected sales volumes and allocated equally based on the remaining useful life. Software for internal use and other intangible assets with finite useful lives are amortized over their respective useful lives using in principle the straight-line method to reflect the pattern of consumption of the expected future benefits from the assets.

The estimated useful lives are:

- Software held for sale 3 years
- Software for internal use within 5 years

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary.

(c) Leased assets

Leased assets are depreciated on a straight-line basis over the period that is shorter of the lease term and the useful life of the leased asset.

(3) Recognition criteria for provisions

A provision is recognized if, as result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are discounted to present value using a pre-tax rate that reflects the time value of money and risks specific to the liability.

(4) Defined benefit plans

The Group's net defined benefit liability (asset) is measured at the present value of defined benefit obligation less the fair value of plan assets. The defined benefit liability in respect of each defined benefit plan is calculated separately by estimating the amount of future benefits employees have earned in return for services rendered to date and discounted to present value.

The calculation is performed in each reporting period by qualified actuaries using the projected unit credit method. The discount rate used is determined by reference to market yields at the reporting date on high quality corporate bonds that have maturity dates approximating to the terms of the Group's obligations that are denominated in the currency in which the benefits are expected to be paid.

Remeasurements of the net defined benefit liability (asset) are recognized in other comprehensive income after adjusting for tax effects and then immediately reclassified to retained earnings.

(5) Revenue recognition criteria for fixed price service contracts such as customized software contracts

Revenue and costs for fixed price service contracts such as customized software contracts are recognized by reference to the stage of completion when the outcome of the transaction can be reliably estimated. The Group in principle adopts the percentage of completion method based on costs incurred to date as a percentage of total estimated project costs. When milestones are defined at contract inception, revenue is recognized based on completion of the contractual milestones.

(6) Other significant principles for the preparation of consolidated financial statements

(a) Consumption taxes

The tax exclusion method is applied in the preparation of consolidated financial statements.

(b) Application of the consolidated tax return system

The consolidated tax return system is applied in the preparation of consolidated financial statements.

**【Notes to the Consolidated Statement of Financial Position】**

1. Assets pledged as collateral and liabilities associated with collateral

|  |                  | (Million yen) |
|--|------------------|---------------|
| (1) Major assets pledged as collateral           |                  |               |
| Balance of pledged assets .....                  |                  | 5,159         |
| (Major pledged assets)                           | Land.....        | 4,292         |
|  | Buildings .....  | 712           |
| (2) Major liabilities associated with collateral |                  |               |
| Balance of secured debt .....                    |                  | 1,901         |
| (Major secured debts)                            | Provisions ..... | 1,696         |

|  |  |           |
|--|--|-----------|
| 2. Bad debt allowance presented net with the associated assets   |  |           |
| (1) Receivables, trade .....   |  | 9,004     |
| (2) Other non-current assets .....   |  | 1,989     |
| 3. Accumulated depreciation of property, plant and equipment.....  |  | 1,783,154 |
| (including accumulated impairment losses)  |  |           |
| 4. Liabilities for guarantee contract  |  |           |
| Balance of liabilities for guarantee contract .....  |  | 868       |
| (Major guaranteed debts)                      Housing loans of employees..   |  | 868       |
| The balance of liabilities for guarantee contract and major guaranteed debts include similar transactions as guarantee contract such as letter of awareness. |  |           |

**【Notes to the Consolidated Statement of Changes in Equity】**

1. Number of shares issued at the end of this fiscal year
- |              |                      |
|--------------|----------------------|
| Common stock | 2,070,018,213 shares |
|--------------|----------------------|

2. Dividends distributed from retained earnings during this fiscal year

| Resolution  | Type of stock | Total amount of dividends (Million yen) | Dividend per share (Yen) | Record date        | Effective date    |
|---|---------------|---|--------------------------|--------------------|-------------------|
| Meeting of the Board of Directors on May 22, 2014     | Common stock  | 8,276                                   | 4                        | March 31, 2014     | June 2, 2014      |
| Meeting of the Board of Directors on October 30, 2014 | Common stock  | 8,276                                   | 4                        | September 30, 2014 | November 26, 2014 |

3. Dividends to be distributed from retained earnings after the end of this fiscal year

| Resolution | Type of stock | Total amount of dividends (Million yen) | Dividend per share (Yen) | Record date | Effective date |
|------------|---------------|---|--------------------------|-------------|----------------|
|------------|---------------|---|--------------------------|-------------|----------------|

|   |              |       |   |                |              |
|---|--------------|-------|---|----------------|--------------|
| Meeting of the Board of Directors on May 22, 2015 | Common stock | 8,276 | 4 | March 31, 2015 | June 1, 2015 |
|---|--------------|-------|---|----------------|--------------|

**【Notes to Financial Instruments】**

1. Policies on Financial Instruments

The Group carries out its financial activities in accordance with the “Fujitsu Group Treasury Policy” and primarily obtains funds through bank borrowing and the issuance of corporate bonds based on funding requirements of its business activities. After the adequate liquidity for its business activities has been ensured, the Group invests temporary excess funds in financial assets with low risk. The Group utilizes derivative transactions only for hedging purposes and not for speculative or dealing purposes.

Trade receivables are exposed to customer credit risk. Additionally, some trade receivables are denominated in foreign currencies in conjunction with the export of products and exposed to exchange rate fluctuation risk. Available-for-sale financial assets are comprised primarily of the certificates of deposit held for fund management and the shares issued by customers or other parties for the purpose of maintaining and strengthening the business relationship. Shares are exposed to market price fluctuation risk and financial risk of the company invested. The Group also loans to customers.

Trade payables such as notes payable, trade accounts payable and accrued expenses are generally payable within one year. Some trade liabilities are denominated in foreign currencies in conjunction with the import of components and exposed to exchange rate fluctuation risk. Borrowings, corporate bonds and finance lease obligations are mainly for the purpose of obtaining working capital and preparing capital expenditures. Because some of these have floating interest rate, they are exposed to interest rate fluctuation risk.

(1) Credit risk

The Group strives to mitigate collection risk in accordance with credit management standards and procedures in selling goods and services. A unit independent from the sales units assesses the credit standing of customers and manages collection dates and the balance outstanding for each customer to ensure smooth collection of trade receivables. Regarding the loan receivable, the Group periodically assesses debtor’s financial condition and reviews the terms of the loan if needed. The counterparties to derivative transactions are selected upon assessment of their credit risk.

The amounts of the largest credit risks as of the reporting date are indicated in the carrying amount of the financial assets that are exposed to credit risk.

(2) Liquidity Risk

The Group prepares a cash flow projection and monitors its funding requirements. The Group also strives to diversify its sources of financing in order to reduce liquidity risk.

(3) Market risk

The Group utilize exchange forward contracts in respect to trade receivables and trade liabilities denominated in foreign currencies to mitigate exchange rate fluctuation risk monitored by each currency respectively, currency swap contracts to mitigate the foreign currency exchange rate fluctuation risk of cash flow denominated in foreign currency, and interest swap contracts in respect to borrowings and corporate bonds to mitigate interest rate fluctuation risk. For the shares issued by customers or other parties, the Group regularly monitors the fair value and the financial condition of the issuer and continuously reviews the investment, taking into account its relationship with the counterparty.

The Group enters into derivative transactions based on the Group policy. Following the policies approved by the Chief Financial Officer (CFO), the finance division undertakes particular transactions, records them and confirms the balance of transactions with counterparties. In addition, the finance division reports on the content of transactions undertaken and changes in the transaction balance to the CFO and the head of the accounting department.

2. Fair value of financial instruments

The carrying amount and fair value of financial instruments as of March 31, 2015 are as follows:

|   | Carrying amount | Fair value     |
|---|-----------------|----------------|
| <b>Assets</b>   |                 |                |
| Financial assets measured at fair value through profit or loss      | 2,672           | 2,672          |
| Available-for-sale financial assets                                 | 174,815         | 174,815        |
| <b>Total</b>  | <b>177,487</b>  | <b>177,487</b> |
| <b>Liabilities</b>  |                 |                |
| Financial liabilities measured at fair value through profit or loss | -               | -              |
| Financial liabilities measured at amortized cost                    | 406,089         | 411,606        |
| <b>Total</b>  | <b>406,089</b>  | <b>411,606</b> |

Notes:

- (1) Derivatives are presented net.
- (2) Measurement of fair value of financial instruments:  
A quoted price in an active market is used in the measurement of fair value of a financial instrument if the price is available. The discounted cash flow method or other appropriate method is used for the measurement of a financial instrument of which quoted price in an active market is not available.
- (3) The disclosure for the current portion of financial assets and liabilities measured at amortized cost is omitted in this note because the carrying amount is a reasonable approximation of its fair value.

**【Notes to Per Share Data】**

|   |            |
|---|------------|
| Equity attributable to owners of the parent per share | 381.88 yen |
| Basic earnings per share                              | 67.68 yen  |

**【Notes to Significant Events after the Reporting Period】**

Not applicable.



**Unconsolidated Statement of Changes in Net Assets**

(Year ended March 31, 2015)

(Millions of yen)

|  | Shareholders' equity |                       |                       |                         |                                   |                                   |                         |
|--|----------------------|-----------------------|-----------------------|-------------------------|-----------------------------------|-----------------------------------|-------------------------|
|  | Common stock         | Capital Surplus       |                       | Legal retained earnings | Retained earnings                 |                                   | Total retained earnings |
|  |                      | Other capital surplus | Total capital surplus |                         | Other retained earnings           |                                   |                         |
|  |                      |                       |                       |                         | Reserves for special depreciation | Retained earnings brought forward |                         |
| <b>Beginning balance</b>   | 324,625              | 166,295               | 166,295               | 10,135                  | 3                                 | 70,123                            | 80,262                  |
| Cumulative effects of changes in accounting policies                                   |                      |                       |                       |                         |                                   | 17,686                            | 17,686                  |
| <b>Beginning balance-currently stated</b>  | 324,625              | 166,295               | 166,295               | 10,135                  | 3                                 | 87,810                            | 97,948                  |
| <b>Increase(Decrease) during the period</b>  |                      |                       |                       |                         |                                   |                                   |                         |
| Dividends paid   |                      |                       |                       | 1,655                   |                                   | (18,207)                          | (16,552)                |
| Net income   |                      |                       |                       |                         |                                   | 44,907                            | 44,907                  |
| Purchase of treasury stock   |                      |                       |                       |                         |                                   |                                   |                         |
| Disposal of treasury stock   |                      | 0                     | 0                     |                         |                                   |                                   |                         |
| Reversal of reserve for special depreciation   |                      |                       |                       |                         | (0)                               | 0                                 |                         |
| Net increase (decrease) during the period, except for items under shareholders' equity |                      |                       |                       |                         |                                   |                                   |                         |
| <b>Total</b>   |                      | 0                     | 0                     | 1,655                   | (0)                               | 26,700                            | 28,354                  |
| <b>Ending balance</b>  | 324,625              | 166,296               | 166,296               | 11,790                  | 3                                 | 114,510                           | 126,303                 |

|  | Shareholders' equity |                            | Valuation and translation adjustments                |   | Total net assets |
|--|----------------------|----------------------------|--|---|------------------|
|  | Treasury stock       | Total shareholders' equity | Unrealized gain and loss on securities, net of taxes | Total valuation and translation adjustments |                  |
| <b>Beginning balance</b>   | (422)                | 570,761                    | 33,441   | 33,441                                      | 604,202          |
| Cumulative effects of changes in accounting policies                                   |                      | 17,686                     |  |   | 17,686           |
| <b>Beginning balance-currently stated</b>  | (422)                | 588,447                    | 33,441   | 33,441                                      | 621,888          |
| <b>Increase(Decrease) during the period</b>  |                      |                            |  |   |                  |
| Dividends paid   |                      | (16,552)                   |  |   | (16,552)         |
| Net income   |                      | 44,907                     |  |   | 44,907           |
| Purchase of treasury stock   | (127)                | (127)                      |  |   | (127)            |
| Disposal of treasury stock   | 2                    | 3                          |  |   | 3                |
| Reversal of reserve for special depreciation   |                      |                            |  |   |                  |
| Net increase (decrease) during the period, except for items under shareholders' equity |                      |                            | 18,762   | 18,762                                      | 18,762           |
| <b>Total</b>   | (125)                | 28,230                     | 18,762   | 18,762                                      | 46,993           |
| <b>Ending balance</b>  | (547)                | 616,677                    | 52,204   | 52,204                                      | 668,882          |

## Notes to Unconsolidated Financial Statements

### 【Notes to Significant Accounting Policies】

1. The Company prepares for financial statements in accordance with the Ordinance on Accounting of Companies (Ministry of Justice Ordinance No. 13, February 7, 2006 and Revised Ministry of Justice Ordinance No. 6, February 6, 2015) in the fiscal year under review.
2. Valuation standards and methods of assets
  - (1) Marketable securities
    - Shares in subsidiaries and affiliates..... Moving average cost method
    - Available-for-sale securities
      - With market value ..... Market value method based on the market price on the closing date
      - Treatment of the difference between the acquisition cost and the market value
        - ...Booked directly to net assets
        - Calculation of costs of securities sold
        - ...Moving average cost method
      - Without market value ..... Moving average cost method
  - (2) Derivatives
    - Derivatives ..... Market value method
  - (3) Inventories
    - Inventories held for sale in normal operating cycle
      - Finished goods ..... Moving average cost method
      - Work in process ..... Cost method determined by the specific identification method or the periodic average method
    - Raw materials ..... Cost method determined by the moving average method
    - Costs of inventories with lower profitability are written down.
3. Depreciation and amortization of fixed assets
  - (1) Tangible fixed assets except for leased assets
    - Depreciation of tangible fixed assets except for leased assets is calculated by the straight-line method. The useful lives, reflected by the likely period over which the value of asset can be realized under actual business conditions, are estimated as stated below:
      - Buildings and structure .....7-50 years
      - Machinery .....3-7 years
      - Equipment.....2-10 years
  - (2) Intangible fixed assets except for leased assets
    - Software
      - For sale ..... Method based on projected sales volume over the estimated life of the product (3 years)
      - For internal use ..... Straight-line method based on the estimated useful life of the software (within 5 years)
    - Others ..... Straight-line method

(3) Leased assets

Depreciation and amortization of finance leases which do not transfer ownership of the leased property to the lessee are calculated by the straight-line method over the lease period deemed as useful lives.

4. Accounting policies for provisions

(1) Allowance for doubtful accounts

To prepare for loss on doubtful accounts such as trade receivables and loans, an estimated irrecoverable amount is provided on the basis of the actual loan loss ratio for unspecified receivables and on the basis of individual collectability for specified receivables such as loans with default possibility.

(2) Provision for product warranties

To prepare for the disbursement of expenses for the free repair and exchange of products during the warranty period based on contracts, the estimated repair and exchange expenses based on the historical data are recorded when the product is sold.

(3) Provision for construction contract losses

The estimated amount of future losses relating to customized software and construction contracts whose profitability potentially have deteriorated is provided at the end of this fiscal year.

(4) Provision for loss on guarantees

To prepare for loss on debt guarantees, an estimated coverage amount is provided, primarily taking financial condition of guaranteed parties into consideration.

(5) Provision for bonuses to board members

To prepare for bonuses to board members based on an estimated amount.

(6) Defined benefit liability

To prepare for disbursement of employees' retirement benefits under the defined benefit plan, an amount based on the defined benefit obligation and plan assets at the end of the fiscal year is recognized.

Method of attributing benefit to periods of service

Benefit is attributed to periods of service under the plan's benefit formula.

Method of attributing actuarial gains and losses and past service cost

- Method of attributing past service cost

.....Straight-line method (10 years)

- Method of attributing actuarial gains and losses

.....An amount on a straight-line basis (over the expected average remaining service period of employees) is recognized from the year after the actuarial loss has arisen.

(7) Provision for loss on repurchase of computers

To prepare for compensation for losses when computers sold with a repurchase agreement are repurchased, an amount for the losses expected to be incurred at the time of the repurchase is provided based on the historical data.

(8) Provision for recycling expenses

To prepare for recycling expenses when home computers sold were collected, the expected recycling expenses are provided.

(9) Provision for restructuring charges

To prepare restructuring charges on personnel rationalization and disposal of business, the expected losses are provided.

(10) Provision for environmental measures

To prepare for environmental measures such as disposal of PCB (polychlorobiphenyl) embedded products and purification of soil, the expected losses are provided.

5. Revenues and expenses recognition  
Revenue recognition of sales of customized software and others  
For contracts in progress as of the end of this fiscal year for which the outcome can be estimated reliably, the percentage-of-completion method has been applied, and for all others the completed-contract method has been applied. When applying the percentage-of-completion method, the degree of completion at the end of this fiscal year was determined by the estimation based on actual costs and total contract costs.
6. Other significant items concerning the preparation of unconsolidated financial statements
  - (1) Hedge accounting  
Deferred hedge accounting is adopted.
  - (2) Defined benefit liability  
Accounting of unrecognized actuarial gains and losses and past service costs under the defined benefit plan for the consolidated financial statements are different from that for the unconsolidated financial statements.
  - (3) Consumption taxes  
The tax exclusion method is applied.
  - (4) Application of the consolidated tax return system  
The consolidated tax return system is applied.

#### **【Changes in Accounting Policies】**

Starting from this fiscal year, the Company has adopted “Accounting Standard for Retirement Benefits” (Accounting Standards Board of Japan Statement No. 26, issued May 17, 2012, hereafter “Accounting Standard for Retirement Benefits”) and “Implementation Guidance on Accounting Standard for Retirement Benefits” (Accounting Standards Board of Japan Statement, Guidance No. 25, issued March 26, 2015, hereafter “Guidance on Accounting Standard for Retirement Benefits”). Specifically, in accordance with the provisions on retirement benefit obligations and service costs (paragraphs 16 through 21 in Accounting Standard for Retirement Benefits, and paragraphs 4 through 16 and paragraphs 22 through 32 in Guidance on Accounting Standard for Retirement Benefits), attribution of benefit has been changed from attribution on a straight-line basis to attribution under the plan’s benefit formula and a single weighted average discount rate that reflects the estimated timing and amount of benefit payments has been applied.

In accordance with the provision for transitional treatment as stated in paragraph 37 of the Accounting Standard for Retirement Benefits, the Company recognized the amount of impact arising from a change in calculation of defined benefit liability and service cost in its retained earnings at the beginning of this fiscal year.

As a result, as of the beginning of this fiscal year, prepaid pension cost under non-current assets, deferred tax liabilities under long-term liabilities and net assets have increased by 24,102 million yen, 6,415 million yen and 17,686 million yen respectively. In addition, operating income and income before income taxes for this fiscal year have decreased by 1,594 million yen.

#### **【Notes to Changes in the Basis for Presentation for Financial Statements】**

(Presentation of Unconsolidated Income Statement)

Considering the universal practice for presentation of the income statement, for the purpose of achieving comparability with that of the consolidated financial statements, presentation for some income and expenses has been changed from this fiscal year. The change includes presentation of rental income from fixed assets that was included in “Others” under “Other income” last fiscal year, presentation of “Environmental expenses” that was separately

presented under “Other expenses” last fiscal year and presentation of transfer and removal expenses and rental related expenses for fixed assets that were included in “Loss on disposal of property, plant and equipment” and “Others” respectively last fiscal year. They are presented and included in “Selling, general and administrative expenses” this fiscal year. The income statement for the last fiscal year has been restated to reflect this change. In addition, to achieve consistency with the above change, return from investment partnership that was included in “Others” under “Other income” and loss on valuation of investment securities that was included in “Others” under “Other expenses” has been reclassified to “Other finance income” under “Other income” and “Other finance expenses” under “Other expenses” respectively.

As a result of these changes, 4,856 million yen, which is a net of 7,875 million yen included in “Others” under “Other income” last fiscal year and 2,683 million yen, 1,082 million yen and 8,965 million yen that were presented in “Environmental expenses”, “Loss on disposal of property, plant and equipment” and “Others” under “Other expenses” respectively last fiscal year, is presented and included in “Selling, general and administrative expenses”.

1,225 million yen, which comprises return from investment partnership that was included in “Others” under “Other income”, has been reclassified to “Other finance income” under “Other income”.

2,255 million yen, which comprises loss on valuation of investment securities that was included in “Others” under “Other expenses”, has been reclassified to “Other finance expenses” under “Other expenses”.

#### **【Notes to the Unconsolidated Balance Sheet】**

|  |               |
|--|---------------|
| 1. Accumulated depreciation of tangible fixed assets   | (Million yen) |
| Buildings .....  | 211,577       |
| Structure .....  | 17,099        |
| Machinery .....  | 21,044        |
| Vehicles and delivery equipment.....   | 151           |
| Equipment .....  | 172,639       |
| Total  | 422,512       |
| 2. Contingent liabilities for guarantee contract   |               |
| Balance of contingent liabilities for guarantee contract .....   | 7,800         |
| (Main guaranteed debt) Borrowings of domestic subsidiaries<br>from a finance subsidiary  | 5,069         |
| The balance of the contingent liabilities for guarantee contract and the main guaranteed debt include similar transactions as guarantee contract, such as letter of awareness. |               |
| 3. Monetary claims and obligations to subsidiaries and affiliates (excluding those separately disclosed)   |               |
| Short-term monetary claims .....   | 301,732       |
| Long-term monetary claims .....  | 959           |
| Short-term monetary obligations.....   | 372,472       |
| Long-term monetary obligations .....   | 2,513         |

**【Notes to the Unconsolidated Income Statements】**

|   |               |
|---|---------------|
| Transactions with subsidiaries and affiliates       |               |
| Business transactions                               | (Million yen) |
| Sales .....   | 508,085       |
| Purchases .....                                     | 1,444,560     |
| Transactions other than business transactions ..... | 43,349        |

**【Notes to the Unconsolidated Statements of Changes in Net Assets】**

|  |                  |
|--|------------------|
| Number of treasury stock at the end of the fiscal year |                  |
| Common stock   | 1,068,846 shares |

**【Notes to the Unconsolidated Tax Effect Accounting】**

Deferred tax assets are recognized primarily due to Valuation loss on subsidiaries' and affiliates' stock, Defined benefit liability, Excess of depreciation and amortization and impairment loss.

Deferred tax liabilities are recognized primarily due to Gains from establishment of stock holding trust for retirement benefit plan and Unrealized gains on securities.

**【Notes to Transactions with Related Parties】**

Subsidiaries and Affiliates

(Million Yen)

| Type       | Name                           | Percentage of voting right | Relationship  | Transactions                               |           | Transaction amount | Account                    | Ending balance |
|------------|--------------------------------|----------------------------|---|--|-----------|--------------------|----------------------------|----------------|
| Subsidiary | Fujitsu Semiconductor Ltd.     | Ownership Direct 100%      | Development and manufacturing of LSI, etc. interlocking of directors  | Procurement as an agent, etc.              |           | 194,423            | Accounts receivable, other | 52,259         |
| Subsidiary | Fujitsu Systems East Ltd.      | Ownership Direct 100%      | Consignment of development of software, and interlocking of directors   | Consignment of development of software     | Purchases | 104,103            | Accounts payable, trade    | 42,760         |
| Subsidiary | Fujitsu Systems West Ltd.      | Ownership Direct 100%      | Consignment of development of software, and interlocking of directors   | Consignment of development of software     | Purchases | 76,748             | Accounts payable, trade    | 33,476         |
| Subsidiary | Fujitsu FSAS Inc.              | Ownership Direct 100%      | Consignment of support services, etc., sales and maintenance of Fujitsu's products, and interlocking of directors | Consignment of support services, etc.      | Purchases | 155,689            | Accounts payable, trade    | 29,665         |
|            |                                |                            |   | Sale and maintenance of Fujitsu's products | Sales     | 74,953             | Accounts receivable, trade | 22,753         |
| Subsidiary | MIE FUJITSU SEMICONDUCTOR LTD. | Ownership Indirect 90.7%   | Manufacturing of LSI, etc.  | Procurement as an agent, etc.              |           | 27,591             | Accounts payable, trade    | 26,838         |
|            |                                |                            |   |  |           |                    | Accounts receivable, other | 19,195         |
| Subsidiary | Fujitsu Marketing Ltd.         | Ownership Direct 100%      | Sales and maintenance of Fujitsu's products, and interlocking of directors  | Sale of Fujitsu's products                 | Sales     | 82,311             | Accounts receivable, trade | 24,898         |
| Subsidiary | Fujitsu Personal System Ltd.   | Ownership Direct 100%      | Sales of Fujitsu's products and interlocking of directors   | Sale of Fujitsu's products                 | Sales     | 115,596            | Accounts receivable, trade | 24,100         |

Notes

- (1) Transactions listed above generally have terms of business based on arms-length.
- (2) Consumption taxes are not included in the transaction amount. Consumption taxes are included in the ending balance.

**【Notes to Per Share Data】**

|                      |            |
|----------------------|------------|
| Net assets per share | 323.30 yen |
| Earnings per share   | 21.70 yen  |

**【Notes to Significant Events after the Reporting Period】**

Not applicable.