

Resolutions of 121st Annual Shareholders' Meeting

Tokyo, June 28, 2021 – Fujitsu Limited (hereinafter the “Company”) announced the results of voting on the proposals made at the 121st Annual Shareholders' Meeting.

1. Time & Date of the Meeting 10:00 a.m., June 28, 2021

2. Agenda:

Proposal No. 1 Election of Nine Directors

As originally proposed, the following nine individuals were elected and have taken office as Directors: Takahito Tokita, Hidenori Furuta, Takeshi Isobe, Masami Yamamoto, Chiaki Mukai, Atsushi Abe, Yoshiko Kojo, Scott Callon and Kenichiro Sasae.

Chiaki Mukai, Atsushi Abe, Yoshiko Kojo, Scott Callon and Kenichiro Sasae are considered External Directors.

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 Election of One Substitute Audit & Supervisory Board Member

As originally proposed, Kouichi Nanba was elected as Substitute Audit & Supervisory Board Member.

Kouichi Nanba satisfies the requirements for External Audit & Supervisory Board Member.

Proposal No. 4 Revision to the Amount of Monetary Compensation for Directors

As originally proposed, the upper limit of monetary compensation to be upped to 1,200 million yen a year for Directors (of which up to 150 million yen a year for External Directors).

Proposal No. 5 Revision to the Amount and Specific Details of Performance-based Stock Compensation Plan for Directors

As originally proposed, separately from the upper limit of monetary compensation for Directors the remuneration of Executive Directors related to the performance-based stock compensation plan (hereinafter “the Plan”) was 1,200 million yen a year and the total number of shares of the Company to be allocated to be within 75,000 shares a year. The details of the Plan are shown in the attached document.

Details of Performance-based Stock Compensation Plan

(1) Overview of the Plan

The Company will present to Executive Directors a base number of shares in accordance with respective rank, performance judging period (three fiscal years), and performance targets in advance. 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 and at the end of the performance judging period. When the performance judging period is over, the total number of shares is allocated to each applicable person, with the condition that the person has been applicable for the Plan throughout the performance judging period. 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 allocated shares

The upper limit of the amount of monetary compensation to Executive Directors under the Plan is set up to 1,200 million yen a year. The total number of allocated shares of the Company is set to be within 75,000 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 performance targets in terms of revenue and operating profit of the Company's consolidated financial results.

(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) Condition for provision of monetary compensation claims and allocation of shares of the Company

When the performance judging period is over, with the condition that the person has been applicable for the Plan throughout the performance judging period, monetary compensation claims are provided to each Executive Director, and allocate them shares of the Company in return for investment in kind of all the monetary compensation claims.

When an applicable Executive Director for the Plan loses the aforementioned position before the expiration of the judging period with the reasons deemed reasonable by the Company's Board of Directors, the Board shall reasonably adjust the number of allocated shares and the timing of allocation, as necessary.

(6) Others

Handling of the Plan at the time of realignment 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 by resolution of the Board of Directors.