

Reports on the 110th Business Period

FUJITSU LIMITED

Note :

This English version of *Reports on the 110th Business Period* is translation for reference only. The style of this English version differs slightly from the original Japanese version.

FUJITSU Way

On April 1, 2008, Fujitsu published a fully revised Fujitsu Way. The Fujitsu Way embodies the philosophy of the Fujitsu Group, articulates the Group's overarching values, and defines concrete principles and a code of conduct that Group employees follow in their daily business activities.

The Fujitsu Way will facilitate management innovation and promote a unified direction for the Group as we expand our global business activities.

Guided by the Fujitsu Way, our employees will strive to maximize the value of the Fujitsu Group and enhance our contributions to society.

Corporate Vision

Through our constant pursuit of innovation, the Fujitsu Group aims to contribute to the creation of a networked society that is rewarding and secure, bringing about a prosperous future that fulfils the dreams of people throughout the world.

Corporate Values

What we strive for :

| | |
|----------------------------|--|
| Society and Environment | In all our actions, we protect the environment and contribute to society. |
| Profit and Growth | We strive to meet the expectations of customers, employees and shareholders. |
| Shareholders and Investors | We seek to continuously increase our corporate value. |
| Global Perspective | We think and act from a global perspective. |

What we value:

| | |
|-------------------|--|
| Employees | We respect diversity and support individual growth. |
| Customers | We seek to be their valued and trusted partner. |
| Business Partners | We build mutually beneficial relationships. |
| Technology | We seek to create new value through innovation. |
| Quality | We enhance the reputation of our customers and the reliability of social infrastructure. |

Principles

| | |
|------------------------------|---|
| Global Citizenship | We act as good global citizens, attuned to the needs of society and the environment. |
| Customer-Centric Perspective | We think from the customer's perspective and act with sincerity. |
| Firsthand Understanding | We act based on a firsthand understanding of the actual situation. |
| Spirit of Challenge | We strive to achieve our highest goals. |
| Speed and Agility | We act flexibly and promptly to achieve our objectives. |
| Teamwork | We share common objectives across organizations, work as a team and act as responsible members of the team. |

Code of Conduct

- We respect human rights.
- We comply with all laws and regulations.
- We act with fairness in our business dealings.
- We protect and respect intellectual property.
- We maintain confidentiality.
- We do not use our position in our organization for personal gain.

Business Policy

- We use Field Innovation to find new approaches and the inspiration to improve ourselves, while delivering added value to our customers.
- We provide global environmental solutions in all our business areas.
- Fujitsu Group companies work together to accelerate our global business expansion.

To Our Shareholders

We are pleased to report to you the financial results of our 110th business period (covering fiscal year 2009, from April 1, 2009 to March 31, 2010).

During fiscal 2009, the global economy continued to experience the lingering effects of the economic downturn caused by the September 2008 financial crisis, but there was a moderate recovery, particularly in the economies of Asia, as a result of economic stimulus measures implemented by nations around the world. In Japan, although there are signs of a recovery as a result of higher exports, primarily to China, and government-led economic measures, the economy remains in a recession, with continued constraints on new investments by corporations.

Under such economic conditions, on a consolidated basis, we posted operating income of 94.3 billion yen, ordinary income of 71.1 billion yen, and net income of 93.0 billion yen. On an unconsolidated basis, we posted operating income of 20.5 billion yen, ordinary income of 38.3 billion yen, and net income of 126.1 billion yen. Our core business continued to suffer from the effects of the economic downturn. However, on both a consolidated and unconsolidated basis, the company recorded a significant gain from the sale of shares of FANUC Ltd.

We will pay a year-end dividend of 5 yen per share, 2 yen more per share than the year-end dividend for fiscal 2008 and the forecast for fiscal 2009 announced at the beginning of the fiscal year. Combined with the interim dividend of 3 yen, the 8 yen per share dividend for fiscal 2009 is the same level as the previous fiscal year.

We plan to continue our policy of paying dividends twice a year, based on financial results, at the half-year and year-end. We plan to pay an annual dividend of 10 yen per share (5 yen as an interim dividend) for fiscal 2010, ending March 31, 2011.

June 2010 marks the 75th anniversary of Fujitsu's establishment. Fujitsu could not have grown, over these many years, into the corporation it is today without the support of you, our valued shareholders, and we would like to express our deep gratitude.

In this milestone year, we have inaugurated a new executive team led by a new president, Masami Yamamoto.

The new executive team, by continuing to transform Fujitsu through the company's existing three-pronged emphasis on "focusing on the customer's customers", "developing a global perspective", and "prioritizing environmental sustainability", is committed to making Fujitsu into a truly global company headquartered in Japan.

In addition, amid a business that will increasingly be centered on cloud computing, by leveraging our strengths as a company that can deliver comprehensive solutions, including a full range of services as well as the products and electronic devices that support them, we seek to generate new business models and contribute to the lives of people and to work toward the creation of a prosperous society.

We would like to ask you, our valued shareholders, for your continued support and guidance in our business going forward.

May 2010

Michiyoshi Mazuka, Chairman and Representative Director
Masami Yamamoto, President

Report on Business Operations

1. Business Overview (April 1, 2009 to March 31, 2010)

(1) Trends and Results for the Consolidated Group

a) Overview

With respect to the global economic environment during fiscal 2009, there were moderate signs of a recovery in the second half of the fiscal year, driven by global progress in inventory adjustments and economic stimulus measures implemented by nations around the world, but the global economy was marked by the continuation of a severe economic downturn that began with the financial crisis. In Japan, too, there were signs of a recovery in the second half of the fiscal year, but the recovery remains fragile, with weak personal income and employment conditions and prolonged deflationary pressures.

With respect to investment in information and communications technologies (ICT), against a backdrop of excess capacity in the corporate sector, spending for ICT hardware is weak, and conditions in the software and ICT services fields remain severe amid a delayed recovery in demand. Consumer spending on technology, too, remains weak, with PCs spending increasingly concentrated on low-priced models, even though unit sales volumes increased during the year as a result of the release of a new operating system, and with industry sales of mobile phones weaker as a result of a longer handset replacement cycle.

During the period, the Fujitsu Group promoted cost reductions, the streamlining of its business portfolio, along with initiatives to strengthen its solutions business in Japan and to expand its business outside of Japan. Specifically, in Japan, Fujitsu Business Systems Ltd. was converted into a wholly owned subsidiary in order to strengthen our position in the medium-sized business market, and in November 2009, a new wing at the Tatebayashi System Center was opened, equipped with the latest technologies for outsourcing services and cloud services. Outside of Japan, in April 2009, Fujitsu converted its Germany-based joint venture with Siemens AG into a wholly owned subsidiary, which was launched under the new name of Fujitsu Technology Solutions (Holding) B.V. In accordance with this move, in order to promote management efficiencies and eliminate redundancies between Fujitsu Technology Solutions and UK-based Fujitsu Services Holdings PLC, restructuring measures were implemented in Europe. Fujitsu's HDD media business was transferred to Showa Denko KK in July 2009, and the HDD drive business to Toshiba Corporation in October 2009. Structural reforms were implemented in the LSI device operations, including streamlining of the manufacturing operations and reassignment of employees.

Net sales in Japan for fiscal 2009 declined by 8.2% as a result of cutbacks in corporate spending in the services business and the impact of transferring the HDD business. Outside of Japan, although the economic downturn had an adverse effect on business sales increased by 16.6% as a result of Fujitsu Technology Solutions becoming a wholly owned subsidiary. As a whole, consolidated net sales for fiscal 2009 were 4,679.5 billion yen, roughly the same level as the previous year (declining 0.3% from the previous year).

Consolidated operating income was 94.3 billion yen (an increase of 25.6 billion yen over the previous year). Despite the decline in revenue in the services business and the increase in pension benefit obligations, improved as a result of profitability from the sale of the HDD business, which recorded an operating loss in fiscal 2008 and structural transformation of the LSI device business, along with the promotion of thorough cost reductions. Consolidated ordinary income was 71.1 billion yen (an increase of 56.0 billion yen over fiscal 2008), as equity in earnings of affiliates improved as a result of the restructuring of equity-method affiliates.

Consolidated net income was 93.0 billion yen (an improvement of 205.4 billion yen over the previous year), as special gains posted on the sale of shares held in FANUC Ltd. outweighed special losses from the expenses relating to restructuring the LSI device business and the services business in the European region.

b) Comparison of FY 2009 Results and Initial Projections

Billions of Yen

| | <i>Projections at Start of Fiscal Year</i> | <i>FY 2008 Results</i> | <i>Divergence</i> |
|------------------|--|----------------------------|-------------------|
| Net sales | ¥4,800.0 | ¥4,679.5 | ¥ - 120.4 |
| Operating income | 80.0 | 94.3 | 14.3 |
| Ordinary income | 60.0 | 71.1 | 11.1 |
| Net income | 20.0 | 93.0 | 73.0 |

At the beginning of fiscal 2009, in the face of a serious economic recession resulting from the financial crisis, Fujitsu announced the goals of achieving consolidated net sales of 4,800.0 billion yen, consolidated operating income of 80.0 billion yen, consolidated ordinary income of 60.0 billion yen, and consolidated net income of 20.0 billion yen for the fiscal year.

In order to succeed in a difficult business environment, the Fujitsu Group worked to strengthen its profitability by implementing thorough company-wide cost reduction measures and raising the efficiency of its businesses by sharing management resources. The Group aggressively promoted the streamlining of its business portfolio through such measures as selling the HDD business, transforming the structure of its LSI device business, and restructuring the services business in Europe.

Consolidated net sales in fiscal 2009 fell well below our initial projections. There was a recovery in demand for LSI devices, electronic components, and car audio and navigation equipment in the second half of the year. But for the full year, with corporate spending cutbacks in the face of a prolonged economic recession, there were significantly lower sales in such areas as system integration services and PCs.

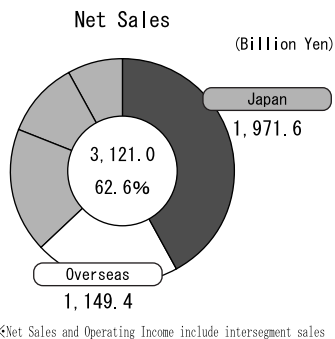
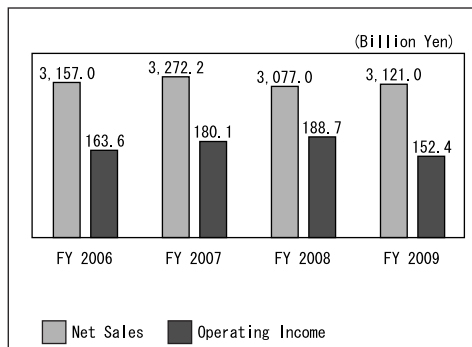
Consolidated operating income exceeded the projections made at the beginning of the fiscal year, as a result of increased sales of LSI devices in the second half, and electronic components and car audio and navigation equipment on an annual basis, along with the promotion of thorough cost reductions and greater cost efficiencies.

Consolidated ordinary income exceeded the projections made at the beginning of the fiscal year as a result of the increase of consolidated operating income.

In fiscal 2009, although the company posted special losses on restructuring expenses stemming from the restructuring of the services business in Europe, it posted a special gain of 89.6 billion yen on the sale of shares in FANUC Ltd. and other shares. As a result, consolidated net income significantly exceeded the projections made at the beginning of the fiscal year.

c) Overview by Business Segment

Technology Solutions



The Technology Solutions segment consists of the Services sub-segment, which includes system integration services and outsourcing services and the System Platforms sub-segment, which includes the platforms which support the deliver of these services.

Net sales in the Technology Solutions segment for fiscal 2009 were 3,121.0 billion yen (up 1.4% from the prior year). In Japan, sales declined 7.3% compared to the previous year due to decreased sales of system integration services in the manufacturing, retail/distribution and financial services sectors, which were impacted by the economic recession. Sales outside Japan increased by 21.0% compared to the prior year due to the positive effect of converting Germany's Fujitsu Technology Solutions into a wholly owned subsidiary.

Operating income for the Technology Solutions segment was 152.4 billion yen (a decline of 36.2 billion yen compared to fiscal 2008), as a result of lower sales in the services business in Japan, higher expenses for retirement benefits, and amortization of goodwill.

With the full integration of Fujitsu Technology Solutions completed in April 2009, Fujitsu Technology Solutions' operations in the UK, Ireland and Nordic countries underwent restructuring to establish a unified organization, thereby eliminating redundancies between Fujitsu Technology Solutions and Fujitsu Services' business in continental Europe and improving efficiency. As a result of these measures, the company was able to strengthen its competitive position by further optimizing its resources and streamlining its business operations.

On January 4, 2010, the Tokyo Stock Exchange Group, Inc.'s next-generation trading system, known as "arrowhead" and developed in collaboration with Fujitsu, was launched as one of the world's fastest and most reliable trading systems. In addition, the company has led the development of a number of mission-critical systems, such as Narita International Airport's air-traffic information control system, that play an important role in supporting the creation of an ICT-enabled society.

Fujitsu will endeavor to continue providing services based on its advanced technologies and high quality products.

Services

In the Services sub-segment in Japan, a number of structural reforms were implemented, such as the conversion of Fujitsu Business Systems Ltd. into a wholly owned subsidiary in August 2009 aimed at strengthening Fujitsu's position in the medium-sized business market. In addition, in an effort to increase Fujitsu's efficiency and ability to make proposals to its customers in the field of cloud computing, the company has endeavored to create new businesses and enhance its competitiveness while strengthening its infrastructure services, including the expansion and launch of datacenter facilities both inside and outside Japan.

Net sales in the Services sub-segment for fiscal 2009 were 2,510.4 billion yen (up 3.4% from the prior year). In Japan, sales of systems integration services mainly to the manufacturing retail/distribution, and financial services sectors declined, as a result of cutbacks in corporate spending resulting from the economic

recession. Outside of Japan, sales were impacted by deterioration in the European services business, but increased overall as the result of the conversion of Fujitsu Technology Solutions into a wholly owned subsidiary.

Operating income in the Services sub-segment was 131.1 billion yen (a decrease of 32.2 billion yen from fiscal 2008). Profitability was impacted by a decline in sales of system integration services in Japan and pension benefit expenses in Japan resulting from the deterioration in asset performance, and amortization of goodwill related to the conversion of Fujitsu Technology Solutions into a wholly owned subsidiary.

In the Services sub-segment, Fujitsu will pursue structural improvements and strive to increase the profitability of its cloud computing business while further cutting costs.

System Platforms

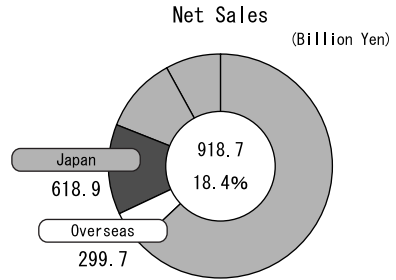
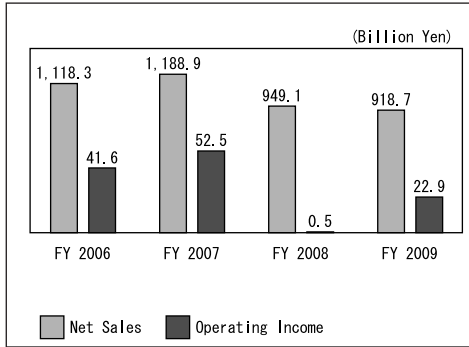
In the Systems Platform sub-segment, Fujitsu worked to enhance its competitive strength through increased efficiencies, such as the standardization of development processes, and cost reductions.

Net sales in the System Platforms sub-segment for fiscal 2009 were 610.6 billion yen (a decline of 6.0% compared to the prior year). Although the acquisition of Fujitsu Technology Solutions led to increased sales outside of Japan, particularly of x86 servers, in Japan, sales of server-related products declined as the result of cutbacks in corporate spending and price reductions. In addition, although the network products business showed signs of recovery in sales of mobile phone base stations during the second half of the fiscal year and sales of optical transmission systems in the U.S., overall sales for the year declined because of the economic downturn.

Operating income was 21.3 billion yen (a decline of 4.0 billion yen from the previous year), as a result of business restructuring related to the conversion of Fujitsu Technology Solutions into a consolidated subsidiary, specifically increase in x86 server business-related losses and in the amortization of goodwill, despite deals with major customers to upgrade their mission-critical servers, as well as progress in increasing cost efficiencies by integrating the European and US optical transmission system manufacturing.

In regards to x86 servers, which have become core platforms for the company, Fujitsu is raising its competitiveness by consolidating resources in Fujitsu Technology Solutions. Through this initiative, the company is strengthening its global sales capabilities, generating cost savings from collective procurement, and lowering development costs. For other server and network products as well, the company is enhancing collaboration among its global organizations to boost competitiveness.

Ubiquitous Product Solutions



※Net Sales and Operating Income include intersegment sales

The Ubiquitous Product Solutions segment is comprised of products such as PCs and mobile phones, which are indispensable to a ubiquitous networking society.

In fiscal 2009, in the midst of an economic downturn and lower consumption, the company pursued initiatives to further reduce costs and strengthen its product lines. In PCs, Fujitsu enhanced its lineup of netbooks geared toward individual users while launching products for corporate customers with enhanced security features. In mobile phones, Fujitsu continued to launch advanced waterproof models, and in March 2010 released the world's first separable mobile phone handset. In addition, the company launched a number of stylish mobile phone models that resulted from collaborations with famous fashion brands.

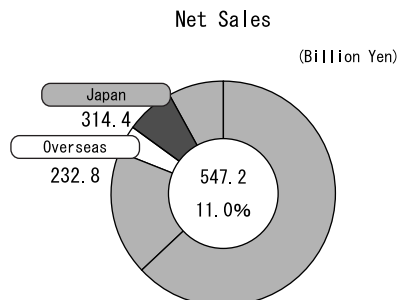
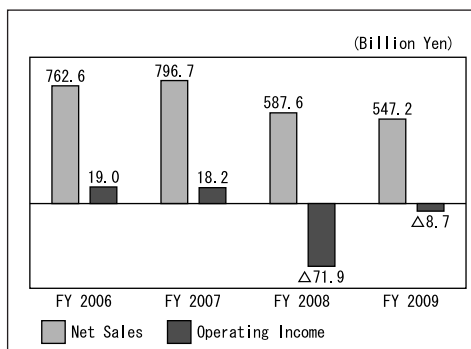
Fujitsu completed the transfer of its HDD media business to Showa Denko KK in July 2009, and completed the transfer of its HDD drive business to Toshiba Corporation in October 2009.

Net sales in the Ubiquitous Product Solutions segment were 918.7 billion yen (down 3.2% from fiscal 2008). Despite strong sales of mobile phones, as well as an increase of unit sales of PCs to both consumer and corporate customers, sales were impacted by price reductions and the divestiture of Fujitsu's HDD business.

Operating income was 22.9 billion yen (an increase of 22.4 billion yen compared to the previous year). Although profitability was impacted by intensified price-competition in PCs, operating income increased due to the positive effect of cost cuts, increased sales of mobile phones, and the sale of the HDD business, which recorded an operating loss in fiscal 2008.

In the Ubiquitous Product Solutions segment, the company will seek to offer products that leverage Fujitsu's strengths and enhance its sales force. In mobile phones, although the market is expected to shrink due to the lengthening of the handset replacement cycle, the company will work to further reduce costs and generate development efficiencies while strengthening the foundation of its business.

Device Solutions



※Net Sales and Operating Income include intersegment sales

The Device Solutions segment consists of LSI devices and related electronic components used in digital home appliances, automobiles, mobile phones, servers and other products.

In fiscal 2009, for LSI devices, the company began switching to a fab-lite business model, in which production for 40 nanometer and more advanced devices is contracted with an outside company, and only design and development are performed in-house. In addition, we are concentrating its management resources on devices for four market segments, consists of video equipment applications, automotive applications, mobile/ecology, and industrial equipment applications.

Net sales in the Device Solutions segment were 547.2 billion yen (a reduction of 6.9% from the previous year). Sales of LSI devices increased in the second half of the fiscal year compared to the second half of fiscal 2008 as a result of a market recovery, primarily in the markets for digital home appliances and automotive applications. Sales revenue for electronic components increased on an annual basis as a result of a market recovery, especially outside of Japan. Overall, however, because the decline in revenue for the first half of the fiscal year was large, sales for entire Device Solutions segment declined on a full-year basis.

Operating income dramatically improved as a result of lower depreciation expenses and fixed costs, including personnel expenses, stemming from business restructuring, swinging the business into profitability from the third quarter of the fiscal year. These effects, combined with progress in reducing costs in the electronic components sub-segment, resulted in a much lower operating loss of 8.7 billion yen (an improvement of 63.1 billion yen over the previous year).

With the structural transformation that began in the previous fiscal year, the profitability of the Device Solutions segment has significantly improved, and there is now a foundation on which to generate stable profits starting in fiscal 2010. The strategy for the segment will be to continue the fab-lite business model and cost cutting initiatives, along with the focus on four product area, while expanding sales promotion activities in China and other growing markets in Asia to strengthen its global competitiveness.

Other Operations

Net sales in Other Operations, which includes sales of Fujitsu Ten Limited, a company selling car audio and navigation equipment along with electronic equipment for automobile controls, as well as sales of subsidiaries that provide products and services within the Fujitsu Group, were 397.3 billion yen, a decline of 11.0% compared to fiscal 2008. Operating income was 8.6 billion yen, a decline of 4.4 billion compared to fiscal 2008.

(2) Capital Expenditures

Capital expenditures in fiscal 2009 totaled 126.4 billion yen, a reduction of 24.6% compared to fiscal 2008.

In the Technology Solutions segment, capital expenditures were 74.7 billion yen. In order to expand its outsourcing business, Fujitsu upgraded and expanded its datacenters in Japan, such as by opening a new wing at its Tatebayashi System Center, and also upgraded and expanded its datacenter facilities outside of Japan, primarily in the UK, and these measures accounted for the majority of the segment's capital expenditures.

In the Ubiquitous Product Solutions segment, capital expenditures were 8.6 billion yen, comprising investments in equipment for new PC and mobile phone models.

In the Device Solutions segment, capital expenditures were 30.0 billion yen. This amount included investments related to restructuring initiatives in the LSI wafer production facilities, in addition to capital investments relating to electronic components.

Outside of the above segments, there were 12.9 billion yen in other capital expenditures.

(3) Capital Procurement

During fiscal 2009, we refrained from raising capital through the issuance of any new shares or bonds.

(4) Research and Development

Under its policy of creating new value for customers and contributing to the development of a networked society, Fujitsu carried out Research and Development in a variety of advanced technologies, including Research and Development in next-generation services, servers, and networks, as well as in the chip devices that support them, and in green ICT.

Research and Development spending in fiscal 2009 totaled 224.9 billion yen. Spending on basic research that is not allocated to a particular segment was 29.7 billion yen, which was included the total spending.

Research and Development spending in each of the business segments is explained below.

Technology Solutions

This segment focuses on Research & Development in ICT platform products and technologies in the areas of servers, storage systems, software, optical transmission systems, and mobile systems, along with the system development and management technologies utilizing these products and technologies.

Fujitsu promoted the development and commercialization of a new supercomputer by combing Fujitsu's latest high-performance Primergy blade servers with Parallelnavi middleware for supercomputers, along with system-architecture technologies. This resulted in a system, built in concert with the Japan Atomic Energy Agency, that was measured at 186.1 teraflops (*1) using the LINPACK (*2) benchmark, making it the top-ranked Japanese supercomputer on the TOP 500 list (*3) published in November 2009.

*1 Teraflop: One trillion floating point operations per second.

*2 LINPACK: A program for measuring computer performance.

*3 TOP500: A project that compares the performance of the world's supercomputers.

Cloud computing is called upon to operate with stability and reliability as large-scale systems that serve as a form of social infrastructure for a variety of services and tasks. To meet this requirement, Fujitsu has developed an integrated array of technologies that automatically can detect system faults before they happen, uncover the cause, and take corrective action. Because faults can be avoided before they manifest themselves, users benefit from stable provision of service, while at the same time dramatically lowering their administrative burden. Fujitsu plans to adapt this technology to all its cloud services in the future.

To increase the level of convenience to customers using the cloud, Fujitsu has proposed standardizing a cloud-services operational interface specification to the Distributed Management Task Force, and also plans to join this body's leadership board to promote standards-setting.

- As part of solutions to contribute to the lives of people, Fujitsu is currently field-testing a patient guidance solution in a hospital that uses color electric paper (e-paper). With this solution, card holders based on Fujitsu's own low-power e-paper can be linked to electronic medical records distributed over a proprietary wireless system, making it possible to distribute personalized information to each patient, including the number of people waiting. This can help hospitals lower their operating costs while raising the level of service to their patients.

Research and Development spending for the Technology Solutions segment was 124.0 billion yen.

Ubiquitous Product Solutions

This segment develops PCs, mobile phones, and other products and technologies critical to the ubiquitous networking era.

- Fujitsu developed and launched the F-04B mobile phone, the world's first to have a separable form factor allowing the keypad and display to be used independently. While this phone can be used as a conventional slider, the two modules can be separated so that the user can carry on a conversation while checking e-mail or the address book. The display module can be used as a slim standalone phone with a touch-panel interface, and can also be connected to a projector module that displays images on a larger scale, opening up entirely new modes of use for the phone.
- Unintended disclosures of data through the loss or theft of a notebook computer have become a serious problem for society. To combat this, Fujitsu developed a technology for remotely disabling the hard drive of a lost or stolen computer by sending instructions over a wireless network. This technology was commercialized in September 2009 under the name CLEARSURE, garnering orders from life-insurance companies for their staff's notebook computers. Fujitsu has developed another technology that prevents the disclosure of data in e-mail messages and attached files that could happen when the storage medium (hard drive or solid-state drive) is physically removed from the computer. In addition, Fujitsu plans to continue developing technologies to allow notebook computers to be used with security and peace of mind.

Research and Development spending for the Ubiquitous Product Solutions segment was 33.4 billion yen.

Device Solutions

Research and Development in for this segment focuses on developing logic LSI products, electronic components (semiconductor packages), and various other products and technologies.

- Fujitsu has been aggressive in developing and promoting Green ICT to reduce its own environmental footprint and that of its customers. Newly developed gallium-nitride HEMT designs have reduced electrical losses from power supplies to only one-third that of previous silicon devices in electronics such as office equipment and household appliances. Fujitsu plans to bring silicon substrates using gallium-nitride HEMT technology to full-scale production for use in power supplies for personal computers and servers.
- In the field of digital-broadcast recording, Fujitsu has developed new video-decoding chips (MB86H57 and MB86H58) that operate at an industry-leading low 1.0 W, and can convert both sound and video bidirectionally between the two leading video standards, MPEG-2 and H.264. This low-power performance was made possible by newly developed transcode technology, and because it is compatible with smaller packaging, it enables more compact digital video recorders, with potential mobile applications such as notebook computers.

Research and Development spending for the Device Solutions segment was 31.3 billion yen.

Other Operations

Research and Development spending for Other Operations was 6.3 billion yen.

(5) Transfer of Business and Spin-Off

On July 1, 2009, Fujitsu transferred its HDD media business to Showa Denko KK and on October 1, 2009, its HDD drive business to Toshiba Corporation.

(6) Acquisition or Disposition of Other Companies' Shares and Other Equity or New Share Warrants, Etc.

- On April 1, 2009, Fujitsu Limited acquired Siemens's 50% stake in the joint venture Fujitsu Siemens Computers (Holding) B.V., making the company a wholly owned subsidiary of Fujitsu Limited, and changed the corporate name to Fujitsu Technology Solutions (Holding) B.V.
- On April 30, 2009, Subsidiary Fujitsu Australia Limited acquired from Telstra Corporation, the Australian telecommunications company, 100% of the shares in Telstra's IT services subsidiary, KAZ Group. The acquisition enable Fujitsu to deliver comprehensive services, from consulting to applications and IT infrastructure services, to customers in the Australian market. To fund the acquisition, Fujitsu Australia Limited implemented a capital increase that was subscribed to by Fujitsu Limited.
- On May 1, 2009, Fujitsu Limited subscribed to an equity private placement of equity-method affiliate FDK Corporation, converting the company into a consolidated subsidiary of Fujitsu Limited.
- On August 1, 2009, Fujitsu Limited converted Fujitsu Business Systems Ltd. into a wholly owned subsidiary of Fujitsu Limited through an exchange of shares.
- On August 21, 2009, Fujitsu Limited sold its shares in FANUC Ltd. at approximately 89.0 billion yen, in response to FANUC's solicitation to repurchase its shares.
- On April 1, 2010, Fujitsu Limited converted PFU Limited into a wholly owned subsidiary of Fujitsu Limited through an exchange of shares.

(7) Key Challenges Ahead

Through our constant pursuit of innovation, Fujitsu aims to contribute to the creation of a networked society that is rewarding and secure, bringing about a prosperous future that fulfills the dreams of people throughout the world. To achieve this vision, Fujitsu strives for sustainable profitability and growth, while continually enhancing its corporate value.

Fujitsu is dedicated to contributing to the success of its customers and seeks to grow with its customers as their valued and trusted partner.

With the advance of globalization and the growth of emerging markets, the global economy is undergoing significant changes, transforming in a variety of ways both the corporate competitive landscape and social life. In the midst of these changes, ICT support the activities of global corporations and are expected to perform a new role in supporting management decision-making by analyzing the continuously growing amount of data. In the daily lives of people, as well, the role of ICT in creating a prosperous and secure society is expanding. Whether by supporting progress in medicine, enabling breakthroughs in advanced research fields such as space exploration, or by helping to resolve the biggest challenges of the 21st century, such as environmental sustainability and energy issues, there are new expectations regarding the promise of ICT. Attempting to meet these expectations presents the ICT industry with a new set of challenges, but at the same time, in Fujitsu's view, it also presents a foundation for achieving future earnings and growth.

The Fujitsu Group is pursuing new growth opportunities through the global expansion of its business by supporting customers' businesses in every regions of the world, and by promoting ever more sophisticated uses of ICT in society. In addition, the Group seeks to continue to enhance its profitability by generating further efficiencies throughout its business portfolio.

●Technology Solutions

In the Technology Solutions segment, the Fujitsu Group is focusing on providing ICT services backed by highly reliable products and advanced technologies. While enhancing the organizational structure to support the global expansion of its customers, the Group will continue to deliver solutions to improve the business of customers in a variety of industries.

With respect to cloud computing, which enables the flexible use of ICT resources, the Group is enhancing its organizational structure both inside and outside Japan in order to deliver highly reliable services, while also pursuing the development of superior platforms. In addition, we will support the transformation of our customers' businesses by helping them grasp the status of their operations and make informed decisions through the analysis of accumulated data. At the same time, the Group is also pursuing the creation of convergent services that combine solutions in innovative ways for a wide range of industries. Moreover, the Group will continue to develop and deliver high-performance computers to support advanced product development, medicine, and cutting-edge scientific research. By enabling these types of advanced uses of ICT, we seek to contribute to the lives of people and society as a whole and make the creation of a prosperous society a reality.

The Group will also further enhance the efficiency of its businesses. We are promoting unified worldwide product development and procurement in order to reduce the cost of our products. In addition, while promoting the standardization and automation of our services in order to improve quality and reduce costs, we will continue to thoroughly manage risks in our systems integration business. Moreover, in recognition of the importance of overall quality assurance for ICT systems, including systems operations, the Group continues to take comprehensive measures to ensure the stable operation of the systems that support the crucial infrastructures of businesses and society at large.

●Ubiquitous Product Solutions

In the Ubiquitous Product Solutions segment, the Fujitsu Group continuously pursues cost reductions and the creation of added value in order to sustain profitability. In the PC business, the Group is unifying its product brands worldwide and expanding its portfolio of higher value-added products while raising cost competitiveness through improved global supply chain management. In the mobile phones business, we view the terminals as a nexus for wireless and other cutting-edge technologies and as key devices underpinning the advanced use of ICT in the future. The Group will pursue an enhanced growth strategy that leverages the anticipated convergence of mobile phones and PCs and also aim to expand this business to global markets on the basis of key technologies developed for the Japan market.

●Device Solutions

In the Device Solutions business, in order to enhance profitability, the Fujitsu Group has shifted to a fab-lite business model, transformed its cost structure to primarily reduce its fixed costs, and revamped its product portfolio. While pursuing growth over the medium- and long-term by developing applications in new fields, such as electric vehicles, alternative energy, and smart grids, the Group will enhance its efforts to generate synergies between Device Solutions and other Fujitsu businesses.

●Company—Wide Initiatives

In addition to the measures described above, while strengthening its global organizational structure and fostering the development of its human resources, the Fujitsu Group will continue to make use of alliances with other companies.

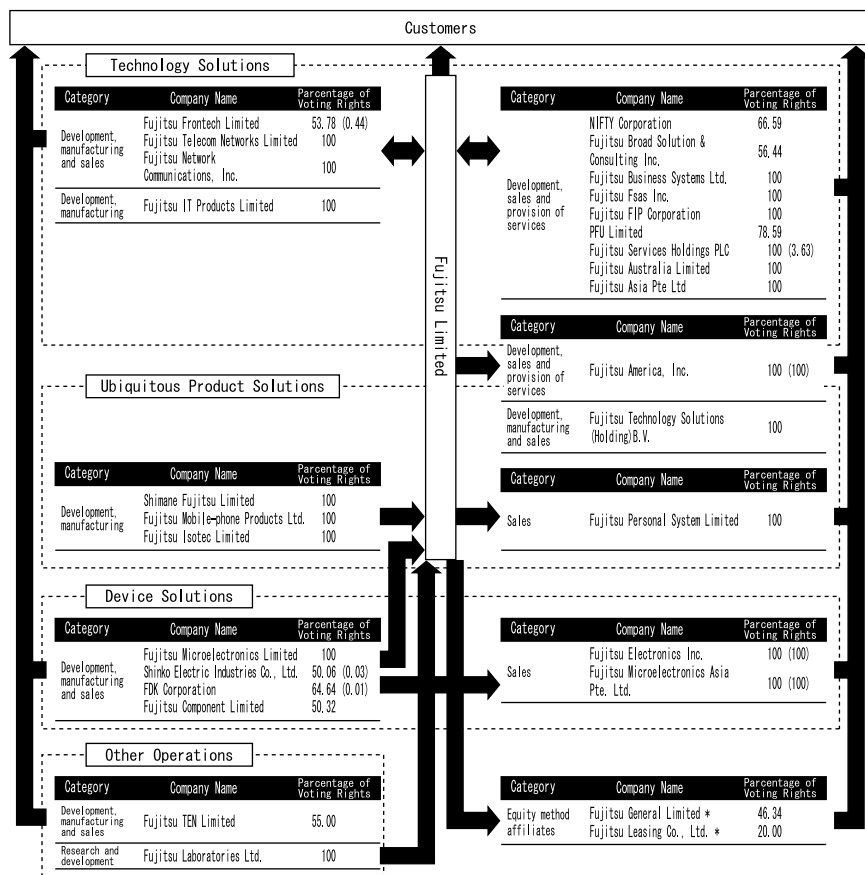
In addition, we will continuously transform our business in order to raise the specialized capabilities of Group companies and enhance the overall value of the Fujitsu Group.

Moreover, positioning the sustainability of the Earth's environment as an important management priority, the Group will seek to reduce ICT's burden on the environment, while using ICT to help reduce the burden placed on the environment by customers and society as a whole.

As it strives to meet the challenges discussed above through focused daily effort, the Fujitsu Group will further pursue the transformation of its operations in order to continue to earn the confidence of customers and society as a global enterprise contributing to the creation of a rewarding and secure networked society.

(8) The Fujitsu Group

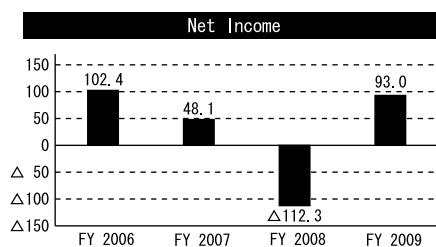
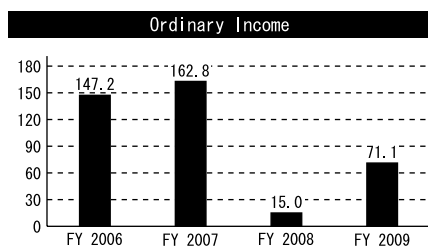
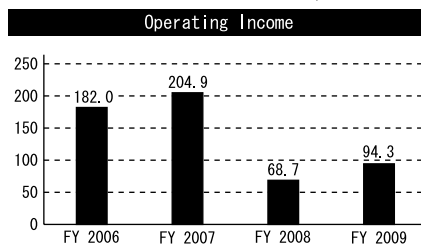
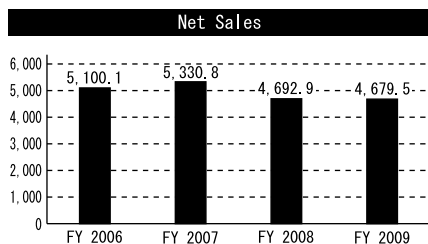
The positioning of, and relationship between, Fujitsu Limited and its principal consolidated subsidiaries and affiliates (as of March 31, 2010) are as shown in the following chart.

**Notes:**

1. The company with (*) is an equity method affiliate.
2. Figures in parenthesis in the percentage of voting rights show indirect shareholdings and are included in the percentage.
3. On April 1, 2010, Fujitsu Microelectronics Limited changed its company name to Fujitsu Semiconductor Limited.
4. On April 1, 2010, Fujitsu Limited converted PFU Limited into a wholly owned subsidiary of Fujitsu Limited through an exchange of shares.

(9) Consolidated Asset and Profit (Loss) Situation for the Most Recent Three Fiscal Years

(Billion Yen)

*Billions of yen, except where stated*

| Fiscal Year (Business Period) | FY 2006 (107th) | FY 2007 (108th) | FY 2008 (109th) | FY 2009 (Current period) |
|--|--------------------|--------------------|--------------------|--------------------------------|
| Net sales | ¥5,100.1 | ¥5,330.8 | ¥4,692.9 | ¥4,679.5 |
| Japan Total (included in Net Sales) | 3,274.9 | 3,407.2 | 3,193.1 | 2,931.2 |
| Overseas Total (included in Net Sales) | 1,825.2 | 1,923.6 | 1,499.8 | 1,748.3 |
| Operating income | 182.0 | 204.9 | 68.7 | 94.3 |
| Ordinary income | 147.2 | 162.8 | 15.0 | 71.1 |
| Net income (loss) | 102.4 | 48.1 | (112.3) | 93.0 |
| Net income (loss) per share [yen] | 49.54 | 23.34 | (54.35) | 45.21 |
| Total assets | 3,943.7 | 3,821.9 | 3,221.9 | 3,228.0 |
| Net assets | 1,160.7 | 1,130.1 | 925.6 | 948.3 |
| Shareholders' equity per share [yen] | 469.02 | 458.31 | 362.30 | 386.79 |

Notes:

- Net income (loss) per share is calculated based on the weighted average number of shares of common stock outstanding during each period.
- Shareholders' equity per share is calculated based on the number of shares of common stock outstanding at the end of each period.

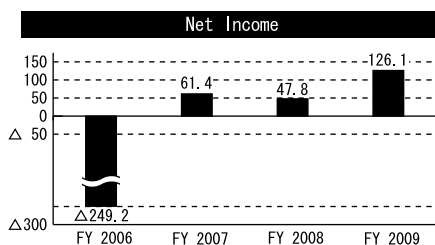
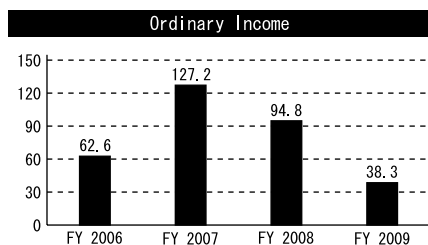
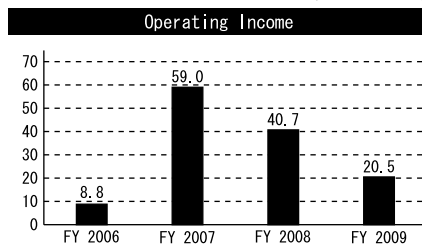
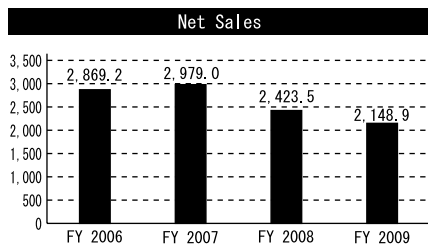
(TRANSLATION FOR REFERENCE ONLY)

Billions of yen

| | | FY 2006 (107th) | FY 2007 (108th) | FY 2008 (109th) | FY 2009 (Current period) |
|------------------------------|-------------------------|--------------------|--------------------|--------------------|--------------------------------|
| Technology Solutions | Net sales | | | | |
| | Unaffiliated customers | ¥3,064.7 | ¥3,158.9 | ¥2,983.0 | ¥3,055.2 |
| | Intersegment | 92.3 | 113.2 | 94.0 | 65.8 |
| | Total | ¥3,157.0 | ¥3,272.2 | ¥3,077.0 | ¥3,121.0 |
| | Operating income | ¥163.6 | ¥180.1 | ¥188.7 | ¥152.4 |
| | [As % of sales] | [5.2%] | [5.5%] | [6.1%] | [4.9%] |
| Ubiquitous Product Solutions | Net sales | | | | |
| | Unaffiliated customers | ¥993.2 | ¥1,056.5 | ¥840.3 | ¥811.9 |
| | Intersegment | 125.0 | 132.4 | 108.7 | 106.8 |
| | Total | ¥1,118.3 | ¥1,188.9 | ¥949.1 | ¥918.7 |
| | Operating income | ¥41.6 | ¥52.5 | ¥0.5 | ¥22.9 |
| | [As % of sales] | [3.7%] | [4.4%] | [0.1%] | [2.5%] |
| Device Solutions | Net sales | | | | |
| | Unaffiliated customers | ¥707.1 | ¥736.5 | ¥540.1 | ¥494.6 |
| | Intersegment | 55.5 | 60.2 | 47.5 | 52.5 |
| | Total | ¥762.6 | ¥796.7 | ¥587.6 | ¥547.2 |
| | Operating income (loss) | ¥19.0 | ¥18.2 | ¥(71.9) | ¥(8.7) |
| | [As % of sales] | [2.5%] | [2.3%] | [-12.2%] | [-1.6%] |
| Other Operations | Net sales | | | | |
| | Unaffiliated customers | ¥335.0 | ¥378.8 | ¥329.4 | ¥317.7 |
| | Intersegment | 155.2 | 147.9 | 116.7 | 79.6 |
| | Total | ¥490.3 | ¥526.8 | ¥446.2 | ¥397.3 |
| | Operating income | ¥10.5 | ¥14.2 | ¥4.1 | ¥8.6 |
| | [As % of sales] | [2.2%] | [2.7%] | [0.9%] | [2.2%] |
| Elimination & Corporate | Net sales (loss) | ¥(428.2) | ¥(453.9) | ¥(367.1) | ¥(304.8) |
| | Operating income (loss) | ¥(52.7) | ¥(60.3) | ¥(52.6) | ¥(80.8) |
| Total | Net sales | | | | |
| | Unaffiliated customers | ¥5,100.1 | ¥5,330.8 | ¥4,692.9 | ¥4,679.5 |
| | Intersegment | - | - | - | - |
| | Total | ¥5,100.1 | ¥5,330.8 | ¥4,692.9 | ¥4,679.5 |
| | Operating income | ¥182.0 | ¥204.9 | ¥68.7 | ¥94.3 |
| | [As % of sales] | [3.6%] | [3.8%] | [1.5%] | [2.0%] |

(10) Unconsolidated Asset and Profit (Loss) Situation of the Company for the Most Recent Three Fiscal Years

(Billion Yen)

*Billions of yen, except where stated*

| <i>Fiscal Year (Business period)</i> | FY 2006 (107th) | FY 2007 (108th) | FY 2008 (109th) | FY 2009 (Current period) |
|--|--------------------|--------------------|--------------------|-----------------------------|
| Net sales | ¥2,869.2 | ¥2,979.0 | ¥2,423.5 | ¥2,148.9 |
| Operating income | 8.8 | 59.0 | 40.7 | 20.5 |
| Ordinary income | 62.6 | 127.2 | 94.8 | 38.3 |
| Net income (loss) | (249.2) | 61.4 | 47.8 | 126.1 |
| Net income (loss) per share [yen] | (120.58) | 29.80 | 23.16 | 61.26 |
| Total assets | 2,512.8 | 2,536.5 | 2,302.3 | 2,070.6 |
| Net assets | 620.8 | 636.8 | 629.0 | 699.7 |
| Shareholders' equity per share [yen] | 300.37 | 307.82 | 304.29 | 338.88 |

Notes:

1. Net income (loss) per share is calculated based on the weighted average number of shares of common stock outstanding during each period.
2. Shareholders' equity per share is calculated based on the number of shares of common stock outstanding at the end of each period.

Operating income in fiscal 2009 declined as a result of lower net sales of system integration, server-related products, and PCs, despite improvements due to the sales of the loss-making HDD business and the effect of cost cuts. Net income for fiscal 2009 increased as a result of the sale of shares in FANUC Ltd and other shares, despite the impact of loss associated with valuation losses on shares of subsidiaries and affiliates.

(11) Major Business of the Fujitsu Group (As of March 31, 2010)

Fujitsu Limited and its subsidiaries are engaged in providing total solutions in the ICT field, delivering services as well as developing, manufacturing, selling, and maintaining the cutting-edge, high performance, high-quality products and electronic devices that support these services. The main products and services of each segment are described below.

| <i>Segment</i> | | <i>Main products and services</i> |
|----------------------|--|--|
| Technology Solutions | Services | Solutions / SI <ul style="list-style-type: none"> Systems integration services (system construction) Consulting Front-end technology (ATMs, POS systems, etc.) |
| | | Infrastructure Services <ul style="list-style-type: none"> Outsourcing services (data center, IT operational management, SaaS, application usage and management, business process outsourcing, etc.) Network services (business networks, internet, mobile content distribution) System support services (information system and network maintenance and monitoring services) |
| | | Others <ul style="list-style-type: none"> Security solutions (Information systems infrastructure construction and network construction) |
| | System Platforms | System Products <ul style="list-style-type: none"> Servers (mainframes, UNIX servers, mission-critical IA servers, PC servers) Storage systems Software (OS, middleware) |
| | | Network Products <ul style="list-style-type: none"> Network control systems Optical transmission systems Mobile phone base stations |
| | Ubiquitous Product Solutions | Personal computers Mobile phones Optical modules Hard disk drives |
| Device Solutions | LSI Devices Electronic Components (semiconductor packages, etc.) Batteries Relays, Connectors, etc. | |
| Other Operations | Audio and navigation equipment Electronic equipment for automobile control Printed circuit boards | |

(12) Fujitsu Group Principal Offices and Plants (As of March 31, 2010)

| a) Fujitsu Limited | |
|---------------------------|---|
| Registered office | 1-1, Kamikodanaka 4-chome, Nakahara-ku, Kawasaki, Kanagawa |
| Principal office | 5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo |
| Domestic business offices | Chuo Regional Sales Unit(Minato-ku,Tokyo), Hokkaido Regional Sales Unit (Sapporo-shi), Tohoku Regional Sales Unit (Sendai-shi), Kanetsu Regional Sales Unit (saitama-shi), Kanagawa Regional Sales Unit(Yokohama-shi), Chiba Regional Sales Unit (Chiba-shi), Nagano Regional Sales Unit (Nagano-shi, Nagano), Shizuoka Regional Sales Unit (Shizuoka-shi), Tokai Regional Sales Unit (Nagoya-shi), Hokuriku Regional Sales Unit (Kanazawa-shi, Ishikawa), Kansai Regional Sales Unit (Osaka-shi), Kyoto Sales Div. (Kyoto-shi), Kobe Sales Div. (Kobe-shi), Chugoku Regional Sales Unit (Hiroshima-shi), Shikoku Regional Sales Unit (Takamatsu-shi, Kagawa), Kyushu Regional Sales Unit (Fukuoka-shi) |
| Software/Services | Sapporo Systems Laboratory (Sapporo-shi), Aomori Systems Laboratory (Aomori-shi, Aomori), Ichigaya Office(Chiyoda-ku, Tokyo), Shibakoen Office(Minato-ku,Tokyo), Enterprise Innovation Support Center(Minato-ku,Tokyo), World Trade Center Building(Minato-ku,Tokyo), Fujitsu Solution Square(Ohta-ku,Tokyo), 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), Kumagaya Plant(Kumagaya-shi, Saitama), Oyama Plant (Oyama-shi, Tochigi), Nasu Plant (Otawara-shi, Tochigi), Nagano Plant (Nagano-shi, Nagano), Numazu Plant (Numazu-shi, Shizuoka), Akashi Research & Manufacturing Facilities (Akashi-shi, Hyogo) |

b) Subsidiaries

| | |
|----------|---|
| Japan | Fujitsu Laboratories Ltd. (Kawasaki-shi), FDK Corporation (Minato-ku Tokyo), Shinko Electric Industries Co., Ltd. (Nagano-shi, Nagano), Fujitsu Frontech Ltd. (Inagi-shi, Tokyo), Fujitsu Component Ltd. (Shinagawa-ku, Tokyo), NIFTY Corporation (Shinagawa-ku, Tokyo), Fujitsu Broad Solution & Consulting Inc. (Minato-ku, Tokyo), Fujitsu Microelectronics Ltd. (Yokohama-shi), Fujitsu Business Systems Ltd. (Bunkyo-ku, Tokyo), Fujitsu FSAS Inc. (Minato-ku, Tokyo), Fujitsu Telecom Networks Ltd. (Kawasaki-shi), Fujitsu TEN Ltd. (Kobe-shi), PFU Ltd. (Kahoku-shi, Ishikawa), Fujitsu Electronics Inc. (Yokohama-shi), Fujitsu FIP Corporation (Koto-ku, Tokyo), Fujitsu Isotec Ltd. (Date-shi, Fukushima), Fujitsu Personal System Ltd. (Minato-ku, Tokyo), Shimane Fujitsu Ltd. (Hikawa-cho, Hikawa-Gun, Shimane), Fujitsu IT Products Ltd. (Kahoku-shi, Ishikawa), Fujitsu Mobile-phone Products Ltd. (Otawara-shi, Tochigi) |
| Overseas | Fujitsu Services Holdings PLC (U.K.), Fujitsu Technology Solutions (Holding) B.V. (Netherlands), Fujitsu Network Communications, Inc. (U.S.), Fujitsu America, Inc. (U.S.), Fujitsu Australia Limited (Australia), Fujitsu Asia Pte. Ltd. (Singapore), Fujitsu Microelectronics Asia Pte. Ltd. (Singapore), |

Notes:

On April 1, 2010, Fujitsu Microelectronics Limited changed its company name to Fujitsu Semiconductor Limited.

(13) Employees (As of March 31, 2010)

a) Employees of Fujitsu Group

| <i>Segment</i> | <i>Number of employees</i> | <i>Change from end of fiscal 2007</i> |
|------------------------------|----------------------------|---------------------------------------|
| Technology Solutions | 119,355 | 10,909 |
| Ubiquitous Product Solutions | 6,776 | △8,174 |
| Device Solutions | 26,924 | 4,140 |
| Other Operations | 16,613 | △469 |
| Corporate | 2,770 | 420 |
| Total | 172,438 | 6,826 |

b) Employees of Fujitsu Limited

| <i>Number of employees</i> | <i>Change from end of fiscal 2007</i> | <i>Average age</i> | <i>Average years of employment</i> |
|----------------------------|---------------------------------------|--------------------|------------------------------------|
| 25,134 | △765 | 41.4 | 18.5 |

(14) Principal Lenders (As of March 31, 2010)

| <i>Lender</i> | <i>Loan amount (¥ millions)</i> |
|--|-------------------------------------|
| Development Bank of Japan Inc. | 31,487 |
| Japan Bank for International Cooperation | 30,000 |
| Mitsubishi UFJ Trust and Banking Corporation | 24,530 |
| Asahi Mutual Life Insurance Company | 15,000 |
| Mizuho Corporate Bank, Ltd. | 13,451 |

2. Company Overview

(1) Stock (As of March 31, 2010)

- a) Number of Authorized Shares: 5,000,000,000
- b) Number of Outstanding Shares and Stated Capital
 Shares: 2,070,018,213
 Stated Capital: ¥324,625,075,685
- c) Shares Issued during the Business Period: There was no issuance of shares during the business period.
- d) Number of Shareholders: 200,992 (826 decrease from the end of FY2008)

e) Principal Shareholders

| Name | Shareholder's investment in Fujitsu Limited | | Fujitsu Limited's investment in the shareholders | |
|---|---|-------------------------------|--|-------------------------------|
| | Number of shares held (thousands) | Percentage of shares held (%) | Number of shares held (thousands) | Percentage of shares held (%) |
| Fuji Electric Systems Co., Ltd. | 112,085 | 5.43 | | |
| State Street Bank and Trust Company | 98,563 | 4.77 | | |
| Fuji Electric Holdings Co., Ltd. | 95,957 | 4.65 | 74,333 | 10.40 |
| Japan Trustee Services Bank, Ltd. (for trust) | 92,129 | 4.46 | | |
| The Master Trust Bank of Japan, Ltd. (for trust) | 85,450 | 4.14 | | |
| Japan Trustee Services Bank, Ltd. (for trust ⁹) | 41,777 | 2.02 | | |
| Asahi Mutual Life Insurance Company | 41,389 | 2.00 | | |
| Fujitsu Employee Shareholding Association | 33,326 | 1.61 | | |
| Mizuho Corporate Bank, Ltd. | 32,654 | 1.58 | | |
| State Street Bank and Trust Company 505225 | 24,926 | 1.21 | | |

Notes :

- The investment ratio is calculated after exclusion of treasury stock holdings.
- The shares held by Japan Trustee Services Bank, Ltd. (for trust), The Master Trust Bank of Japan, Ltd. (for trust) and Japan Trustee Services Bank, Ltd. (for trust⁹) pertain to the trust business by the institution.
- Of the shares held by Fuji Electric Systems Co., Ltd. and Fuji Electric Holdings Co., Ltd., 96,238 thousand shares and 2,707 thousand shares, respectively, are trust assets that are trusted to Mizuho Trust & Banking Co., Ltd. and re-trusted to Trust & Custody Services Bank, Ltd. as retirement benefit trust assets. The voting rights of these shares are to be exercised in accordance with the orders of the respective companies.
 The shares of Fujitsu Limited held by Fuji Electric Holdings Co., Ltd. and its consolidated subsidiaries total 231,871 thousand shares (representing an ownership stake of 11.23%), including 119,112 thousand shares held as retirement benefit trust assets.
- Of the shares held by the Mizuho Corporate Bank, Ltd., 212 thousand shares are trust properties that are trusted to Mizuho Trust & Banking Co., Ltd., and re-trusted to Trust & Custody Services Bank, Ltd., as retirement benefit trust assets. The voting rights involved in these shares are set forth to be exercised upon order of Mizuho Corporate Bank, Ltd.

f) Equity Shareholdings by Type of Shareholder

| | Japanese Financial Institutions and Securities Firms | Other Japanese Corporations | Foreign Institutions and Individuals | Japanese Individuals and Others |
|----------------------|---|--------------------------------|---|------------------------------------|
| As of March 31, 2009 | 28.35% | 13.84% | 34.28% | 23.53% |
| As of March 31, 2010 | 25.52% | 13.55% | 37.35% | 23.58% |

※ The 119,112 thousand shares of Fujitsu Limited stock held by Fuji Electric Holdings Co., Ltd. and its consolidated subsidiaries as retirement benefit trust assets are categorized under the shareholdings of "Other Japanese Corporations".

g) Others matters regarding stock

- On May 22, 2009, Fujitsu Limited purchased the shares of lost shareholders with undeliverable addresses. (*1).
- On August 1, 2009, Fujitsu Limited executed a share exchange with Fujitsu Business Systems Ltd. In conjunction with this share exchange, Fujitsu Limited acquired 43,683,064 shares of its own stock during fiscal 2009 (*2) and paid out a total of 42,983,290 shares (*3).
- On April 1, 2010, Fujitsu Limited executed a share exchange with PFU Limited. In conjunction with this share exchange, Fujitsu Limited acquired 600,000 shares of its own stock during fiscal 2009 (*4).

【Acquisition, disposition and holdings of treasury stock】

| | | |
|--|----------------------------|------------------------------------|
| Shares acquired | 45,388,654 ordinary shares | Total amount: ¥22,691,833 thousand |
| Acquisition of own shares in the repurchase of odd-lot shares | 685,332 ordinary shares | ¥373,804 thousand |
| Acquisition of own shares in the purchase of shares of lost shareholders with undeliverable addresses *1 | 420,258 ordinary shares | ¥207,187 thousand |
| Acquisition of own shares for share exchanges for FJB *2 | 43,683,064 ordinary shares | ¥21,763,441 thousand |
| Acquisition of own shares for share exchanges for PFU *4 | 600,000 ordinary shares | ¥347,400 thousand |
| Shares disposed | 43,031,769 ordinary shares | Total amount: ¥21,475,039 thousand |
| Selling in response to requests from the shareholders of odd-lot shares | 48,479 ordinary shares | ¥26,377 thousand |
| Paying out of own shares in share exchanges for FJB *3 | 42,983,290 ordinary shares | ¥21,448,661 thousand |
| Shares held as of March 31, 2010 | 5,179,774 ordinary shares | |

Note:

In conjunction with the share exchange with PFU Limited, Fujitsu Limited paid out a total of 5,004,165 shares of its own stock on April 1, 2010.

(2) The status of Stock Acquisition Right

a) Stock Acquisition Right granted to the Members of the Board and Auditors of the Company for the purpose of the compensation for their execution of duties.

(As of March 31, 2010)

| Title | Stock option resolved at the 100th Annual Shareholders' Meeting as of June 29, 2000 | | Stock option resolved at the 101st Annual Shareholders' Meeting as of June 26, 2001 | |
|--|--|--------------------|---|--------------------|
| | (Number of holders) | (Number of shares) | (Number of holders) | (Number of shares) |
| Number of shares granted: | | | | |
| Member of the Board (excluding Outside Directors) | (2) | 115 thousand | (3) | 135 thousand |
| Outside Directors | (0) | 0 thousand | (0) | 0 thousand |
| Auditors | (1) | 20 thousand | (1) | 20 thousand |
| Type and number of shares to be issued upon the exercise of Stock Acquisition Right | Common Stock 200,000 shares | | Common Stock 310,000 shares | |
| Amount of assets paid upon exercise of Stock Acquisition Right | ¥3,563 per share | | ¥1,450 per share | |
| Exercise period for the Stock Acquisition Right | From August 1, 2000 to June 29, 2010 | | From August 1, 2001 to June 26, 2011 | |
| Matters concerning the offer price and the increase in paid-in capital in the event of issuance of shares upon the exercise of the Stock Acquisition Right | Offer price ¥3,563 Increase in paid-in capital ¥1,782 | | Offer price ¥1,450 Increase in paid-in capital ¥725 | |
| Conditions for exercising the Stock Acquisition Right | (1) If a holder of Stock Acquisition Right loses his/her position of a Members of the Board/Auditor or a employee, he/she can exercise the Stock Acquisition Right, and also in case he/she decease, his/her successions can exercise the Right. In both cases the right shall be exercised under the next condition. (2) Other conditions on the exercise of the Stock Acquisition Right are shall be executed on the agreement with the applied holders under the resolutions of Ordinary Annual Shareholders' Meeting of June 29, 2000 and the following meeting of the Board of Directors | | (1) If a holder of Stock Acquisition Right loses his/her position of a Members of the Board/Auditor or a employee, he/she can exercise the Stock Acquisition Right, and also in case he/she decease, his/her successions can exercise the Right. In both cases the right shall be exercised under the next condition. (2) Other conditions on the exercise of the Stock Acquisition Right are shall be executed on the agreement with the applied holders under the resolutions of Ordinary Annual Shareholders' Meeting of June 26, 2001 and the following meeting of the Board of Directors | |
| Restrictions of the transfer and acquisition of Stock Acquisition Right | Any disposition of Stock Acquisition Right is not allowed. The Right could not be transferred to the third party and put in pledge. | | Any disposition of Stock Acquisition Right is not allowed. The Right could not be transferred to the third party and put in pledge. | |

The above stock option is granted based on the provision of Clause 19-1, Article 280 of the former Commercial Code.

b) Stock Acquisition Right granted in the 109th fiscal year

Not applicable

c) Other Stock Acquisition Right

Stock Acquisition Right granted in 2007 as Euro-yen convertible Bonds due 2010 and 2011

| | Euro-yen convertible Bonds due 2010 | Euro-yen convertible Bonds due 2011 |
|--|---|---|
| The date of the resolution | August 6, 2007 | August 6, 2007 |
| (Details of the Euro-yen convertible Bonds) | | |
| The balance of the bonds (as of March 31, 2008) | ¥100,000 million | ¥100,000 million |
| Issue date | August 31, 2007 | August 31, 2007 |
| (Details of Stock Acquisition Right) | | |
| Number of the Right attached the bonds | 1,000 | 1,000 |
| Type and number of shares to be issued upon the exercise of Stock Acquisition Right | Common Stock 111,111,111 shares | Common Stock 111,111,111 shares |
| Amount of assets paid upon exercise of Stock Acquisition Right | ¥900 per share | ¥900 per share |
| Exercise period for the Stock Acquisition Right | Stock Acquisition shall be exercised during business hours of agent (in region where exercise request is made) from May 28, 2009 to May 24, 2010. | Stock Acquisition shall be exercised during business hours of agent (in region where exercise request is made) from May 28, 2009 to May 24, 2011. |
| Matters concerning the offer price and the increase in paid-in capital in the event of issuance of shares upon the exercise of the Stock Acquisition Right | Offer price ¥900 Increase in paid-in capital ¥450 | Offer price ¥900 Increase in paid-in capital ¥450 |
| Conditions for exercising the Stock Acquisition Right | Stock Acquisition Right should not be exercised partially. | Stock Acquisition Right should not be exercised partially. |
| Conditions for transfer the Stock Acquisition Right | No restriction | No restriction |

Note:

- The stock acquisition right shall not be exercisable (i) after the closing of the business day (local time of the transaction) for the agent receiving the stock acquisition right execution 3 business days prior to the early redemption date in Tokyo in the event that the Company elects to make an early redemption of the bond with stock acquisition right (excluding bonds for which it elected not to accept early redemptions); (ii) after the notice of demand for early redemption is deposited at the office of the payment agent for the bond in accordance with the provisions of the bond with stock acquisition right in the event that the bond with stock acquisition right is redeemed early by election of the holder of the bond with stock acquisition right; (iii) after the Company cancels the bond with stock acquisition right in the event that the Company purchases the bond; or (iv) after the date the benefit of term is lost in the event that the Company loses the benefit of term with respect to the Bonds with Stock Acquisition Right. However, in any case, the stock acquisition right cannot be exercised on May 24, 2010 or thereafter with respect to the Euro Yen Denominated Convertible Bonds with the Stock Acquisition Right due 2010; or on May 24, 2011 or thereafter with respect to the Euro Yen Denominated

(TRANSLATION FOR REFERENCE ONLY)

Convertible Bonds with Stock Acquisition Right due 2011. Further, when the Company makes a rational judgment that suspending the exercise of the stock acquisition right is necessary for the sake of executing organizational reform, the stock acquisition right shall not be exercisable for a period of time as determined by the Company (said term may not exceed 30 days and shall terminate within 14 days of the date on which said organizational reform takes effect).

2. Stock Acquisition Right granted in 2007 as Euro-yen convertible Bonds due 2010 has an exercise date that expires on May 24, 2010 and a maturity date of May 31, 2010

The exercise date expired for the stock acquisition rights of the yen denominated Convertible Bond with Stock Acquisition Rights, which was authorized by the Board of Directors on May 7, 2002, and the bonds were redeemed at maturity on May 27, 2009.

(3) Management

a) Members of the Board and Auditors (As of March 31, 2010)

| <i>Position</i> | <i>Name</i> | <i>Areas of responsibility</i> |
|---|-------------------|--|
| Chairman, President and Representative Director | Michiyoshi Mazuka | Member of the Executive Nomination and Compensation Committees |
| Corporate Senior Executive Vice President and Representative Director | Koichi Hironishi | In charge of services business |
| | Tatsuo Tomita | In charge of Products Business Group |
| Vice Chairman and Director | Chiaki Ito | |
| Director | Hiroshi Oura | Chairman of the Executive Nomination and Compensation Committees |
| Outside Director | Ikujiro Nonaka | Member of the Executive Nomination and Compensation Committees |
| | Haruo Ito | |
| | Masayasu Kitagawa | |
| Senior Executive Advisor and Director | Naoyuki Akikusa | |
| Standing Auditor | Masamichi Ogura | |
| | Makoto Umemura | |
| Outside Auditor | Tamiki Ishihara | |
| | Megumi Yamamuro | |
| | Hiroshi Mitani | |

Notes:

- Mr. Ikujiro Nonaka, Mr. Haruo Ito, and Mr. Masayasu Kitagawa are Outside Directors under Clause 15, Article 2 of the Company Law.
- Mr. Tamiki Ishihara, Mr. Megumi Yamamuro, and Mr. Hiroshi Mitani are Outside Auditors under Clause 16, Article 2 of the Company Law.
- Mr. Masamichi Ogura has many years of experience in the Company and extensive knowledge in finance and accounting.
Mr. Tamiki Ishihara has many years of experience in financial institutions and extensive knowledge in finance and accounting.
Mr. Hiroshi Mitani has extensive knowledge in finance and accounting through his previous positions as a public prosecutor and commissioner of the Japan Fair Trade Commission, positions in which he gained significant experience with economic matters.
- Mr. Haruki Okada, Mr. Akira Kato and Mr. Yoshiharu Inaba resigned as of June 22, 2009, and Mr. Kuniaki Nozoe resigned as of September 25, 2009.
- At the 109th Annual Shareholders' Meeting held on June 22, 2009, Mr. Masayasu Kitagawa was appointed as a Member of the Board and Mr. Makoto Umemura and Mr. Hiroshi Mitani were appointed as Auditor.

b) Compensation, Paid to Members of the Board and Auditors

| Section | No. of qualified persons | Kind of Compensation (¥Million) | | | | Amount Paid (¥Million) |
|---|--------------------------|---------------------------------|--------------|---------|--------|------------------------|
| | | Basic compensation | Stock option | Bonuses | Others | |
| Directors | 11 | 363 | — | 72 | — | 435 |
| Outside Directors (included in Directors) | 3 | 26 | — | — | — | 26 |
| Auditors | 7 | 90 | — | 21 | — | 111 |
| Outside Auditors (included in Auditors) | 4 | 28 | — | — | — | 28 |

Notes:

1. Includes Directors or Auditors who were either appointed or resigned in fiscal 2009.
2. The limit on remuneration to Directors was resolved to be 600 million yen per year, and the limit on remuneration to Auditors was resolved to be 100 million yen per year at the 106th Annual Shareholders' Meeting held June 23, 2006. The Company is paying the basic compensation shown in the above table, which is within these limits.
3. The amount for bonuses shown above is the amount of bonuses to Directors and Auditors to be proposed at the 110th Annual Shareholders' Meeting to be held June 21, 2010.

c) Total Compensation Received by Outside Directors and Auditors from Subsidiaries as Members of the Board and Auditors of the Subsidiary

| Section | No. of qualified persons | Amount Paid (¥Million) |
|-----------------|--------------------------|------------------------|
| Outside Auditor | 1 | 5.4 |

d) Outside Directors and Auditors

1) Concurrent Positions of Outside Directors and Auditors

| Section | Name | Companies at which concurrent positions are held and the positions held |
|------------------|-------------------|---|
| Outside Director | Ikujiro Nonaka | Professor Emeritus, Hitotsubashi University Outside Board Member, Mitsui & Co., Ltd. Outside Board Member, Seven & i Holdings Co., Ltd. |
| | Haruo Ito | President and Representative Director, Fuji Electric Holdings Co., Ltd. |
| | Masayasu Kitagawa | Professor, The Okuma School of Public Management, Waseda University |
| Outside Auditor | Tamiki Ishihara | Corporate Advisor, Seiwa Sogo Tatemono Co., Ltd. Outside Auditor, ZEON Corporation. Outside Auditor, Furukawa Co., Ltd. |
| | Megumi Yamamuro | Professor, University of Tokyo Graduate Schools for Law and Politics Outside Auditor, Advantest Corporation. Outside Auditor, NIFTY Corporation |
| | Hiroshi Mitani | Special Counsel, TMI Associates Outside Auditor, Nabtesco Corporation |

Notes:

1. Mr. Hiroshi Oura, (Senior Executive Advisor, Advantest Corporation) is a former Corporate Senior Vice President of the Company and is not considered an Outside Director under the Company Law. However, the Company has appointed him to serve as an Outside Director to strengthen the Company's management supervisory function. Although there is no ownership relationship, shares in Advantest Corporation, where Mr. Hiroshi Oura serves as Senior Executive Advisor, are held as assets in Fujitsu Limited's retirement benefits trust, giving the trust the right to direct 11.29% of the voting rights of Advantest Corporation. Advantest and Fujitsu do have business dealings which in fiscal 2009 amounted to 1.2 billion yen; however, taking into account the scale of Fujitsu's sales, this is not considered material. In addition, a director of Fujitsu Limited also serves as an outside director of Advantest Corporation.
2. Mr. Haruo Ito held a position as a President and Representative Director of Fuji Electric Holdings Co., Ltd. The Fuji Electric Group, including their retirement benefit trusts as a whole, with Fuji Electric Holdings Co., Ltd. as a holding company, holds an 11.23% equity stake in the Company, and the Company holds a 10.40% equity stake in Fuji Electric Holdings Co., Ltd. (Ownership ratio is calculated after exclusion of treasury stock holdings.) Fuji Electric and Fujitsu do have business dealings which in fiscal 2009 amounted to 57 million yen; however, taking into account the scale of the Fujitsu's sales, this is not considered material. In addition, Mr. Haruo Ito concurrently holds a position as a Director and Senior Advisor, Fuji Electric Co., Ltd.
3. The Company asked Mr. Masayasu Kitagawa to lecture at a seminar organized by the Company and in fiscal 2009 paid approximately 1.4 million yen as a speaker's fee to the corporation of which Mr. Kitagawa is a representative.

2) Activities of Outside Officers

| <i>Section</i> | <i>Name</i> | <i>Activities</i> |
|------------------|-------------------|--|
| Outside Director | Ikujiro Nonaka | Attended 94% of the Board of Members meetings held during the year under review and made comments from his extensive experience in business administration. |
| | Haruo Ito | Attended 100% of the Board of Members meetings held during the year under review and made comments based on his deep insight into the businesses of the Company. |
| | Masayasu Kitagawa | Attended 86% of the Board of Members meetings held during the year under review and made comments based on his deep insight into the management of organizations. |
| Outside Auditor | Tamiki Ishihara | Attended 94% of the Board of Members meetings and 83% of the Board of Auditors meetings held during the year under review. He made comments at the Board of Members meetings and the Board of Auditors meetings from his specialized viewpoint at the management of organizations and finance and accounting. |
| | Megumi Yamamuro | Attended 94% of the Board of Members meetings and 100% of the Board of Auditors meetings held during the year under review. He made comments at the Board of Members meetings and the Board of Auditors meetings from his specialized viewpoint as an attorney. |
| | Hiroshi Mitani | Attended 100% of the Board of Members meetings and 100% of the Board of Auditors meetings held during the year under review. He made comments at the Board of Members meetings and the Board of Auditors meetings from the deep understanding of the circumstances faced by corporate executives, encompassing economic and societal issues as well as legal matters.. |

Notes:

1. The Company convened meetings of the Board of Members 17 times (of which 5 were extraordinary meetings) and 6 meetings of the Board of Auditors (of which 1 were extraordinary meetings of the Board of Auditors) during the period under review.
2. Although Mr. Hiroshi Oura is not an Outside Director under the Company Law, we have appointed him as an Outside Director to strengthen the management supervisory function. Mr. Hiroshi Oura attended 100% of the Board of Members meetings held during the year under review and made comments based on his deep insight into the businesses of the Company.

3) Overview of Liability Limitation Agreement

The Company has entered into an agreement limiting liability for damages under Clause 1, Article 423 of the Company Law with respect to Outside Directors and Outside Auditors. The maximum liability for damages in accordance with the relevant agreement is the minimum liability stipulated by the Company Law. The said maximum liability shall apply only when a relevant Outside Director or Outside Auditor executes a duty that created a liability in good faith and without gross negligence.

e) Other matters regarding management

- Kuniaki Nozoe, President and Representative director, resigned at September 25, 2009.
- At the October 28, 2009 Board of Directors Meeting, the Company decided to establish Executive Nomination and Compensation Committees as advisory committees to the Board of Directors in order to ensure the transparency and objectivity of the process to select board members of the company, and to ensure the transparency and objectivity of the process to determine executive compensation, as well as the appropriateness of compensation systems and levels.

During this period, the Committees deliberated and made recommendations on the following items to the Board of Directors.

- (1) The selection of President and the new Executive Officer Structure
- (2) Board of Director Appointments
- (3) Proposal on the Payment of Bonuses at the 110th Annual Shareholders' Meeting.

The members for both committees are as follows:

Chairman : Hiroshi Oura
Other Members: Ikujiro Nonaka, Michiyoshi Mazuka

- On April 1, 2010, we have inaugurated a new executive team led by a new president, Masami Yamamoto

| <i>Name</i> | <i>Position</i> | <i>Areas of responsibility</i> |
|------------------|---|--|
| Masami Yamamoto | President | |
| Richard Christou | Corporate Senior Executive Vice President | Principal responsibility for Global Business |
| Kazuo Ishida | Corporate Senior Executive Vice President | Principal responsibility for ICT Services Business |
| Masami Fujita | Corporate Senior Executive Vice President | Principal responsibility for Corporate Affairs |
| Hideyuki Saso | Corporate Senior Executive Vice President | Principal responsibility for Products Business |
| Kenji Ikegai | Corporate Senior Executive Vice President | Principal responsibility for Industry Solutions Business |
| Kazuhiko Kato | Corporate Executive Vice President | CFO (Chief Financial Officer) |
| Masahiro Koezuka | Corporate Executive Vice President | CSO (Chief Strategy Officer) |

Note:

As of April 1, 2010, Chairman, President and Representative Director Michiyoshi Mazuka became Chairman and Representative Director, Corporate Senior Executive Vice President and Representative Director Koichi Hironishi became Representative Director, Corporate Senior Executive Vice President and Representative Director Tatsuo Tomita became Representative Director, and Vice Chairman and Director Chiaki Ito became Director.

(4) Independent Auditors

a) Name of the Independent Auditor: Ernst & Young ShinNihon LLC

b) Remuneration to be Paid to the Independent Auditors

| | |
|---|---------------|
| (1) Amount of remuneration, etc. as an independent auditor for the fiscal year under review | ¥538Million |
| (2) Total amount of cash and other proprietary benefits that the Company and its subsidiaries should pay to the independent auditor | ¥1,305Million |

Notes:

1. The Company does not clearly differentiate the amounts of compensation for an audit under the Company Law from an audit under the Financial Instruments and Exchange Law, the Amount stated (1) thus includes the compensation for the audit under the Financial Instruments and Exchange Law.
2. Some subsidiaries of the Company receive an audit from an audit corporation other than the independent auditor of the Company.

c) Contents of Non-Audit Services

There is no applicable item.

d) Policy on Decision of Dismissal and Refusal of Reappointment of the Independent Auditor

When it is considered that the independent auditor falls under any of the items stipulated in Items of Clause 1, Article 340 of the Company Law, the Company will dismiss the independent auditor subject to the unanimous consent of auditors. When the Board of Directors deems it necessary to take into consideration the independence, the examination system or other aspects of the execution of an audit of the independent auditor, the Board of Directors will propose to dismiss or refuse the reappointment of the independent auditor to a general meeting of shareholders, subject to the consent and request of the Board of Auditors.

(5) System for Ensuring Appropriate Operations

The Board of Directors resolved on the basic policy to improve the systems for securing compliance of performance (internal control systems) which are prescribed in Clauses 4 through 6, Article 362 of the Company Law and in Clause 1 and 3, Article 100 of the Enforcement Regulations of the Company Law, under Clause 5, Article 362 of the Company Law.

1. Objective

FUJITSU Way, which embodies the philosophy, values, principles and code of conduct for the Fujitsu Group, describes the vision of the Fujitsu Group as follows: "Through our constant pursuit of innovation, the Fujitsu Group aims to contribute to the creation of a networked society that is rewarding and secure, bringing about a prosperous future that fulfills the dreams of people throughout the world."

We believe that by conducting our activities in accordance with FUJITSU Way, we maximize the value of the Fujitsu Group and enhance our contribution to the communities in which we operate and to society as a whole.

In addition, in order to continuously enhance the corporate value of the Fujitsu Group, it is necessary to pursue management efficiency and control risk arising from our business activities. Recognizing that it is essential to strengthen our corporate governance in order to accomplish this, we will continuously strive to implement the policies described below.

2. Systems to ensure the appropriateness of Fujitsu and Fujitsu Group business

(1) System to ensure efficient business execution by directors

- a. At Fujitsu, there is a separation of the oversight and operational execution functions of management. The Board of Directors oversees the execution functions of the Management Council and other management bodies, and makes decisions on important matters. Among executive organs, the Management Council discusses and decides upon basic management policies and strategies and also decides upon important matters regarding management execution. Matters taken up by the Management Council, including discussion items, are reported to the Board of Directors, and any important issues are decided upon by the Board of Directors.
- b. To strengthen the management oversight function, we proactively employ outside directors and auditors.
- c. The Board of Directors clarifies the scope of authority for board directors, corporate vice presidents and managing directors (hereafter collectively referred to as "senior management") as well as other business execution organs, and ensures that business is conducted in accordance with the division of business duties.
- d. In performing their duties, senior management follows appropriate decision-making procedures, such as the Board of Directors Rules, Management Council Regulations, and Regulations on Corporate Decision-Making.
- e. In addition to making employees thoroughly aware of management policies, senior management sets and achieves concrete goals in order to accomplish overall management goals.
- f. To pursue operational efficiency, senior management promotes continuous improvement of internal control systems and reform of business processes.
- g. By having senior management and other business execution organs provide monthly financial reports and business operation reports, the Board of Directors observes and oversees the status of achievement of management goals.

(2) System to ensure that business execution of directors and employees complies with laws and articles of incorporation

- a. Senior management adheres to FUJITSU Way as a basic vision for compliance issues, including compliance to laws and the articles of incorporation, and proactively promotes the Group's overall compliance on an ethical basis.
- b. By continuously administering training, senior management instills adherence to FUJITSU Way in employees and promotes the overall Group's compliance.
- c. Senior management clarifies the legal and other regulations that relate to the Fujitsu Group's business activities and implement internal rules, training and oversight systems necessary to adhere to them, thereby promoting the compliance of the Group as a whole.
- d. If senior management or employees become aware of the possibility of a major compliance violation in connection with the execution of business activities, they immediately inform the Board of Directors and the Board of Auditors via normal reporting channels.
- e. In order to use independent information sources outside of normal reporting channels to discover and deal appropriately with compliance problems on a prompt basis, senior management establishes and operates an internal reporting system that protects whistle-blowers.
- f. The Board of Directors receives periodic reports on the status of business execution from executive officers and verifies that there are no compliance violations in relation to the work execution.

(3) Regulations and other systems relating to loss mitigation

- a. Senior management strives to maintain the Fujitsu Group's business continuity, increase its corporate value and sustainably expand its business activities. In order to deal with risks that pose a threat to achieving these goals, they assign certain departments to be responsible for each type of risk and put in place appropriate risk management systems.
- b. Senior management is constantly assessing and verifying risks that might cause losses to the Fujitsu Group, and they report significant cases to the Board of Directors.
- c. In regard to risks discovered through assessment described in b), as well as potential risks arising from the execution of business, senior management carries out risk mitigation initiatives and strives to minimize losses from risks. In order to minimize losses from risks that arise, senior management creates a risk management committee and carries out necessary countermeasures. In addition, it periodically analyzes risks that arise and reports them to the Board of Directors. In these ways, the committee engages in activities intended to prevent the recurrence of risks.
- d. In order to collect risk information that cannot be gathered by the methods mentioned above, an internal reporting system has been set up and is operated to ensure the protection of whistle-blowers.

(4) Information storage and management system regarding business execution by directors

- a. In accordance with company rules, senior management shall establish an appropriate system, including appointing documentation managers, to store and manage documents relating to the execution of their business duties (including electronic documents, as with the items listed below) and other important information.
 - Minutes of shareholders' meetings and related documents
 - Minutes of Board of Directors meetings and related documents
 - Minutes and related documents for other important decision-making meetings
 - Approval documents from senior management
 - Other important documents relating to the execution of business duties by senior management
- b. In order for directors and auditors to verify the status of execution of business duties, there is a system enabling them to view the documents described in the above item at any time. The system also provides that, in response to requests they make to those in charge of managing documents, board members and statutory auditors can see the documents whenever they wish.

(5) System to ensure the appropriateness of Fujitsu Group business

- a. Using FUJITSU Way as a foundation, in order to continuously increase the value of the Fujitsu Group, Fujitsu will provide direction and support to senior management of each Group company for setting up an efficient, law-abiding and appropriate business execution systems as detailed in sections (1) through (4) above.
- b. To implement the above item a), functions, responsibilities, scopes of authority and proper decision-making methods have been defined in the Fujitsu Group Management Policy and related regulations.
- c. Senior management of Fujitsu and all Group companies periodically confirms issues related to Group management strategies and achievement of management goals through management update conferences and other means. In addition, Fujitsu Group statutory auditors deal with Fujitsu Group issues from the auditing viewpoint through Group auditor update conferences.
- d. In regard to measures needed to resolve challenges related to achieving management goals that are identified as a result of the activities described in item c), senior management of Fujitsu and Group companies implements such measures following full discussion and, when necessary, completion of reporting to Fujitsu and approval processes specified separately decided.
- e. Fujitsu's internal audit organization is linked to the internal audit organization of each Group company. It carries out audits of the entire Fujitsu Group and reports periodically to the Boards of Directors and statutory auditors of Fujitsu.

(6) System to ensure the appropriateness of audits by statutory auditors

Ensuring independence of auditors

- a. Fujitsu has set up a Statutory Auditors' Office with employees assigned to assist the statutory auditors in carrying out their duties. Appropriate employees with the ability and expertise required by the statutory auditors are assigned to the office.
- b. In order to ensure the independence of the staff in the Statutory Auditors' Office, matters relating to their appointment, transfer and compensation are decided on the basis on prior consultation with the auditors.
- c. In principle, senior management does not assign office staff to other divisions or duties. In instances, however, where a need arises to give dual assignments to staff with specialized knowledge in response to requests from statutory auditors, care is given to ensuring their independence in accordance with item b).

Reporting system

- a. Senior management of Fujitsu and Group companies provides the statutory auditors with the opportunity to attend important meetings.
- b. In cases where risks arise that could affect management or financial results, or where there is an awareness of major compliance violations in connection with the execution of business activities, senior management as well as employees of Fujitsu and Group companies immediately report on them to the statutory auditors.
- c. Senior management as well as employees of Fujitsu and Group companies periodically report to the statutory auditors on the status of business execution.

Ensuring effectiveness of statutory auditors

- a. Senior management of Fujitsu and Group companies periodically exchange information with the statutory auditors.
- b. The internal audit organization periodically reports to the statutory auditors on audit results.
- c. The auditors have the independent accounting auditor explain and report on accounting audits as required and periodically exchange information with the independent accounting auditors.

● Implementation

Fujitsu has established a department with executive responsibility for internal controls. The company is, moreover, pursuing initiatives to implement an even more robust operational execution structure by reviewing and revising its regulations and business operations.

To accelerate the penetration and implementation of the FUJITSU Way and ensure the appropriateness of business operations, four committees were established directly under the Management Council and tasked with pursuing more robust and efficient business execution: the FUJITSU Way Promotion Council, the Risk Management Committee, the Compliance Committee and the Environmental Committee.

The functions of each are described below:

FUJITSU Way Promotion Council

The FUJITSU Way Promotion Council promotes the inculcation and implementation of the FUJITSU Way. In addition, it has also been promoting Project EAGLE, which was launched as a company-wide activity for building an internal compliance system for effective and reliable financial reporting in compliance with Japan's Financial Instruments and Exchange Law. A promotion organization dedicated to this project was established and is working to extend it across the Fujitsu Group to improve deficiencies in financial reporting and achieve greater efficiency through the pursuit of business process reforms across the Group.

Risk Management Committee

This committee promotes risk management for the Fujitsu Group. By instilling awareness of risk and bringing to light risk information, including latent information, the committee continuously confirms the execution status of risk mitigation measures. It also implements policies for verifying information regarding specific instances of risk and mitigating their effects on customers and the Group as a whole. Moreover, as a preventative measure to deal with major unforeseen events, such as natural disasters, the committee promotes business continuity management (BCM), providing customers with a stable supply of the high performance, high-quality products and services that they need. It reports to the Management Council and the Board of Directors on significant matters and holds discussions with them on countermeasures, seeking thereby to disseminate information throughout the Group and strengthen the overall Group's risk management posture.

Compliance Committee

This committee promotes adherence to social norms and corporate rules as well as the creation of corporate systems and initiatives for fostering a corporate culture of respect for norms. In conjunction with efforts to maximize compliance, a help-line system was set up as a confidential liaison point to receive reports from employees and provide guidance to them on matters of conduct.

Environmental Committee

This committee is responsible for promoting the environmental protection activities of the Fujitsu Group, which are based on The Fujitsu Group Environmental Policy and The Fujitsu Group Environmental Protection Program.

(6) Policy on Decision Regarding Distribution of Dividends etc.

Article 40 of Fujitsu Limited's Articles of Incorporation grants the Board of Directors the authority to distribute retained earnings. As part of Fujitsu Limited's basic policy on the exercise of this authority, we believe that a portion of retained earnings should be paid to shareholders to provide a stable return, and that a portion should be retained by the company to strengthen its financial base and support new business development opportunities that will result in improved long-term performance. In addition, taking into consideration the level of profits, we aim to increase the distribution of profits to our shareholders when the financial base is sufficiently strong enough, including through share buybacks.

Our core business continued to suffer from the effects of the economic downturn. However, on both a consolidated and unconsolidated basis, the company recorded a significant gain from the sale of shares of FANUC Ltd.

We will pay a year-end dividend of 5 yen per share, 2 yen more per share than the year-end dividend for fiscal 2008 and the forecast for fiscal 2009 announced at the beginning of the fiscal year. Combined with the interim dividend of 3 yen, the 8 yen per share dividend for fiscal 2009 is the same level as the previous fiscal year.

The company plans to continue its policy of paying dividends twice a year, based on financial results at the half-year and year-end.

(7) Basic Policy on the Control of the Company

At the present time, no specific provisions relating to takeover defenses have been introduced.

Because raising corporate value is, in the end, the best defense against potential takeovers, we are focusing our efforts on raising corporate value.

Going forward, placing first priority on corporate value and shareholder profits, we will remain vigilant to social trends and changes in the environment, and we will continually advance our consideration of protective measures.

Consolidated Balance Sheet

(As of March 31, 2010)

| | <u>Millions of yen</u> | |
|--|------------------------|-------------------------|
| Assets | | |
| Current assets: | | |
| Cash and deposits | Y | 322,733 |
| Notes and accounts receivable, trade | | 921,349 |
| Marketable securities | | 105,227 |
| Finished goods | | 145,646 |
| Work in process | | 100,904 |
| Raw materials | | 75,751 |
| Deferred tax assets | | 76,308 |
| Others | | 139,986 |
| Allowance for doubtful accounts | | (15,924) |
| Total current assets | | <u>1,871,980</u> |
| Non-current assets: | | |
| Property, plant and equipment, net of accumulated depreciation: | | |
| Buildings | | 273,133 |
| Machinery | | 110,639 |
| Equipment | | 137,509 |
| Land | | 119,530 |
| Construction in progress | | 21,924 |
| Total property, plant and equipment | | <u>662,735</u> |
| Intangible assets: | | |
| Software | | 139,546 |
| Goodwill | | 93,945 |
| Others | | 45,722 |
| Total intangible assets | | <u>279,213</u> |
| Other non-current assets: | | |
| Investment securities | | 170,935 |
| Deferred tax assets | | 83,279 |
| Others | | 167,948 |
| Allowance for doubtful accounts | | (8,039) |
| Total other non-current assets | | <u>414,123</u> |
| Total non-current assets | | <u>1,356,071</u> |
| Total assets | Y | <u><u>3,228,051</u></u> |

| | <u>Millions of yen</u> | |
|--|------------------------|-------------------------|
| Liabilities and net assets | | |
| Liabilities | | |
| Current liabilities: | | |
| Notes and accounts payable, trade | Y | 626,986 |
| Short-term borrowings | | 70,457 |
| Current portion of bonds payable | | 150,000 |
| Lease obligations | | 29,790 |
| Accrued expenses | | 334,458 |
| Accrued income taxes | | 26,728 |
| Provision for product warranties | | 25,429 |
| Provision for construction contract losses | | 24,575 |
| Provision for bonuses to board members | | 93 |
| Others | | 271,537 |
| Total current liabilities | | <u>1,560,053</u> |
| Long-term liabilities: | | |
| Bonds payable | | 230,200 |
| Long-term borrowings | | 126,786 |
| Lease obligations | | 39,509 |
| Deferred tax liabilities | | 29,949 |
| Revaluation of deferred tax liabilities | | 575 |
| Accrued retirement benefits | | 206,404 |
| Provision for loss on repurchase of computers | | 23,514 |
| Provision for product warranties | | 3,585 |
| Provision for recycling expenses | | 5,550 |
| Others | | 53,553 |
| Total long-term liabilities | | <u>719,625</u> |
| Total liabilities | | <u>2,279,678</u> |
| Net assets | | |
| Shareholders' equity: | | |
| Common stock | | 324,625 |
| Capital surplus | | 235,985 |
| Retained earnings | | 307,964 |
| Treasury stock | | (2,723) |
| Total shareholders' equity | | <u>865,851</u> |
| Valuation and translation adjustments: | | |
| Unrealized gain and loss on securities, net of taxes | | 16,006 |
| Deferred hedge gain and loss | | (31) |
| Revaluation surplus on land | | 2,331 |
| Foreign currency translation adjustments | | (85,495) |
| Total valuation and translation adjustments | | <u>(67,189)</u> |
| | | |
| Share warrants | | 53 |
| Minority interests | | 149,658 |
| Total net assets | | <u>948,373</u> |
| | | |
| Total liabilities and net assets | Y | <u><u>3,228,051</u></u> |

Consolidated Statements of Operations

(Year ended March 31, 2010)

| | Millions of yen | |
|---|-----------------|----------------------|
| Net sales | Y | 4,679,519 |
| Cost of sales | | <u>3,436,412</u> |
| Gross profit | | 1,243,107 |
| Selling, general and administrative expenses | | <u>1,148,734</u> |
| Operating income | | 94,373 |
| | | |
| Other income: | | |
| Interest income | | 4,239 |
| Dividend income | | 3,778 |
| Equity in earnings of affiliates, net | | 2,805 |
| Gain on sales of investment securities | | 89,657 |
| Gain on transfer of business | | 2,211 |
| Others | | 14,345 |
| Total other income | | <u>117,035</u> |
| | | |
| Other expenses: | | |
| Interest expense | | 16,321 |
| Loss on foreign exchange, net | | 4,205 |
| Loss on disposal of property, plant and equipment and intangible assets | | 3,923 |
| Business restructuring expenses | | 47,406 |
| Impairment loss | | 2,902 |
| Others | | 23,945 |
| Total other expenses | | <u>98,702</u> |
| | | |
| Income before income taxes and minority interests | | 112,706 |
| | | |
| Income taxes: | | |
| Current | | 27,059 |
| Deferred | | (11,283) |
| Total income taxes | | <u>15,776</u> |
| Minority interests | | <u>3,845</u> |
| | | |
| Net income | Y | <u><u>93,085</u></u> |

Consolidated Statements of Changes in Net Assets

(Year ended March 31, 2010)

| | <u>Millions of yen</u> | |
|--|------------------------|----------------|
| Net assets: | | |
| Shareholders' equity: | | |
| Common stock: | | |
| Balance at end of previous term | Y | 324,625 |
| Increase (Decrease) during the term | | |
| Total | | — |
| Ending balance of common stock | | <u>324,625</u> |
| Capital surplus: | | |
| Balance at end of previous term | | 236,612 |
| Increase (Decrease) during the term: | | |
| Sales of treasury stock | | (627) |
| Total | | <u>(627)</u> |
| Ending balance of capital surplus | | <u>235,985</u> |
| Retained earnings: | | |
| Balance at end of previous term | | 223,797 |
| Increase (Decrease) due to changes in accounting treatment | | |
| by subsidiaries outside Japan | | 999 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | (12,399) |
| Net income (loss) | | 93,085 |
| Effect from change of scope of consolidation | | 2,482 |
| Total | | <u>83,168</u> |
| Ending balance of retained earnings | | <u>307,964</u> |
| Treasury stock: | | |
| Balance at end of previous term | | (2,133) |
| Increase (Decrease) during the term: | | |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 22,101 |
| Total | | <u>(590)</u> |
| Ending balance of treasury stock | | <u>(2,723)</u> |
| Total shareholders' equity | | |
| Balance at end of previous term | | 782,901 |
| Increase (Decrease) due to changes in accounting treatment | | |
| by subsidiaries outside Japan | | 999 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | (12,399) |
| Net income (loss) | | 93,085 |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 21,474 |
| Effect from change of scope of consolidation | | 2,482 |
| Total | | <u>81,951</u> |
| Ending balance of shareholders' equity | Y | <u>865,851</u> |

| | <u>Millions of yen</u> | |
|---|------------------------|-----------------|
| Valuation and translation adjustments: | | |
| Unrealized gain and loss on securities, net of taxes: | | |
| Balance at end of previous term | Y | 51,661 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(35,655)</u> |
| Total | | <u>(35,655)</u> |
| Ending balance of unrealized gain and loss on securities, net of taxes | | <u>16,006</u> |
| Deferred hedge gain and loss: | | |
| Balance at end of previous term | | 2,880 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(2,911)</u> |
| Total | | <u>(2,911)</u> |
| Ending balance of deferred hedge gain and loss | | <u>(31)</u> |
| Revaluation surplus on land: | | |
| Balance at end of previous term | | 2,332 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(1)</u> |
| Total | | <u>(1)</u> |
| Ending balance of revaluation surplus on land | | <u>2,331</u> |
| Foreign currency translation adjustments: | | |
| Balance at end of previous term | | (90,833) |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>5,338</u> |
| Total | | <u>5,338</u> |
| Ending balance of foreign currency translation adjustments | | <u>(85,495)</u> |
| Total valuation and translation adjustments: | | |
| Balance at end of previous term | | (33,960) |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(33,229)</u> |
| Total | | <u>(33,229)</u> |
| Ending balance of valuation and translation adjustments | | <u>(67,189)</u> |
| Share warrants: | | |
| Balance at end of previous term | | 26 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>27</u> |
| Total | | <u>27</u> |
| Ending balance of share warrants | | <u>53</u> |
| Minority interests: | | |
| Balance at end of previous term | | 176,635 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(26,977)</u> |
| Total | | <u>(26,977)</u> |
| Ending balance of minority interests | | <u>149,658</u> |
| Total net assets: | | |
| Balance at end of previous term | | 925,602 |
| Increase (Decrease) due to changes in accounting treatment by subsidiaries outside Japan | | 999 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | (12,399) |
| Net income (loss) | | 93,085 |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 21,474 |
| Effect from change of scope of consolidation | | 2,482 |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(60,179)</u> |
| Total | | <u>21,772</u> |
| Ending balance of net assets | Y | <u>948,373</u> |

Notes to Consolidated Financial Statements

【Notes to Significant Items Concerning Preparation of Consolidated Financial Statements】

1. The Company prepares for financial statements in accordance with the Corporate Calculation Regulations (Ministry of Justice Ordinance No. 13, February 7, 2006 and Revised Ministry of Justice Ordinance No. 46, December 11, 2009) in the consolidated fiscal year under review.

2. The scope of consolidation

(1) Number and Names of Major Consolidated Subsidiaries

This consolidated financial report consolidates the results of 540 major subsidiaries. As for changes in the scope of consolidation for this consolidated accounting year, 90 companies were added and 30 companies were removed. Major additions and subtractions are described below. Since the names of major subsidiary companies are noted in item #8, “Status of Major Subsidiaries,” in the Business Report, they are omitted here.

New consolidated subsidiaries as a result of acquisitions or the formation of new companies during the fiscal year: 77 companies

These included Fujitsu Technology Solutions (Holding) B.V. (name changed from Fujitsu Siemens Computers (Holding) B.V. in April 2009) and 35 of its consolidated subsidiaries (at time of business combination on April 1, 2009), FDK Corporation and 14 of its consolidated subsidiaries, and 5 consolidated subsidiaries of Fujitsu Australia Limited.

Changed from unconsolidated subsidiaries to consolidated subsidiaries: 13 companies

These included 6 consolidated subsidiaries of Fujitsu Frontech Limited, and 2 consolidated subsidiaries of Fujitsu Business Systems Ltd.

Subtracted due to liquidation or sale: 16 companies

These included Fujitsu (Thailand) Co., Ltd. and Fujitsu Computer Products Corporation of the Philippines.

Subtracted due to merger: 14 companies

These include the following:

| Prior to Merger | After Merger |
|---|---|
| Fujitsu Consulting Holdings Inc. and 1 of its consolidated subsidiaries | Absorbed by Fujitsu America, Inc. (corporate name changed from Fujitsu Computer Systems Corporation in April 2009) |
| 4 consolidated subsidiaries of Fujitsu Services Holdings PLC | Absorbed by consolidated subsidiaries of Fujitsu Technology Solutions (Holding) B.V. (name changed from Fujitsu Siemens Computers (Holding) B.V. in April 2009) |
| Fujitsu Oita Software Laboratories Ltd. | Absorbed by Fujitsu Kyushu Systems Limited (corporate name changed from Fujitsu Kyushu System Engineering Limited in April 2009) |
| Fujitsu Minami-Kyushu System Engineering Limited | |
| Fujitsu FSO Limited | Absorbed by Fujitsu Advanced Solutions Limited |

(2) Information of Major Unconsolidated Subsidiaries

Unconsolidated subsidiaries do not have significance sufficient to hinder reasonable judgment on the financial conditions and business performance of the Group in terms of their total assets, sales, net income and retained earnings, etc. They are listed below:

SHINKO ELECTRIC AMERICA, INC. (and others)

3. The application of the equity method

(1) Number and names of Major Unconsolidated Subsidiaries and Affiliates to which the equity method is applied

Regarding investments in unconsolidated subsidiaries and affiliated companies, they are accounted for by the equity method and the number of companies to which this applies is 20.

Affiliated companies: 20 companies

Major equity-method affiliate companies:

Fujitsu General Ltd., Fujitsu Leasing Co., Ltd., Nippon Oil Information Technology Corporation, CSS Co., Ltd., 8 equity-method affiliates of Fujitsu Services Holdings PLC

Regarding changes in equity-method companies for this consolidated accounting year, a total of 5 companies were added and 5 others removed. The companies removed included Fujitsu Technology Solutions (Holding) B.V. (name changed from Fujitsu Siemens Computers (Holding) B.V. in April 2009) and FDK Corporation

(2) Information of Unconsolidated Subsidiaries and Affiliates to which the equity method is not applied

Unconsolidated subsidiaries and affiliates to which the equity method is not applied are accounted for using the cost method, since the impact of these companies on net income and retained earnings, etc. is insignificant. They are listed below:

SHINKO ELECTRIC AMERICA, INC. (and others)

(3) Although we hold more than 20% of the outstanding shares of Japan Electronic Computer Co., Ltd. (JECC), we have not made the company an affiliate, since the company is a special corporation operated with the joint investment of 6 companies, including Japanese computer manufacturers, to develop the information processing industry in Japan.

(4) Investment differentials on equity method affiliate companies are treated in the same way of the ones on consolidated subsidiaries.

4. The fiscal year, etc. of consolidated subsidiaries and equity method affiliates

Except for the companies listed below that close the books in December and January, the accounts are settled once a year in March.

| | |
|-----------------------------|--|
| (Consolidated subsidiaries) | Fujitsu (China) Holdings and 27 others |
| (Equity method affiliates) | 3 affiliates |

Of the companies above, Fujitsu (China) Holdings and 18 other consolidated subsidiaries close their books through procedures similar to the regular book-closing conducted on the consolidated closing date. Other companies make an adjustment for significant transactions during the period from their respective closing dates and the consolidated closing date of Fujitsu.

5. Accounting Standards

(1) Valuation standards and methods of assets

(i) Marketable securities

Held-to-maturity bonds:.....Amortized cost method (interest method)

Available-for-sale securities

- With market value.....Market value method based mainly 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.....Primarily moving average cost method

(ii) Derivatives.....Market value method

(iii) Inventories

Finished goods.....Primarily moving average cost method

Work in process.....Cost method primarily determined by the specific identification method or the periodic average method

Raw materials Cost method primarily determined by the moving average method

Costs of inventories with lower profitability are written down.

(2) Depreciation and amortization of fixed assets

(i) Tangible fixed assets except for leased assets

Depreciation of tangible fixed assets except for leased assets are calculated by the straight line method.

The useful lives, reflected by the likely period over which the value of the asset can be realized under actual business conditions, are estimated as stated below:

Buildings.....7-50 years

Machinery.....3-7 years

Equipment.....2-10 years

(ii) 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)

(iii) 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.

(3) Accounting policies for provisions

(i) Allowance for doubtful accounts

To prepare for bad debt losses, an amount deemed sufficient to cover estimated future losses is provided, taking collectibility into account.

(ii) 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.

(iii) 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.

- (iv) Provision for bonuses to board members
 - To prepare for the disbursement of bonuses to directors and statutory auditors, an estimated amount is provided.
 - (v) Accrued retirement benefits
 - To prepare for the disbursement of employees' retirement benefits, an amount deemed necessary at the end of the consolidated fiscal year under review based on the estimated retirement benefit obligation and pension assets is recorded.
 - Method of allocating prior service cost
 -Straight-line method (10 years)
 - Method of allocating actuarial losses
 - An amount prorated by the straight-line method is accounted for over the average remaining service period of employees from the fiscal year following the fiscal year when the actuarial loss has arisen.
 - Of unrecognized net obligation arising from changes to accounting standards, those for the Company were amortized in a lump sum in fiscal 2000, and those for consolidated subsidiaries in Japan are amortized over 10 years on a pro rata basis.
 - (vi) Provision for loss on repurchase of computers
 - To prepare for the 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.
 - (vii) Provision for recycling expenses
 - To prepare for recycling expenses when home computers sold were collected, the expected recycling expenses are provided.
- (4) Other significant items concerning consolidated financial statements
 - (i) Hedge accounting
 - Deferred hedge accounting is adopted.
 - (ii) Revenue recognition of sales of customized software and others
 - For contracts in progress as of the end of fiscal 2009 for which were accurately able to be confirmed the degree of completion, 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.
 - (iii) Consumption taxes
 - The tax excluded method is adopted.
 - (iv) Application of the consolidated tax return system
 - The consolidated tax return system is adopted.
 6. The valuation of assets and liabilities of consolidated subsidiaries
 - The market value method is adopted for the valuations of all consolidated subsidiary assets and liabilities.
 7. The amortization of goodwill and negative goodwill
 - Goodwill is amortized using the straight-line method over periods not exceeding 20 years, corresponding to the actual state of investment.
 8. Changes in the significant items concerning consolidated financial statements
 - Adoption of Partial Amendments to Accounting Standard for Retirement Benefit (Part3)
 - From the current fiscal year, the company has adopted Partial Amendments to Accounting Standard for Retirement Benefit (Part3) (Accounting Standards Board of Japan, Statement No. 19 dated July 31, 2008).
 - This change will have no effect on the company's operating income or income before income taxes and minority interests.

【Notes to the Consolidated Balance Sheet】

| | | | |
|--|---------------------------------|--|---------------|
| 1. Assets pledged as collateral and liabilities for collateral | | | |
| (1) Main assets pledged as collateral | | | (Million yen) |
| Balance of pledged assets..... | | | 5,910 |
| (Main pledged assets) | Land..... | | 4,476 |
| | Buildings..... | | 1,425 |
| (2) Main liabilities for collateral | | | |
| Balance of secured debt | | | 2,151 |
| (Main secured debt) | Current liabilities-Others..... | | 1,999 |
| | Long-term borrowings..... | | 67 |
| | Accounts payables, trade..... | | 63 |
| | Short-term borrowings..... | | 22 |
| 2. Accumulated depreciation of tangible fixed assets..... | | | 1,909,523 |
| 3. Contingent liabilities for guarantee contract | | | |
| Balance of contingent liabilities for guarantee contract..... | | | 3,877 |
| (Main guaranteed debt) | Housing loans of employees..... | | 3,807 |

【Notes to the Consolidated Statements of Operations】

1. Gain on sales of investment securities
Refers mainly to the sale of shares in FANUC Ltd. in response to the company's solicitation to buy its own shares.
2. Gain on transfer of business
Refers mainly to the transfer of the communications device (SAW device, etc.)business.
3. Business restructuring expenses
Refers mainly to 21,105 million yen in expenses for the reorganization of manufacturing plants for the LSI device business and the reassignment of personnel due to the streamlining of the business's administrative operations, along with 26,301 million yen in expenses related to workforce streamlining in the UK/Ireland region, Germany, the Netherlands and other countries in the Continental Europe region in relation to business restructuring among European subsidiaries.
4. Impairment loss
Refers mainly to idle assets.

business alliances and negotiable deposit. Shares are exposed to market price fluctuation risk and financial risk of the company invested.

Trade liabilities 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 lease obligations related to finance lease transactions are for the purpose of obtaining working capital and financing capital expenditures and others. Because some of the foregoing has floating interest rate, they are exposed to interest rate fluctuation risk.

Derivatives transactions consist primarily of the use of exchange forward contracts for the purpose of hedging exchange rate fluctuation risk related to trade receivables and trade liabilities, currency swap contracts for the purpose of hedging the exchange rate fluctuation risk related to foreign currency denominated cash flow, and interest swap contracts for the purpose of hedging interest rate fluctuation risk related to borrowings and corporate bonds.

(3) Risk Management of Financial Instruments

(i) Management of Credit Risk (risk related to financial counterparty risk)

The Fujitsu Group strives to mitigate collection risk based on 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 and dependable collection of trade receivables.

The counterparties to derivatives transactions are selected upon assessment of their credit risk.

The amounts of the largest credit risks as of the reporting date in this fiscal years are indicated in the balance sheet values of the financial assets that are exposed to credit risk.

(ii) Management of Market Risk (fluctuation risk of foreign currency exchange rates and interest rates and others)

The Fujitsu Group utilize exchange forward contracts and others in respect to trade receivables and trade liabilities currencies to mitigate foreign currency exchange rate fluctuation risk monitored by currency, currency swap contracts and others to mitigate the foreign currency exchange rate fluctuation risk of their cash flow, and interest swap contracts in respect to borrowings and corporate bonds to mitigate interest rate fluctuation risk.

The Fujitsu Group regularly monitors the market price and the financial condition of the counterparties in respect to its securities and investment securities and continuously reviews its holdings, taking into account its relationship with the counterparty.

Regarding derivatives transactions, based on its regulations governing the management of derivative transactions and policies approved by the Chief Financial Officer (CFO), the Finance Division undertakes particular transactions and records them in the control ledger book and also confirms the balance of transactions with the counterparties. In addition, the Finance Division reports the content of transactions and changes in transaction balances to the CFO and to the chief of the Corporate Controller Division.

(iii) Management of Liquidity Risk in Financing Activities (risk of being unable to make payment at due date)

The Fujitsu Group prepares a funding cash flow projection and monitors its funding requirements.

The Group also strives to diversify its sources of financing in order to reduce liquidity risk.

(4) Supplementary of Fair Value of Financial Instruments

The fair value of Financial Instruments is based on the market price, but in cases in which a market price is not available, prices as calculated on a reasonable basis are used; however, because variable factors are incorporated in the calculation of values, values can change depending on the assumptions used. The contract amount related to derivatives transactions under “2.FairValue of Financial Instruments” does not express the market risk related to the derivative transactions.

2. Fair Value of Financial Instruments

Amounts recorded on the consolidated balance sheet as of March 31, 2010, fair values, and the variances between the two are as shown below. However, items for which the fair value is considered extremely difficult to assess are not included in the following table. (Please refer to Note 2.)

(Unit: million yen)

| | Book value in consolidated balance sheet | Fair value | Variance |
|--|--|------------|----------|
| (1) Cash and deposits | 322,733 | 322,733 | — |
| (2) Notes and accounts receivable, trade Allowance for doubtful accounts (*1) | 921,349 (15,924) | 905,425 | — |
| (3) Securities and investment securities | | | |
| (i) Held-to-maturity bonds | 4 | 4 | — |
| (ii) Shares in affiliate companies | 16,601 | 37,518 | 20,917 |
| (iii) Available-for-sale securities | 208,776 | 208,776 | — |
| Total assets | 1,453,539 | 1,474,456 | 20,917 |
| (1) Notes and accounts payable, trade | 626,986 | 626,986 | — |
| (2) Short-term borrowings | 70,457 | 70,457 | — |
| (3) Current portion of bonds payable | 150,000 | 150,000 | — |
| (4) Lease obligations (current) | 29,790 | 29,790 | — |
| (5) Accrued expenses | 334,458 | 334,458 | — |
| (6) Bonds payable | 230,200 | 240,328 | 10,128 |
| (7) Long-term borrowings | 126,786 | 128,037 | 1,251 |
| (8) Lease obligations (long-term) | 39,509 | 39,753 | 244 |
| Total liabilities | 1,608,186 | 1,619,809 | 11,623 |
| Derivatives transactions (*2) | | | |
| (i) Transactions which do not adopt hedge accounting | (1,557) | (1,557) | — |
| (ii) Transactions which adopt hedge accounting | (67) | (67) | — |
| Total derivative transactions | (1,624) | (1,624) | — |

(*1) It comprises the allowance for doubtful accounts in respect to notes and accounts receivable and short-term loan receivable and others and general allowance for doubtful debts in respect to accounts receivable is primary.

(*2) The net amount of the assets and liabilities is shown. If the net amount is liabilities, it is written in parenthesis.

Note 1) Method of calculation of fair value of Financial Instruments and securities and derivative transactions

Assets

(1) Cash and deposits and (2) notes and accounts receivable, trade

The fair value of these items approximates the book value due to the short maturity of these instruments.

So the book value is equivalent to the fair value.

(3) Securities and investment securities

Fair value of securities is based on the market price on the stock exchanges, and fair value of bonds is based on quotes obtained from the financial institutions or on the market price on the stock exchanges. Notes to securities by holding objective are as follows.

Available-for-sale securities

(Unit: Million yen)

| Type | Acquisition cost | Book value in consolidated balance sheet | Variance |
|--------|------------------|--|----------|
| Shares | 43,286 | 70,191 | 26,905 |
| Bonds | 27,763 | 27,920 | 157 |
| Other | 111,606 | 110,665 | (941) |
| Total | 182,655 | 208,776 | 26,121 |

Liabilities

(1) Notes and accounts payable, trade, (2) Short-term borrowings, (3) Current portion of bonds payable (4) Lease obligations (current) and (5) Accrued expenses

The fair value of these items approximates the book value due to the short maturity of these instruments. So the book value is equivalent to the fair value.

(6) Bonds payable

The fair value of bonds which have a market price is based on the market price. The fair value of bonds for which there is no market price is calculated by discounting to present value the sum of future principal and interest payments at a rate taking into account the remaining term and the credit risk of the bond.

(7) Long-term borrowings and (8) Lease obligations (long-term)

The fair value of long-term borrowings and lease obligations (long-term) is calculated by discounting to present value the sum of future principal and interest payments at the rate that would be expected in the case of newly taking on the same loan or lease obligation.

Derivative transactions

(i) Derivative transactions which do not adopt hedge accounting
Currency-related transactions

(Unit: Million yen)

| Classification | Type of Transaction | Fiscal 2009 as of March 31, 2010 | | | |
|---|---------------------------------------|-------------------------------------|----------------------------|------------|---------------------|
| | | Contract Amount | Contract Amts. Over 1 Year | Fair Value | Valuation Gain/Loss |
| Transactions other than market transactions | Foreign exchange forward transactions | | | | |
| | To buy foreign currencies | | | | |
| | U.S. dollars | 44,928 | 14,687 | (501) | (501) |
| | Euros | 22,007 | 4,294 | 550 | 550 |
| | Other currencies | 2,686 | 465 | 6 | 6 |
| | To sell foreign currencies | | | | |
| | U.S. dollars | 28,579 | 5,118 | (1,604) | (1,604) |
| | Euros | 5,407 | 2,583 | (17) | (17) |
| | Other currencies | 4,911 | - | (67) | (67) |
| | Foreign Exchange Options Contracts | | | | |
| | To buy options | | | | |
| | U.S. dollar puts | 1,737 | - | | |
| | [Premium] | [23] | [-] | 47 | 24 |
| | To sell options | | | | |
| | U.S. dollar calls | 1,737 | - | | |
| | [Premium] | [(23)] | [-] | (8) | 15 |
| Foreign Exchange Swap Transactions | | | | | |
| Receive sterling pound | 17,820 | - | (456) | (456) | |
| Pay sterling pound | 27,753 | - | 392 | 392 | |
| Other | 14,896 | - | 101 | 101 | |
| Total | | | | (1,557) | (1,557) |

Notes

- 1) The method for estimating the fair value is principally based on obtaining quotes from the financial institutions signing the contracts.
- 2) Regarding some of the foreign exchange forward contracts, the Company previously presented the fair value of the contract amount. However, from the current consolidated fiscal year the Company presents the difference between the fair value and the contract amount. This change is made in conjunction with the application of Implementation Guidance on Disclosures about Fair Value of Financial Instruments (Accounting Standards Board of Japan Guidance No. 19 issued March 10, 2008) and in order to maintain consistency with "2.Fair value of financial instruments".

- 3) Collateral conditions are attached to some foreign exchange forward contracts, and there is the possibility of change in contract amount and duration due to the fluctuation of the currency exchange rate.
- 4) In the column "Contract Amount," option premiums are disclosed in brackets [], and corresponding fair value and valuation gains and losses are disclosed on the same line.

(ii) Derivatives transactions which adopt hedge accounting

(A) Currency-related transactions

(Unit: Million yen)

| Method of hedge accounting | Type of derivatives transaction | Principal Item Hedged | Contract Amount | Contract Amts. Over 1 Year | Fair Value | Method for Estimating Fair Value |
|----------------------------|--|-----------------------|-----------------|----------------------------|------------|---|
| Deferred hedge | Foreign exchange forward transactions To buy foreign currencies U.S. dollars | Accounts receivable | 4,758 | - | (77) | Based on obtaining quotes from the counterparty financial institution |

(B) Interest-related transactions

(Unit: Million yen)

| Method of hedge accounting | Type of derivative transaction | Principal Item Hedged | Contract Amount | Contract Amts. Over 1 Year | Fair Value | Method for Estimating Fair Value |
|----------------------------|--|--|-----------------|----------------------------|------------|---|
| Deferred hedge | Interest rate swap transaction Pay fixed/receive variable | Short-term borrowings and long-term borrowings | 3,625 | 2,772 | 10 | Based on obtaining quotes from the counterparty financial institution |

Note 2) Financial Instruments the fair value of which is considered extremely difficult to assess

(Unit: Million yen)

| Classification | Book value in consolidated balance sheet |
|-----------------|--|
| Unlisted shares | 50,781 |

Because there is no market price for unlisted shares and it is not possible to predict their future cash flow and, moreover, it is considered extremely difficult to assess their fair value, unlisted shares are not included in "Assets (3) Securities and investment securities."

(Additional Information)

From the current consolidated fiscal year the Company has implemented adoption of Accounting Standard for Financial Instruments (Accounting Standards Board of Japan Statement No. 10 revised March 10, 2008) and "Implementation Guidance on Disclosures about Fair Value of Financial Instruments" (Accounting Standards Board of Japan Guidance No. 19 issued March 10, 2008)

【Notes to Per Share Data】

| | |
|----------------------|------------|
| Net assets per share | 386.79 yen |
| Earnings per share | 45.21 yen |

【Notes to Significant Subsequent Events】

There are no significant events.

【Other Notes】

1. Retirement benefits

(1) Japan

1) Retirement benefit obligation

(Million yen)

| | Fiscal 2009 (March 31, 2010) |
|---|---------------------------------|
| (1) Projected benefit obligation | (1,268,623) |
| (2) Plan assets | 934,673 |
| [of which plan assets in retirement benefit trusts] | [58,857] |
| (3) Projected benefit obligation in excess of plan assets (1) + (2) | (333,950) |
| (4) Unrecognized actuarial loss | 378,619 |
| (5) Unrecognized prior service cost (reduced obligation) (note) | (102,041) |
| (6) Prepaid pension cost | (57,142) |
| (7) Accrued retirement benefits (3) + (4) + (5) + (6) | (114,514) |

(Note) As a result of pension system revisions in September 2005, Fujitsu Corporate Pension Fund which the Company and certain consolidated subsidiaries participate in reported unrecognized prior service cost (reduced obligation).

2) Net periodic pension cost

(Million yen)

| | Fiscal 2009 (For the year ended March 31, 2010) |
|---|--|
| (1) Service cost | 39,191 |
| (2) Interest cost | 30,155 |
| (3) Expected return on plan assets | (23,243) |
| (4) Amortization of net obligation at transition | 16,290 |
| (5) Amortization of actuarial loss | 42,953 |
| (6) Amortization of prior service cost | (18,591) |
| (7) Net periodic benefit cost (1) + (2) + (3) + (4) + (5) + (6) | 86,755 |
| (8) Loss on termination of retirement benefit plan | (86) |
| (9) Total (7) + (8) | 86,669 |

In addition to the above costs, premium severance pay of 15,939 million yen was recognized as expenses in the year.

3) Basis used for calculating projected benefit obligation

Discount rate.....2.5%

(2) Outside Japan

1) Retirement benefit obligation

(Million yen)

| | Fiscal 2009 (March 31, 2010) |
|---|---------------------------------|
| (1) Projected benefit obligation | (592,144) |
| (2) Plan assets | 390,251 |
| (3) Projected benefit obligation in excess of plan assets (1) + (2) | (201,893) |
| (4) Unrecognized actuarial loss | 110,060 |
| (5) Prepaid pension cost | (57) |
| (6) Accrued retirement benefits (3) + (4) + (5) | (91,890) |

2) Net periodic pension cost

(Million yen)

| | Fiscal 2009 (For the year ended March 31, 2010) |
|---|--|
| (1) Service cost | 8,396 |
| (2) Interest cost | 28,786 |
| (3) Expected return on plan assets | (24,803) |
| (4) Amortization of actuarial loss (note) | (151) |
| (5) Net periodic benefit cost (1) + (2) + (3) + (4) | 12,228 |
| (6) Loss on termination of retirement benefit plan | (2) |
| (7) Total (5) + (6) | 12,226 |

(Note) Subsidiaries outside Japan adopt the International Financial Reporting Standards (IFRS), and apply the corridor approach to amortization of actuarial gain and losses.

In addition to above costs, contribution for defined contribution plan of 7,557 million yen was recognized as expense in the year.

3) Basis used for calculating projected benefit obligation

Discount rate.....Mainly 5.6%

2. Tax effect accounting

Significant components of deferred tax assets and liabilities.

(Million yen)

| | Fiscal 2009 (March 31, 2010) |
|---|---------------------------------|
| Deferred tax assets | |
| Accrued retirement benefits | 152,967 |
| Tax loss carryforwards | 142,631 |
| Excess of depreciation and amortization and impairment loss | 64,696 |
| Accrued bonus | 41,907 |
| Inventories | 23,977 |
| Revaluation loss on investment securities | 12,725 |
| Provision for loss on repurchase of computers | 8,825 |
| Provision for product warranties | 4,959 |
| Intercompany profit | 2,950 |
| Other | 66,567 |
| Gross deferred tax assets | 522,204 |
| Valuation allowance | (261,079) |
| Total deferred tax assets | 261,125 |
| Deferred tax liabilities | |
| Gains from establishment of stock holding trust for retirement benefit plan | (110,617) |
| Unrealized gains on available-for-sale securities | (10,558) |
| Tax allowable reserves | (3,444) |
| Other | (7,448) |
| Total deferred tax liabilities | (132,067) |
| Net deferred tax assets | 129,058 |

Note: Excess of depreciation and amortization and impairment loss includes a revaluation loss on idle lands.

3. Lease Transactions

(1) Finance Leases (lessee): Except those in which the leased property will transfer to the lessee

1) Type of lease asset:

Primarily related to outsourcing-related equipment and logic LSI production equipment.

2) Method of depreciation:

As stated in "Leased Assets", paragraph 5 (2) (iii) of the "Notes to Significant Items Concerning Preparation of Consolidated Financial Statements".

(2) Operating Leases (lessee)

Future minimum lease payments required under non-cancellable operating leases.

(Million yen)

| | |
|---------------------|--------|
| Within 1 year | 20,868 |
| Over 1 year | 77,325 |
| Total | 98,193 |

4. Business Combinations

Acquisitions via Purchase Method

(Conversion of Fujitsu Technology Solutions (Holding) B. V. into a Consolidated Subsidiary of Fujitsu Limited)

(1) Name and Business Description of the Acquired Business; Principal Reasons for Carrying Out the Business Combination; Date of the Business Combination; Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination; Percentage of Voting Rights Acquired

1) Name and Business Description of the Acquired Business

Name of acquired business: Fujitsu Siemens Computers (Holding) B.V.

Business description: Development, manufacture, sale and maintenance of information systems

2) Principal Reasons for Carrying Out the Business Combination

Fujitsu Limited and Siemens AG of Germany combined their respective European information systems businesses to establish Fujitsu Siemens Computers on October 1, 1999 as a European joint venture to develop, manufacture, sell, and provide maintenance for information systems. In recent years, the competitive environment in the global ICT industry has changed, and new business opportunities have emerged in infrastructure services and other areas of the market. In consideration of these factors, Fujitsu decided to convert the company into a consolidated subsidiary (renamed Fujitsu Technology Solutions (Holding) B.V.). The conversion creates a new base of operations in Germany, the largest European market for ICT, and will help the Fujitsu Group accelerate its global product strategies. In the services area, Fujitsu Technology Solutions will strengthen collaboration with Fujitsu Services Holdings PLC, the group's European services company, to offer new value-added services. This will help the group exploit growth opportunities in the infrastructure services market, with the aim of improving overall profit margins for business outside Japan.

3) Date of the Business Combination

April 1, 2009

4) Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination

Legal form of the business combination: Acquisition of shares

Name of business subsequent to the combination: Fujitsu Technology Solutions (Holding) B.V.

5) Percentage of Voting Rights Acquired

• Prior to the acquisition 50%

• Subsequent to the acquisition 100%

(2) Period for Which the Acquired Company's Financial Results Are Included in Consolidated Results
April 1, 2009 - March 31, 2010

(3) Acquisition Costs and Breakdown

Acquisition cost: 54,566 million yen (Cash: 53,740 million yen; Related costs: 826 million yen)

(4) Amount of Goodwill; Reason for Recognition; Amortization Method and Period

Amount of Goodwill: 62,468 million yen

Reason for Recognition: The acquisition cost exceeded the fair value of the net assets of the acquired company at the time of the business combination, and the difference between these values is recognized as goodwill.

Amortization Method, Period: Straight-line method over 10 years

(5) Major Assets and Liabilities Assumed in Business Combination

| | |
|--------------------|---------------------|
| Current assets | 276,694 million yen |
| Non-current assets | 79,047 million yen |
| Total Assets: | 355,741 million yen |

| | |
|-----------------------|---------------------|
| Current liabilities | 256,679 million yen |
| Long-term liabilities | 101,797 million yen |
| Total liabilities | 358,476 million yen |

(6) Amount and Account for Part of Acquisition Cost Expensed as R&D Costs, etc.

Selling and general administrative expenses 4,639 million yen

(Conversion of FDK Corporation into a Consolidated Subsidiary through Subscription to Private Placement by Fujitsu Limited)

(1) Name and Business Description of the Acquired Business; Principal Reasons for Carrying Out the Business Combination; Date of the Business Combination; Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination; Percentage of Voting Rights Acquired

1) Name and Business Description of the Acquired Business

Name of acquired business: FDK Corporation

Business description: Manufacture and sale of electronic components, batteries and related products

2) Principal Reasons for Carrying Out the Business Combination

To respond to the changes in the marketplace, FDK (listed on second section, Tokyo Stock Exchange) reformed its business structure in recent years with the aim of leveraging its materials technologies to strengthen its products lineup, particularly the power systems and high frequency device. The sharp downturn in worldwide economic conditions starting from the second half of fiscal 2008, however, had a severe impact on the company's business. As a result of recording a large loss in the third quarter of fiscal 2008, FDK's liabilities exceeded its assets. Fujitsu Limited, in addition to its transactions with FDK, such as the purchase of its products, provides financial support to the company. As FDK's major shareholder, creditor and customer, Fujitsu accordingly believed that, from the standpoint of maintaining Fujitsu's corporate value, the best option was to make FDK a consolidated subsidiary and eliminate the adverse effect on FDK's business activities that might have occurred had its capital deficiency continued. By Fujitsu subscribing to a third-party placement to increase the capital of FDK, FDK will be in a stronger position to successfully implement its structural reforms.

3) Date of the Business Combination

May 1, 2009

4) Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination

Legal form of the business combination: Acquisition of shares

Name of business subsequent to the combination: FDK Corporation

5) Percentage of Voting Rights Acquired

• Prior to acquisition 39.80%

• Subsequent to acquisition 64.64%

(2) Period for Which the Acquired Company's Financial Results Are Included in Consolidated Results

April 1, 2009 - March 31, 2010

(3) Acquisition Cost and Breakdown

Acquisition cost: 11,000 million yen (Cash: 11,000 million yen)

(4) Amount of Goodwill; Reason for Recognition; Amortization Method and Period

Amount of Goodwill: 2,914 million yen

Reason for Recognition: The acquisition cost exceeded the fair value of the net assets of the acquired company at the time of the business combination, and the difference between these values is recognized as goodwill.

Amortization Method, Period: Straight-line method over 5 years

(5) Major Assets and Liabilities Assumed in Business Combination

Current assets 29,943 million yen

Non-current assets 18,432 million yen

Total Assets: 48,375 million yen

Current liabilities 46,113 million yen

Long-term liabilities 14,078 million yen

Total liabilities 60,191 million yen

Transactions under Common Control

(Conversion of Consolidated Subsidiary into Wholly Owned Subsidiary of Fujitsu Limited through Exchange of Shares)

(1) Name of Combined Companies and Business Description; Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination; Purpose and Overview of Transaction

1) Name of Combined Companies and Business Description

Name of combined companies: Fujitsu Limited and consolidated subsidiary

Fujitsu Business Systems Ltd.

Business description:

Fujitsu Business Systems Ltd.

Comprehensive ICT services, including consulting, network construction, software development, and system operation, maintenance and construction

2) Legal Form of the Business Combination and the Name of the Business Subsequent to the Combination

Legal form of the business combination: Exchange of shares

Name subsequent to the combination: No change in corporate name

3) Purpose and Overview of Transaction

The purpose of the transaction is to strengthen the Fujitsu Group's ability to provide technology solutions, including platforms and ICT services, to medium-size businesses in Japan as well as to serve diverse customer needs in a timely manner. On August 1, 2009, common shares of Fujitsu Business Systems held by its shareholders were transferred to Fujitsu Limited in exchange for an allotment of Fujitsu shares. This exchange of shares converted Fujitsu Business Systems (listed on first section, Tokyo Stock Exchange) into a wholly owned subsidiary. Fujitsu Business Systems was delisted on July 28, 2009 in preparation for the transfer.

(2) Overview of Accounting Procedure

This exchange of shares was a transaction with minority shareholders, and therefore the value of the equity representing the acquired shares of the subsidiary was subtracted from Fujitsu's minority interests, and the difference between this amount and the additional investment was recognized as goodwill.

(3) Cost of Acquiring Shares in Subsidiary

1) Acquisition cost and breakdown

Acquisition cost: 21,464 million yen (Value of Fujitsu shares: 21,449 million yen; Direct acquisition costs: 15 million yen; All shares used in exchange were treasury stock)

2) Share exchange ratio; method of exchange ratio calculation; number and value of exchanged shares

Share exchange ratio: One common share of Fujitsu Business Systems stock exchanged for 3.50 common shares of Fujitsu stock

Method of ratio calculation: The ratio was decided between the companies based on a careful consideration of the results of third parties' calculations, analysis, and advice

Number, value of exchanged shares: 42,983,290 shares valued at 21,449 million yen

(4) Amount of Negative Goodwill; Reason for Recognition; Amortization Method and Period

Amount of Negative Goodwill: 6,816 million yen

Reason for Recognition: The fair value of the net assets of the acquired company at the time of the business combination exceeded the acquisition cost and the difference between these values is recognized as negative goodwill.

Amortization Method, Period: Straight-line method over 5 years

Separation of Businesses

(Transfer of Hard Disk Drive (HDD) Businesses)

(1) Names of Transferees; Description of Separated Businesses; Reason for Business Separations; Date of Business Separations; Overview of the Business Separations including their Legal Form

1) Name of Transferees

HDD drive business: Toshiba Corporation

HDD media business: Showa Denko K.K.

2) Description of Separated Businesses

Business description: Design, development, manufacture and sales of HDDs

3) Reason for Business Separations

The HDD market continued to be impacted by severe business conditions, including a worldwide intensification of price competition and a contraction of overall demand. Fujitsu decided to carry out these business separations based on its judgment that the respective transferees of the businesses, through the integration of the technical expertise and developmental capabilities accumulated by Fujitsu with their own technologies, would be better able to compete in the current severe business environment and thus support and grow these operations.

4) Date of the Business Separations

HDD drive business: October 1, 2009

HDD media business: July 1, 2009

5) Overview of the Business Separations including their Legal Form

HDD drive business:

Fujitsu established Toshiba Storage Device Corporation to prepare for the transfer of the HDD drive business. On October 1, 2009, Fujitsu carried out a simple separation-type corporate split and completed the transfer of all rights and obligations in the drive business to Toshiba Storage Device, and the transfer of Toshiba Storage Device shares to Toshiba. In addition, a new company established out of the HDD-related business of Yamagata Fujitsu Limited, along with Fujitsu's HDD manufacturing subsidiaries, Fujitsu (Thailand) Co., Ltd., and Fujitsu Computer Products Corporation of the Philippines became subsidiaries of Toshiba Storage Device. Fujitsu's sales and marketing offices outside Japan, with the exception of some offices in certain regions, were integrated into Toshiba's overseas business operations. To facilitate the transfer, Fujitsu will hold a stake of 19.9% in Toshiba Storage Device until the end of December 2010, after which it will become a wholly owned subsidiary of Toshiba.

HDD media business:

Fujitsu established a new company, Showa Denko HD Yamagata K.K., to succeed the HDD media business of Yamagata Fujitsu Limited. All of the shares in the new company were transferred to Showa Denko.

(2) Overview of Accounting Procedure

1) Profit/loss from transfers

There is no difference between the proceeds from the transfers and the net assets calculated by the appropriate book value of the assets and liabilities of the businesses prior to the transfers.

2) Appropriate book value of assets and liabilities of the businesses

| | |
|--------------------|--------------------|
| Current assets | 44,152 million yen |
| Non-current assets | 15,645 million yen |
| Total Assets: | 59,797 million yen |

| | |
|-----------------------|--------------------|
| Current liabilities | 28,231 million yen |
| Long-term liabilities | 3,721 million yen |
| Total liabilities | 31,952 million yen |

(3) Name of segment businesses were included in Ubiquitous Product Solutions

(4) Overview of sales, profit/loss of separated businesses included in consolidated results for current year

| | |
|-----------------|--------------------|
| Net sales: | 82,228 million yen |
| Operating loss: | 9,793 million yen |

Net sales included inter-segment sales of 2,331 million yen.

Unconsolidated Balance Sheet

(As of March 31, 2010)

| | <u>Millions of yen</u> | |
|---|------------------------|-------------------------|
| Assets | | |
| Current assets: | | |
| Cash and deposits | Y | 24,734 |
| Notes receivables, trade | | 1,439 |
| Accounts receivables, trade | | 389,543 |
| Marketable securities | | 85,000 |
| Finished goods | | 72,851 |
| Work in process | | 12,810 |
| Raw materials | | 13,201 |
| Advanced payments | | 1,351 |
| Deferred tax assets | | 25,390 |
| Short-term loan receivable | | 13,387 |
| Accrued revenue | | 197,789 |
| Others | | 3,225 |
| Allowance for doubtful accounts | | (1,241) |
| Total current assets | | <u>839,483</u> |
| Non-current assets: | | |
| Property, plant and equipment, net of accumulated depreciation: | | |
| Buildings | | 95,548 |
| Structure | | 4,799 |
| Machinery | | 1,928 |
| Vehicle and delivery equipment | | 6 |
| Equipment | | 43,185 |
| Land | | 70,704 |
| Construction in progress | | 2,978 |
| Total property, plant and equipment | | <u>219,151</u> |
| Intangible assets: | | |
| Software | | 77,662 |
| Utility rights | | 3,639 |
| Others | | 3,948 |
| Total intangible assets | | <u>85,250</u> |
| Other non-current assets: | | |
| Investment securities | | 95,813 |
| Subsidiaries' and affiliates' stocks | | 757,676 |
| Long-term loans to affiliated companies | | 2,600 |
| Receivables from companies under bankruptcy or reorganization process | | 1,189 |
| Prepaid pension expense | | 48,558 |
| Others | | 24,103 |
| Allowance for doubtful accounts | | (3,179) |
| Total other non-current assets | | <u>926,761</u> |
| Total non-current assets | | <u>1,231,163</u> |
| Total assets | Y | <u><u>2,070,647</u></u> |

| | <u>Millions of yen</u> | |
|--|------------------------|-------------------------|
| Liabilities and net assets | | |
| Liabilities | | |
| Current liabilities: | | |
| Notes and accounts payable, trade | Y | 539,919 |
| Short-term borrowings | | 7,676 |
| Current portion of long-term borrowings payable | | 15,510 |
| Current portion of bonds payable | | 150,000 |
| Lease obligations | | 2,880 |
| Accrued liability | | 47,987 |
| Accrued expenses | | 97,944 |
| Accrued income taxes | | 1,585 |
| Advance received | | 32,327 |
| Deposits payable | | 29,488 |
| Provision for product warranties | | 5,837 |
| Provision for construction contract losses | | 18,660 |
| Provision for loss on guarantees | | 12,037 |
| Provision for bonuses to board members | | 93 |
| Others | | 2,682 |
| Total current liabilities | | <u>964,630</u> |
| Long-term liabilities: | | |
| Bonds payable | | 230,000 |
| Long-term borrowings | | 117,968 |
| Lease obligations | | 7,059 |
| Deferred tax liabilities | | 16,805 |
| Provision for loss on repurchase of computers | | 23,514 |
| Provision for recycling expenses | | 5,549 |
| Others | | 5,381 |
| Total long-term liabilities | | <u>406,278</u> |
| Total liabilities | | <u>1,370,908</u> |
| Net assets | | |
| Shareholders' equity: | | |
| Common stock | | 324,625 |
| Capital surplus: | | |
| Other capital surplus | | 166,675 |
| Total capital surplus | | <u>166,675</u> |
| Retained earnings: | | |
| Legal retained earnings | | 3,928 |
| Other retained earnings: | | |
| Reserves for special depreciation | | 3,955 |
| Retained earnings brought forward | | 188,245 |
| Total retained earnings | | <u>196,130</u> |
| Treasury stock | | <u>(2,723)</u> |
| Total shareholders' equity | | <u>684,708</u> |
| Valuation and translation adjustments: | | |
| Unrealized gain and loss on securities, net of taxes | | 15,030 |
| Total valuation and translation adjustments | | <u>15,030</u> |
| Total net assets | | <u>699,738</u> |
| Total liabilities and net assets | Y | <u><u>2,070,647</u></u> |

Unconsolidated Statements of Operations

(Year ended March 31, 2010)

| | Millions of yen |
|---|-----------------|
| Net sales | Y 2,148,982 |
| Cost of sales | 1,621,492 |
| Gross profit | 527,489 |
| Selling, general and administrative expenses | 506,895 |
| Operating income | 20,593 |
| Other income: | |
| Interest income | 751 |
| Dividend income | 35,154 |
| Gain on sales of investment securities | 98,547 |
| Gain on reversal of provision for loss on guarantees | 924 |
| Others | 12,579 |
| Total other income | 147,956 |
| Other expenses: | |
| Interest expense | 2,610 |
| Interest on bonds | 7,850 |
| Loss on foreign exchange, net | 229 |
| Loss on disposal of property, plant and equipment and intangible assets | 2,167 |
| Loss on revaluation of subsidiaries' and affiliates' stock | 9,292 |
| Provision for loss on guarantees | 8,847 |
| Impairment loss | 449 |
| Others | 17,821 |
| Total other expenses | 49,265 |
| Income before income taxes | 119,282 |
| Income taxes: | |
| Current | (4,338) |
| Deferred | (2,500) |
| Total income taxes | (6,838) |
| Net income | Y 126,121 |

Unconsolidated Statements of Changes in Net Assets

(Year ended March 31, 2010)

| | <u>Millions of yen</u> | |
|---|------------------------|----------------|
| Net assets: | | |
| Shareholders' equity: | | |
| Common stock: | | |
| Balance at end of previous term | Y | 324,625 |
| Increase (Decrease) during the term | | |
| Total | | <u>-</u> |
| Ending balance of common stock | | <u>324,625</u> |
| Capital surplus: | | |
| Other capital surplus: | | |
| Balance at end of previous term | | 169,108 |
| Increase (Decrease) during the term: | | |
| Decrease by corporate division-OCS | | (1,804) |
| Sales of treasury stock | | <u>(627)</u> |
| Total | | <u>(2,432)</u> |
| Ending balance of other capital surplus | | <u>166,675</u> |
| Total capital surplus: | | |
| Balance at end of previous term | | 169,108 |
| Increase (Decrease) during the term: | | |
| Decrease by corporate division-OCS | | (1,804) |
| Sales of treasury stock | | <u>(627)</u> |
| Total | | <u>(2,432)</u> |
| Ending balance of capital surplus | | <u>166,675</u> |
| Retained earnings: | | |
| Legal retained earnings: | | |
| Balance at end of previous term | | 2,688 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | <u>1,239</u> |
| Total | | <u>1,239</u> |
| Ending balance of legal retained earnings | | <u>3,928</u> |
| Other retained earnings: | | |
| Reserves for special depreciation: | | |
| Balance at end of previous term | | 5,332 |
| Increase (Decrease) during the term: | | |
| Decrease in reserves for special depreciation | | <u>(1,376)</u> |
| Total | | <u>(1,376)</u> |
| Ending balance of reserves for special depreciation | | <u>3,955</u> |
| Retained earnings brought forward: | | |
| Balance at end of previous term | | 74,387 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | (13,639) |
| Decrease in reserves for special depreciation | | 1,376 |
| Net income | | <u>126,121</u> |
| Total | | <u>113,858</u> |
| Ending balance of retained earnings brought forward | | <u>188,245</u> |
| Total retained earnings: | | |
| Balance at end of previous term | | 82,408 |
| Increase (Decrease) during the term: | | |
| Cash dividends | | (12,399) |
| Decrease in reserves for special depreciation | | - |
| Net income | | <u>126,121</u> |
| Total | | <u>113,721</u> |
| Ending balance of retained earnings | Y | <u>196,130</u> |

| | <u>Millions of yen</u> | |
|---|------------------------|-----------------|
| Treasury stock: | | |
| Balance at end of previous term | Y | (2,133) |
| Increase (Decrease) during the term: | | |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 22,102 |
| Total | | <u>(589)</u> |
| Ending balance of treasury stock | | <u>(2,723)</u> |
| Total shareholders' equity: | | |
| Balance at end of previous term | | 574,008 |
| Increase (Decrease) during the term: | | |
| Decrease by corporate division-OCS | | (1,804) |
| Cash dividends | | (12,399) |
| Net income | | 126,121 |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 21,475 |
| Total | | <u>110,700</u> |
| Ending balance of shareholders' equity | | <u>684,708</u> |
| Valuation and translation adjustments: | | |
| Unrealized gain and loss on securities, net of taxes: | | |
| Balance at end of previous term | | 52,144 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(37,113)</u> |
| Total | | <u>(37,113)</u> |
| Ending balance of unrealized gain and loss on securities, net of taxes | | <u>15,030</u> |
| Deferred hedge gain and loss: | | |
| Balance at end of previous term | | 2,878 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(2,878)</u> |
| Total | | <u>(2,878)</u> |
| Ending balance of deferred hedge gain and loss | | <u>-</u> |
| Total valuation and translation adjustments: | | |
| Balance at end of previous term | | 55,022 |
| Increase (Decrease) during the term: | | |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(39,991)</u> |
| Total | | <u>(39,991)</u> |
| Ending balance of valuation and translation adjustments | | <u>15,030</u> |
| Total net assets: | | |
| Balance at end of previous term | | 629,030 |
| Increase (Decrease) during the term: | | |
| Decrease by corporate division-OCS | | (1,804) |
| Cash dividends | | (12,399) |
| Net income | | 126,121 |
| Acquisition of treasury stock | | (22,691) |
| Sales of treasury stock | | 21,475 |
| Net increase (decrease) during the term, except for items under shareholders' equity | | <u>(39,991)</u> |
| Total | | <u>70,708</u> |
| Ending balance of net assets | Y | <u>699,738</u> |

Notes to Unconsolidated Financial Statements

【Notes to Significant Accounting Policies】

1. The Company prepares for financial statements in accordance with the Corporate Calculation Regulations (Ministry of Justice Ordinance No. 13, February 7, 2006 and Revised Ministry of Justice Ordinance No. 46, December 11, 2009) in the consolidated 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 valuePrimarily moving average cost method
 - (2) Derivatives
 - DerivativesMarket value method
 - (3) Inventories
 - 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 are 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.....7-50years
 - Machinery.....3-7years
 - Equipment.....2-10years
 - (2) Intangible fixed assets except for leased assets
 - Software
 - For sale.....Method based on projected sales volume over the estimated life of the product (3years)
 - For internal use.....Straight-line method based on the estimated useful life of the software (within 5years)
 - 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 collectibility 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, taking financial condition and others of guaranteed parties into consideration individually.

(5) Provision for bonuses to board members

To prepare for the disbursement of bonuses to directors and statutory auditors, an estimated amount is provided.

(6) Accrued retirement benefits

To prepare for the disbursement of employees' retirement benefits, an amount deemed necessary at the end of the fiscal year under review based on the estimated retirement benefit obligation and pension assets is recorded.

- Method of allocating prior service cost.....Straight-line method (10 years)

- Method of allocating actuarial losses.....An amount prorated by the straight-line method is accounted for over the average remaining service period of employees from a fiscal year following the fiscal year when the actuarial loss has arisen.

(7) Provision for loss on repurchase of computers

To prepare for the 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.

5. Revenues and expenses recognition

Revenue recognition of sales of customized software and others

For contracts in progress as of the end of fiscal 2009 for which were accurately able to be confirmed the degree of completion, 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) Consumption taxes
The tax excluded method is adopted.
- (3) Application of the consolidated tax return system
The consolidated tax return system is adopted.
7. Changes in significant accounting policies
Adoption of Partial Amendments to Accounting Standard for Retirement Benefit (Part3)
From the current fiscal year, the company has adopted Partial Amendments to Accounting Standard for Retirement Benefit (Part3) (Accounting Standards Board of Japan, Statement No. 19 dated July 31, 2008).
This change will have no effect on the company's operating income or income before income taxes and minority interests.

【Notes to the Unconsolidated Balance Sheet】

| | |
|--|---------------|
| 1. Accumulated depreciation of tangible fixed assets | (Million yen) |
| Buildings..... | 197,804 |
| Structure..... | 15,750 |
| Machinery | 23,387 |
| Vehicles and delivery equipment | 145 |
| Equipment | 209,049 |
| Total | 446,137 |
| 2. Contingent liabilities for guarantee contract | |
| Balance of contingent liabilities for guarantee contract..... | 42,409 |
| (Main guaranteed debt) | |
| Bank loans of Fujitsu Management | |
| Service of America, Inc. | 20,489 |
| Bank loans of FDK Corporation | 9,300 |
| Borrowings of domestic subsidiaries | |
| from a finance subsidiary | 5,989 |
| Housing loans of employees | 3,084 |
| 3. Monetary claims and obligations to subsidiaries and affiliates (excluding those separately disclosed) | |
| Short-term monetary claims | 276,415 |
| Long-term monetary claims | 3,415 |
| Short-term monetary obligations..... | 335,585 |
| Long-term monetary obligations..... | 4,808 |

【Notes to the Unconsolidated Statements of Operations】

- | | | |
|--|--|---------------|
| 1. Transactions with subsidiaries and affiliates | | |
| Business transactions | | (Million yen) |
| Sales..... | | 508,123 |
| Purchases..... | | 1,477,157 |
| Transactions other than business transactions | | |
| Interest income..... | | 202 |
| Dividend income..... | | 32,492 |
| Interest expenses..... | | 35 |
| Purchase of assets..... | | 1,250 |
| Transfer of assets..... | | 11,296 |
2. Gain on sales of investment securities
Gain on sales of investment securities consists of 89,209 million yen of gain on sales of investment securities and 9,338 million yen of gain on sales of securities in subsidiaries. Refers mainly to the sale of shares in FANUC Ltd. in response to the company's solicitation to buy its own shares.
3. Gain on reversal of provision for loss on guarantees
Refers to subsidiaries whose liabilities exceed their assets.
4. Loss on revaluation of subsidiaries' and affiliates' stock
Refers principally to a sales subsidiary in USA.
5. Provision for loss on guarantees
Refers to subsidiaries whose liabilities exceed their assets.

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

1. Number of treasury stock at the end of the fiscal year under review
- | | |
|--------------|-----------------|
| Common stock | 5,179,774shares |
|--------------|-----------------|

(Additional Information)

2. Main reason for changes in shareholders' equity
- (1) Acquisition of treasury stock
The company acquired a part of the stock it used to make an allotment to shareholders of Fujitsu Business Systems Ltd., which was converted into a wholly owned subsidiary through an exchange of shares.
- (2) Sale of treasury stock
The company carried out an exchange of shares with the shareholders of Fujitsu Business Systems Ltd. in order to convert it into a wholly owned subsidiary.

【Notes to Unconsolidated Tax Effect Accounting】

Major components of deferred tax assets and deferred tax liabilities

(Million Yen)

| | Fiscal 2009 (March 31,2010) |
|---|--------------------------------|
| Deferred tax assets | |
| Valuation loss on subsidiaries' and affiliates' stock | 236,345 |
| Accrued retirement benefits | 98,838 |
| Tax loss carryforwards | 32,716 |
| Excess of depreciation and amortization and impairment loss | 24,766 |
| Stock related to company establishment through corporate split | 22,395 |
| Accrued bonus | 12,699 |
| Inventories | 11,827 |
| Provision for loss on repurchase of computers | 8,825 |
| Provision for loss on guarantees | 5,139 |
| Provision for product warranties | 2,492 |
| Other | 20,515 |
| Deferred tax assets subtotal | 476,563 |
| Total valuation allowance | (344,964) |
| Total deferred tax assets | 131,598 |
| Deferred tax liabilities | |
| Gains from establishment of stock holding trust for retirement benefit plan | (110,617) |
| Unrealized gains on securities | (9,600) |
| Tax allowable reserves | (2,703) |
| Other | (92) |
| Total deferred tax liabilities | (123,013) |
| Net deferred tax assets and liabilities | 8,585 |

Note: Excess of depreciation and amortization and impairment loss includes revaluation losses on idle lands.

【Notes to Fixed Assets Used by Lease】

1. Finance Leases (lessee): Except those in which the leased property will transfer to the lessee
 - (1) Type of lease asset:
Primarily related to outsourcing-related equipment.
 - (2) Method of depreciation:
As stated in "Leased Assets", paragraph 3 (3) of the "Notes to Significant Accounting Policies".
2. Operating Leases (lessee)
Future minimum lease payments required under non-cancellable operating leases.

| | (Million Yen) |
|------------------|---------------|
| Within 1 year | 4,496 |
| Over 1 year | 4,244 |
| <u> Total</u> | <u>8,740</u> |

【Notes to Transactions with Related Parties】

Subsidiaries and Affiliates

(Million Yen)

| Type | Name | Percentage of voting right | Relationship with the related party | Transactions | | Transaction amount | Account title | Ending balance |
|------------|---------------------------------------|----------------------------|---|---------------------------------------|-----------------------|--------------------|-------------------------------|----------------|
| | | | | | | | | |
| subsidiary | Fujitsu Personal System Ltd. | Ownership Direct 100% | Sales of Fujitsu's products and interlocking of directors | Sale of Fujitsu's products | Sales | 142,569 | Accounts receivable, trade | 29,593 |
| subsidiary | Fujitsu FSAS Inc. | Ownership Direct 100% | Consignment of support services, etc., Sales of Fujitsu's products, and interlocking of directors | Consignment of support services, etc. | Purchases | 112,541 | Accounts payable, trade | 24,180 |
| subsidiary | Fujitsu Microelectronics Limited (*3) | Ownership Direct 100% | Development, manufacturing and sales of LSI, and interlocking of directors | Procurement as an agent, etc | Purchases as an agent | 104,138 | Accounts receivable, nontrade | 48,539 |
| subsidiary | Fujitsu Capital Ltd. | Ownership Direct 100% | Group finance in Japan, interlocking of directors | Short-term loans | Loans | 300,000 | Short-term borrowings | - |
| | | | | | Interest expense | 35 | | |

Notes

- (1) Transactions listed above generally have terms of business based on the fair value.
- (2) Consumption taxes are not included in the transaction amount. Consumption taxes are included in the ending balance.
- (3) Fujitsu Microelectronics Limited changed its name to Fujitsu Semiconductor Limited on April 1, 2010.

【Notes to Per Share Data】

| | |
|----------------------|-----------|
| Net assets per share | 338.88yen |
| Earnings per share | 61.26yen |

【Notes to Significant Subsequent Events】

There are no significant events.

【Other Notes】

1. Securities

Securities in subsidiaries and affiliates with market value

(Million Yen)

| Type | Book value on balance sheet | Market value | Variance |
|----------------------------|-----------------------------|--------------|----------|
| Securities in subsidiaries | 41,407 | 138,646 | 97,239 |
| Securities in affiliates | 10,013 | 21,386 | 11,372 |
| Total | 51,420 | 160,032 | 108,611 |

(Note) Securities in subsidiaries and affiliates which are considered it is extremely difficult to assess the fair value

(Million Yen)

| Type | Book value on balance sheet |
|----------------------------|-----------------------------|
| Securities in subsidiaries | 702,986 |
| Securities in affiliates | 3,269 |

The securities above are not included in “Securities in subsidiaries and affiliates with market value”, because the securities are considered that it is extremely difficult to assess the fair value.

2. Retirement benefits

(1) Retirement benefit obligation

(Million Yen)

| | Fiscal 2009 (March 31, 2010) |
|--|---------------------------------|
| i. Projected benefit obligation | (685,369) |
| ii. Plan assets | 530,678 |
| [of which plan assets in retirement benefit trusts] | [58,857] |
| iii. Projected benefit obligation in excess of plan assets (i) +(ii) | (154,691) |
| iv. Unrecognized actuarial loss | 261,481 |
| v. Unrecognized prior service cost (reduced obligation) (note) | (58,232) |
| vi. Prepaid pension cost | (48,558) |
| vii. Accrued retirement benefits ... (iii)+(iv)+(v) +(vi) | - |

(Note) As a result of pension system revisions in September 2005, Fujitsu Corporate Pension Fund which the Company participates in reported unrecognized prior service cost (reduced obligation).

(2) Net periodic pension cost

(Million Yen)

| | Fiscal 2009 (For the year ended March 31, 2010) |
|---|--|
| i. Service cost | 11,455 |
| ii. Interest cost | 16,169 |
| iii. Expected return on plan assets | (12,811) |
| iv. Amortization of actuarial loss | 29,723 |
| v. Amortization of prior service cost | (10,750) |
| vi. Net periodic benefit cost ... (i)+(ii)+(iii)+(iv)+(v) | 33,786 |

(3) Basis used for calculating projected benefit obligation

Discount rate 2.5%

3. Business Combinations

(1) Acquisitions via Purchase Method

(Conversion of Fujitsu Technology Solutions (Holding) B. V. into a Consolidated Subsidiary of Fujitsu Limited)

Described in “【Other Notes】 4. Business Combinations” of Notes to Consolidated Financial Statements.

(Conversion of FDK Corporation into a Consolidated Subsidiary through Subscription to Private Placement by Fujitsu Limited)

Described in “【Other Notes】 4. Business Combinations” of Notes to Consolidated Financial Statements.

(2) Transactions under Common Control

(Conversion of Consolidated Subsidiary into Wholly Owned Subsidiary of Fujitsu Limited through Exchange of Shares)

Described in “【Other Notes】 4. Business Combinations” of Notes to Consolidated Financial Statements.

(3) Separation of Businesses

(Transfer of Hard Disk Drive (HDD) Businesses)

1) Appropriate book value of assets and liabilities of the businesses

| | |
|--------------------|-------------------|
| Current assets | 9,828million yen |
| Non-current assets | 2,135million yen |
| Total Assets: | 11,963million yen |

| | |
|-----------------------|------------------|
| Current liabilities | 5,188million yen |
| Long-term liabilities | 3,422million yen |
| Total liabilities | 8,610million yen |

2) Overview of sales, profit/loss of separated businesses included in consolidated results for current year

| | |
|-----------------|-------------------|
| Net sales: | 65,107million yen |
| Operating loss: | 13,155million yen |

The information other than above is described in “【Other Notes】 4. Business Combinations” of Notes to Consolidated Financial Statements.

Environmental Accounting

Cost/Benefit Trends

(Billion Yen)

| | FY 2007 | | | FY 2008 | | | FY 2009 | | |
|----------|-----------------|----------------------|-------|-----------------|----------------------|-------|-----------------|----------------------|-------|
| | Fujitsu Limited | Affiliated companies | Total | Fujitsu Limited | Affiliated companies | Total | Fujitsu Limited | Affiliated companies | Total |
| Costs | 8.4 | 11.0 | 19.4 | 7.3 | 13.4 | 20.6 | 13.9 | 16.1 | 30.1 |
| Benefits | 10.9 | 20.8 | 31.7 | 3.6 | 23.5 | 27.1 | 24.8 | 29.1 | 53.9 |

Itemization of Fiscal Year 2009 Results *

(Billion Yen)

| Costs | Item | Fujitsu Limited | Affiliated companies | Total |
|---|---|-----------------|----------------------|--------------|
| Business area costs | | | | |
| Pollution prevention costs | Costs incurred to prevent air pollution and water contamination (fees for water treatment facilities) and other activities | 1.14 | 3.67 | 4.81 |
| Global environmental conservation costs | Costs of energy-saving measures, as well as costs of global warming reduction measures | 0.84 | 2.07 | 2.91 |
| Resource circulation costs | Costs incurred for waste reduction and disposal, as well as for water conservation, rainwater usage and other measures aimed at efficient resources usage | 0.56 | 2.61 | 3.17 |
| Upstream/downstream costs | Costs of lowering the environmental burden imposed upstream and downstream by manufacturing and service activities (costs incurred for recycling /reuse of waste products and packaging, Green Procurement, etc.) | 0.04 | 0.79 | 0.82 |
| Administrative costs | Environmental protection costs related to administrative activity, including personnel expenses for environmental promotion activities and costs associated with acquiring and maintaining ISO14001 certification, measuring environmental burden, greenification programs, environmental reporting and environmental publicity | 2.59 | 1.52 | 4.11 |
| R&D costs | Environmental protection costs for R&D activities (Super Green Products, Green Products/ environmental technology design and development costs) | 7.61 | 5.46 | 13.07 |
| Social activities costs | Environmental protection costs stemming from participation in social activities, such as participation in/support for organizations concerned with environmental preservation | 0.05 | 0.00 | 0.05 |
| Environmental remediation costs | Cost of environmental restoration operations (remediation of soil and groundwater contamination, environmental compensation, etc.) | 1.11 | 0.00 | 1.11 |
| Total | | 13.94 | 16.11 | 30.06 |

(TRANSLATION FOR REFERENCE ONLY)

| | | (Billion Yen) | | |
|--|---|--------------------|-------------------------|--------------|
| Benefits | Item | Fujitsu Limited | Affiliated companies | Total |
| Business area benefits | | | | |
| Pollution prevention benefits | Contribution of environmental protection activities to value added** in manufacturing. Savings from avoidance of operating losses*** stemming from failure to observe environmental laws and regulations. | 0.97 | 4.73 | 5.69 |
| Global environmental conservation benefits | Cost savings from reductions in electricity, oil and gas consumption**** | 0.38 | 0.91 | 1.29 |
| Resource circulation benefits | Cost savings from waste reduction and more effective resource utilization***** | 0.33 | 8.89 | 9.22 |
| Upstream/downstream benefits | Revenue from the sale of recycled and reused parts and products***** | 0.00 | 0.39 | 0.39 |
| Administrative benefits | Value of efficiency enhancement through ISO14001 system implementation, effects of employee training, corporate image enhancement from environment-related publicity | 1.21 | 0.33 | 1.54 |
| R&D benefits | Contribution to sales made by Super Green Products, Green Products, other eco-friendly products, environmental solutions | 21.87 | 13.85 | 35.72 |
| Environmental remediation benefits | Savings of compensation payments to residents through policies preventing groundwater and soil contamination***** | 0.00 | 0.00 | 0.00 |
| Total | | <u>24.75</u> | <u>29.10</u> | <u>53.86</u> |

Notes:

- * Classification system is in accordance with "Environmental Accounting Guidelines 2005" issued by Japan's Ministry of the Environment.
- ** Contribution of environmental protection activities in relation to value added:
value added x (maintenance and management costs for environmental facilities/total generated costs)
- *** Avoidance of operating losses: (value added/days of operation) x days lost
- **** Actual benefit
- ***** Estimate of risk avoidance assuming such events arise

Comments

In fiscal 2009, the costs and benefits of environmental solutions and the benefit of Super Green Products and Green Products have been revised to reflect the contributions of green ICT to customers and society in the environmental accounting. As a result, there has been a significant increase in R&D costs and benefits.

Additional information regarding Fujitsu's environmental activities is available in the Company's environmental report or on the Internet (<http://www.fujitsu.com/global/about/environment/>).

Corporate Data

Corporate Name: FUJITSU LIMITED
Registered at: 4-1-1 Kamikodanaka, Nakahara-ku, Kawasaki-shi,
Kanagawa 211-8588, Japan
Corporate Headquarters: Shiodome City Center, 1-5-2 Higashi-Shimbashi, Minato-ku,
Tokyo 105-7123, Japan
Established and Registered on: June 20, 1935
Stock Exchange Listings: Tokyo, Osaka, Nagoya, and London
Home Page Address: www.fujitsu.com

Information

Fujitsu's web site offers not only this report but also the latest annual report and financial results.

English <http://www.fujitsu.com/global/about/ir/>

Japanese <http://pr.fujitsu.com/jp/ir/>