

# MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

## 1. Basic Framework of Internal Control over Financial Reporting

Masami Yamamoto, President and Representative Director of Fujitsu Limited (the "Company"), and Kazuhiko Kato, Corporate Executive Vice President and Director and Chief Financial Officer of the Company, are responsible for the design and operation of internal control over financial reporting for the Fujitsu Group's consolidated financial statements. The Fujitsu Group designs and operates its internal control over financial reporting in accordance with guidelines set forth in "On the Setting of the Standards and Practice Standards for Management Assessment and Audit concerning Internal Control Over Financial Reporting (Council Opinions)" from the Business Accounting Council of the Financial Service Agency of Japan.

Internal control aims at achieving the objectives to a reasonable extent with the organized and integrated function of basic individual components of internal control as a whole. There are inherent limitations to the extent that internal control can be achieved. Such limitations include misjudgments and carelessness by individuals carrying out internal control activities, or fraud caused by the collusion of two or more individuals. Accordingly, internal control may not completely prevent or detect misstatements in financial reporting.

## 2. Scope of Assessment, Assessment Date and Assessment Procedure

The Fujitsu Group performed an assessment of internal control over financial reporting for its consolidated financial statements as of the end of the fiscal year, March 31, 2012, in accordance with generally accepted assessment standards in Japan for internal control over financial reporting.

In making an assessment of the entire Fujitsu Group, including the parent company, Fujitsu Limited, and its consolidated subsidiaries and equity method affiliates, the necessary scope of the assessment was determined from the perspective of material impact on the reliability of financial reporting. Within the scope of assessment, the Company identified the risks of misstatement which would have a material impact on the reliability of financial reporting and the controls which mitigate such risks to a reasonably accepted level, and then assessed the effectiveness of the design and operation of those controls.

The Company determined that 125 consolidated companies and 1 equity method affiliate should be subject to the assessment of company-level controls, and financial closing and reporting process controls, taking into account the degree of quantitative and qualitative impact on the consolidated financial statements.

With respect to process-level controls, considering the results of the assessment of company-level controls, the Company designated 25 business locations that accounted for approximately two-thirds of the aggregated sales for this fiscal year (before elimination of inter-company transactions) of the consolidated companies as "significant business locations/units" which should be subject to the assessment.

In regard to those “significant business locations/units,” the Company determined that sales, accounts receivables and inventories were the accounts closely associated with the Company’s business objectives and, in principle, all business processes relating to those accounts should be subject to assessment. Some of those business processes, which do not have a material quantitative impact or are not closely associated with business objectives, were excluded from the scope of the assessment. Other business processes relating to significant accounts involving estimates and management’s judgment were included in the scope of assessment, taking into account the impact on financial reporting individually.

Regarding IT general control for “significant business locations/units,” the Company performed an assessment of the systems used to automate business process controls. These systems were assessed according to the type of infrastructure.

### **3. Assessment Result**

As a result of performing the assessment in accordance with the above policy, the Company concluded that the design and operation of internal control over financial reporting for the Fujitsu Group were effective as of March 31, 2012.

### **4. Supplementary Information**

The following events took place subsequent to the fiscal year ended March 31, 2012:

- On April 1, 2012, Fujitsu System Solutions Limited, the surviving company, together with Fujitsu Hokkaido Systems Limited, Fujitsu Tohoku Systems Limited and Fujitsu Nagano Systems Engineering Limited, were consolidated under one unified corporate structure. The name of the integrated company was changed to Fujitsu Systems East Limited on the same day.
- On April 1, 2012, Fujitsu Kansai Systems Limited, the surviving company, together with Fujitsu Chubu Systems Limited, Fujitsu Chugoku Systems Limited, Fujitsu Okayama Systems Engineering Limited, Fujitsu Shikoku Systems Limited and Fujitsu Nishi-Nihon Applications, Ltd. were consolidated under one unified corporate structure. The name of the integrated company was changed to Fujitsu Systems West Limited on the same day.

These events may have a significant impact on the assessment of the effectiveness of internal control over Fujitsu Group’s financial reporting in fiscal year 2012 and thereafter.