Fujitsu Limited

Notice Regarding Partial Change to Articles of Incorporation

Tokyo, May 12, 2008 – At a meeting held today by the Board of Directors, it was decided to propose a resolution for approval at the 108th Annual Shareholders' Meeting to be held in late June 2008 to make changes to the Articles of Incorporation as explained below.

1. Reason for the Changes to the Articles of Incorporation

In accordance with the "Law Amending the Partial Revision of the Commercial Code Concerning Book-Entry Transfer of Corporate Securities for Rationalization of Settlements Related to the Trading of Equities" (Law No. 88 of 2004, hereafter the "Settlement Rationalization Law") promulgated on June 9, 2004, all shares of publicly listed corporations are scheduled to be converted to book-entry form (becoming "Stock Dematerialization" scheduled for implementation in January 2009). To comply with this conversion, we propose to eliminate the provision regarding "registered seal" notifications in Article 13 of the Articles of Incorporation.

In accordance with paragraph 1 of supplemental Article 6 of the Settlement Rationalization Law, a Shareholders' Meeting is deemed to have approved the lapse of the provision regarding "share certificate" in paragraph 1 of Article 8 of the Article of Incorporation as of the enforcement day of the Settlement Rationalization Law. Therefore, the Board of Directors will not propose to change the provision regarding "share certificates" at this year's Annual Shareholders' Meeting.

2. Content of the Change to the Articles of Incorporation

See attached table comparing the existing provisions to the proposed changes to the Articles of Incorporation.

3. Schedule

- Articles of Incorporation Changes for Approval	
at the Annual Shareholders' Meeting:	Late June, 2008 (scheduled)
- Effective Date of the Changes	
to the Articles of Incorporation:	Enforcement Date of the Settlement
	Rationalization Law (in principle)*

*For further details, see attached table comparing the existing provisions to the proposed changes to the Articles of Incorporation.

Attachment

<u>Comparison of Existing Provisions to the Proposed Changes to the Articles of Incorporation</u> The content of the changes is as stated below:

	(Changes are underlined)
Prior to Revision	Revised
Articles 1-7	Articles 1-7
(Omitted)	(Unchanged)
Article 8 (Share Certificates)	Article 8 (Share Certificates)
The Company shall issue share certificates	The Company shall issue share
in connection with its shares.	certificates in connection with its shares.
Notwithstanding the provision of the	(paragraph 2 deleted)
preceding paragraph, the Company may	
opt not to issue share certificates for odd-	
lot shares.	
Article 9	Article 9
(Omitted)	(Unchanged)
Article 10 (Degreest for Sale of Odd Lat Shares)	Article 10 (Degreest for Sale of Odd Lat Shares)
(Request for Sale of Odd-Lot Shares)	(Request for Sale of Odd-Lot Shares)
Shareholders owning odd-lot shares of the	Shareholders owning odd-lot shares of the
Company (including beneficial owners; hereinafter the same shall apply) may	Company may make a request for the sale of the number of shares that when
make a request for the sale of the number	combined with their own odd-lot shares
of shares that when combined with their	would constitute a trading unit in
own odd-lot shares would constitute a	accordance with the share handling rules.
trading unit in accordance with the share	accordance with the share handling fules.
handling rules.	
Article 11	Article 11
(Omitted)	(Unchanged)
Article 12	Article 12
(Administrator of Shareholders' Register)	(Administrator of Shareholders' Register)
The Company shall have an Administrator	The Company shall have an Administrator
of Shareholders' Register.	of Shareholders' Register.
The Administrator of Shareholders' Register and its place of business shall be designated by a resolution of the Board of Directors and published in a public notice.	The Administrator of Shareholders' Register and its place of business shall be designated by a resolution of the Board of Directors and published in a public notice.
Preparation and storage of the Company's Register of Shareholders (including the Beneficial Owners' List; hereinafter the same shall apply), the register of share purchase warrants and the register of lost share certificates as well as other business related thereto shall be handled by the Administrator of Shareholders' Register and the Company shall not handle such business.	Preparation and storage of the Company's Register of Shareholders <u>and</u> the register of share purchase warrants as well as other business related thereto shall be handled by the Administrator of Shareholders' Register and the Company shall not handle such business.

Prior to Revision	Revised
Article 13	Article 13
(Method of Shareholders' Exercise of	(Method of Shareholders' Exercise of
Rights)	Rights)
Shareholders shall exercise their rights in	Shareholders shall exercise their rights in
writing with a registered seal affixed in	writing and in accordance with other
accordance with <u>the</u> Share Handling	Share Handling Regulations. However,
Regulations. However, this shall not apply	this shall not apply to the exercise of
to the exercise of voting rights at	voting rights at shareholders' meetings.
shareholders' meetings.	
Proposal submitted by a shareholder shall	(paragraph 2 deleted)
be subject to the Share Handling	
Regulations.	
Articles 14-43 (Omitted)	Articles 14-43
(New)	(Unchanged) (Supplemental Provisions)
(INCW)	Preparation and storage of the Company's
	register of lost share certificates as well as
	other business related thereto shall be
	handled by the Administrator of
	Shareholders' Register and the Company
	shall not handle such business.
	This paragraph and the preceding
	paragraph shall be deleted on the date one
	year from the day after the enforcement
	date of the Law Amending the Partial
	Revision of the Commercial Code
	<u>Concerning Book-Entry Transfer of</u> <u>Corporate Securities for Rationalization</u>
	of Settlements Related to the Trading of
	Equities (Law No. 88 of 2004, hereafter
	the "Settlement Rationalization Law").
	The deletions of paragraph 2 of Article 8
	and paragraph 2 of Article 13 as well as
	the changes to Article 10 and paragraph 3
	of Article 12 shall become effective on the
	enforcement date of the Settlement
	Rationalization Law.
	This paragraph and the preceding
	paragraph shall be deleted upon
	enforcement of the Settlement
	Rationalization Law.

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About Fujitsu

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