

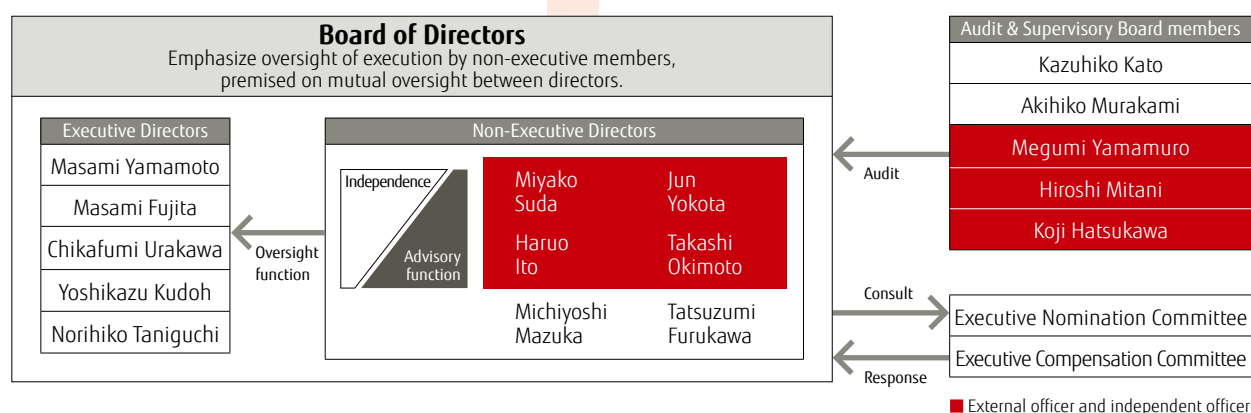
REVIEW OF CORPORATE GOVERNANCE IN FISCAL 2013

The Fujitsu Group is strengthening its corporate governance to ensure a sustainable increase in corporate value. Here we report on the status of this initiative in fiscal 2013.

1. Numbers of meetings of key boards and committees

Board of Directors meetings (including extraordinary meetings)	15 times (3 times)
Audit & Supervisory Board meetings	7 times
Attendance of external directors at Board of Directors meetings	95.8%
Attendance of external Audit & Supervisory Board members at Board of Directors meetings	97.8%
Attendance of external Audit & Supervisory Board members at Audit & Supervisory Board meetings	100%

Increased shareholder value through maintaining corporate governance



2. Major examples of decision-making by the Board of Directors in fiscal 2013

- Transfer of Fujitsu Semiconductor Limited's microcontroller and analog device business to Spansion Inc.
- Liquidation of US subsidiary Fujitsu Management Services of America, Inc.
- Consolidation of mobile phone manufacturing subsidiaries
- Creation of the new global matrix management structure
- Revision of the basic policy relating to establishment of the internal control system

3. Details of remuneration

Type	Number of Recipients	Remuneration Type				Total Amount of Compensation
		Basic compensation	Stock-based compensation	Bonuses	Other	
Directors (Of which, compensation paid to external directors)	16 (5)	¥326 million (¥45 million)	¥38 million —	¥89 million —	— —	¥453 million (¥45 million)
Audit & Supervisory Board members (Of which, compensation paid to external Audit & Supervisory Board members)	6 (4)	¥107 million (¥41 million)	— —	— —	— —	¥107 million (¥41 million)

*1 The above includes directors and Audit & Supervisory Board members who resigned in fiscal 2013.

*2 The limit on remuneration to directors (including external directors) was resolved to be ¥600 million per year at the 106th Annual Shareholders' Meeting held June 23, 2006. The limit on remuneration to Audit & Supervisory Board members (including external Audit & Supervisory Board members) was resolved to be ¥150 million per year at the 111th Annual Shareholders' Meeting held June 23, 2011. The Company is paying the compensation shown in the above table.

4. Breakdown of remuneration for auditing

(1) Breakdown of remuneration for auditing certified public accountants

(Millions of Yen)

Type	Fiscal 2012		Fiscal 2013	
	Remuneration for audit certification services	Remuneration for non-audit certification services	Remuneration for non-audit certification services	Remuneration for non-audit certification services
The Company	547	–	559	–
Consolidated subsidiaries	757	32	771	32
Total	1,305	32	1,330	32

*1 The Company does not classify remuneration for audits based on the Companies Act and audits based on the Financial Instruments and Exchange Act. The above remuneration amounts therefore include the remuneration amount for audits based on the Companies Act.

*2 Some of the Company's consolidated subsidiaries use different independent auditors to conduct their accounting audits from the auditing certified public accountants used by the Company.

(2) Breakdown of other important remuneration

Fiscal 2012

In addition to the remuneration shown in (1) above, the Company and its consolidated subsidiaries did not record any significant payments, either made or owing, to an independent auditor in the same network as the Company's auditing certified public accountants.

Fiscal 2013

In addition to the remuneration shown in (1) above, the Company and its consolidated subsidiaries did not record any significant payments, either made or owing, to an independent auditor in the same network as the Company's auditing certified public accountants.

(3) Breakdown of non-auditing duties performed for the Company by the auditing certified public accountants

Fiscal 2012

Not applicable for the year.

Fiscal 2013

Not applicable for the year.

(4) Policy for deciding remuneration for auditing certified public accountants


The Company does not have a policy for deciding the remuneration for its auditing certified public accountants.

The Board of Directors considers an appropriate remuneration amount in accordance with the audit content and number of days required to complete it, and determines the amount after obtaining approval from the Audit & Supervisory Board in accordance with the Companies Act.

5. Accountability

Fujitsu recognizes that explaining corporate and management information to shareholders, investors and other stakeholders is an important task within corporate governance, and strives to disclose information in a timely and appropriate manner.

Meeting Event	Number of Times	Content
Regular presentations to securities analysts and institutional investors	8	We hold regular presentations, including presentations by the president on our management direction, presentations by the president and CFO on our earnings results, and presentations by various senior executives on business strategy for the operations they oversee.
Regular presentations to foreign institutional investors	4	The CFO meets with foreign institutional investors regularly. We also have IR managers stationed in Europe and the US who meet and communicate regularly with investors, not just at the time of earnings announcements.
Regular presentations to individual investors	0	Although currently we do not hold presentations for individual investors, we have a dedicated investor relations website for individual investors (in Japanese).

 Videos, presentation materials, and Q&A and other materials can be viewed on the following website:
<http://www.fujitsu.com/global/about/ir/library/presentations/>