

## REVIEW OF CORPORATE GOVERNANCE IN FISCAL 2014

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 2014.

### Number of meetings of key boards and committees

Board of Directors meetings (including extraordinary meetings)	15 times (3 times)
Audit & Supervisory Board meetings (including extraordinary meetings)	9 times (1 time)
Attendance of external directors at Board of Directors meetings	98.2%
Attendance of external Audit & Supervisory Board members at Board of Directors meetings	100%
Attendance of external Audit & Supervisory Board members at Audit & Supervisory Board meetings	96.3%

### Major examples of decision-making by the Board of Directors in fiscal 2014

- Voluntary adoption of International Financial Reporting Standards (IFRS)
- Signing of a memorandum of understanding with Yokogawa Medical Solutions to jointly create new businesses
- Construction of a new wing at the Kawasaki Research & Manufacturing Facilities
- Sponsorship of the Tokyo 2020 Olympic Games and Paralympic Games
- Strengthening of innovation businesses utilizing a venture fund
- Conducting of structural reforms ahead of an outsourcing business expansion

### Details of remuneration

Type	Number of Recipients	Remuneration Type				Total Amount of Remuneration
		Base Compensation	Stock-Based Compensation	Bonuses	Other	
Directors (Compensation paid to external directors)	14 (4)	¥391 million (¥ 45 million)	¥30 million —	¥110 million —	— —	¥532 million (¥ 45 million)
Audit & Supervisory Board members (Compensation paid to external Audit & Supervisory Board members)	6 (3)	¥112 million (¥ 36 million)	— —	— —	— —	¥112 million (¥ 36 million)

Notes: 1. The above includes directors and Audit & Supervisory Board members who resigned in fiscal 2014.

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, abiding by the remuneration limits.

## Breakdown of remuneration for auditing

### (1) Breakdown of remuneration for accounting auditors

Type	Fiscal 2013		Fiscal 2014	
	Remuneration for audit certification services (Millions of yen)	Remuneration for non-audit certification services (Millions of yen)	Remuneration for audit certification services (Millions of yen)	Remuneration for non-audit certification services (Millions of yen)
The Company	559	–	534	5
Consolidated subsidiaries	771	32	908	21
Total	1,330	32	1,443	26

Notes: 1. The Company does not distinguish between remuneration for audits based on the Companies Act and remuneration for 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 accounting auditors used by the Company.

### (2) Breakdown of other important remuneration

#### 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 accounting auditors.

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### (3) Breakdown of non-auditing duties performed for the Company by the accounting auditors

#### Fiscal 2013

Not applicable for the year.

#### Fiscal 2014

The Company paid appropriate remuneration to its accounting auditors for the external audit of the service system risk management, a duty outside of the range stipulated under Article 2, Paragraph 1 of the Certified Public Accountants Act.

### (4) Policy for deciding remuneration for auditing


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.

## 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	Number of Times	Content
Regular presentations to securities analysts and institutional investors	12	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	6	The CFO and IR managers meet 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 that discloses presentations, Q&As, streaming content, and other materials for securities analysts and institutional investors.

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