

**FUJITSU SERVICES LIMITED
FUJITSU (FTS) LIMITED
FUJITSU (IRELAND) LIMITED**
(each the “Company” or together the “FS UK&I Region”)
Corporate Social Responsibility (“CSR”) Committee
(the “Committee”)

Terms of Reference

1. Membership

Members of the Committee shall be appointed by the board of the Company. The members at the date of confirmation of these terms of reference shall be: CEO, Executive Director Business Operations, HR Director, Executive Director Group Sales & Business Development, Finance Director, Executive Director Business and Applications, Executive Director EUS, Government Affairs, Head of CSR Programmes, HR Director, Specialists, Director of Group Property and Security, CSR Director.

- 1.2 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals, including external experts and observers, may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Members of the Fujitsu Global Business Group and other Directors shall be invited to attend as appropriate.
- 1.4 The Committee Chairman shall be the Company's Executive Director, Business Operations.

2. Secretary

The Head of Corporate Responsibility Programmes shall act as secretary of the Committee.

3. Quorum

The quorum shall be any four members of the Committee.

4. Meetings

The Committee shall meet not less than four times a year.

5. Notice

Unless otherwise agreed, notice of each meeting shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting.

6. Minutes of Meetings

Minutes shall be circulated promptly to all members of the Committee and be appended to the papers sent to the board for the next board meeting of the Company after the Committee meeting has taken place.

7. Duties

7.1 The Committee is a duly constituted Committee of the Company to address any component of the CSR arena which could have an impact upon the reputation of the FS UK&I Region, including but not limited to:

- 7.1.1 Community;
- 7.1.2 Employees;
- 7.1.3 Environment;
- 7.1.4 Suppliers;
- 7.1.5 Customers;
- 7.1.6 Ethical behaviour; and
- 7.1.7 Human rights.

7.2 The Committee shall be responsible for setting the Company's CSR Agenda in line with the values and principles set out in the Fujitsu Way in order to ensure that the FS UK&I Region conducts its business in an ethical and responsible manner.

7.3 It shall be responsible for overseeing the implementation of any CSR Programmes (at all times in accordance with applicable legislation) within the UK&I Region, including the adoption of appropriate corporate policies and procedures in order to comply with the laws and regulations applicable to its activities and to protect from the risk of failings which may effect the Company's employees, business, assets and the interests of its shareholders and other stakeholders. It will:-

- 7.3.1 Review corporate policies and procedures to identify, evaluate and manage CSR activities across the FS UK&I Region.
- 7.3.2 Monitor the implementation of those policies and procedures and set targets against which performance can be measured across the FS UK&I Region.

7.4 The Committee will ensure that its members have the skills, information and training they need to enable them to effectively discharge their duties.

7.5 It will have the power to request reports and reviews from sub committees, functional leaders and expert advisors as and when required, including but not limited to;

- 7.5.1 Reports of best practice in the CSR arena;
- 7.5.2 Reports bench marking the Company's performance.

7.6 The Committee shall be responsible for ensuring that an effective internal communication strategy is in place and is actively promoted in order to engage all employees.

7.7 It shall be responsible for ensuring that an effective external communication and PR strategy is in place to achieve maximum brand value and minimise reputational risk.

7.8 The Committee shall ensure that all risks and opportunities arising from CSR activities are identified, monitored and integrated into the FS UK&I Region's business risk and opportunity process.

7.9 The Committee shall manage the CSR budget and ensure due diligence in respect of any fundraising, payroll giving and/or sponsorship monies.

8. Sub Committees

Where appropriate, the CSR Committee shall have the authority to form sub committees to work on distinct projects.

9. Other Corporate Committees

9.1 It is recognised that there are other Corporate Committees (the Corporate Governance, Audit and Compliance Committees) within the FS UK&I Region, the functions of which overlap with those of the Committee. Performance of the duties listed under point 7 above may be performed by or in conjunction with other corporate committees as appropriate and to avoid duplication of effort.

9.2 The Committee shall wherever appropriate utilise the “management boards” listed below that exist within the FS UK&I Region for the performance of its obligations:

9.2.1 Occupational Safety and Health Board; and

9.2.2 Environmental Board.