

To our shareholders,

June 26, 2002

Naoyuki Akikusa, President and CEO
Fujitsu Limited
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Nakahara-ku, Kawasaki
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RESOLUTIONS OF THE 102nd ANNUAL SHAREHOLDERS' MEETING

After presentation of the Business Report, Balance Sheet, and Statement of Income for the 102nd Business Period (from April 1, 2001 to March 31, 2002), the following resolutions were made at the 102nd Annual Shareholders' Meeting held on June 25, 2002.

Resolutions:

Resolution No. 1 Approval of the Proposed Appropriation of Retained Earnings for the 102nd Business Period

Resolved that year-end dividends would be distributed at the rate of ¥2.50 per share. Approved and passed as originally proposed.

Resolution No. 2 Partial Revision to the Articles of Incorporation

Approved and passed as originally proposed. A summary of the revision is included on pages 2-4.

Resolution No. 3 Election of One Member to the Board

Mr. Toshihiko Fukui was elected as the member of the board and taken office.

Resolution No. 4 Acquisition of Treasury Stock

Resolved that the purchase of no more than 60 million ordinary shares of the Company for a total amount of no more than ¥60 billion by the close of the 103rd Annual Shareholders' Meeting. Approved and passed as originally proposed.

Resolution No. 5 Issuing of Reservation Rights for New Shares (as Stock Options) with Preferential Conditions to Persons Other than Shareholders.

Proposal to allow company to issue Reservation rights for new shares as stock options not more than 2,000,000 in total to all member of the board, executive officers, auditors, part of employees of the Company, and the representatives of the Company's subsidiaries. Approved and passed as originally proposed.

Resolution No. 6 Granting of Retirement Allowances to Retiring Members of the Board, and a Monetary Token of Condolence to the Family of Deceased Member of the Board, Toshihiro Nishimura.

It was resolved that special retirement allowances be granted in accordance with Company standards to five Members of the Board Akio Moridera, Kazunari Shirai, Tatsushi Miyazawa, Noboru Ogi and Taketoshi Ishii who will retire as Members of the Board as of the close of this shareholders' meeting, and 20 Members of the Board Kazuto Kojima, Yuji Hirose, Masaru Takei, Junji Maeyama, Hiroya Madarame, Kazuo Murano, Hiroaki Kurokawa, Koichi Ota, Hirohisa Yabuuchi, Takahiko Okada, Kuniaki Suzuki, Masamichi Ogura, Hiroaki Takeichi, Michiyoshi Mazuka, Toshihiko Ono, Michio Atarashi, Yasushi Tajiri, Takashi Aoki, Ichiro Komura and Kazuhiko Kato who will retire as Members of the Board as of the close of this shareholders' meeting to assume the office of Corporate Executive Officer under the new management organization. It is also resolved that a monetary token of condolence be paid to the family of Toshihiro Nishimura, who was a Member of the Board when he passed away on April 26, 2002. And that the specific amounts, timing and method of payment of the special retirement allowances for retiring Members of the Board, and the monetary token of condolence to be paid to the family of Toshihiro Nishimura, be determined at a meeting of the Board.

About Partial Revision to the Articles of Incorporation

The "Partial Revision of the Commercial Code" (Law No. 79, 2001, effective October 1, 2001) and the "Partial Revision of the Commercial Code" (Law No. 128, 2001, effective April 1, 2002) revised share systems and allow for the use of electronic media for the recording of Company-related documents. To reflect these laws, as well as to hold shareholders' meetings in Minato-ku, Tokyo, the articles of incorporation were revised as below.

<i>Prior to Revision</i>	<i>Revised</i>
<u>Article 6</u> (Granting of subscription rights for new shares) <u>The Company will grant subscription rights for new shares to Members of the Board and employees as per Article 280, Section 19, of the Commercial Code.</u>	Deleted
<u>Article 7</u> (Face value of par value shares and number of shares per trading unit) <u>The face value of par value shares issued by the Company shall be ¥50 per share. One trading unit of the Company's shares will consist of 1,000 shares.</u>	<u>Article 6</u> (Number of shares per one round lot and non-issuance of certificates for odd-lot shares) <u>One round lot of the Company's shares shall consist of 1,000 shares.</u> <u>The Company will not issue share certificates for shares constituting less than one round lot ("odd-lot shares"). However, this provision will not supercede provisions as determined in the regulations for handling of shares.</u>
<u>Article 8</u> (Omitted)	<u>Article 7</u> (Unchanged)

<i>Prior to Revision</i>	<i>Revised</i>
<p><u>Article 9</u> (Handling of shares) Name transfers of the Company's shares, <u>entry</u> in the list of shareholders of record, registration of rights, trust representations, reissuing of share certificates, repurchase of <u>shares of less than one trading unit</u>, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p>	<p><u>Article 8</u> (Handling of shares and reservation rights for new shares) Name transfers of the Company's shares, <u>entry (including registration, same below)</u> in the list of shareholders, registration of rights, trust representations, reissuing of share certificates, repurchase of <u>odd-lot shares</u>, and other procedures for the handling of shares, will be as per the regulations for handling of shares.</p>
<p><u>Article 10</u> (Transfer agent) The Company shall hire a Transfer Agent for shares.</p>	<p><u>Article 9</u> (Transfer agent) The Company shall hire a Transfer Agent for shares.</p>
<p>The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof.</p>	<p>The Transfer Agent and its share handling place shall be elected by the resolution of the Board of Directors and the Company shall arrange publication thereof.</p>
<p>The Company's Register of Shareholders and Beneficial Owners' List shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, purchase of the <u>shares constituting less than a unit</u> and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p>	<p>The Company's Register of Shareholders and Beneficial Owners' List shall be settled at the share handling place of the Transfer Agent. Registration of transfer, registration in the Beneficial Owners' List, purchase of the <u>odd-lot shares</u> and other business related to shares shall be handled by the Transfer Agent and the Company shall not handle such business.</p>
<p><u>Article 11</u> (Omitted)</p>	<p><u>Article 10</u> (Unchanged)</p>
<p><u>Article 12</u> (Omitted)</p>	<p><u>Article 11</u> (Unchanged)</p>
<p><u>Article 13</u> (Omitted)</p>	<p><u>Article 12</u> (Unchanged)</p>
<p><u>Article 14</u> (Omitted)</p>	<p><u>Article 13</u> (Unchanged)</p>
<p>New</p>	<p><u>Article 14 (Location)</u> <u>The Company's shareholders' meetings shall be held at the Company's head office, or in Minato-ku, Tokyo, or adjacent areas.</u></p>
<p>Article 18 (Proxies) Shareholders or their legal agents who intend to exercise their voting rights at shareholders' meetings must designate a shareholder who is able to exercise voting rights of the Company's shares as their proxy.</p>	<p>Article 18 (Proxies) Shareholders or their legal agents who intend to exercise their voting rights at shareholders' meetings must designate a shareholder who is able to exercise voting rights of the Company's shares as their proxy.</p>
<p>In these cases, <u>the designated proxy</u> must present a <u>power of attorney</u> to the Company at each shareholders' meeting.</p>	<p>In these cases, <u>the shareholders or their designated proxy</u> must present a <u>document that certifies their proxy authority</u> to the Company at each shareholder's meeting.</p>
<p>Article 19 (Minutes) Highlights of the proceedings and the results of business conducted at shareholders' meetings shall be entered into the minutes of the meeting, which will be <u>affixed with the personal seal of</u> the meeting's chairperson or Board Member in attendance, and retained by the Company.</p>	<p>Article 19 (Minutes) Highlights of the proceedings and the results of business conducted at shareholders' meetings will be entered into the minutes of the meeting, which will be <u>affixed with the personal seal or signed by (including by electronic signature)</u> the meeting's chairperson or Board Member in attendance, and retained by the Company.</p>
<p>Article 21 (Elections) Members of the Board shall be elected at shareholders' meetings. The attendance of shareholders owning one-third of <u>the total number of shares issued with voting rights</u> shall constitute a quorum for the election of Members of the Board.</p>	<p>Article 21 (Elections) Members of the Board shall be elected at shareholders' meetings. The attendance of shareholders owning one-third of <u>the total number of shareholder voting rights</u> shall constitute a quorum for the election of Members of the Board.</p>
<p>Cumulative voting will not be used for proposals for the election of Members of the Board.</p>	<p>Cumulative voting will not be used for proposals for the election of Members of the Board.</p>

<i>Prior to Revision</i>	<i>Revised</i>
<p>Article 28 (Elections) Auditors shall be elected at shareholders' meetings. The attendance of shareholders owning one-third of <u>the total number of shares issued with voting rights</u> shall constitute a quorum for the election of Auditors.</p> <p><u>Article 37 (Conversion period and dividends of convertible bonds) The initial ordinary dividend or interim dividend on shares issued as the result of a request for conversion of the Company's convertible bonds will be paid for the business period beginning April 1 and ending September 30, or the business period beginning October 1 and ending March 31 of the following year. Conversion will be considered to have been made on the first day of the business period during which the request for conversion is made.</u></p> <p><u>Article 38</u> (Omitted)</p>	<p>Article 28 (Elections) Auditors shall be elected at shareholders' meetings. The attendance of shareholders owning one-third of <u>the total number of shareholder voting rights</u> shall constitute a quorum for the election of Auditors.</p> <p>Deleted</p> <p><u>Article 37</u> (Unchanged)</p>

(END)