

Notice Regarding the Transfer of FUJITSU TEN Shares

Tokyo, April 28, 2017 – Fujitsu Limited today announced its decision, made at a Board of Directors meeting held today, to transfer a portion of its shareholdings in its consolidated subsidiary FUJITSU TEN LIMITED to DENSO Corporation.

Subject to fulfilling certain conditions, including completion of procedures and actions required under domestic and foreign competition laws, the transfer of the shareholdings will be quickly executed.

1. Reason for the transfer of shares

FUJITSU TEN was established in 1972 as a spinoff of Fujitsu's radio division. Since Toyota Motor Corporation and DENSO took equity stakes in 1973, FUJITSU TEN has offered various products and services as a manufacturer of car electronics products including audio and multimedia. In recent years, FUJITSU TEN has strengthened its Vehicle ICT business to create new value, while accelerating collaboration with Fujitsu Group companies to transform itself from a supplier of standalone products to a system manufacturer that proposes and provides connected in-vehicle information equipment and services.

In the automotive field, the interface between the driver and vehicle is becoming increasingly important due to remarkable technological innovations. Against this backdrop, by making FUJITSU TEN a group company of DENSO, which is a general automotive component manufacturer, it will enhance cooperation between the two companies in developing in-vehicle ECUs, millimeter-wave radar, advanced driver assistance and automated driving technologies, and basic electronic technologies, among others. The objective of this initiative is to integrate the two companies so as to achieve higher corporate value.

Fujitsu believes that information and communication technology (ICT) will become increasingly important in developing next-generation vehicles, such as connected cars and automated driving. Fujitsu will enhance its collaboration with DENSO and FUJITSU TEN to strengthen the automotive business and mobility IoT business.

2. Overview of the subsidiary whose shares will be transferred (FUJITSU TEN)

(1) Company Name	FUJITSU TEN LIMITED	
(2) Head Office Location	2-28, Goshō-dori 1-chome, Hyogo-ku, Kobe, Hyogo, Japan	
(3) Representatives	<ul style="list-style-type: none">Chairman and Representative Director: Takashi ShigematsuPresident and Representative Director: Akira Yamanaka	
(4) Main Businesses	Development, manufacture, and sales of infotainment equipment and automotive electronics equipment	
(5) Capital	5,300 million yen	
(6) Establishment	October 25, 1972	
(7) Major Shareholders and Percentage of Shares Held	Fujitsu Limited 55.00% Toyota Motor Corporation 35.00% DENSO Corporation 10.00%	
(8) Relationship Between the Parties	Capital	Fujitsu Limited owns 55% of FUJITSU TEN's total issued shares.

	Personnel	Shingo Kagawa is SEVP of Fujitsu Limited and a Board of Directors Member of FUJITSU TEN. Kazuhiko Kato is an Audit and Supervisory Board Member of both Fujitsu Limited and FUJITSU TEN.
	Business	There is a business relationship between FUJITSU TEN and Fujitsu Limited and its affiliates in the form of product and component sales and supplier transactions. There are no other noteworthy business ties between the two companies.

(9) Consolidated Financial Results and Consolidated Financial Position for the Most Recent Three Years			
Fiscal Year Ended	March 2015	March 2016	March 2017
Consolidated Net Assets	42,510 million yen	35,610 million yen	38,336 million yen
Consolidated Total Assets	170,900 million yen	164,418 million yen	173,629 million yen
Consolidated Net Assets Per Share	9,241.30 yen	7,741.30 yen	8,333.91 yen
Consolidated Revenue	329,787 million yen	363,287 million yen	383,617 million yen
Consolidated Operating Profit	2,812 million yen	5,493 million yen	13,483 million yen
Consolidated Ordinary Income	2,765 million yen	4,026 million yen	13,062 million yen
Profit for the Period Attributable to the Owners of the Parent Company	-3,024 million yen	-1,224 million yen	4,650 million yen
Profit for the Period Per Share	-657.39 yen	-266.09 yen	1,010.87 yen
Dividends Per Share	-	-	To be determined

3. Overview of the recipient of the shares being transferred

(1) Company Name	DENSO Corporation	
(2) Head Office Location	1-1, Showa-cho, Kariya, Aichi, Japan	
(3) Representative	President and CEO: Koji Arima	
(4) Main Businesses	Manufacture and sales of automotive components and systems, manufacture and sales of industrial and consumer products	
(5) Capital	187,457 million yen (as of September 30, 2016)	
(6) Establishment	December 16, 1949	
(7) Net Assets	3,149,753 million yen	
(8) Total Assets	4,742,475 million yen	
(9) Major Shareholders and Percentage of Shares Held	Toyota Motor Corporation	24.82%
	Toyota Industries Corporation	8.77%
	The Master Trust Bank of Japan, Ltd. (Trust Account)	4.40%
	Towa Real Estate Co. Ltd.	4.21%
	Japan Trustee Services Bank, Ltd. (Trust Account)	3.63%
	Nippon Life Insurance Company	2.73%
	Aisin Seiki Co., Ltd.	1.58%
	DENSO Employees' Shareholding Association	1.58%
	Mitsui Sumitomo Insurance Co., Ltd.	1.34%
	STATE STREET BANK AND TRUST COMPANY	1.04%
(10) Relationship Between the Parties	Capital	There are no noteworthy capital ties between the two companies or their affiliates.
	Personnel	There are no noteworthy personnel ties between the two companies or their affiliates.
	Business	There is a business relationship in the form of sales of Fujitsu's software between the two companies. There are no other noteworthy business ties between the two companies.

	Status of Related Parties	DENSO is not considered to be a related party of Fujitsu. Related parties and affiliates of DENSO are not considered to be related parties of Fujitsu.
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4. Number and value of shares being transferred and shareholdings before and after the transfer

(1) Shares Held Prior to Transfer	2,530,000 shares (Number of Voting Rights: 2,530,000) (Share of Voting Rights: 55.00%)
(2) Number of Shares to be Transferred	1,886,000 shares (Number of Voting Rights: 1,886,000)
(3) Value of Share Transfer	16,511 million yen in common stock of FUJITSU TEN
(4) Shares Held After Transfer	644,000 shares (Number of Voting Rights: 644,000) (Share of Voting Rights: 14.00%)

5. Schedule

(1) Date of Board of Directors Resolution	April 28, 2017
(2) Date of Agreement	April 28, 2017
(3) Effective Date of Transfer	Expected to be October 2, 2017 (depending on the status of approval from competition regulators)

6. Outlook

The impact of the share transfer on Fujitsu Limited's consolidated results for fiscal 2017 is projected to be negligible.