

Notice of Agreement for the Merger through Absorption (Simplified Absorption-type Merger) of a Consolidated Subsidiary of Fujitsu Limited

Tokyo, November 28, 2019 — Fujitsu Limited announced today that it has concluded an agreement for an absorption-type merger with FUJITSU CIT LIMITED (hereinafter referred to as “FJCIT”) which is a consolidated subsidiary of Fujitsu Limited.

Because mergers with FJCIT is an absorption-type merger of consolidated subsidiary, certain disclosure items and details have been omitted from this notice.

1. Purpose of the Merger

In its efforts to expand the Digital Transformation (DX) business, the Fujitsu Group focuses not only on its clients but also its own internal DX. As part of this initiative, Fujitsu will push forward with efforts to reform IT systems and business processes that can deliver greater work efficiency through the optimization of its internal IT infrastructure and the utilization of cutting-edge technologies, as well as higher levels of visualization and analysis of business conditions.

To accelerate these reforms, Fujitsu will absorb and merge with FJCIT, which is tasked with planning and developing internal IT systems for Fujitsu Group. Its functions will be integrated into Fujitsu, which is responsible for the formulation and governance of group-wide IT systems. With this change, Fujitsu will further strengthen governance in the Group’s IT systems and speed up decision-making. Furthermore, through central management and utilizing the know-how of business processes and IT systems, Fujitsu will create optimized IT systems.

2. Summary of the Merger

(1) Schedule

Because the merger meets the requirements of simplified absorption-type merger, Fujitsu Limited will be carried out without the approval of a resolution at the Annual Shareholders’ Meeting.

Date of resolution by Board of Directors:	November 28, 2019 (today)
Date agreement for the merger was concluded:	November 28, 2019 (today)
Effective date of the merger:	January 1, 2020(scheduled)

(2) Method of the Merger

The merger will be conducted through an absorption-type merger method in which Fujitsu Limited will be the surviving company and FJCIT will be dissolved as the absorbed company.

(3) Allocation of Consideration for the Merger

No shares will be issued or consideration paid in conjunction with the merger.

(4) Treatment of Share Subscription Rights and Bonds with Share Subscription Rights

FJCIT has not issued share subscription rights or bonds with share subscription rights.

3. Overview of the Merger

	Surviving Company	Absorbed Company
Company Name	Fujitsu Limited	FUJITSU CIT LIMITED

Address	Kawasaki, Kanagawa, Japan	Yokohama, Kanagawa, Japan	
Representative	Takahito Tokita, President	Takahiko Kouketsu, President	
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Provision of corporate backbone information system and network/infrastructure through their entire life cycles.	
Capital	324,625 million yen	250 million yen	
Date Established	June 20, 1935	January 10, 1991	
Number of Shares Issued	207,001,821 shares	8,000 shares	
Fiscal Year-End	March 31	March 31	
Major Shareholders and Percentage of Shares Held (as of September 30, 2019)	Shareholder	%	Fujitsu Limited, 100% shareholder
	Ichigo Trust Pte. Ltd.	7.35%	
	The Master Trust Bank of Japan, Ltd. (for trust)	6.39%	
	Japan Trustee Services Bank, Ltd. (for trust)	5.33%	
	Fuji Electric Co., Ltd.	2.94%	
	SSBTC CLIENT OMNIBUS ACCOUNT	2.77%	
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2019)	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,253,630 Total Assets: 3,104,842 Equity per Share Attributable to Owners of the Parent: 5,585.35 Revenue: 3,952,437 Operating Profit: 130,227 Profit before Income Taxes: 161,785 Profit for the Year Attributable to Owners of the Parent: 104,562 Basic Earnings per Share: 512.50 Diluted Earnings per Share: 512.33 *Fujitsu has adopted International Financial Reporting Standards (IFRS) for the preparation of consolidated financial statements.	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 407 Total Assets: 2,856 Net Assets per Share: 50,898.31 Net Sales: 5,444 Operating Income: 136 Recurring profit: 132 Net Loss: -683 Net Loss per Share: -85,420.00	

4. Status After the Merger

After the merger, there will be no changes to Fujitsu Limited's company name, address, name and title of representative, business description, capital, or fiscal year-end.

5. Business Impact

The impact of the merger on Fujitsu Limited's consolidated financial results is insignificant.

Press Contacts:

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About Fujitsu

Fujitsu is the leading Japanese information and communication technology (ICT) company, offering a full range of technology products, solutions, and services. Approximately 132,000 Fujitsu people support customers in more than 100 countries. We use our experience and the power of ICT to shape the future of society with our customers. Fujitsu Limited (TSE: 6702) reported consolidated revenues of 4.0 trillion yen (US \$36 billion) for the fiscal year ended March 31, 2019. For more information, please see www.fujitsu.com.