

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

Tokyo, January 27, 2022 — Fujitsu Limited (herein after referred to as “Fujitsu”) announced today that it has made a resolution at its board of directors meeting held today that effective April 1, 2022, its consolidated subsidiary, Fujitsu Mission Critical Software Limited (hereinafter referred to as “MCS”), will merge with Fujitsu Limited and that it has concluded an agreement for an absorption-type merger with MCS.

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

1. Purpose of the Merger

Fujitsu has been advancing reorganization of its group formation to consolidate functions currently dispersed across the group and achieve greater efficiency, problem-solving capabilities, and competitive advantage. Fujitsu's aim in this regard is to take the lead in the field of corporate Digital Transformation (DX), where demand is rising, and contribute to the resolution of various problems in society as well as greater stability and business growth for its customers.

As part of these efforts, Fujitsu will conduct an absorption-type merger with MCS, which is engaged in development, maintenance, and support services for the platform software running on Fujitsu's mainframe products.

This absorption-type merger will integrate mainframe software development, maintenance, and support functions currently spread across Fujitsu and MCS, thereby enabling technological inheritance and greater efficiency for long-term, stable business continuity. Furthermore, Fujitsu will contribute to greater business stability for customers by developing systems and delivering platforms that support services designed to solve problems in society and enrich people's lives.

2. Summary of the Merger

(1) Schedule of the merger

Because the merger meets the requirements for a simplified absorption-type merger, Fujitsu will carry it out without the approval of a resolution at the Shareholders' Meeting.

Date of resolution by Board of Directors:	January 27, 2022 (today)
Date agreement for the merger was concluded:	January 27, 2022 (today)
Effective date of the merger:	April 1, 2022 (scheduled)

(2) Method of the Merger

The merger will be conducted through an absorption-type merger method in which Fujitsu will be the surviving company and MCS 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

MCS 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 Mission Critical Software Limited
Address	Kawasaki-shi Kanagawa, Japan	Numazu-shi, Shizuoka, Japan
Representative	Takahito Tokita, Representative Director and CEO	Toshihiko Yaguchi, Representative Director and President
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Development, maintenance, and support for platform software products running on mainframes
Capital	324,625 million yen	100 million yen
Date Established	June 20, 1935	November 1, 2007
Number of Shares Issued	207,001,821 shares	2,000 shares
Fiscal Year-End	March 31	March 31
Major Shareholders and Percentage of Shares Held (as of September 30, 2021) ※The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.	Shareholder	%
	The Master Trust Bank of Japan, Ltd. (for trust)	13.32%
	Ichigo Trust Pte. Ltd.	7.52%
	Custody Bank of Japan, Ltd. (for trust)	5.37%
	GIC PRIVATE LIMITED – C	2.99%
	JP MORGAN CHASE BANK 385632	2.90%
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2021)	(Consolidated)	
	(Unit: Million Yen, except per share data)	
	Equity:	1,546,905
	Total Assets:	3,190,206
	Equity per Share Attributable to Owners of the Parent:	
	7,287.15 Yen	
	Revenue:	3,589,702
	Operating Profit:	266,324
	Profit before Income Taxes: 291,855	
	Profit for the Year Attributable to Owners of the Parent:	
	202,700	
	Basic Earnings per Share:	
	1,013.78 Yen	
	Diluted Earnings per Share:	
	1,012.63 Yen	
*Fujitsu has adopted International Financial Reporting Standards (IFRS)		

	for the preparation of consolidated financial statements.	
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4. Status After the Merger

After the merger, there will be no changes to Fujitsu'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's consolidated and non-consolidated financial results are 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 126,000 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 3.6 trillion yen (US\$34 billion) for the fiscal year ended March 31, 2021.

For more information, please see www.fujitsu.com