

Notice of agreement for the merger through absorption (simplified absorption-type merger) of a consolidated subsidiary of Fujitsu Limited (FUJITSU CLOUD TECHNOLOGIES LIMITED)

Tokyo, October 26, 2023 — Fujitsu Limited today announced that it has made a resolution at its board of directors meeting held today that effective April 1, 2024, its consolidated subsidiary, FUJITSU CLOUD TECHNOLOGIES LIMITED (hereinafter FJCT), will merge with Fujitsu Limited and that it has concluded an agreement for an absorption-type merger with FJCT.

As the merger with FJCT 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 is committed to enhancing the stability and quality of its cloud services, which serve as a platform underpinning its customers' digital transformation (DX) efforts, in alignment with the Business Model and Portfolio Strategy set forth in its Medium-Term Management Plan announced on May 24, 2023, as one of its key strategies. As part of these efforts, Fujitsu has decided to absorb and merge FJCT, which has been engaged in public cloud business (NIFCLOUD and FJcloud-V).

Through this absorption-type merger, Fujitsu will promote the swift implementation of the latest technologies in cloud services and further increase transparency, security, and reliability in this domain by combining FJCT's advanced development technology in cloud services with its service delivery capabilities for enterprises.

This will position Fujitsu to further contribute to the realization of a more sustainable society by delivering platforms that support services to enrich people's lives.

2. Summary of the Merger

(1) Schedule of the merger

As 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:	October 26, 2023 (today)
Date of conclusion of the merger agreement:	October 26, 2023 (today)
Effective date of the merger:	April 1, 2024 (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 FJCT 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

FJCT 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 CLOUD TECHNOLOGIES LIMITED	
Address	Kawasaki-shi, Kanagawa, Japan	Kawasaki-shi, Kanagawa, Japan	
Representative	Takahito Tokita, Representative Director and CEO	Sekine Hisayuki, Representative Director and President	
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Telecommunications business (mainly communication between devices including personal computers and computers) and provision of related information processing service	
Capital	325,638 million yen	100 million yen	
Date Established	June 20, 1935	February 4, 1986	
Number of Shares Issued	207,110,845 shares	22,780,000 shares	
Fiscal Year-End	March 31	March 31	
Major Shareholders and Percentage of Shares Held (as of September 30, 2023) ※The Percentage of Shares Held is calculated after exclusion of treasury stock holdings.	Shareholder	%	Fujitsu Limited, 100% shareholder
	The Master Trust Bank of Japan, Ltd. (for trust)	16.79%	
	Ichigo Trust Pte. Ltd.	7.22%	
	Custody Bank of Japan, Ltd. (for trust)	5.78%	
	GIC PRIVATE LIMITED – C	3.28%	
	STATE STREET BANK AND TRUST COMPANY 505223	2.85%	
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2023)	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,736,823 Total Assets: 3,265,579 Equity per Share Attributable to Owners of the Parent: 8,425.37 Yen Revenue: 3,713,767 Operating Profit: 335,614 Profit before Income Taxes: 371,876 Profit for the Year Attributable to Owners of the Parent: 215,182 Basic Earnings per Share:	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 12,263 Total Assets: 14,211 Net Assets per Share: 538.34 Yen Net Sales: 11,577 Operating Income: 1,217 Ordinary Income: 1,173 Net Profit: 785 Net Profit per Share: 34.50 Yen	

	1,107.63 Yen	
	Diluted Earnings per Share:	
	1,105.41 Yen	
	*Fujitsu has adopted International Financial Reporting Standards (IFRS) for the preparation of consolidated financial statements.	

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's purpose is to make the world more sustainable by building trust in society through innovation. As the digital transformation partner of choice for customers in over 100 countries, our 124,000 employees work to resolve some of the greatest challenges facing humanity. Our range of services and solutions draw on five key technologies: Computing, Networks, AI, Data & Security, and Converging Technologies, which we bring together to deliver sustainability transformation. Fujitsu Limited (TSE:6702) reported consolidated revenues of 3.7 trillion yen (US\$28 billion) for the fiscal year ended March 31, 2023 and remains the top digital services company in Japan by market share. Find out more: www.fujitsu.com.