

## **Notice of agreement for the merger through absorption (simplified absorption-type merger) of a consolidated subsidiary of Fujitsu Limited (FUJITSU ADVANCED SYSTEMS LIMITED)**

**Kawasaki, Japan, October 31, 2024** — Fujitsu Limited today announced that it has made a resolution at its board of directors meeting held today that effective April 1, 2025, its consolidated subsidiary, FUJITSU ADVANCED SYSTEMS LIMITED (hereinafter FASYS), will merge with Fujitsu Limited and that it has concluded an agreement for an absorption-type merger with FASYS.

As the merger with FASYS 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**

The “Business Model and Portfolio Strategy” is one of Fujitsu’s key strategies under its Medium-Term Management Plan that was released on May 24, 2023. With the aim of expanding our service solutions in line with this strategy, we are working to standardize delivery and improve productivity to support customers in realizing safe and secure system environments.

FASYS was founded in 1991 to develop systems and provide support services for financial institutions. In recent years, FASYS has expanded its business domain to serve customers in other industries beyond financial institutions.

Fujitsu will absorb and merge with FASYS to accelerate FASYS’s business growth by responding to various shifts in business conditions, such as diversifying customer needs and the use of digital transformation (DX), artificial intelligence (AI), and other technologies to solve social issues.

This merger will integrate Fujitsu’s delivery functions with FASYS’s know-how for developing systems for financial institutions. We will leverage this to increase our productivity, expand our business targeting financial institutions, and provide more value to our customers.

### **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 31, 2024 (today)
Date of conclusion of the merger agreement:	October 31, 2024 (today)
Effective date of the merger:	April 1, 2025 (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 FASYS 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  
 FASYS 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 ADVANCED SYSTEMS LIMITED	
Address	Kawasaki-shi, Kanagawa, Japan	Nagoya-shi, Aichi, Japan	
Representative	Takahito Tokita, Representative Director and CEO	Takeshi Nakagawa, Representative Director and President	
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	System integration (design and development of information systems)	
Capital	325,638 million yen	39 million yen	
Date Established	June 20, 1935	April 1, 1991	
Number of Shares Issued	207,110,845 shares	660 shares	
Fiscal Year-End	March 31	March 31	
Major Shareholders and Percentage of Shares Held (as of September 30, 2024) ※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)	16.31%	
	Custody Bank of Japan, Ltd. (for trust)	6.50%	
	Ichigo Trust Pte. Ltd.	4.85%	
	JP MORGAN CHASE BANK 385632	3.47%	
	STATE STREET BANK AND TRUST COMPANY 505001	3.21%	
Financial Condition and Financial Performance in the Most Recent Fiscal Year (as of March 31, 2024)	(Consolidated) (Unit: Million Yen, except per share data) Equity: 1,918,834 Total Assets: 3,514,818 Equity per Share Attributable to Owners of the Parent: 952.76 Yen Revenue: 3,756,059 Operating Profit: 160,260 Profit before Income Taxes: 178,180 Profit for the Year Attributable to Owners of the Parent: 254,478 Basic Earnings per Share: 135.59 Yen Diluted Earnings per Share: 135.34 Yen	(Unconsolidated) (Unit: Million Yen, except per share data) Net Assets: 373 Total Assets: 931 Net Assets per Share: 566,027.27 Yen Net Sales: 2,286 Operating Income: 233 Ordinary Income: 232 Net Profit: 164 Net Profit per Share: 249,625.76 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:

Fujitsu Limited

Public and Investor Relations Division

Inquiries: <https://www.fujitsu.com/global/about/resources/news/presscontacts/form/index.html>

#### 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\$26 billion) for the fiscal year ended March 31, 2024 and remains the top digital services company in Japan by market share. Find out more: [www.fujitsu.com](http://www.fujitsu.com).