

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

**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 RESEARCH INSTITUTE (hereinafter FRI), will merge with Fujitsu Limited and that it has concluded an agreement for an absorption-type merger with FRI.

As the merger with FRI 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 working to strengthen its consulting business which aims to collaborate with customers to solve social issues. This is in accordance with the company's Medium-Term Management Plan, released on May 24, 2023.

FRI was founded in 1986 as Fujitsu Group's consulting and think tank arm. In recent years, FRI has mainly served public sector customers. Fujitsu will absorb and merge with FRI to further strengthen Fujitsu Group's consulting business.

This merger will enable us to combine FRI's advanced consulting know-how with Fujitsu's technology solutions. We will create a structure for providing comprehensive services from upstream, such as shaping companies' business plans and proposing ways to deliver public policies.

### **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 FRI 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**

FRI 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 RESEARCH INSTITUTE	
Address	Kawasaki-shi, Kanagawa, Japan	Ota-ku, Tokyo, Japan	
Representative	Takahito Tokita, Representative Director and CEO	Yasunari Ishizuka, Representative Director and President	
Business Description	Manufacturing and sales of communications systems and information processing systems, and provision of related services.	Consulting, research, study, and development	
Capital	325,638 million yen	200 million yen	
Date Established	June 20, 1935	June 20, 1986	
Number of Shares Issued	207,110,845 shares	4,000 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 *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: 636 Total Assets: 1,591 Net Assets per Share: 159,239 Yen Net Sales: 1,586 Operating Income: 80 Ordinary Income: 80 Net Profit: 60 Net Profit per Share: 15,123 Yen	

#### **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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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).