

Notice Concerning the Company Split (Simplified Absorption-type Company Split) with a Consolidated Subsidiary

Tokyo, January 31, 2019 — Fujitsu Limited (“Fujitsu”) announces that it has made a resolution at its Board of Directors Meeting held today that effective of April 1, 2019, Fujitsu will succeed the datacenter services business of its consolidated subsidiary, FUJITSU FIP CORPORATION (“Fujitsu FIP”), by a company split (“the Company Split”), and hereby gives notice to that effect as stated below.

Since the Company Split is a simplified absorption-type company split to be implemented between Fujitsu and its wholly owned subsidiary, information and details disclosed here are omitted in part.

1. Objectives of the Company Split

Fujitsu and Fujitsu FIP currently work together to conduct product planning and development, according to the datacenter services business strategy formulated by Fujitsu, and Fujitsu FIP handles the delivery of services, providing services to approximately 1,400 customers.

With the growth of cloud services in recent years, customers have a greater need for digital services that include multi-cloud and hybrid IT, which demand more advanced expertise. Therefore, Fujitsu is newly positioning datacenters as a common platform for delivering such services, and, with the objective of establishing a structure for the timely delivery of services that address various needs, will integrate Fujitsu FIP's datacenter services business into Fujitsu through an absorption-type company split, effective April 1, 2019.

Following the Company Split, all functions related to the datacenter services business, including the formulation of business strategy, product planning and development, the delivery of services to the customer, quality control, and datacenter facility operations, will be integrated into Fujitsu, as the company seeks to centralize operations.

By having Fujitsu take integrated responsibility for the datacenter services business and strengthening the governance of the entire business, Fujitsu aims to accelerate decision-making, optimize investments, and increase product development capabilities. Fujitsu will also clarify points of contact with the customer and raise the quality of services, as it aims for further growth of the datacenter services business. Moreover, Fujitsu will enhance the competitiveness of its digital services by strengthening coordination between datacenters operated as a common platform under centralized governance, as well as through the coordination of a variety of digital services and systems integration services, and by pursuing the delivery of services with more added value.

Following the Company Split, Fujitsu FIP will continue to deliver systems integration services, professional services, and SaaS, as an IT services subsidiary with specialized strengths in such fields as retailing and distribution, healthcare, and local government.

2. Summary of the Company Split

(1) Schedule

Date of resolution by Board of Directors: January 31, 2019 (today)

Date agreement for the Company Split was concluded: January 31, 2019 (today)

Effective date of the Company Split April 1, 2019 (scheduled)

(Note) The Company Split shall be executed without going through the resolution at the shareholders' meeting since such split falls into the classification of simplified absorption-type company split as provided for in Article 796, Paragraph 2 of the Companies Act.

(2) Method of the Company Split

The Company Split is an absorption-type company split with Fujitsu being a succeeding company and the Fujitsu FIP being a split company.

(3) Share allocation concerned with the Company Split

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

(4) Treatment of share warrant and bond with stock acquisition right arising from the Company Split

There is no applicable matter.

(5) Increase or decrease in capital stock as result of the Company Split

There will be no increase or decrease in capital stock of Fujitsu as result of such Company Split.

(6) Rights and obligations succeeded by the Succession Company

Fujitsu will succeed the assets and liabilities concerned with the datacenter services business of Fujitsu FIP upon the Company Split. Liabilities assumed by Fujitsu will be in a form of noncumulative taking of obligation.

(7) Expected performance of liabilities

Regarding the Company Split, we judge that there will be no problem with the performance of obligations to be assumed by Fujitsu.

3. Overview of the Company Split

	Succeeding Company	Split Company
(1) Name	Fujitsu Limited	FUJITSU FIP CORPORATION
(2) Address	1-1, Kamikodanaka 4-chome, Nakahara-ku, Kawasaki-shi	2-1, Shibaura 1-chome, Minato-ku, Tokyo
(3) Representative Title and Name	Tatsuya Tanaka, Representative Director and President	Megumi Shimazu, Representative Director and President
(4) Business Description	Development, manufacturing and sale of software and products in information processing and communication areas, and provision of services	IT Outsourcing & Cloud Services ,System Integration Services, Professional Services and SaaS Services
(5) Equity capital	324,625 million yen	18,000 million yen
(6) Date of foundation	June 20, 1935	November 28, 1977
(7) Outstanding shares issued	207,001,821 shares	3,120,000 shares
(8) Financial year end	End of March	End of March
(9) Major Shareholders and Their Share Ratios (as of September 30, 2018)	The Master Trust Bank of Japan, Ltd. 5.15 (for trust) Ichigo Trust Pte. Ltd. 5.13 Japan Trustee Services Bank, Ltd. (for trust) 4.38 Fuji Electric Co., Ltd. 2.91 Fujitsu Employee Shareholding Association 2.73 SSBTC CLIENT OMNIBUS ACCOUNT 2.46 Japan Trustee Services Bank, Ltd. (for trust 5) 1.90 JP MORGAN CHASE BANK 385151 1.85 Mizuho Bank, Ltd. 1.81 Asahi Mutual Life Insurance Company 1.72	Fujitsu Limited 100
(10) Operating performance and financial conditions of the preceding business year (as of March 31, 2018)		
	Fujitsu (Consolidated)	Fujitsu FIP (Unconsolidated)
Net assets	1,204,902 million yen	48,905 million yen
Total assets	3,121,522 million yen	90,772 million yen
Net asset per share	528.38 yen	15,674.99 yen
Revenue	4,098,379 million yen	117,812 million yen
Operating profit	182,489 million yen	5,771 million yen
Recurring profit	-	5,771 million yen
Net profit for the year attributable to owners of the parent	169,340 million yen	3,887 million yen
Net profit per share	82.53 yen	1,245.90 yen
Dividend per share	11.00 yen	250 yen

(Note) Fujitsu prepares its consolidated financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Figures for “Net assets,” “Net assets per share,” “Revenue,” “Net profit for the year attributable to owners of the parent,” and “Net profit per share” are amounts for “total equity,” “equity per share attributable to owners of the parent,” “revenue,” “profit for the year attributable to owners of the parent” and “profit for the year per share attributable to owners of the parent” are calculated in accordance with IFRS, and “recurring profit” has been omitted as there is no corresponding item.

[Outline of business to be split]

(1) Summary of the business to be split

Datacenter services business

(2) Operating performance of the business to be split (as of March 31, 2018)

Revenue 61.7 billion yen

(3) Items and value of assets and liabilities to be succeeded

(Unit: billion yen)

Assets		Liabilities	
Current assets	3.2	Current liabilities	9.6
Fixed assets	37.5	Fixed liabilities	5.0
Total	40.7	Total	14.6

(Note) The above amounts of Assets and Liabilities are based on the information as of September 30, 2018. The Assets and Liabilities to be succeeded will be finalized after any and all changes to the above amounts have been made by the Effective date of the Company Split.

4. Situation after the Company Split

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

5. Future prospect

The impact of the Company Split on Fujitsu's consolidated financial results is 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 is the leading Japanese information and communication technology (ICT) company, offering a full range of technology products, solutions, and services. Approximately 140,000 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 4.1 trillion yen (US \$39 billion) for the fiscal year ended March 31, 2018. For more information, please see <http://www.fujitsu.com>