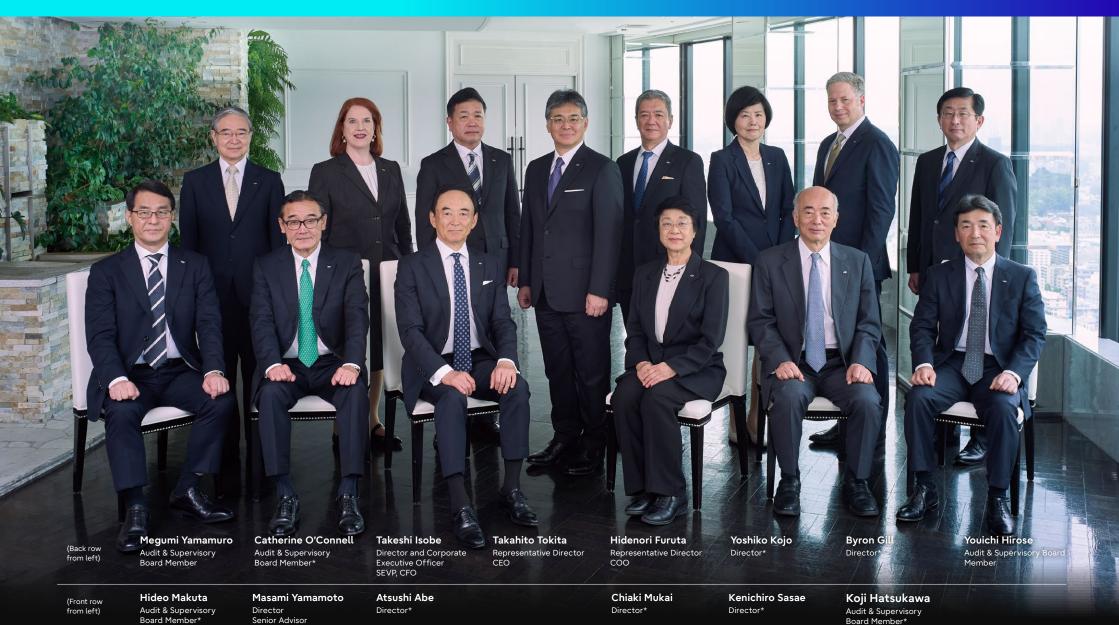
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* Independent directors and Audit & Supervisory Board members

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Interview with the Chairman of the Board of **Directors**



We asked Atsushi Abe, Chairman of Fujitsu's Board of Directors, and Chairperson of Fujitsu's Executive Nomination Committee, about discussion points at the Board of Directors meetings with regard to the formulation of the 2023-2025 Medium-Term Management Plan (new medium-term plan) and the activities of the Executive Nomination Committee in fiscal 2022.

Please describe the key activities of the Board of Directors in the year to June 2023.

We prioritized our allocation of time according to three strategic themes. The first theme-which took up the most time during the Board of Directors meetings was related to the new medium-term plan . Over the course of nearly a year, we held in-depth discussions to define our ideal state for 2030, the management strategies to achieve this, a three-year business plan, and financial and non-financial targets for fiscal 2025 that we created by backcasting from our ideal state. We pursued these deliberations with the aim of announcing the plan in May 2023. We also considered our revised Materiality () in conjunction with the medium-term plan, taking into account global information disclosure requirements and other developments.

The second theme was improving our compensation system for executives and employees. We had already revised our basic policy on executive compensation for executive directors in fiscal 2022, but we continued our discourse as we realized that we still needed to make changes, particularly to the level of compensation of employees in Japan.

The third theme involved the supervision of our system quality and information security management. In this category, we monitored the progress of the third-party verification committee that was set up in response to an information security incident that occurred in fiscal 2021. We sought to determine whether the committee's improvement proposals had resulted in specific remedial actions.

What were the main points of discussion regarding the new medium-term plan?

The key to achieving growth lies in how we go about it. Our current source of earnings as a system integrator that develops and operates on-premises systems is essentially built on our legacy. In our new mediumterm plan, we place significant emphasis on businesses that leverage the foundational legacy we have cultivated, particularly by supporting modernization. We also focused on discussing how we can further expand Fujitsu Uvance, especially in Vertical areas, as a growth business, and how we can capitalize on our competitive advantages. In line with this, we decided to make changes to our business segments to clearly indicate the businesses we are concentrating on and their growth prospects to internal and external stakeholders.

The conversation about strategy during the Board of Directors meetings did not end with the announcement of the new medium-term plan. We intend to continue this discussion, monitoring the progress and results of our initiatives, to determine how much growth we can achieve during the period of the plan and how we should accelerate that growth.



What sort of discussions did you have about Materiality?

The Group has been promoting sustainable management through our GRB (Global Responsible Business) framework. Now, we have further clarified the

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Interview with the Chairman of the Board of Directors

value we provide to society through digital services as "solving global environmental issues," "developing a digital society," and "improving people's well-being." We have identified specific initiatives to achieve these goals and organized them as our Materiality.

In our Board of Directors discussions, we zeroed in on embracing the values of our employees. In 10 years, Millennials and Generation Z will make up the majority of the workforce. Many people from these generations have made it clear through various surveys that they believe contributing to society is the purpose and mission of a company, and they do not want to work for a company that does not align with their values. In other words, companies that do not reflect their values may struggle to attract talent and achieve sustainable growth.

In establishing our Materiality, we focused on going beyond the superficial message that the Fujitsu Group is necessary and good for society. Going forward, we will monitor the incorporation of specific initiatives to create social value through our business activities and translate that into corporate value.

Could you provide some details and describe the objective of your revisions to the compensation system for executives and employees?

As part of our investment in human capital, we decided to increase the monthly salaries of employees in Japan by an average of 10%, up to a maximum of 29%, starting in April 2023. This decision was driven by the need to compete globally and to attract top talent in the highly competitive global IT services industry. We recognized that low compensation levels for our employees in Japan were an issue and that it was crucial to address this concern.

To bring the perspective of directors into alignment with that of shareholders and investors, we resolved to introduce a system to pay part of the independent directors' remuneration under a post-delivery type stock remuneration plan. as restricted stock units rather than cash, without changing the compensation level. This proposal was approved at the Annual Shareholders' Meeting in June 2023. Following a recommendation by the Compensation Committee, in July 2023 we updated the basic policy on executive compensation in accordance with the financial and non-financial targets set forth in the new medium-term plan.

What progress has been made with the supervision of the system quality and information security management?

The Board of Directors takes the recent recurrence of system quality issues very seriously, especially in light of our ongoing efforts to strengthen our system quality and information security management measures following major system failures and information security incidents. System quality and information security o are fundamental to the Group's business. We will continue to monitor the status of improvement measures to prevent further occurrences under the reorganized structure led by the CISO (Chief Information Security Officer) and the CQO (Chief Quality Officer).

Please also describe the activities of the **Executive Nomination Committee.**

Scott Callon, who served as a director from 2020, asked to retire at the expiration of his term in June 2023 due to increased commitments outside of our Company. Our search for an equally qualified candidate who could

convey the voice of the capital markets directly to the Board of Directors was successful, and we welcomed Byron Gill as a director, following approval at the Annual Shareholders' Meeting. Mr. Gill is a seasoned executive from an asset management firm, with extensive knowledge and practical experience in finance and investing. He also possesses a deep understanding of Japanese companies, making him a perfect fit for our company.

I think our management succession planning, with a focus on the CEO and CFO, is appropriate. In its regular assessments, the Executive Nomination Committee confirms candidates' suitability and readiness, including aptitude and experience, for future expected roles. The committee also creates opportunities for communication with candidates, getting to know them personally, to foster ongoing development of the management team.



In closing, please describe the tasks you plan to tackle in your role as Chairman of the Board of Directors during the year to June 2024.

I understand that although shareholders and investors are acknowledging the growth potential of our digital services, centered on Fujitsu Uvance, some have expressed skepticism about us reaching the financial targets outlined in the new medium-term plan. To address these concerns, we need to demonstrate numerical results, in terms of revenue and operating profit margin. At the same time, we need to increase the "granularity" of our communication to provide a more concrete roadmap for growth. I intend to discuss with the Board of Directors how to disclose information in a way that will aid communication with shareholders and investors, as well as to supervise the progress of our growth strategy.

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Born: December 13, 1958

May 2009

Apr. 2012

Apr. 2014

Apr. 1982 Joined the Company

Business Unit

Management

(As of October 1, 2023)

Executive Directors



Takahito Tokita Representative Director Number of years as director: 4 Number of Fujitsu shares held: 5923*

Born: September 2, 1962 Apr. 1988 Joined the Company Jun. 2014 Head of Financial Systems Unit Corporate Executive Officer Apr. 2015 Corporate Executive Officer, EVP*2 Head of Global Delivery Group Corporate Executive Officer, SEVP Mar. 2019 Jun. 2019 Representative Director and CEO (Chief Executive Officer)*3 Chairman of the Risk Management & Compliance Committee*3 CDXO (Chief Digital Transformation Officer) (until March 2023)



Hidenori Furuta Representative Director COO Number of years as director: 4 Number of Fujitsu shares held: 5.933*1



Head of Global Delivery Corporate Executive Officer, SEVP*2 Apr. 2018 Head of Digital Services Business SEVP, Head of Technology Solutions Business CTO (Chief Technology Officer) (until June 2021) Representative Director and COO (Chief Operating Officer)*3 SEVP, Head of Global Solutions Business Oct. 2021 CDPO (Chief Data & Process Officer)

(until March 2023)

Corporate Executive Officer

Corporate Executive Officer, EVP*2

Head of Manufacturing Industry Solutions



Takeshi Isobe Director Number of years as director: 3 Number of Fujitsu shares held: 2.441*1

Born: July 29, 1962 Apr. 1985 Joined the Company Jun. 2014 VP of Corporate Controller Division, Corporate Finance Unit Corporate Executive Officer Head of Corporate Finance Unit (until March 2021) Corporate Executive Officer, EVP*2 CFO (Chief Financial Officer)*3 Corporate Executive Officer, SEVP*2 Jun. 2020 Director and Corporate Executive Officer, SEVP*3

Non-Executive Directors



Masami Yamamoto Director Senior Advisor Number of years as director: 13 Number of Fujitsu shares held: 10.182*1

Apr. 1976 Joined the Company Vice Head of Personal Systems Business Jun. 2004 Group Jun. 2005 Corporate Vice President Corporate Senior Vice President Jun. 2007 Ían. 2010 Corporate Senior Executive Vice President Apr. 2010 President

Born: January 11, 1954

Jun. 2010 Representative Director and President Jun. 2015 Representative Director and Chairman (until lune 2017)

Chairman of the Board of Directors (until June 2019) Iul. 2015

Member of the Executive Nomination Committee (until June 2019) Member of the Compensation Committee (until June 2019)

Director and Chairman (until June 2019) Outside Director, JFE Holdings, Inc.*3 Oct. 2018 Member of Council for Promotion of Regulatory Reform, Cabinet Office (until July 2019)

Member of Intellectual Property Strategy Mar. 2019 Headquarters, Cabinet Office (until March

Jun. 2019 Director and Senior Advisor*3 Member of the Board of Directors (Outside Director), Mizuho Financial Group, Inc.*3 Jul. 2021 Member of the Executive Nomination

Committee*3



Chiaki Mukai Director Specially Appointed Vice President of Tokyo University of Science Number of years as director: 8 Number of Fujitsu shares held: 3.526*

Born: May 6, 1952 Apr. 1977 Staff of Department of Surgery, Keio University School of Medicine (until November 1985) Aug. 1985 Payload Specialist of National Space Development Agency of Japan** (until March 2015) Visiting Scientist of Division of Cardiovascular Physiology, Space Biomedical Research Institute, NASA Johnson Space Center

(until September 2017) Apr. 2015 Vice President, Tokyo University of Science (until March 2016) Jun. 2015 Director*3 Specially Appointed Vice President of Apr. 2016 Tokyo University of Science*3 Member of the Executive Nomination Committee (until June 2021) Member of the Compensation Committee (until June 2018) Chair of the Scientific and Technical Subcommittee, UN Committee on the Peaceful Uses of Outer Space (COPUOS) (until January 2018) Apr. 2018 Special Counselor of JAXA (until March 2021) Chairperson of the Compensation Committee*3 Mar. 2019 Outside Director, Kao Corporation*3

(until December 1988)

Oct. 2014 Vice President of Science Council of Japan



Atsushi Abe Director Managing Partner, Advanced Solutions, Inc. Number of years as director: 8 Number of Fujitsu shares held:

Born: October 19, 1953 Joined Mitsui & Co., Ltd. Jun. 1990 Manager, Electronic Industry Department, Mitsui & Co., Ltd. Jan. 1993 Managing Director, Alex. Brown & Sons, Aug. 2001 Managing Director and Head of Global Corporate Finance, Deutsche Securities, Aug. 2004 Partner & Head of Japan, J.P. Morgan Partners Asia*7 (until March 2009) May 2007 Board Member, Edwards Group Ltd.*8 (until October 2009) Dec. 2009 Managing Partner, Sangyo Sosei Advisory Inc. (until June 2022) Feb. 2011 Board Member, ON Semiconductor Corporation*3 Jun. 2015 Director*3 Chairman of the Board of Directors*3 Jun. 2019 Dec. 2019 Senior Advisor, Sangyo Sosei Advisory Inc. (until June 2022) Jul. 2021 Chairman of the Executive Nomination Committee*3 Managing Partner, Advanced Solutions,

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Born: September 25, 1951

Apr. 1974 Joined Ministry of Foreign Affairs

Mar. 2002 Director-General of Economic Affairs

Jan. 2008 Deputy Minister for Foreign Affairs

Aug. 2010 Vice-Minister for Foreign Affairs

Sep. 2012 Ambassador Extraordinary and

States of America

Bureau, Ministry of Foreign Affairs

Director-General of Asian and Oceania

Plenipotentiary of Japan to the United

Member of the Compensation Committee*3

Affairs Bureau, Ministry of Foreign Affairs

Management

Non-Executive Directors



Yoshiko Kojo Director Professor of Department of International Politics. Aoyama Gakuin University School of International Politics, Economics and Communication Number of years as director: 5 Number of Fujitsu shares held: 1,081*1

Apr. 1988 Assistant Professor of International Relations, Faculty of Law, Kokugakuin University Apr. 1991 Associate Professor of International Relations, Faculty of Law, Kokugakuin University Apr. 1996 Associate Professor of International Relations, Department of Advanced Social and International Studies, The University of Tokyo Professor of International Relations, Department of Advanced Social and International Relations, The University of Tokyo (until March 2020) President, Japan Association of International Relations Oct. 2012 Member of Advisory Board, Japan Association of International Relations*3 Oct. 2014 Member of Science Council of Japan (until September 2020) lun. 2018 Director*3 Jul. 2019 Member of the Executive Nomination Committee*3 Member of the Compensation Committee (until June 2023) Professor of Department of International

Politics, Aoyama Gakuin University School of International Politics. Economics and Communication*



Kenichiro Sasae Director President, The Japan Institute of International Affairs Number of years as director: 2 Number of Fujitsu shares held:



The Japan Institute of International Affairs Outside Director, SEIREN CO., LTD.*3 Outside Director, MITSUBISHI MOTORS CORPORATION*3 Dec. 2020 President, The Japan Institute of International Affairs* Jun. 2021 Director*3

Mar. 2022 Outside Director, Asahi Group Holdings, Ltd.*3

President and Director General,



Byron Gill Director Managing Partner, Indus Capital Partners, LLC. Number of years as director: Newly appointed Number of Fujitsu shares held:

Born: December 29, 1968 Sep. 1991 | Joined Saison Corporation Jul. 1997 Vice President Nikko Salomon Smith Barney Limited *9 Chief Representative, Japan Branch, Soros Global Advisors, LLC Aug. 2000 Founding Partner, Indus Capital Partners, LLC. Japan Representative, Indus Capital Advisors, Inc. Managing Partner, Indus Capital Partners, LLC.*3 Jun. 2023 Director*3

Member of the Compensation

Committee*3

Jun. 2023

Audit & Supervisory Board Members



Youichi Hirose Audit & Supervisory Board Number of years as Audit & Supervisory Board Member: 6 Number of Fujitsu shares held: 3.209*

Born: March 5, 1958

Joined the Company Vice President, Corporate Controller, Jun. 2009 Corporate Finance Unit (until June 2014) Apr. 2012 Executive Vice President Vice Head of Corporate Finance Unit (until March 2014) May. 2013 Corporate Vice President (until March 2017) Apr. 2014 Head of Corporate Finance Unit Apr. 2017 Executive Advisor Jun. 2017 Audit & Supervisory Board Member*3 External Audit & Supervisory Board Member, Jun. 2018 FUIITSU GENERAL LIMITED*3



Megumi Yamamuro Audit & Supervisory Board Number of years as Audit & Supervisory Board Member: 3 Number of Fujitsu shares held:

Born: March 8, 1948

Judge, Tokyo District Court Apr. 1984 Apr. 1988 Professor, The Legal Training and Research Institute of Japan Apr. 1997 Judge, Tokyo High Court Jul. 2004 Registered as lawyer Participated in CAST Law P.C.*10 *3 Oct. 2004 Professor, The University of Tokyo Graduate Schools for Law and Politics (until September 2010) External Audit & Supervisory Board Member (until June 2020) Jun. 2013 External Audit & Supervisory Board Member, Yachiyo Industry Co., Ltd. (until June 2020) Member of the Executive Nomination Committee (until July 2016) Member of the Compensation Committee (until July 2016) Jun. 2020 Audit & Supervisory Board Member*3

Assistant Judge, Tokyo District Court



Koji Hatsukawa Audit & Supervisory Board Member CPA Number of years as Audit & Supervisory Board Member: 10 Number of Fujitsu shares held: 1,954*1

Born: September 25, 1951 Mar. 1974 Joined Price Waterhouse Accounting Office Representative Partner, Aoyama Audit Corporation Apr. 2000 Representative Partner, ChuoAoyama PricewaterhouseCoopers Oct. 2005 Director and Manager of International Operations, ChuoAoyama PricewaterhouseCoopers CEO, PricewaterhouseCoopers Aarata*11 (until May 2012) Audit & Supervisory Board Member. The Norinchukin Bank (until June 2021) Audit & Supervisory Board Member*3 External Director (Audit & Supervisory Committee member), Takeda Pharmaceutical Company Limited*3

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Audit & Supervisory Board Members



Hideo Makuta Audit & Supervisory Board Member Lawyer, GINZA CHUO LAW Number of years as Audit & Supervisory Board Member: 3 Number of Fujitsu shares held:

Born: February 6, 1953

Public Prosecutor, Tokyo District Public

Prosecutors Office

Chief Prosecutor, Niigata District Public Prosecutors Office

Apr. 2010

Chief Prosecutor, Chiba District Public Prosecutors Office

Aug. 2011

Director, Criminal Affairs Department, Supreme Public Prosecutors Office

Iul. 2012 Commissioner, Japan Fair Trade

Commission (until June 2017)

Sep. 2017 Registered as a Lawyer Advisor, Nagashima Ohno & Tsunematsu

(until February 2023)

Apr. 2019 Commissioner, Contract Monitoring

Committee, Japan Atomic Energy Agency*3 Jun. 2020 Audit & Supervisory Board Member*3

External Audit & Supervisory Board Member, Daicel Corporation*3

Mar. 2023 Lawyer, GINZA CHUO LAW OFFICE*3

Catherine O'Connell

Audit & Supervisory Board Principal, Catherine O'Connell Law Number of years as Audit & Supervisory Board Member: 1 Number of Fujitsu shares held:

Born: February 10, 1967

Nov. 1994 Anderson Lloyd Barristers & Solicitors Mar. 2012 Head of Legal, Molex Japan LLC Jun. 2017 Representative Director,

O'Connell Consultants (until December 2017)

Jan. 2018

Principal, Catherine O'Connell Law*3 Jun. 2022 Audit & Supervisory Board Member*3 Jun. 2023 External Audit & Supervisory Board

Member, Toyota Motor Corporation*3

- *1 Number of shares held as of March 31, 2023
- *2 Regarding Corporate Executive Officers, in April 2022, we eliminated position names (Senior Executive Vice President/Executive Vice President) and changed to naming that demonstrates the scale of job responsibility using the FUJITSU Level (SEVP, EVP, SVP, etc.).
- To present
- Currently, the Japan Aerospace Exploration Agency (JAXA)
- Currently, Raymond James & Associates, Inc.
- *6 Currently, Deutsche Securities Inc.
- Currently, Unitas Capital
- *8 Currently, Atlas Copco
- *9 Currently, Citigroup Global Markets Japan Inc.
- *10 Currently, URYU & ITOGA
- *11 Currently, PricewaterhouseCoopers Aarata LLC

Representative Directors / Corporate Executive Officers

Representative Director

Takahito Tokita

Representative Director

Hidenori Furuta

Director and Corporate Executive Officer SEVP, CFO

Takeshi Isobe

Corporate Executive Officers

Taizo Takahashi Vivek Mahajan

Shunsuke Onishi

Yoshihiko Oishi

Ryuji Kushida

Megumi Shimazu

Yoshinami Takahashi

Hirovuki Tsutsumi

Tim White

Yuzuru Fukuda

Shunsuke Baba

Yumiko Kajiwara

Tomoko Tsukahara

Masahiro Ohta

Hiroki Hiramatsu

Kyoko Mizuguchi

Taeko Yamamoto

Nicholas Fraser

Junichi Saito

Yuuichi Koseki

Takashi Yamanishi

Seishi Okamoto

Shingo Mizuno

Rupert Lehner

Tsuneo Hayashi Ryuichi Kubota

Masuo Yasuda

Kazushi Koga

Masaru Yagi

Paul Patterson

Mikihito Saito

Graeme Beardsell

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Basic approach to corporate governance

We regard corporate governance as a critical mechanism to fulfill the senior management team's mission in a manner befitting shareholders' trust. This mission is based on Our Purpose, and enables a form of business management that, rather than pursuing short-term profits, earns the trust of customers and business partners, motivates employees to work with vitality and pride, and contributes to society. Through such business management, the Company will grow and enhance corporate value over the medium to long term.

Corporate governance as a foundation for sustainable development

In our recently formulated Materiality, we have identified governance and compliance as key elements forming the foundation for sustainable development. We are committed to continuously reviewing our corporate governance, enhancing disclosure to facilitate collaboration with shareholders and all other stakeholders, and promoting constructive dialogue with shareholders. Through these efforts, we aim to uphold the trust placed in us by our shareholders.

Reasons for adopting our current corporate governance system

We believe that we can ensure a more robust supervisory function by having non-executive directors supervise business execution, with independent oversight provided by Audit & Supervisory Board members who do not participate in decision-making. In line with this thinking, we have adopted the form of a company with an Audit & Supervisory Board system, composed of independently appointed members.

The Board of Directors consists mostly of non-executive directors (the term used for the combination of independent directors and non-executive directors appointed from within the Company), as we believe this arrangement is ideally suited to the correction and remediation of errors, insufficiencies, and recklessness in business execution. Independent directors constitute a majority on the Board of Directors. At the core of our non-executive directors are external directors who have a high degree of independence and diverse perspectives. In addition, we appoint at least one non-executive director from within the Company to complement any lack of knowledge about or understanding of our business areas, corporate culture, or other aspects of the Company. This arrangement enhances the effectiveness of supervision and advice provided by non-executive directors.

Structural framework

We endeavor to ensure that the oversight and advice from the diverse perspectives of non-executive directors are reflected in the management execution of executive directors, as part of the Board of Directors' function, while leveraging the advantages of a company with an Audit & Supervisory Board system. (For specific measures, please see "1. Overview of corporate governance structure.") Based on a decision made by the Board of Directors in December 2015, we have established a basic policy, "Corporate Governance Policy," summarizing our approach to corporate governance. We updated the policy in September 2023, and we constantly review the policy to ensure that it does not become rigid or lose its relevance, discuss it with the Board of Directors as appropriate, and strive to maintain the best corporate governance system at all times.



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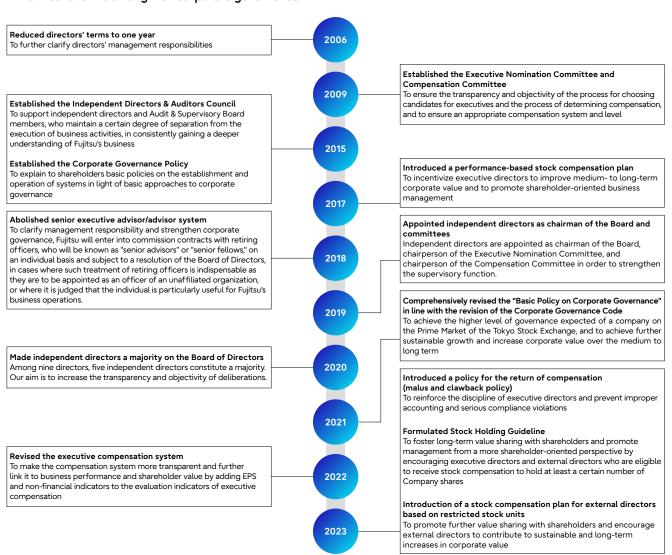
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Initiatives taken to strengthen corporate governance



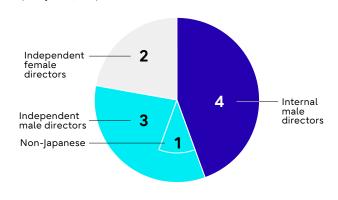
Composition of the Board of Directors

Executive directors, non-executive directors (internal), and non-executive directors (independent) (As of June 30)



Diversity of the Board of Directors

(As of June 26, 2023)



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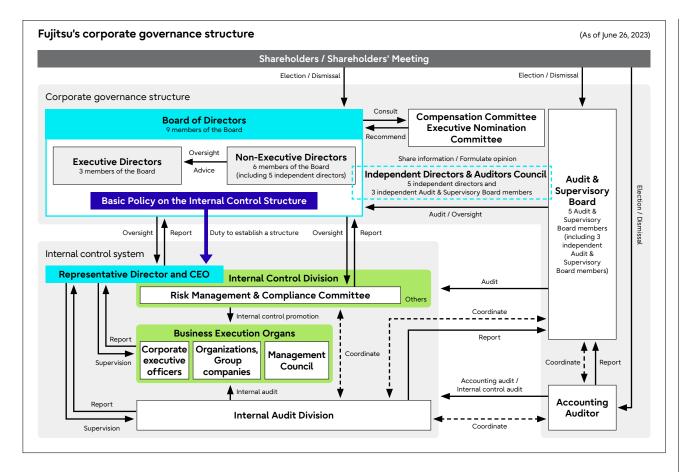
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1. Overview of corporate governance structure



Roles and composition of key boards, committees, and councils

Board of Directors	Serves as a body for making important decisions and overseeing management Mainly oversees and acts in an advisory capacity in relation to the management execution of executive directors. Composed mainly of non-executive directors, with a majority of the Board of Directors consisting of independent directors At least one non-executive director appointed from within the Company Proactive appointment of independent directors to the position of non-executive director One-year term of office for directors As of June 26, 2023, the Board of Directors is composed of nine members, of whom three are executive and six are non-executive directors (including five independent directors). The Board of Directors is chaired by an independent directors.
Audit & Supervisory Board	From an independent position, audits and provides oversight of the Board of Directors as well as management execution functions, and conducts accounting audits Four-year term of office for Audit & Supervisory Board members As of June 26, 2023, the Audit & Supervisory Board comprises five members, of whom two are full-time Audit & Supervisory Board members and three are external Audit & Supervisory Board members.
Executive Nomination Committee and Compensation Committee	Serve as advisory bodies to the Board of Directors The Executive Nomination Committee deliberates on candidates for director and Audit & Supervisory Board member positions in accordance with the Structural Framework of the Corporate Governance Structure and the Procedures and Policy of Directors' and Auditors' Nomination/Dismissal stipulated in the Company's Corporate Governance Policy, and submits recommendations to the Board of Directors. The Compensation Committee submits recommendations on the level of base compensation and the method for calculating performance-based compensation to the Board of Directors in accordance with the Procedures and Policy of Directors' and Auditors' Nomination/Dismissal stipulated in the Company's Corporate Governance Policy. As of June 26, 2023, the Executive Nomination Committee comprises two independent directors and one non-executive director; the Compensation Committee comprises three independent directors. (For details on committee members, please see "Members of the Board of Directors and Audit & Supervisory Board" on page 81.) As of June 26, 2023, both committees are chaired by independent directors.
Independent Directors & Auditors Council	Serves as a framework under which independent directors and independent Audit & Supervisory Board members share information and further their understanding of the Company's businesses. Council members discuss the medium- and long-term direction of the Company, share information, and exchange viewpoints so that all members can formulate their own opinions. Is composed of all independent directors and independent Audit & Supervisory Board members

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2. Directors / Audit & Supervisory Board members

Independence standards for external directors and auditors

The Company has established independence standards and evaluates the independence of external directors and auditors based on these standards.

For details Corporate Governance Policy



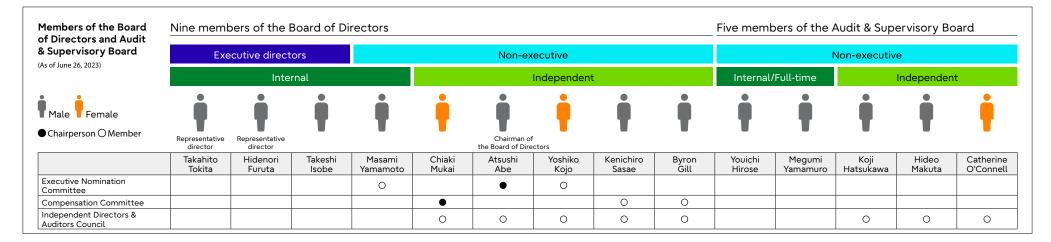
Skills of directors and Audit & Supervisory **Board members**

As a global company with the purpose "to make the world more sustainable by building trust in society through innovation," Fujitsu Limited has identified requisite qualities including diversity and the necessary skills for the Board of Directors and Audit & Supervisory Board members to provide appropriate advice and supervision in their respective roles, and summarizes and discloses the qualities and skills in a matrix.

Skills matrix of the Board of Directors and Audit & Supervisory Board members (As of June 26, 2023)

					Skills matrix				
	Name	Nationality	Independent	Corporate management	Finance and investment	Global	Technology	ESG, academia, and policy	
CEO	Takahito Tokita	Japan		0		0	0		
C00	Hidenori Furuta	Japan		0		0	0		
CFO	Takeshi Isobe	Japan		0	0	0			
Senior Advisor	Masami Yamamoto	Japan		0		0	0		
Independent Director	Chiaki Mukai	Japan	0			0	0	0	
Independent Director	Atsushi Abe	Japan	0		0	0	0		
Independent Director	Yoshiko Kojo	Japan	0			0		0	
Independent Director	Kenichiro Sasae	Japan	0			0		0	
Independent Director	Byron Gill	United States	0		0	0			

			Independent	Skills matrix			
	Name	Nationality		Legal affairs and compliance	Finance and accounting	Operating process	
Full-time Audit & Supervisory Board Member	Youichi Hirose	Japan			0	0	
Full-time Audit & Supervisory Board Member	Megumi Yamamuro	Japan		0	0		
Audit & Supervisory Board Member	Koji Hatsukawa	Japan	0		0	0	
Audit & Supervisory Board Member	Hideo Makuta	Japan	0	0	0		
Audit & Supervisory Board Member	Catherine O'Connell	New Zealand	0	0			



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Appointment of external directors and auditors

Fujitsu Limited actively appoints external directors and auditors to increase management transparency and further improve efficiency.

We determine independence based on the independence standards as introduced on page 81. All external directors and auditors have been registered with and accepted as independent directors and Audit & Supervisory Board members by the financial instruments exchanges on which we are listed in Japan.

Our views on the roles, functions, and specific reasons for nomination of external directors and external Audit & Supervisory Board members are as follows:

External directors



Chiaki Mukai

Dr. Chiaki Mukai has an impressive personal history as a doctor who became Asia's first female astronaut, and she exemplifies the Company's spirit of taking on challenges at the cutting edge of science. She led discussions on executive compensation in her capacity as the chairperson of the Compensation Committee. The Company expects that she will continue to be able to provide oversight and advice as an external director from a fair and objective standpoint based on her broad knowledge of science and technology, as well as her global perspective. Fujitsu and Academic Corporation Tokyo University of Science, which operates the Tokyo University of Science where Dr. Mukai serves as vice president, had business transactions in fiscal 2022 amounting to approximately ¥2 million. Taking into account the scale of our sales, the amount of transactions is immaterial and does not constitute a conflict of interest. Therefore, Fujitsu considers Dr. Mukai to be independent.



Atsushi Abe

Mr. Atsushi Abe has gained a deep understanding of the ICT industry and mergers and acquisitions through many years of experience in investment banking and private equity. As chairman of the Board of Directors, he has been managing proceedings objectively from his perspective as an investor gained through his experience to date and dialogues with institutional investors. Additionally, he has led discussions on the qualities required of candidates for director and Audit & Supervisory Board members to improve the composition of the Company's Board of Directors, such as through management succession planning, as the chairperson of the Executive Nomination Committee since July 2021. The Company expects that, in addition to being able to provide oversight and advice as an external director from a shareholder and investor perspective, Mr. Abe will continue to contribute to timely and decisive management decision-making. Fujitsu and ON Semiconductor Corporation, where he serves as director, had business transactions in fiscal 2022 amounting to approximately ¥160,000. Taking into account the scale of our sales, the amount of transactions is immaterial and does not constitute a conflict of interest. Mr. Abe has never been a major shareholder, nor has he held a position involved in business execution of a major business partner of the Company, and does not receive monetary benefits other than the compensation as a director of the Company. Therefore, Fujitsu considers Mr. Abe to be independent.



Yoshiko Koic

Dr. Yoshiko Kojo has served in several important positions, including as president of the Japan Association of International Relations, and her research has for many years focused mainly on the impact of economic entities (including private companies) on international politics. The Company expects that she will be able to provide advice and oversight as an external director concerning the Company's responses to change in the external environment during a dramatic transition of international politics and with regard to initiatives for ESG management based on her deep insight. Dr. Kojo has never been a major shareholder, nor has she held a position involved in business execution of a major business partner of the Company. Therefore, Fujitsu considers Dr. Kojo to be independent.



Kenichiro Sasae

Mr. Kenichiro Sasae has served in several important positions, including as Vice-Minister for Foreign Affairs, Ambassador Extraordinary and Plenipotentiary of Japan to the United States of America, and currently as president of The Japan Institute of International Affairs (JIIA). He has extensive knowledge and practical experience in international politics and economics. As the international situation has become more complicated in recent times, the Company expects that Mr. Sasae will be able to provide oversight and advice from a fair and objective global perspective based on his extensive knowledge and experience. Therefore, the Company expects that he will be able to fulfill his supervisory function and role as independent director. JIIA, where Mr. Sasae serves as president, and the Company have no business relationship. As he has never held a position involved in business execution of a major business partner of the Company, Fujitsu considers Mr. Sasae to be independent.



Byron Gill

Mr. Byron Gill, who formerly worked at a non-Japanese securities company, currently serves as managing partner at Indus Capital Partners, LLC, an institutional investor specializing in Asian markets. As an institutional investor, Mr. Gill has extensive experience in engaging in dialogue with investees, as well as knowledge about finance and investment. In view of his experience, the Company expects that he will be able to provide oversight and advice from a fair and objective perspective, as well as offer the Company's management useful feedback on shareholder and investor opinions. Accordingly, the Company believes he will be able to fulfill the oversight function and role of an external director. Indus Capital Partners, where Mr. Gill serves as managing partner, and the Company have no business dealings, nor is it a major shareholder as defined by the Company's independence standards. Moreover, Mr. Gill has not held an executive management position with a major business partner of the Company. Therefore, Fujitsu considers Mr. Gill to be independent.

External Audit & Supervisory Board members

Koji Hatsukawa	Mr. Koji Hatsukawa has been appointed as an external Audit & Supervisory Board member because he has a wealth of auditing experience at global corporations as a certified public accountant, as well as broad knowledge of corporate accounting. At the close of the 123rd Annual Shareholders' Meeting, held on June 26, 2023, Mr. Hatsukawa had served as an Audit & Supervisory Board member for 10 years. By continuing to serve as an Audit & Supervisory Board member, we believe he will help to balance out the relatively short tenure of other independent Audit & Supervisory Board members. Mr. Hatsukawa satisfies the Company's independence standards and, with his outstanding personality, deep knowledge and insight, we believe he will help ensure the effectiveness of audits at the Company. Accordingly, we expect that he will continue to be able to fulfill the oversight function and the role as an external Audit & Supervisory Board member. PricewaterhouseCoopers Aarata (currently, PricewaterhouseCoopers Aarata (currently, PricewaterhouseCoopers Aarata at (currently, PricewaterhouseCoopers Aarata had business transactions in fiscal 2022 amounting to approximately ¥340,000. Taking into account the scale of our sales, the amount of transactions is immaterial and does not constitute a conflict of interest. Therefore, Fujitsu considers Mr. Hatsukawa to be independent.
Hideo Makuta	Mr. Hideo Makuta has been designated as an external Audit & Supervisory Board member because he has profound insight into not only legal but also economic and social matters affecting corporate management, gained through his career as a public prosecutor and as a commissioner of the Japan Fair Trade Commission. Therefore, Fujitsu considers Mr. Makuta to be independent.
Catherine O'Connell	Ms. Catherine O'Connell is an attorney at law in New Zealand. She has a wealth of practical experience at law offices in Japan and internationally, as well as at the legal divisions of Japanese companies. She possesses the legal and compliance knowledge required of the Company's Audit & Supervisory Board members. She also possesses deep insight into issues related to internationality and gender. The Company expects that she will audit and supervise business execution from diverse perspectives. Therefore, Fujitsu believes that she will be able to fulfill the oversight function and the role as an external Audit & Supervisory Board member. Ms. O'Connell has never been a major shareholder, nor has she held a position involved in business execution of a major business partner of the Company. Therefore, Fujitsu considers Ms. O'Connell to be independent.

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Systems for ensuring the effectiveness of the Board of Directors

In enhancing the effectiveness of the Board of Directors, we have focused on creating a system under which non-executive directors function efficiently. Specifically, we believe that it is essential to establish a system that enables independent directors and Audit & Supervisory Board members, who maintain a certain degree of separation from the execution of business activities, to consistently gain a deeper understanding of the Company's business. The Independent Directors & Auditors Council convenes on multiple occasions each year (12 times in fiscal 2022), and its members share information and exchange viewpoints so that each member can formulate their own opinions. In fiscal 2022, the members shared information and exchanged views on important management matters, including the Company's management direction and Group business restructuring through M&As and other activities. Moreover, to facilitate the operation of the Independent Directors & Auditors Council, we established the Independent Directors & Auditors Council Support Office in 2015. Under this system, one junior employee is assigned to support each council member so that they are able to acquire information through the support of these employees without requiring the mediation of the management execution team.

3. Executive compensation

Policy for determining executive compensation

[Method of determining the amount of remuneration for directors]

In order to make the executive compensation system more transparent, we established the Compensation Committee by resolution of the Board of Directors in October 2009. In addition, the policy for determining the details of individual director compensation (hereinafter referred to as the "Policy for Determination") is determined by the Board of Directors based on the report of the Compensation Committee.

In accordance with the following review of executive compensation, compensation for directors for fiscal 2023 and thereafter will be determined by resolution of the Board of Directors after deliberation by the Compensation Committee, and compensation for Audit & Supervisory Board members will be determined based on discussions by Audit & Supervisory Board members, within the total amount of compensation determined by resolution of the Annual Shareholders' Meeting, based on the framework of this Policy for Determination ("revised policy") after changes in accordance with said review.

[Review of executive compensation for fiscal 2023 and thereafter]

At a meeting on May 11, 2023, the Board of Directors resolved to revise executive compensation from fiscal 2023, based on a recommendation from the Compensation Committee. One of the revisions, the introduction of restricted stock units for external directors, was passed as a resolution at the 123rd Annual Shareholders' Meeting held on June 26, 2023. In July 2023, we also revised the performance indicators used as a basis for calculating bonuses for executive directors. The table below describes the revised executive compensation from fiscal 2023.

Topic	Objective, description
Introduction of restricted stock units as a stock com- pensation plan for external directors	Our aim is to promote further value sharing with shareholders and encourage external directors to contribute to sustainable and long-term increases in corporate value. External directors are selected for this program on the basis of fulfilling their role in overseeing and advising management from an objective standpoint. Accordingly, the program is designed as a non-performance-based stock compensation plan.
2. Formulation of Stock Holding Guideline	This guideline is intended to foster long-term value sharing with shareholders and promote management from a more shareholder-oriented perspective by encouraging executive directors and external directors who are eligible to receive stock compensation to hold at least a certain number of Company shares.
Introduction of a policy for the return of compensation (malus and clawback policy)	This policy's objective is to allow the Company to reduce executive directors' performance-linked compensation or request the return of this compensation in the event of improper accounting or serious compliance violations.
Revision of evaluation indicators used as a basis for calculating the bonus portion of performance-linked compensation	The purpose is to enhance executive directors' commitment to achieving management targets by setting evaluation indicators for bonuses based on the performance indicators listed as management targets.

Basic policy on executive compensation

The Company has established the following basic policy on compensation for executive directors to secure the exceptional talent required to manage the Fujitsu Group and achieve its Purpose "to make the world more sustainable by building trust in society through innovation," and to further strengthen the link between its financial performance and shareholder value while at the same time improving its transparency.

- I. Policy on the compensation system and compensation levels
- The remuneration system for executive directors consists of the following: "base compensation," which is a fixed monthly amount in accordance with the position and responsibilities; "bonuses," which are linked to short-term business performance; and "stock compensation," which is a medium- to long-term incentive that emphasizes the connection to shareholder value.
- With the aim of setting competitive compensation that contributes to securing and maintaining
 exceptional talent, compensation levels and compensation ratio by type shall be determined
 based on the financial position of the Company, and analyzing the compensation composition
 ratio and compensation levels for each executive position and responsibility at other companies
 with similar business lines and similar scale to those of the Company as benchmarks.

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- The ratio of performance-based compensation (bonuses and performance-linked stock compensation) to the total compensation for executive directors shall be determined so as to strengthen the link between the Group's financial performance and shareholder value by setting the higher ratio to the greater responsibilities.
- Individual director's remuneration shall be determined by the Board of Directors after deliberation at the Compensation Committee to ensure objectivity, transparency, and fairness.

(Reference) Executive compensation items and payment recipients

	Base com	pensation		Stock compensation	
Recipient	For management oversight	For management execution	Bonuses	Performance- based stock compensation	Restricted stock units
Executive directors	0	0	0	0	_
Independent directors	0	-	_	-	0
Other directors	0	-	_	-	-
Audit & Supervisory Board members	()	-	-	-

II. Our perspectives on each portion of executive compensation [Base compensation]

Base compensation is paid to all executives (directors and Audit & Supervisory Board members). All executives are paid a fixed monthly amount in accordance with their position and responsibilities.

[Bonuses]

- Bonuses shall be paid to executive directors. The amount of a bonus shall reflect business performance in the respective fiscal year.
- As a specific evaluation indicator and calculation method, the Company shall adopt an "on target model" to determine the bonus amount to be paid by setting the base amount in accordance with the position and responsibilities in advance. The bonus amount is calculated by multiplying the base amount by the coefficient in accordance with the following elements: the degree of achievement of the performance targets for the respective fiscal year based on the Company's consolidated revenue, consolidated operating profit, and core free cash flow,*1 which are our financial management target indicators, growth from the previous fiscal year in Customer NPS®,*2 employee engagement,*3 and diversity leadership (ratio of female managers), which are our non-financial management target indicators, and acquisition of the highest evaluation from a third-party assessment organization on ESG initiatives.
- *1 Free cash flow excluding special items, such as from sales of businesses, acquisitions, and business model transformation expenses
- *2 Net Promoter Score™, an indicator to measure "customer loyalty," which presents the degrees of trust and attachment of customers to companies, products, and services, in order to understand the degree of improvement and depth of the customer experience (CX)
- *3 An indicator to measure employees' willingness and attachment to work voluntarily and independently, and to contribute to their company, with empathy for the company's direction and purpose



[Stock compensation]

- (1) Performance-based stock compensation
- Performance-based stock compensation shall be granted to executive directors, in order to share the profit with shareholders and as an incentive to contribute to enhancement of medium- to long-term performance.
- As a specific indicator and calculation method, the Company shall set a base number of shares in accordance with the position and responsibilities in advance, and calculate the number of shares for each fiscal year by multiplying the base number of shares by the coefficient in accordance with the degree of achievement of the performance targets for the performance judging period (three years) based on the Company's consolidated revenue, consolidated operating profit, and EPS, which are financial management target indicators. When the performance judging period is over, a portion of the total number of shares is paid in cash for the amount equivalent to the market value, and the remainder is allocated in shares of the Company.



(2) Restricted stock units

- Restricted stock units (under a post-delivery type incentive plan that grants shares as compensation after confirming the right to receive these units, which is subject to a certain period of continuous service) shall be granted to external directors, in order to share profits with shareholders and encourage their contribution to the sustainable enhancement of corporate value.
- Each fiscal year, the Company shall set in advance a number of stock units corresponding to an external director's position. After the period of continuous service (three years), the external director will be paid in cash for a portion of the shares, based on market value, with the remainder allocated in shares of the Company.

[Benchmark composition ratio for compensation]

The benchmark ratio for base compensation (only for the portion for management execution, excluding the portion for management oversight), bonuses, and performance-based stock compensation shall be 1:1:3 for the representative director and CEO, with the percentage for performance-based compensation set higher than that for other executive directors. The benchmark ratio for base compensation (excluding allowances) and restricted stock units for external directors shall be 7:3.

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[Stock Holding Guideline]

The Company has established Stock Holding Guideline with the aim of promoting long-term value sharing with shareholders. During their terms of office, directors who are eligible to receive stock compensation shall make an effort to hold at least the number of Company shares determined as corresponding to their position. The representative director and CEO shall endeavor to hold shares equivalent to twice their annual base compensation within four years after taking office and continue to hold them during their term of office.

[Return of compensation (malus and clawback policy)]

In the event of inappropriate accounting, including material ex-post adjustments to past-year financial results or serious misconduct or compliance violations during the term of office, the Company may demand a reduction in or return of performance-based compensation (bonuses and performance-based stock compensation) from an executive director (including executive directors who have retired less than two years ago), based on a decision of the Board of Directors after deliberation by the Compensation Committee.

As resolved at the Annual Shareholders' Meeting, the total amount of base compensation and bonuses to directors shall not exceed ¥1,200 million per year (of which, the portion for external directors shall not exceed ¥150 million per year). The amount of performance-based stock compensation for executive directors shall not exceed ¥1,200 million per year, with the total number of shares to be allocated not exceeding 75,000 shares per year. The amount of restricted stock units for external directors shall not exceed ¥100 million per year, with the total number of shares to be allocated not exceeding 6,000 shares per year, as resolved at the 123rd Annual Shareholders' Meeting. The amount of base compensation for Audit & Supervisory Board members shall not exceed ¥150 million per year.

Details of performance indicators for the calculation basis and reason for selecting them

[Bonuses]

In order to provide executive directors with an incentive to achieve their performance targets for each fiscal year, the Company has selected consolidated revenue, consolidated operating profit, and core free cash flow, which are the financial management target indicators for the Company, as evaluation indicators. In addition, the Company has selected Customer NPS®, employee engagement, and diversity leadership (ratio of female managers), which are the nonfinancial management target indicators for the Company, and third-party assessment, the "third-party assessment on ESG initiatives (DISI,*4 CDP Climate Change*5)," as evaluation indicators to enhance the commitment of executive directors to achieving their performance targets.

[Performance-based stock compensation]

In order to provide executive directors with an incentive to increase corporate value over the medium to long term, as well as to further promote management from the perspective of shareholders, the Company has selected revenue, operating profit, and EPS of the consolidated financial results, which are financial management target indicators for the Company, as evaluation indicators

Calculation method

[Bonuses]

At the beginning of each fiscal year, the Company will present the executive directors with a base bonus amount in accordance with their performance targets, positions, and responsibilities. Then, at the end of the relevant fiscal year, the bonus amount to be paid will be calculated by multiplying the base bonus amount by the coefficient in accordance with the following elements: the degree of achievement of the performance targets for the respective fiscal year based on the Company's consolidated revenue, consolidated operating profit, and core free cash flow; growth from the previous fiscal year in Customer NPS, employee engagement, and diversity leadership (ratio of female managers), which are set out as non-financial management target indicators; and acquisition of the highest evaluation from a third-party assessment organization on ESG initiatives. No bonus will be paid if the degree of achievement of the performance targets is below the preset lower limit. In addition, if the degree of achievement of the performance targets exceeds the preset upper limit, the amount obtained by multiplying the base bonus amount by the preset upper limit of the coefficient will be paid.

[Performance-based stock compensation]

The Company will present to executive directors a base number of shares in accordance with positions and responsibilities, performance judging period (three fiscal years), and performance targets in advance. At the end of the relevant fiscal year, the bonus amount to be paid will be calculated by multiplying the base bonus amount by a coefficient that reflects the following indicators: the degree of achievement of the performance targets for the respective fiscal year based on the Company's consolidated revenue, consolidated operating profit, and core free cash flow; and growth from the previous fiscal year in Customer NPS, employee engagement, and diversity leadership (ratio of female managers). Another indicator is whether the Company receives the highest ranking on an ESG evaluation, as provided by a third-party assessor. The ratio of the portion to be paid in cash to the total number of shares shall be determined by the Board of Directors, taking into consideration the applicable person's tax obligation.

The executive directors may transfer acquired shares of the Company to third parties at their own discretion, unless they violate regulations regarding insider trading.

^{*4} Dow Jones Sustainability Index, a global ESG investment index

^{*5} CDP, an international non-profit organization, conducts surveys and evaluations of climate change initiatives at the request of investors and others, and publishes the results.

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Name or title of the persons authorized to make decisions regarding the policy for determining the amount of remuneration for executive directors or the method for calculating the amount of remuneration

The Company established the Executive Nomination Committee and the Compensation Committee as advisory bodies to its Board of Directors for the process of nominating directors and Audit & Supervisory Board members, for ensuring the transparency and objectivity of its process for determining executive compensation, and to enable efficient and substantial discussions, as well as to ensure fairness in the structure and level of executive compensation.

The Compensation Committee provides its recommendations or proposals on the level of base compensation and the method for calculating performance-based compensation to the Board of Directors in accordance with the procedures and policy of determining directors' and auditors' compensation, as stipulated in the Corporate Governance Policy.

Based on the report issued by the Compensation Committee, an advisory body to the Board of Directors, the Board of Directors establishes this decision-making policy and determines the level of compensation for each individual director within the framework of this policy. An individual director's compensation shall be determined by the Board of Directors following deliberation by the Compensation Committee to ensure objectivity, transparency, and fairness.

The Corporate Governance Policy stipulates that the Compensation Committee shall consist of non-executive officers, the majority of whom shall be independent directors, and that this committee shall be chaired by an independent director. The members of this committee, appointed in June 2022, are as follows and consist of four independent directors.

Chairperson: Chiaki Mukai

Members: Yoshiko Kojo, Scott Callon, Kenichiro Sasae

From the appointment of the above committee members in June 2022 through to March 31, 2023, which is the end of fiscal 2022, the Compensation Committee met six times to discuss such matters as the revision of executive compensation details to provide its recommendations to the Board of Directors and considered the introduction of a stock compensation plan for external directors.

Note: The above committee members retired due to expiration of their terms of office at the end of the Annual Shareholders' Meeting held on June 26, 2023; for the committee members appointed on June 26, 2023, please see "Members of the Board of Directors and Audit & Supervisory Board" on page 81.

4. Policy for strategic shareholdings

The Company holds only those strategic shares with clear-cut objectives and meaningful significance in a positive manner. The Board of Directors meetings examine the weighted average capital cost of the Company as the standard to evaluate quantitatively whether returns (quantitative factors such as dividends and the state of transactions) or risks are well balanced with the cost. If quantitative significance in shareholdings is not found, the Board of Directors meetings will further evaluate whether there is a qualitative reason that supports the rationale for continuing to hold those shares and will discuss the continuation of such holdings. In fiscal 2022, the Company sold seven issues, and at the Board of Directors meeting, held on June 22, 2023, the Board discussed the continuation of the remaining strategic shareholdings held by the Company at the end of fiscal 2022.

The Company deals with strategic shareholders on an equal footing, just as it does with other business partners. Even when strategic shareholders indicate their sale of shares, we do not prevent them from selling. That said, we sometimes call upon them to consider the timing of the sale or the ways of selling their shares.

5. Views and policies for Group management and measures to ensure the effectiveness of corporate governance

Fujitsu Limited manages the Fujitsu Group with the aim of achieving continuous growth and the generation of medium- to long-term corporate value of the entire Group, while also urging each Group company to realize its potential to the maximum extent possible.

For some subsidiaries, we publicly list them with the aim of further improving their business value through diversification of the capital procurement necessary for sustainable growth and enhancing the value of the entire Group. By publicly listing subsidiaries, it is possible to focus on investment in specific businesses rather than just in the Group as a whole, thus contributing to diversifying investment opportunities. As there are some concerns regarding the possibility of a conflict of interest with minority shareholders and our publicly listed subsidiaries, we respect the independence of their management and make efforts to provide advice and support to enhance the corporate value of relevant subsidiaries by holding reporting sessions on an as-needed basis. To further promote our policies for Group management, we established a department in February 2020 as a corporate function that specializes in formulating and conducting plans and measures for the most suitable group formation and corporate governance, thus handling the management of the Group including listed subsidiaries.

Our policy is to turn non-core listed companies into strong independent businesses. We will consider their independence from the following perspectives: ensuring sustainable growth of the relevant business, maximizing the Company's asset value, and considering the best timing for independence.

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Measures to ensure the effectiveness of corporate governance

Fujitsu Limited understands that its publicly listed subsidiaries make efforts to enhance corporate governance and provides support for these efforts. All listed subsidiaries are ensured their independence by appointing independent directors and directors dispatched from the Company to help maximize their corporate value. Also, all listed subsidiaries become a company with an Audit and Supervisory Committee to strengthen corporate governance.

6. Status of internal audits, accounting audits, and the Internal Control Division

Internal audit and accounting audit systems

[Audits conducted by Audit & Supervisory Board members]

The Audit & Supervisory Board primarily conducts examinations of the appropriateness of audit policy and plans, the audit method of the accounting auditor, the appropriateness of the audit results, and the Key Audit Matters, as well as receiving reports from the Internal Audit Division and conducting examinations of reports on important items submitted by full-time Audit & Supervisory Board members to external Audit & Supervisory Board members.

Further, the activities of Audit & Supervisory Board members include attending and stating opinions at meetings of the Board of Directors, meetings of the Independent Directors & Auditors Council, and other important meetings; reviewing important approval documents; conducting exchanges of opinions with the representative director; auditing the operations of headquarters and subsidiaries; exchanging information with the corporate auditors of subsidiaries; receiving reports from the accounting auditor; receiving reports from the Internal Audit Division on the progress and results of audits; and receiving reports from the Compliance Division on the status of in-house whistleblowing. In addition, with respect to the Key Audit Matters, we continued to hold a sufficient number of discussions and deliberations with the accounting auditor. The discussion topics were potential risks of material misstatements in the consolidated financial statements and impacts of, and developments in, material events, etc., that occurred in fiscal 2022.

Full-time Audit & Supervisory Board member Mr. Youichi Hirose has extensive knowledge of finance and accounting issues and many years of experience in the Company's finance and accounting divisions, having served as the head of the Company's Corporate Finance Unit. As a judge, full-time Audit & Supervisory Board member Mr. Megumi Yamamuro has experience in handling numerous economic cases. He also has considerable knowledge of finance and accounting. (For overviews of the professional backgrounds of external Audit & Supervisory Board members, please see "Appointment of external directors and auditors" on page 82.)

[Internal audits]

The Internal Control & Audit Office serves as an internal audit group. This office audits the internal affairs of the entire Fujitsu Group in cooperation with the internal audit groups of each Group company. The Internal Control & Audit Office makes regular reports to full-time Corporate Auditors, the Audit & Supervisory Board, and the accounting auditor on auditing plans for and results of internal audits, including matters relating to Group companies.

The Internal Control & Audit Office includes 24 employees with specialist internal auditing knowledge, including certified internal auditors (CIA) and certified information systems auditors (CISA).

[Accounting audits]

The accounting auditor, Ernst & Young ShinNihon LLC, reports to the Audit & Supervisory Board concerning the auditing plans and results. The accounting auditor also conducts an exchange of opinions when needed and carries out coordinated audits.

Internal control system

[Internal Control Division]

Based on the Basic Policy on the Internal Control Structure, the Risk Management & Compliance Committee maintains and operates risk management systems, compliance systems, and internal control structures related to financial reporting and executes duties regulated under the basic policy. The status of operation of the internal control system is periodically reported to the Board of Directors.

7. Review of corporate governance in fiscal 2022

The Fujitsu Group is strengthening its corporate governance to ensure a sustainable increase in corporate value. Here, we report on the status of this initiative in fiscal 2022.

Number of meetings of key boards and committees

Board of Directors meetings (including extraordinary meetings)

13 (1)

Audit & Supervisory Board meetings

10 (1)

Attendance of external directors at Board of Directors meetings

Chiaki Mukai: 100%; Atsushi Abe: 100%; Yoshiko Koio: 100%: Scott Callon: 100%: Kenichiro Sasae: 92.3%

Attendance of external Audit & Supervisory Board members at Board of Directors meetings

Koji Hatsukawa: 100%; Hideo Makuta: 100%;

Attendance of external Audit & Supervisory Board members at Audit & Supervisory Board meetings

Koji Hatsukawa: 100%; Hideo Makuta: 100%: Catherine O'Connell: 100%

The list above includes executives who retired on June 26, 2023.

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Major activities of the Independent Directors & Auditors Council

The Independent Directors & Auditors Council met 12 times in fiscal 2022. The members shared information and exchanged viewpoints on the Company's management direction and important management matters associated with business restructuring, including M&As by the Company and the Fujitsu Group.

Major activities of the Executive Nomination Committee

In fiscal 2022, the Executive Nomination Committee met eight times to consider proposals for the nomination of representative directors, including the CEO, as well as for director and Audit & Supervisory Board member candidates, and provided its findings to the Board of Directors at the end of the fiscal year.

Major activities of the Compensation Committee

The Compensation Committee met six times in fiscal 2022 to discuss such matters as the revision to executive compensation, and provided its findings to the Board of Directors at the end of the fiscal year.

Policy for determining executive compensation for fiscal 2022

The remuneration for directors and Audit & Supervisory Board members for fiscal 2022, as presented in the table below, was determined based on the policy decided in fiscal 2022, prior to the fiscal 2023 revision to the compensation policy for executive directors as described in "3. Executive compensation." Please refer to the following for the policy for deciding executive compensation before the review.

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Details of remuneration

	Number of		Total amount of		
Position	recipients Base remuneration		Bonuses	Performance-based stock compensation	compensation
Directors (Internal)	4	¥246 million	¥124 million	¥277 million	¥647 million
External directors	5	¥79 million	_	_	¥79 million
Audit & Supervisory Board members (Internal)	2	¥72 million	_	_	¥72 million
External Audit & Supervisory Board members	3	¥41 million	_	_	¥41 million

Notes: 1. The above includes directors and Audit & Supervisory Board members who resigned in fiscal 2022.

- 2. The total amount of monetary compensation for directors was resolved to be within ¥1,200 million or less per year (including ¥150 million per year for external directors) at the 121st Annual Shareholders' Meeting held on June 28, 2021. At this Annual Shareholders' Meeting, the total amount of non-monetary compensation was resolved to be ¥1,200 million or less per year and the total number of shares of common stock of the Company to be allocated was set within 75.000 shares per year. As of the close of the 121st Annual Shareholders' Meeting, the number of directors was nine (including five external directors). The Company is paying the compensation shown in the above table, which is within these limits.
- 3. The total amount of compensation for Audit & Supervisory Board members was resolved to be ¥150 million or less per year at the 111th Annual Shareholders' Meeting held on June 23, 2011. As of the close of the 111th Annual Shareholders' Meeting, there were five Audit & Supervisory Board members (including three external Audit & Supervisory Board members). The Company is paying the compensation shown in the above table, which is within these limits.
- 4. Performance-based stock compensation shows the amount that was recorded as expenses in the fiscal year ended March 31, 2023.

Evaluation of the effectiveness of the Board of Directors

To maintain and enhance the effectiveness of the Board of Directors, the Company has included annual evaluations of the Board of Directors in the Corporate Governance Policy.

Actions taken in fiscal 2022 based on the evaluation of fiscal 2021

In fiscal 2022, the Company continued with the following activities, aimed at sharing information in advance with independent directors and auditors to facilitate the review of high-priority items at Board of Directors meetings, and to enhance vital communication among the Board members. (1) The Independent Directors & Auditors Council met to facilitate the exchange of information and formulate opinions among the members. (2) The Company held private sessions for relevant non-executive directors, providing a platform to enhance communication among them. In addition, the Company concentrated on providing sufficient information to the Board of Directors and the Independent Directors & Auditors Council, such as providing overviews of the Company's business and major initiatives, and sharing materials and proceedings from meetings of the Management Council, which is made up of representative directors and corporate executive officers.

Fiscal 2022 evaluation method

The fiscal 2022 evaluation included an evaluation of the chairman and selfevaluations by directors and Audit & Supervisory Board members. As in fiscal 2021 and previous years, an anonymous questionnaire was conducted, in which executives were asked to evaluate performance with items ranked from one to five. In addition, this fiscal year, we conducted interviews based on the questionnaire responses for each respondent to clarify the reasons behind the responses and the direction of countermeasures. The results of the Board of Directors effectiveness evaluation were reported and discussed at regular Board of Directors meetings. Results of an evaluation by a proxy advisory firm of the Company's Board of Directors was also reported.

Fiscal 2022 evaluation

Where possible, we compared this year's results with the responses to questionnaires over the past four years and made the following evaluations:

- In the questionnaire responses, the average overall number of evaluation points was up compared to the previous fiscal year. In particular, we saw increases in (1) additional internal terminology and technical terminology used in Board of Directors materials, (2) the number of proposals handled by the Board of Directors, and (3) the duration of Board of Directors meetings.
- To further strengthen the oversight function of the Board of Directors, we will improve meeting efficiency to ensure sufficient time for discussion of important proposals by streamlining meeting proceedings. We will also simplify proposal materials and make sure they are distributed well in advance of meetings. In addition, we will strive to elevate the quality of discussions by expanding opportunities to provide information, including with the Independent Directors & Auditors Council.
- · Moreover, we will continue to improve on the careful deliberations and processes leading up to resolutions on important proposals by the Board of Directors, as well as the selection of business activities in which the Board of Directors is required to demonstrate its oversight function.

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Guidelines & structure

The Fujitsu Group aims to achieve business continuity, enhanced corporate value, and the sustainable development of corporate activities. Uncertainties that might affect the achievement of these objectives are considered to be risks. To address these risks, the Fujitsu Group established a Risk Management & Compliance Committee based on the Policy on the Internal Control System determined by the Board of Directors. The committee reports directly to the Board of Directors and oversees risk management and compliance for the entire Fujitsu Group.

Chaired by the CEO and composed of Board Members, the Risk Management & Compliance Committee continually assesses and verifies risks that could result in losses to the Fujitsu Group, and implements risk control measures such as formulating preventive measures for materialized risks in business execution. To minimize losses arising from the materialization of risks, and in an effort to prevent their recurrence, the committee regularly analyzes the risks that have materialized and reports to the Board of Directors.

In addition, the Risk Management & Compliance Committee has established a Regional Risk Management & Compliance Committee in each region outside of Japan to operate as subordinate committees in a global structure. The committee also assigns risk management & compliance officers to the business units, Group companies and regions for both Japan and overseas. These organizations collaborate to build a risk management and compliance structure for the entire Group.

Positioning of the Risk Management & Compliance Committee in the internal control system



Risk management & compliance structure



Furthermore, to strengthen the risk management functions of the Group, we created the Corporate Risk Management Office, which reports directly to the CEO and is independent of the business units. This body carries out the secretariat functions of the Risk Management & Compliance Committee and, under the leadership of the CRMO (Chief Risk Management Officer), is responsible for interpreting risk-related information and spearheading rapid, appropriate responses where required.

Based on the initiatives taken to date, we have appointed a CQO (Chief Quality Officer) as the person responsible for quality for the entire Group, as we believe that Companywide and cross-organizational measures led by top management are more essential than ever to further strengthen measures and ensure effectiveness. Furthermore, we have enhanced the structure and functions of our Risk Management & Compliance Committee, chaired by the CEO, and have strengthened this framework to ensure constant and thorough Companywide responses.

Specifically, the CQO will be included as a member of this committee, which has been the venue for deliberations on important risk compliance issues related to the Group. This framework was established in which concrete measures are determined and promptly implemented, including Companywide measures related to information security and system quality, as well as responses to individual events. By establishing such a framework, we could thoroughly implement risk management led by the CEO, assigning more strengthened authority than ever to the CISO (Chief Information Security Officer) and CQO to supervise the process, including different CxO areas such as personnel systems and investment resources. Additionally, to ensure the rapid and effective implementation of measures, the committee is held every month.

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Risk management process

After identifying and reviewing the key risks associated with business activities from among the various risks around the Group's operations, every year we investigate, analyze, assess, and visualize the possibility of key risks occurring, the potential impact, the status of measures, and so on.

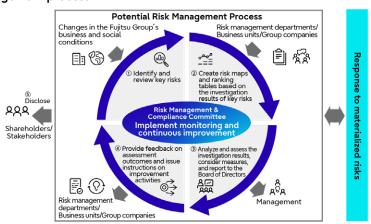
Based on the assessment outcomes, the Risk Management & Compliance Committee confirms the key risks, issues instructions on further measures, and reports to the Board of Directors. The policies and measures determined by the committee are fed back to the entire Group, and the risk management departments established for each key risk then appropriately manage the measures across the Group as part of efforts to minimize risks.

Information obtained through the potential risk management process is disclosed to stakeholders via documents including securities reports and the *Fujitsu Group Sustainability Data Book*.

In addition, when a risk materializes, the committee has established mandatory rules such as rapid escalation to the Risk Management & Compliance Committee in accordance with risk management regulations, and ensures that all employees are aware of these regulations to raise awareness of risk management.

By implementing such a process and confirming it by the risk management department on a quarterly basis, we aim to reduce risks across the Group and to minimize the impact when risks become apparent.

Risk management process

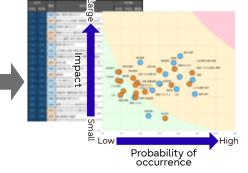


Visualization of key risks

Key risk assessment sheet

No.	Risk Category	Impact	Probability
1	Economic trends		
2	Customer trends		
3	Competition/ Industry trends		
4	Information security		
5	Compliance		
:			
32	Environment/ Climate change		

Key risk ranking table and map



Business risks of the Fujitsu Group

For details on the Fujitsu Group's business and other risks, please see the risk management section, disclosed on the following website.

For details Risk management

Main business risks

- Economic and financial market trends
- Customers
- Competitors and the industry
- Investment decisions and business restructuring
- Suppliers, alliances, etc.
- Public regulations, public policy, and tax matters
- Natural disasters and unforeseen incidents

- Finance
- Deficiencies or flaws in products and services
- Compliance issues (including human rights risks)
- Intellectual property
- Security
- Human resources
- Fujitsu Group facilities and systems
- Environment and climate change

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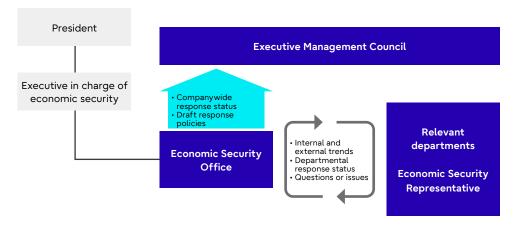
Economic security initiatives

Management structure

Due to the increasing complexity of the international situation and changes in the social and economic structure, various challenges related to economic security have become apparent. Our Group has established a management structure to address these challenges. We have appointed an Economic Security Representative in each relevant department to identify potential risks in response to environmental changes and promote comprehensive collaborative activities to ensure business continuity.

In December 2021, we established the Economic Security Office. As part of these collaborative activities, this office is responsible for formulating Companywide response strategies, as well as regularly monitoring the operational status of these strategies in relevant departments.

Management structure related to economic security



Management process

The Group has established a management process for economic security based on the management structure outlined above. We gather and analyze information on the international situation, as well as trends in the policies and legal systems of various countries and regions to assess their impact on our business. In accordance with this assessment, we take applicable measures and closely monitor the situation to prevent potential risks from manifesting.

These measures include compliance with export controls, investment management, and intellectual property management, as well as adaptation to new regulations in various countries and regions. Being a technology company, we also ensure proper management of emerging technologies, engaging actively with relevant departments to attend to these matters appropriately.

Responding to the challenges we face

In recent years, various countries and regions have introduced new legal frameworks to enhance the resilience of supply chains for critical supplies and to foster the development of essential technologies through public–private partnerships. These frameworks have the potential to impact the Group's business. We strive to build trust and relationships with governments and industries, gather and analyze information, and respond appropriately to the legal frameworks in each country and region based on such information. By doing so, we aim to create innovative solutions that inspire trust in society and guarantee stable business operations.

In light of various international situations, we are working to optimize our service delivery locations to provide ongoing, stable services to our customers. To address the situation in Ukraine, we have transferred various services we previously provided from our service delivery location in Russia to other regions. Moving forward, we will continue to minimize the impact on our customers based on our business continuity plan and respond pertinently as the situation develops.

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Information security

Policy

The Fujitsu Group appointed a dedicated CISO (Chief Information Security Officer) in October 2021. Under the new information security system, we are striving to secure and improve information security for our customers through our products and services, while also ensuring the information security of the entire Fujitsu Group.

Management structure

We are implementing a consistent global security policy and measures. We have appointed regional CISOs in each of the four regions (Japan, the Americas, Asia Pacific, and Europe) who report to the Fujitsu Group CISO. The regional CISOs help align corporate policy with the specific security requirements of each country and region, strengthening information security through a global framework.

To reach our ideal state of information security, we have established a structure to strengthen the CISO's control over relevant departments in Fujitsu headquarters and its Group companies in each region by assigning security managers in charge of autonomous information security enhancement of each department.

Information security management system run by the CISO and information security managers



^{*1} Product Security Incident Response Team

Our goals for information security

With the rapid increase in more skillful and sophisticated cyberattacks, enhancing information security has become an urgent issue for national economic security and for corporate economic activities. We have established our goals for information security as described below. To achieve these goals, we respond to cyberattacks with ever-evolving advanced information security, and by continuing to heighten the awareness of each employee and reform our organizational culture as this is the key to success. Together with relevant departments and employees, we are developing processes, rules, and systems to promote cybersecurity and are working to strengthen information security for the entire Fujitsu Group, as well as a safer business environment for our customers and partners.

Our goals for information security

Proactive information security

- Continuous evolution of information security to support diverse workstyles in the age of digital transformation (DX)
- Autonomous information security response by employees and organizations

Defensive information security

- Cyberattack prevention by addressing vulnerabilities
- Enhanced monitoring to minimize cyber risks in case of emergency

To prepare processes and rules for information security measures, we referred to global standards, including the NIST's*2 Cybersecurity Framework, SP800-53,*3 SP800-37,*4 and ISO/IEC 27002 on Information security, cybersecurity, and privacy protection. We established the Fujitsu Group Standards for Information Security Measures as our standard security measures and the Risk Management Framework as our framework for security risk management. We apply management measures based on the Fujitsu Group Standards for Information Security Measures to each organization and information system by executing the processes outlined in the Risk Management Framework. We strive to implement security measures effectively and realize "security by design" through a process of continuous improvement.

^{*2} National Institute of Standards and Technology

^{*3} NIST's SP800-53 Rev. 5 Security and Privacy Controls for Information Systems and Organizations

^{*4} NIST's SP800-37 Rev. 2 Risk Management Framework for Information Systems and Organizations

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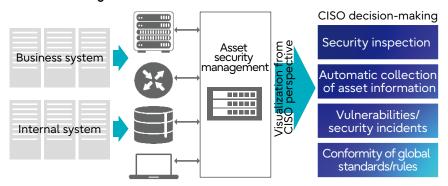
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Information security

Autonomous correction through centralized and visualized IT asset management

To support our customers' safe, secure, and sustainable business activities, we have centralized and visualized the IT asset management of our global IT systems for our customers around the world, as well as our internal IT systems. This helps us promptly identify and correct any security risks throughout the Group. We have been strengthening routine risk management, visualizing risk audits conducted by an organization under the direct control of the CISOs and their results, and promoting a proper understanding of the actual situation in relevant departments and their autonomous corrective actions.

Global IT asset management



Vulnerability scanning of systems exposed to the Internet

Based on our IT asset management information, we provide a vulnerability scanning mechanism for systems exposed to the Internet. This system enables the departments managing those systems to conduct periodic scans and allows us to mitigate vulnerabilities through prompt corrective action.

Information management

The Company and the Fujitsu Group in Japan implemented the Information Protection Management System in order to appropriately protect third-party confidential information, including personal information, as well as our own confidential information, applying a PDCA cycle to information management. In order to clarify information assets that must be protected, we establish suitable management actions according to the circumstances of our customers and suppliers, and take stringent measures to protect information. These steps are taken for the autonomous information protection activities (regulations by industry, business type, etc.) conducted by each division, while unifying the classification of information on a global scale.

Fujitsu has established a global Personal Information Protection System to strengthen the protection of personal data. Under the leadership of the CISO organization and the Legal Division, we work with each region and Group company to comply with the local laws and regulations, including the GDPR.*5 We post our privacy policy on public websites in individual countries, describing our handling of personal information.

*5 General Data Protection Regulation

Fujitsu's efforts to strengthen information security measures and system quality in