

Last Update: July 10th, 2025

Fujitsu Limited

Takahito Tokita, Representative Director & CEO

Contact: Public & Investor Relations Division

Securities Code: 6702

<https://www.fujitsu.com/global/>

The corporate governance of Fujitsu Limited (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

Our basic approach to corporate governance and how the company streamlines mechanism and exercises corporate governance based on this approach are described in the Corporate Governance Policy (the Policy) in the following website.

Corporate Governance Policy (“Policy”) (English Translation)
<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

Our company is implementing each of the principles of the Japan's Corporate Governance Code.

[Disclosure Based on the Principles of the Corporate Governance Code]

[Principle 1.4 Strategic Shareholdings]

The Company holds only those strategic shares with clear-cut objectives and meaningful significance in a positive manner. 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 detected, Board of Directors meetings will further evaluate whether there is a qualitative reason that provides backing for reasonableness to still hold those shares and discuss the continuation of such holdings.

For FY2024, the Company sold 7 issues, and the Board of Directors meeting, held on June 18, 2025, discussed strategic shareholdings of the Company as of the end of FY2024.

The Company deals with strategic shareholders on an equal footing just like with other business partners. Even when strategic shareholders indicate their sales of shares, we do not prevent them from selling them. Said that, we sometimes call upon them the timing of sales, or ways of selling them.

In addition, for the policy for strategic shareholdings and the standard of exercising voting rights as to the strategic shareholdings, please refer to 3.(4) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Principal 1.7 Related Party Transaction]

The Board of Directors supervises transactions involving conflicts of interest by directors in accordance with laws and the regulations of the Board of Directors. For the framework of the procedures, please refer to 2.(2)c of the Policy in the following website.

[Supplementary Principle 2.4.1 Ensure diversity in the promotion to core human resources]

< Policies and voluntary and measurable goals for ensuring diversity >

To realize the Group's purpose, to "Make the world more sustainable by building trust in society through innovation," it is essential for the Group itself to create an environment and culture that allows each and every employee to harness others' value systems and skills regardless of factors such as gender, nationality, age and to change the workplace into one that allows everyone to take on challenges in a fair and just manner.

In particular, we position gender-related initiatives as an essential task and have set a non-financial KPI to achieve a female managers ratio of 30% for the entire Group by FY2030 (17% as of the end of FY2024). In order to achieve this goal, we will promote various initiatives in all organizations.

<Policies for human resource development and internal environment development to ensure diversity, and the status of their implementation >

As part of our efforts to ensure the diversity mentioned above, one of the measures taken to develop a workplace environment that allows each and every employee to harness others' value systems and skills is raising awareness among all employees and transforming management style through education and other means. Additionally, while strategically hiring, developing, and promoting personnel for realizing what the Company aspires to be, we will also implement diverse and flexible ways of working under "Work Life Shift" advocated by the Company and provide support for our employees' life events

For our Group's views on securing diversity, please refer to the websites below.

Fujitsu Group Integrated Report <https://global.fujitsu/en-global/about/integrated-report>

Diversity, Equity and Inclusion <https://www.fujitsu.com/global/about/csr/diversity/>

ESG Briefing (October 12, 2023) Human Capital Management in Fujitsu

<https://www.fujitsu.com/global/documents/about/ir/library/presentations/md-20231012-01.pdf>

[Principle 2.6 Fulfill the function as asset owner of corporate pension]

The Company elects the one with experience of and insights into related operation as the manager of Fujitsu Corporate Pension Plan, which the Company and its subsidiaries participate in. The Company puts in place the structure where the manager is engaged in management over a long period of time. The Company also refers to an external consultant firm for advice on management.

[Principle 3.1 Full Disclosure]

(i) Company objectives (e.g., business principles), business strategies, and business plans

In Fujitsu Way, our company shows the purpose of our existence in society, our values, and principles (code of conduct) for how each employee should behave in daily activities.

For Fujitsu Way, please refer to the following website.

<https://www.fujitsu.com/global/about/philosophy/index.html>

We disclosed our Medium-Term Management Plan in May 24, 2023. For our Medium-Term Management Plan, please refer to the "Medium-Term Management Plan (May 24, 2023)" published on following website.

<https://www.fujitsu.com/global/about/ir/library/presentations/>

(ii) The Basic approach to corporate governance and guidelines

The basic approach to corporate governance and how the company streamlines mechanism and exercises corporate governance based on this approach are described in the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

(iii) Board policies and procedures in determining the remuneration of the senior management and Directors

For the policies and procedures in determining the compensation of the Directors and Auditors (hereinafter, the term used for the combination of Directors and Audit & Supervisory Board Members), please refer to 2.(8) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

(iv) Board policies and procedures in the appointment and dismissal of senior management and candidates nomination of Directors and Auditors

For the policies and procedures in the appointment and/or dismissal of Directors and Auditors, please refer to 2.(7) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

Given the term of the Company's director is one year, the Company will not dismiss a Director during one's tenure as a general rule, but the Company consider whether the Director should be re-elected or not during the appointment process.

The Company delegates management execution authority to Corporate Executive Officer in accordance with the Policy on the Internal Control System. According to Representative Director's proposal, the Board of Directors' meeting makes a resolution on appointment of Corporate Executive Officer. According to Representative Director's proposal, the Board of Directors' meeting may dismiss relevant Corporate Executive Officer for lack of competency as defined by Agreement of Corporate Executive Officer.

(v) Explanations with respect to the individual appointments and/or dismissal and nominations

For the individual appointments and/or dismissal and nominations of Directors and Auditors, the Company explains the reasons in the reference materials for the Annual Shareholders' Meeting. Regarding the reference materials for the Annual Shareholders' Meeting, please refer to the following website.

<https://www.fujitsu.com/global/about/ir/stock/meeting/>

Appointment and/or dismissal of Corporate Executive Officer are disclosed on the website whenever required.

[Supplementary Principle 3.1.3 Sustainability initiatives]

<Sustainability initiatives>

Our Group's initiatives regarding sustainability are disclosed on our website, as well as in the Fujitsu Group Integrated Report and Sustainability Data Book.

Fujitsu Group's sustainability <https://www.fujitsu.com/global/about/csr/index.html>

Fujitsu Group Integrated Report <https://global.fujitsu/en-global/about/integrated-report>

Fujitsu Group Sustainability Data Book

<https://www.fujitsu.com/global/about/resources/reports/sustainabilityreport/>

<Investments in human capital>

The Company is investing in human capital based on the "People Strategy" of the medium-term management plan announced on May 24, 2023.

To link its business and the people portfolio, the Company has begun studying the process of visualizing and monitoring a people portfolio based on three axes of business, roles, and region. We have mapped the number of human resources corresponding to the roles aligned to the business portfolio, based on which we are strategically hiring and assigning human resources to growth areas and implementing human resource development measures including reskilling and upskilling. At the same time, we also aim to visualize areas for raising productivity by promoting improvement in efficiency and automation.

To solve social issues and respond to customer needs under the rapidly changing environment, we decided to abolish mass recruitment of new graduates and instead expand a job-based human resource management for new graduates from the hiring in FY2026 to accelerate hiring of diverse and versatile human resources who can autonomously perform necessary roles while instantaneously adapting to the solutions and technologies sought. We will revise the method of simultaneously hiring a fixed number of graduates every year with a uniform initial pay by educational qualification, and instead flexibly hire human resources throughout the year for required positions regardless of whether they are new graduates or mid-career hires without setting the number to be hired. We offer treatment corresponding to the employee's job level at hiring and we aim to acquire outstanding and diverse talents by offering appropriate treatment to human resources capable of engaging in required, highly specialized assignments from the time they join the Company.

Please refer to the following website for details of our medium-term management plan and human capital initiatives (FY2024 (125th term) *Yukashoken Hokokusho* (Financial Report)).

- Medium-Term Management Plan (May 24, 2023)

<https://www.fujitsu.com/global/documents/about/ir/library/presentations/md-20230524-01.pdf>

- Medium-Term Management Plan Progress Update (April 24, 2025)

<https://pr.fujitsu.com/jp/ir/finance/2024/pdf/en/md.pdf>

FY2024 (125th) *Yukashoken Hokokusho* (Financial Report) (Japanese only) :

https://global.fujitsu/-/media/Project/Fujitsu/Fujitsu-HQ/ir/documents/Securities_Reports/125_Securities_Report.pdf

<Investments in intellectual properties>

The Company is implementing key strategies with sustainability as the starting point, as announced in Medium-Term Management Plan on May 24, 2023.

We are working to strengthen our technology centered on AI and computing that leads to differentiation of our service business with the aim of enhancing our core technology as part of our Technology Strategy, which is one of our key strategies. We are enhancing our efforts to secure intellectual property rights, which form the source of differentiation with other companies, as we endeavor to raise the competitiveness of our products and services.

Information about our Group's investment in intellectual property is disclosed on our website.

Fujitsu's intellectual property <https://www.fujitsu.com/global/about/businesspolicy/tech/intellectualproperty/>

<Risks due to climate change and earnings opportunities>

Please refer to our Company's website regarding climate change-related risks and earnings opportunities.

TCFD-based information disclosure <https://www.fujitsu.com/global/about/environment/tcfid/>

[Supplementary Principle 4.1.1 The scope and content of matters delegated to the management]

For the delegation of authorities by Board of Directors to Management Executives, please refer to 2.(6) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

The Company provides in two. (1)c, f of the Policy that Independent Directors and Independent Audit & Supervisory Board Members shall qualify for our Independence Standards. For Independence Standards, please refer to the Appendix of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Supplementary Principle 4.10.1 The authority and responsibilities of the Executive Nomination Committee and the Compensation Committee]

For our view on the independence of the committee formation process regarding the Executive Nomination Committee, please refer to 2.(7) procedures and policy of Directors and Auditors nomination/dismissal. And for our view on the independence of the committee formation process regarding the Compensation Committee, please refer to 2.(8) procedures and policy of determining Directors and Auditors compensation on the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

For the authority and responsibilities of the Executive Nomination Committee and the Compensation Committee, please refer to the supplemental explanation related to voluntary committees in II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Oversight in Management 1. Organizational Composition and Operation

[Supplementary Principle 4.11.1 Appropriate combination of skills and other attributes of Directors based on factors such as the management environment and business characteristics]

Our view on the balance of knowledge, experience, and skills of the Board of Directors as a whole and on diversity and board size are stated in 2.(1) and 2.(7) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

The skill matrix of Directors and Auditors is described in the Notice of the Annual Shareholders' Meeting. Please refer to the following website for the Notice of the Annual Shareholders' Meeting.

<https://www.fujitsu.com/global/about/ir/stock/meeting/>

[Supplementary Principle 4.11.2 Situation of Directors and Auditors who are in the management at other companies]

For the situation of Directors and Auditors who are in the management at other companies, we explain about them if they fall under category of important positions in reference materials for the Annual Shareholders' Meeting and Business Report (including Disclosed Information on the Internet at the Time of Notice of Annual Shareholders' Meeting). For reference materials for the Annual Shareholders Meeting and Business Report

(including Disclosed Information on the Internet at the Time of Notice of Annual Shareholders' Meeting), please refer to the following website.

<https://www.fujitsu.com/global/about/ir/stock/meeting/>

[Supplementary Principle 4.11.3 Summary of the results of analysis and evaluation for effectiveness of Board of Directors as a whole]

It is stipulated in the Policy (2.(3)d) that the Board of Directors analyzes and evaluates the performance of the board of directors meetings every year to maintain and improve their effectiveness, which is publicized in our website (<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>).

1. Action taken in FY2024 based on the evaluation of FY2023

The results of the questionnaire survey regarding effectiveness of the Board of Directors in FY2023 showed that the average overall evaluation scores were on an upward trend compared to the previous fiscal year. Especially, significant increases in evaluation scores were seen in (1) the determination of business strategy and effective monitoring of business execution, and (2) the distribution of proposal materials prior to meetings.

Meanwhile, there were many specific opinions about the matters that should be regularly reported to the Board of Directors and the matters on which the Board of Directors should have intensive discussions from a medium- to long-term viewpoint. In response to these evaluation results, the Company carried out mainly the following initiatives in FY2024 to further improve the oversight function of the Board of Directors.

- The Company created a new framework of intensive discussions to confirm the progress of the Medium-Term Management Plan resolved by the Board of Directors and to intensively discuss important management themes, and held full-day discussions and discussion camps.

- At the intensive discussions, we also invited external lecturers to deepen understanding of the industry trends and competitive environment.

- For efficient operation of the Board of Directors meeting, we offered videos explaining agenda items that are suitable for video-based explanation and conducted the meetings on the premise that the participants watched the video in advance.

- Regarding high priority agenda items scheduled to be submitted to the Board of Directors meeting, we created and held prior briefings on agenda items for Independent Directors to deepen their understanding to the full extent.

For effective oversight by the Board of Directors and effective discussions at the Board, the Company continued to hold the following events in FY2024 to enhance effective communication among the board members (Directors and Auditors): (1) The Independent Directors and Auditors Council to offer information to Independent Directors and facilitate formulation of opinions; and (2) Private sessions for only the relevant Non-Executive Directors and External Auditors as a platform to enhance communication among them.

2. Evaluation of FY2024

(1) Evaluation method

For the evaluation of the Board's effectiveness in FY2024, the Company asked the members of the Board of Directors to answer a questionnaire with a five-grade evaluation as in FY2023. In addition, individual interviews were conducted with each member of the Board based on their questionnaire responses. The purpose of the interviews was to accurately comprehend the Board members' feedback on the afore-mentioned new initiatives and their awareness of challenges the Company faced, as these could not be grasped through quantitative scores and free comments, and to conduct a qualitative analysis that could lead to the consideration of meaningful actions. The questionnaire items included the evaluation of the Chairperson of the Board and self-evaluations of the Board members as well as items on the Board meetings' agenda and materials, information sharing infrastructure, and the operation of the Board meetings. In the interviews, we asked the Directors to describe the state in which they would consider the Board as being effective so as to utilize it as the basis for formulating the measures in response to the evaluation. We then defined the state where the effectiveness of the Board of Directors is high and examined measures to be taken given the evaluation results. The results of the evaluation of the effectiveness of the Board of Directors were reported and discussed at regular Board meetings. Furthermore, the evaluation of the Company's Board of Directors by institutional investors and proxy advisory firms was also reported.

(2) Evaluation

The following shows the evaluation result of the effectiveness of the Board of Directors based on the interview results and a comparison with questionnaire responses over the past years.

-In the questionnaire responses, the average overall evaluation scores were on an even greater upward trend compared to the previous fiscal year. The scores of the quantitative aspect also showed an upward trend.

-As a result of comprehensive examination of opinions collected in the interviews, the Company defined the state where the effectiveness of the Board of Directors is high as (1) Directors and Auditors with diverse skills appropriately oversee, advise, and execute duties from positions with respective responsibilities while cooperating and functioning as a team with mutual respect and (2) the bold management decisions and execution are supported in both offensive and defensive aspects through uninhibited discussions open to constructive criticism, and the Board of Directors is fulfilling its responsibility to aim for sustainable improvement in corporate value over the medium to long term through the flawless functioning of both (1) and (2). We will implement the following measures to ensure and improve this state. i-Taking into consideration specific opinions about the matters on which the Board of Directors should have intensive discussions from a medium- to long-term viewpoint and the matters that should be regularly reported to the Board of Directors, the Company will sort out policies, strategies, and methods so that we can provide appropriate forums for discussions including opportunities for intensive discussions.

-To secure sufficient time for discussions on important proposals by further improving the efficiency of the proceedings of meetings, we will further utilize the videos explaining agenda items and improve the quality of discussions at the Board of Directors meetings by improving the contents of proposal materials, ensuring their distribution well in advance, and further expanding opportunities to provide information at, for instance, the Independent Directors and Auditors Council, prior briefings on agenda items for Independent Directors, and business overview briefings. nThe Company's Independent Directors stated that discussions at the Company's Board of Directors were very open, active, and satisfactory in comparison with other companies.

[Supplementary Principle 4.14.2 Training policy for Directors and Auditors]

For training policy for Directors and Auditors, please refer to 2.(9)b of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Principle 5.1 Policy for a Constructive Dialog with Shareholders]

For our policy for a constructive dialog with shareholders, please refer to 3.(2) of the Policy in the following website.

<https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf>

[Dialogue with shareholders]

1. Main persons responding to dialogue with shareholders and investors iMedium-Term Management Plan and Financial Results Announcement: CEO and CFO

IR Day, Business Strategy Briefing, Sustainability Briefing, etc.: Corporate Executive Officers in charge of business unit

Visit overseas investors: CEO and CFO

Individual meeting for domestic and foreign investors: CEO, CFO, External Directors, Corporate Executive Officers in charge of business unit, Public and Investor Relations Division and Legal Div., Corporate Governance Affairs

2. Overview of shareholders and investors with whom dialogue was held

Domestic and foreign institutional investors (fund managers, buy-side analysts, ESG managers, Exercise of voting rights, etc.) and Security analysts

3. Main themes of dialogue and matters of interest to shareholders and investors

Medium-Term Management Plan, Quarterly results, business portfolio transformation, growth strategy in IT service business, capital allocation, capital policy, human capital management, ESG initiatives, proposals of Annual Shareholder Meeting, oversight status of the Board of Directors, etc

4. Feedback to management

Details of the individual meetings (questions and opinions from the shareholders and investors) conducted by the CEO, CFO, and external directors are reported regularly to and shared with the Board of Directors, and are used to continuously improve management, business activities, and information disclosure.

In addition, the content of individual meetings (questions and opinions from the shareholders and investors) handled by the division in charge of Public and Investor Relations Division is reported to and shared with Directors and Auditors and all employees through internal SNS.

[Action to Implement Management That is Conscious of Cost of Capital and Stock Price]

Content of Disclosure	Disclosure of Initiatives (Updated)
Availability of English Disclosure	Available
Date of Disclosure Update	July 10, 2025

Explanation of Actions

From the perspective of improving capital efficiency, the Company positions EPS (earnings per share) as a key KPI of financial goals and set quantitative goals in the Medium-Term Management Plan using CAGR (compound annual growth rate). We aim to further grow profits and improve capital efficiency thereby sustainably growing corporate value by driving forward business and people portfolio transformation, enhancing capability to generate cash, and optimally allocating generated cash to growth investment and shareholder returns. During the current Medium-Term Management Plan, the Company has been working on growth of profit from Service Solutions and promoting improvement in capital efficiency through share buybacks. Consequently, it plans to implement a total of 600 billion yen in shareholder returns over three years.

Please refer to the following for our concrete measures concerning efficiency of corporate capital and share prices.

Medium-Term Management Plan (May 24, 2023)

<https://www.fujitsu.com/global/about/ir/library/presentations/>

- Medium-Term Management Plan (Page 32)

<https://www.fujitsu.com/global/documents/about/ir/library/presentations/md-20230524-01.pdf>

- Medium-Term Management Plan -Revision of Segments and Financial Plan (Page 13)

<https://www.fujitsu.com/global/documents/about/ir/library/presentations/md-20230524-02.pdf>

FY2024 Financial Results Announcement (April 24, 2025)

<https://www.fujitsu.com/global/about/ir/data/results/2024/>

- FY2024 Consolidated Financial Results (Page 47-48)

<https://pr.fujitsu.com/jp/ir/finance/2024/pdf/en/pm.pdf>

2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (for trust)	302,337,800	17.01
Custody Bank of Japan, Ltd. (for trust)	121,861,600	6.86
Ichigo Trust Pte. Ltd.	60,000,000	3.38
STATE STREET BANK AND TRUST COMPANY 505001	55,964,322	3.15
JP MORGAN CHASE BANK 385632	55,645,506	3.13
STATE STREET BANK AND TRUST COMPANY 505103	37,467,311	2.11

STATE STREET BANK WEST CLIENT - TREATY 505234	36,404,010	2.05
Fujitsu Employee Shareholding Association	31,137,264	1.75
GOVERNMENT OF NORWAY	29,127,280	1.64
Asahi Mutual Life Insurance Company	26,380,520	1.48

Controlling Shareholder (except for Parent Company)	N/A
Parent Company	N/A

Supplementary Explanation

Note 1: "Status of Major Shareholders" is stated based on shareholder registry as of March 31, 2025.

Note 2: The Company holds 293,768,405 shares of treasury stock but is not included in the major shareholders listed above. Furthermore, treasury stock is excluded when calculating the percentages of the shares owned by the Company's major shareholders. Please note that the 293,768,405 shares in treasury stock refers to the number of shares stated in the Company's shareholder registry. The actual number of shares the Company owned as of March 31, 2025 was 293,767,505 shares.

Notes 3: The shares held by The Master Trust Bank of Japan, Ltd. (for trust) and Custody Bank of Japan, Ltd. (for trust) pertain to the trust business by the institution.

Notes 4: In the Report of Possession of Large Volume made available for public inspection (a report on change) dated May 19, 2022, BlackRock Japan Co., Ltd. and eight (8) joint holders thereof are reported as the shareholders, but this has not been taken into account in the above "Status of Major Shareholders," as the number of shares substantially held as of March 31, 2025 has not been able to confirmed by the Company.

[Personal name or company name/number of shares held/shareholding percentage]
BlackRock Japan Co., Ltd. and eight (8) other companies / 13,254,538 shares / 6.40%

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime Market Nagoya Stock Exchange, Premier Market
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	More than 300

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

N/A

5. Other Special Circumstances which may have Material Impact on Corporate Governance

As of the date of submission of this report, the Company does not have a listed subsidiary. In January 2025, the Company signed a share transfer agreement with Paloma Rheem Holdings Co., Ltd. regarding Fujitsu General Limited, which is a listed equity-method affiliate of the Company. It plans to conclude the transfer of shares it holds in the first half of 2025, due to which Fujitsu General Limited will cease to be its equity method affiliate.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with the Audit & Supervisory Board Member
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	Up to 15
Term of Office Stipulated in Articles of Incorporation	1
Chairperson of the Board	External Director
Number of Directors	9
Number of External Directors	5
Number of Independent Directors	5

External Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Yoshiko Kojo	Academic												
Kenichiro Sasae	Other								○				
Byron Gill	From another company												
Takuya Hirano	From another company								△				
Izumi Kobayashi	From another company												

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the listed company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Director/Audit & Supervisory Board Member

- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which and the Company External Directors and Auditors are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

External Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yoshiko Kojo	○	-	<p>Although Ms. Yoshiko Kojo has not previously been involved with company management other than having served as an external director, she served in important positions including the President of the Japan Association of International Relations. 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 keep providing extensive advice and oversight concerning the Company's responses to change in the external environment during a dramatic transition of international politics and initiatives for ESG management.</p> <p>Therefore, the Company believes that she will be able to fulfill the oversight function and the role as an External Director.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Ms. Kojo does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines</p>

			and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.
Kenichiro Sasae	○	<p>The Company has paid 20 million yen to the Japan Institute of International Affairs, where he serves as President, as the participation fee for its public interest project. Given the size and nature of these transactions, the Company considers that there is no concern about a conflict of interest with general shareholders. Consequently, the company considers that these transactions are not significant enough to affect the independence of Mr. Hirano as the Company's Independent Director.</p>	<p>Although Mr. Kenichiro Sasae has not previously been involved with company management other than having served as an external director, he has served in important positions including the Vice-Minister for Foreign Affairs, Ambassador Extraordinary and Plenipotentiary of Japan to the United States of America, and currently as the President of the Japan Institute of International Affairs. He has extensive knowledge and practical experience in international politics and economics. As the international situation becomes more complicated these days, the Company expects that he will be able to keep providing oversight and advice from a fair and objective global perspective based on his knowledge and experience. Therefore, the Company believes that he will be able to fulfill the oversight function and the role as an External Director.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Mr. Sasae does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.</p>
Byron Gill	○	-	Mr. Byron Gill is currently serving as Managing Partner at Indus Capital Partners, LLC, which is an institutional investor specializing in Asian markets,

			<p>after having worked for a foreign securities company. He has a wealth of experience as an institutional investor in conducting dialogues with invested companies, in addition to the knowledge about finance and investment.</p> <p>Additionally, since June 2024 as the Chairperson of the Compensation Committee of the Company, he has led discussions on executive compensation utilizing his experience and knowledge as an investor. The Company expects that he will continue to fulfill his role of providing oversight and advice from a fair and objective perspective, while also providing feedback of shareholder and investor opinions to the Company's management. Therefore, the Company believes that he will be able to fulfill the oversight function and the role as an External Director.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Mr. Gill does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company. Indus Capital Partners, LLC, where he serves as Managing Partner, and the Company have no business dealings and is not a Major Shareholder as defined by the Independence Standards established by the Company.</p>
Takuya Hirano	○	The Company has business transactions with Microsoft Japan	Mr. Takuya Hirano has served as a senior management for many years at global

		<p>Co., Ltd., for which Mr. Takuya Hirano served as its President and CEO until August 2019. Given the size and nature of these transactions, the Company considers that there is no concern about a conflict of interest with general shareholders. In addition, a reasonable time has elapsed since his resignation as its President and CEO. Consequently, the company considers that these transactions are not significant enough to affect the independence of Mr. Hirano as the Company's Independent Director.</p>	<p>technology companies, including Microsoft Japan Co., Ltd. and Microsoft Corporation (the US). The Company established the vision for 2030 as "Transformation into a technology company that realizes net positive with digital services." The Company expects that he will continue to fulfill his role of providing oversight and advice from a fair and objective perspective based on his extensive knowledge and management and practical experience in the technology industry. Therefore, the Company believes that he will be able to fulfill the oversight function and the role as an External Director.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Mr. Hirano does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company. Three Fields Advisors, LLC, where he serves as Co-founder, and the Company have no business dealings.</p>
Izumi Kobayashi	○	-	<p>Ms. Izumi Kobayashi has served as President and Representative Director of Merrill Lynch Japan Securities Co., Ltd. (Currently, BofA Securities Japan Co., Ltd.), Executive Vice President of Multilateral Investment Guarantee Agency, The World Bank Group and outside director of various companies. The Company expects that she will be able to provide oversight and advice from</p>

			<p>a fair and objective perspective based on this extensive knowledge of finance, investment, risk management and ESG accumulated through these experience. Therefore, the Company believes that she will be able to fulfill the oversight function and the role as an External Director.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Ms. Kobayashi does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.</p>
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Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Executive Nomination Committee	Compensation Committee
All Committee Members	3	3
Full-time Members	0	0
Inside Directors	1	0
External Directors	2	3
External Experts	0	0
Other	0	0
Chairperson	External Director	External Director

Supplementary Explanation

<Executive Nomination Committee and Compensation Committee>

The Company has established the Executive Nomination Committee and the Compensation Committee as advisory bodies for 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, to enable efficient and substantial discussions, as well as to ensure the fairness in the structure and level of executive compensation.

The Executive Nomination Committee deliberates on the candidates for Director and Audit & Supervisory Board Member positions in accordance with the Framework of Corporate Governance Structure and the Procedures and Policy for the nomination and dismissal of Directors and Auditors stipulated in the Policy, and it provides its recommendations or proposal to the Board of Directors. In addition, the Compensation Committee provides its recommendations or proposal 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 Policy.

Executive Nomination Committee consists of three Non-Executive Directors (including two Independent Directors) and Compensation Committee consists of three Independent Directors. The Members of the 2 committees appointed in June 2025 are as follows. Additionally, the secretariats of both committees are operated by the Company's HR and legal departments.

< Executive Nomination Committee >

Chairperson: Yoshiko Kojo (Independent Director)

Members: Kenichiro Sasae
Hidenori Furuta

< Compensation Committee >

Chairperson: Byron Gill (Independent Director)

Members: Takuya Hirano
Izumi Kobayashi

In FY2024, the Executive Nomination Committee met ten times and the Compensation Committee met six times. The Executive Nomination Committee considered a proposal for the election of Representative Directors, including the CEO, and proposals for the election of candidates for Directors, Audit & Supervisory Board Members, and the Chairperson of the Board of Directors, etc. The Compensation Committee discussed the level of compensation of Directors and evaluation indicators for the performance-related compensation for the Executive Directors. And each Committee provided its findings to the Board of Directors by the end of the period under review. The Executive Nomination Committee also considered the skills matrix, the succession planning for the CEO, etc. and the selection of candidates for External Directors and Audit & Supervisory Board Members, and conducted a peer-review of Non-Executive Directors, while the Compensation Committee discussed the disclosure scope of executive compensation.

[Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Members	5

Cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit Departments

The Internal Control & Audit Office, our internal audit group, makes reports on auditing plans to the Board of Directors, the full-time Audit & Supervisory Board members, the Audit & Supervisory Board, and the Accounting Auditor. As for the results of internal audits, all of the results are reported to the full-time Audit & Supervisory Board members, while important matters are reported to the Board of Directors, the Audit & Supervisory Board, and the Accounting Auditor. Additionally, Ernst & Young ShinNihon LLC, the Company's accounting auditor, reports auditing plans and its results to the Audit & Supervisory Board. Opinions are exchanged as necessary, and audits are conducted in cooperation with each other.

Regarding our internal control, based on the “Policy on the Internal Control System,” the Risk Management & Compliance Committee develops and operates the risk management system and the compliance system, while the division in charge of internal control develops and operates the internal control system for financial reporting. They report to the members of the Audit & Supervisory Board as necessary.

Appointment of External Audit & Supervisory Board Members	Appointed
Number of External Audit & Supervisory Board Members	3
Number of Independent Audit & Supervisory Board Members	3

External Audit & Supervisory Board Member’s Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Koji Hatsukawa	CPA													
Hideo Makuta	Lawyer													
Catherine O’Connell	Lawyer													

* Categories for “Relationship with the Company”

* ”○” when the director presently falls or has recently fallen under the category;

“△” when the director fell under the category in the past

* “●” when a close relative of the director presently falls or has recently fallen under the category;

“▲”when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiary

b. Non-executive director or accounting advisor of the Company or its subsidiaries

c. Non-executive director or executive of a parent company of the Company

d. Audit & Supervisory Board Member of a parent company of the Company

e. Executive of a fellow subsidiary company of the Company

f. A party whose major client or supplier is the Company or an executive thereof

g. Major client or supplier of the Company or an executive thereof

h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board Member

i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)

k. Executive of a company, between which and the Company External Directors and Auditors are mutually appointed (the Audit & Supervisory Board Member himself/herself only)

l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)

m. Others

External Audit & Supervisory Board Member's Relationship with the Company (2)

Name	Designation as Independent Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Koji Hatsukawa	○	-	<p>Mr. Koji Hatsukawa has a wealth of experience in auditing global companies as a Certified Public Accountant, and he has extensive knowledge about corporate accounting.</p> <p>Having Mr. Hatsukawa, who is of excellent character and has extensive knowledge and deep insight, serve as an Audit & Supervisory Board Member contributes to execution of highly effective audit at the Company and in ensuring diversity regarding the length of tenure of Audit & Supervisory Board Members given the relatively short terms served by other Independent Audit & Supervisory Board Members.</p> <p>Accordingly, the Company believes that he will be able to fulfill the oversight function and the role as an Independent Audit & Supervisory Board Member.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Mr. Hatsukawa does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.</p>
Hideo Makuta	○	-	<p>Although Mr. Hideo Makuta has not previously been involved with company management other than having served as an external director, he served as a prosecutor and a Commissioner of the</p>

			<p>Japan Fair Trade Commission, and has in-depth knowledge not only of law but also of other matters associated with corporate management, such as the economy and society.</p> <p>Ever since appointed as the Company's Audit & Supervisory Board Member, Mr. Makuta has been playing an active role in various aspects including enlivening discussions at the Audit & Supervisory Board meetings, etc. Accordingly, the Company believes having Mr. Makuta serve as an Audit & Supervisory Board Member contributes to enabling highly effective audit at the Company and that he will be able to fulfill the oversight function and the role as an Independent Audit & Supervisory Board Member.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Mr. Makuta does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.</p>
Catherine O'Connell	○	-	<p>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 overseas as well as at the legal divisions of Japanese companies. She possesses the legal and compliance knowledge required of Audit & Supervisory Board Members of the Company. She also possesses deep insight into issues related to internationality and gender. The Company expects that she</p>

			<p>will audit and supervise business execution from diverse perspectives.</p> <p>Therefore, the Company believes that she will be able to fulfill the oversight function and the role as an External Audit & Supervisory Board Member.</p> <p>Furthermore, the Company considers that there is no concern about a conflict of interest with general shareholders given that Ms. O'Connell does not violate the independence criteria stipulated in the Tokyo Stock Exchange Listing Guidelines and satisfies each of the Independence Standards of Independent Directors stipulated by the Company.</p>
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[Independent Directors & Auditors]

Number of Independent Directors & Auditors	8
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Matters relating to Independent Directors & Auditors
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All External Directors and Auditors qualified to serve as Independent Directors & Auditors are identified as such.
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[Incentives]

Incentive Policies for Directors	Performance-based Compensation
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Supplementary Explanation

Executive compensation is comprised of the following: "Base Compensation," specifically a fixed monthly salary in accordance with the position and responsibilities; "Bonuses" that are compensation linked to short-term business performance; and "Stock Compensation," which is a medium to long-term incentive that emphasizes a connection to shareholder value. At the 107th Annual Shareholders' Meeting held on June 22, 2007, a resolution terminating the retirement allowance system for executives was passed.

Details of Performance-based Compensation are described below.

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

(a) Bonuses

In order to provide Executive Directors with an incentive to achieve their performance targets for a single fiscal year, the Company has selected revenue, operating profit and core free cash flow (Note 1) of the consolidated financial results, which are financial management target indicators for the Company, as evaluation indicators. In addition, the Company has selected "Customer NPS®," (Note 2) "Employee Engagement," (Note 3) and diverse leadership (ratio of female managers), which are non-financial management target indicators for the Company, and the third-party assessments on ESG initiatives, as evaluation indicators to enhance the commitment of Executive Directors to achieving their management targets.

(Note 1) core free cash flow: Free Cash Flows excluding special items, such as from sales of businesses, acquisitions, and business model transformation expenses.

(Note 2) Customer NPS®: Abbreviation for Net Promoter Score. It is 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).

(Note 3) Employee Engagement: An indicator to present willingness and attachment to work voluntarily and independently, and to contribute to the Company, with empathy for the Company's direction and Purpose.

(b) 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 operating profit, EPS (profit for the year per share) and TSR (total shareholder return) of the consolidated financial results, which are financial management target indicators for the Company, as evaluation indicators.

(Note 4) In regard to "(b) Performance-based Stock Compensation," the Company selected revenue, operating profit, and EPS of the consolidated financial results, which are financial management target indicators, as evaluation indicators. However, for those whose performance judging period begins from Fiscal 2024, the evaluation indicators will be changed to operating profit and EPS of the consolidated financial results, and TSR based on a resolution of the 124th Annual Shareholders' Meeting held on June 24, 2024. The objective of this change is to place greater emphasis on profitability and sharing value with our shareholders in the medium to long term.

(Note 5) Operating profit and profit for the year in EPS, which are evaluation indicators for "a. Bonuses" and "b. Performance-based Stock Compensation," are adjusted operating profit and adjusted profit for the year (an indicator that represents an actual profit from the core business calculated by deducting profits and losses from business restructurings, structural reforms, M&A, etc., and one-off profits and losses from changes in regulations). This was set as the financial targets in the Company's medium-term management plan.

(2) Calculation method

(a) Bonuses

At the beginning of each fiscal year, the Company will present the Executive Directors with an evaluation method including a base bonus amount in accordance with their positions and responsibilities, evaluation indicators, and performance targets. Then, at the end of the concerned fiscal year, the bonus amount to be paid will be calculated by multiplying the base bonus amount by the coefficient of 0% to 200% in accordance with

the degree of achievement of the performance targets, etc. No bonus will be paid if the degree of achievement of the performance targets is less than 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. Specific evaluation indicators are financial and non-financial indicators from the management targets and their respective weights and evaluation methods are described below.

< Financial Indicators >

Weight:

Consolidated revenue 15%

Adjusted consolidated operating profit 40%

Core free cash flow 25%

Evaluation method:

“Degree of achievement of the performance targets in the current fiscal year”

< Nonfinancial indicators >

Weight:

Customer NPS 5%

Employee engagement 5%

Diversity leadership (Percentage of female managers) 5%

Third-party evaluation in relation to ESG 5%

Evaluation method:

“Degree of increase from the previous fiscal year and score results of the current fiscal year, etc.”

(b) Performance-based Stock Compensation

The Company will present to Executive Directors its evaluation method including of their performance upon their appointment. This consists of a base unit number of shares that is determined in accordance with their positions and responsibilities, a performance judging period (three fiscal years), evaluation indices, and performance targets. The number of units of shares to be granted to Executive Directors shall be calculated for each fiscal year and at the end of the performance judging period by multiplying the unit number of shares by a coefficient in the range between 50% and 150% reflecting the level of achievement of performance targets for various evaluation targets, etc. For the Executive Directors who have continuously remained eligible for this scheme during the performance judging period and who fulfill certain other requirements predetermined by the Board of Directors, the total number of shares to be granted shall be calculated at the close of the performance judging period with each unit of shares mentioned above as one share of the Company. A portion of the total number of shares shall be paid in cash for the amount equivalent to taxes and other dues payable by the eligible recipients under this scheme. The remainder shall be allocated in shares of the Company. At that time, monetary compensation claims and cash equivalent to market value of the total number of shares mentioned above are provided to each eligible person. Each eligible person invests in kind all these monetary compensation claims in allocated shares to acquire shares of the Company. The proportion of the amount paid in cash out of the total shares is determined by the Board of Directors, taking into consideration the tax obligation and other financial burden above of each applicable eligible person.

For specific evaluation indicators, greater emphasis is placed on profitability and value sharing with shareholders in the medium to long term, and these are weighted and evaluated according to the methods indicated below.

Weight:

Adjusted consolidated operating profit 40%

Adjusted EPS (profit for the year per share) 30%

TSR (total shareholder return) 30%

Evaluation method:

Adjusted consolidated operating profit and Adjusted EPS (profit for the year per share) are based on “Degree of achievement of the performance targets during the performance judging period (three years)”

TSR (total shareholder return) is based on Superiority of TSR over the TOPIX growth rate and the results of comparisons with the TSRs of pre-selected peer group companies at the end of the performance judging period (three years) * Weight is 15% for each.

Recipients of Stock Options	N/A
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Supplementary Explanation

N/A

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	Selected Directors
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Supplementary Explanation

Executive compensation is disclosed only for individual Directors and Auditors if they were paid ¥100 million or more consolidated compensation.

Total compensation and total compensation by type for Directors and Auditors who were paid ¥100 million or more during fiscal 2024 is as follows.

Filing company:

Hidenori Furuta (Non-Executive Chairman, Member of the Board)

¥128million

(Base compensation of ¥126 million and Restricted stock units of ¥2 million)

Takahito Tokita (Representative Director, CEO)

¥675million

(Base compensation of ¥100 million, bonuses of ¥107 million and Performance-based Stock Compensation of ¥467 million)

Takeshi Isobe (Representative Director, Corporate Vice President, CFO)

¥306million

(Base compensation of ¥57 million, bonuses of ¥62 million and Performance-based Stock Compensation of ¥187 million)

Hiroki Hiramatsu (Director and Corporate Executive Officer, SEVP)

¥139million

(Base compensation of ¥36 million, bonuses of ¥52 million and Performance-based Stock Compensation of ¥50 million)

Consolidated subsidiaries:

-

For fiscal 2024, total compensation to Directors and Auditors was as follows:

- Directors (excluding External Directors)	5 people	¥1,265 million	(Base compensation of ¥334 million, bonuses of ¥222 million, Performance-based Stock Compensation of ¥705 million and Restricted stock units of ¥2 million)
- External Directors	6 people	¥96 million	(Base compensation of ¥72 million and Restricted stock units of ¥24 million)
- Audit & Supervisory Board Members (excluding External Audit & Supervisory Board Members)	3 people	¥85 million	(Base compensation of ¥85 million)
- External Audit & Supervisory Board Members	3 people	¥52 million	(Base compensation of ¥52 million)

*1 The above table includes two Directors (including one External Director) and one Audit & Supervisory

<p>Board Member, who was not an External Audit & Supervisory Board Member, who retired at the conclusion of the 124th Annual Shareholders' Meeting held on June 24, 2024.</p> <p>*2 The upper limit on the amounts for monetary compensation to Directors was resolved to be 1,200 million yen per year (including 150 million yen per year for External Directors) at the 121st Annual Shareholders' Meeting held on June 28, 2021.</p> <p>The upper limit on the amounts for performance-based stock compensation for Executive Directors was resolved to be 2,500 million yen per year, separately from the amount of the above monetary compensation, and the total number of shares of common stock of the Company to be allocated to be within 1 million shares per year at the 124th Annual Shareholders' Meeting held on June 24, 2024.</p> <p>The upper limit on the amounts for restricted stock units for External Director was resolved to be 100 million yen per year, separately from the amount of the above monetary compensation, and the total number of shares of common stock of the Company to be allocated to be within 6,000 shares per year (within 60,000 shares after the ten-for-one stock split with an effective date of April 1, 2024) at the 123rd Annual Shareholders' Meeting held on June 26, 2023. A revision was made so that all Nonexecutive Directors, including all External Directors as well as Directors from within the Company who do not execute operations, are subject to this system at the 124th Annual Shareholders' Meeting held on June 24, 2024.</p> <p>The Company pays the compensation of Directors shown in the above within these limits.</p> <p>*3 The upper limit on the amounts for compensation to Audit & Supervisory Board Members was resolved to be 150 million yen per year at the 111th Annual Shareholders' Meeting held on June 23, 2011. The Company pays the compensation shown in the above within these limits.</p> <p>*4 For performance-based stock compensation and restricted stock units, the amount charged to expenses during fiscal 2024 is stated.</p>
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Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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<p>The Company's Board of Directors has determined the Company's approach to determining the details of individual compensation of Directors (Basic Policy on Executive Compensation) in response to the advice given by the Compensation Committee. The details of this policy related to FY2025 are described below. Compensation of Directors and Auditors in FY2024 was determined based on the framework of the Basic Policy on Executive Compensation before its revision. Please refer to <i>Yukashoken Hokokusho</i> (Financial Report) for FY2024 (125th) for the key points of the revision to compensation of Directors and the Basic Policy on Executive Compensation before its revision.</p> <p>FY2024 (125th) <i>Yukashoken Hokokusho</i> (Financial Report) (Japanese only) : https://global.fujitsu/-/media/Project/Fujitsu/Fujitsu-HQ/ir/documents/Securities_Reports/125_Securities_Report.pdf</p> <p><Basic Policy on Executive Compensation></p> <p>The Company has established the following basic policy on executive compensation to secure the exceptional human resources required to manage the Fujitsu Group and achieve its Purpose "Make the world more sustainable by building trust in society through innovation," and to further strengthen the link to its financial performance and shareholder value while at the same time improving its transparency.</p> <p>1. Policy on the Compensation System and Compensation Levels</p> <ul style="list-style-type: none"> - Executive compensation is comprised of the following: "Base Compensation," specifically a fixed monthly salary in accordance with position and responsibilities; "Bonuses" that are compensation linked to short-term business performance; and "Stock Compensation," which is a medium and long-term incentive that emphasizes the connection to shareholder value. - With the aim of setting competitive compensation that contributes to securing and maintaining exceptional human resources, compensation levels and composition ratio by type shall be set based on the financial position of the Company, comparing the compensation composition ratio and compensation levels for each

position and responsibility at global companies in domestic and overseas with similar business lines and similar scale as benchmarks.

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

[Executive compensation items and payment recipients] *Matrix diagram is omitted.

- Executive Directors
Base Compensation, Bonuses, Stock Compensation (Performance-based stock compensation)
- Non-Executive Directors
Base Compensation, Stock Compensation (Restricted stock units)
- Audit & Supervisory Board Member
Base Compensation

2. Policy on Executive Compensation Items

(1) Base Compensation

Base compensation is paid to all executives (Directors and Audit & Supervisory Board Members). A fixed monthly amount shall be paid in accordance with the position and responsibilities of each executive.

(2) Bonuses

- Bonuses shall be paid to Executive Directors. The amount of a bonus shall reflect business performance in the respective fiscal year.
- Bonuses are determined using an "On Target model" in which the base amount is set in advance in accordance with their position and responsibilities, and the corresponding base amount is multiplied by a coefficient in the range of 0% to 200% according to degree of performance achievement of each evaluation indicator, etc. Specific evaluation indicators consist of financial and non-financial indicators of management objectives, etc., and these are weighted and evaluated according to the methods indicated below.

< Financial indicators >

Weight:

Consolidated revenue 15%

Adjusted consolidated operating profit 40%

Core free cash flow (Note 1) 25%

Evaluation method:

"Degree of achievement of the performance targets in the current fiscal year"

<Nonfinancial indicators>

Weight:

Customer NPS (Note 2) 5%

Employee engagement (Note 3) 5%

Diversity leadership (Percentage of female managers) 5%

Third-party evaluation in relation to ESG 5%

Evaluation method:

"Degree of increase from the previous fiscal year and score results of the current fiscal year, etc."

(Note 1) Free Cash Flows excluding special items, such as from sales of businesses, acquisitions, and business model transformation expenses.

(Note 2) Abbreviation for Net Promoter Score. It is 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).

(Note 3) An indicator to present willingness and attachment to work voluntarily and independently, and to contribute to the Company, with empathy for the Company's direction and Purpose.

(3) Stock Compensation

(a) Performance-based Stock Compensation (performance share units)

- Performance shares shall be granted to Executive Directors, in order to share the profit with shareholders and as an incentive to contribute to the enhancement of medium- to long-term business performance.
- The Company shall set a base number of stock units in accordance with the position and responsibilities in advance. Upon completion of the performance judging period (three years), the total number of shares is calculated by multiplying the set base number of stock units by a coefficient in the range of 50% to 150% according to degree of performance achievement of each evaluation indicator, etc., based on each stock unit being equivalent to one share of the Company. A portion of the total number of shares is paid in cash for the amount equivalent to the Eligible Person's tax payment and other financial burden arising from the compensation paid, and the remainder is allocated in shares of the Company. For specific evaluation indicators, greater emphasis is placed on profitability and value sharing with shareholders in the medium to long term, and these are weighted and evaluated according to the methods indicated below.

Weight:

Adjusted consolidated operating profit 40%

Adjusted EPS (profit for the year per share) 30%

TSR (total shareholder return) 30%

Evaluation method:

Adjusted consolidated operating profit and Adjusted EPS (profit for the year per share) are based on "Degree of achievement of the performance targets during the performance judging period (three years)"

TSR (total shareholder return) is based on "Superiority of TSR over the TOPIX growth rate and the results of comparisons with the TSRs of pre-selected peer group companies at the end of the performance judging period (three years) * Weight is 15% for each."

(b) Restricted Stock Units

- Restricted stock units (under a post-delivery type incentive plan that grants shares as compensation after confirming the right which is subject to a certain period of continuous service) shall be granted to Non-executive Directors, in order to share the profit with shareholders and as contribution to the sustainable enhancement of corporate value.
- The Company shall set a number of stock units in accordance with the position each year in advance. Upon completion of the period of continuous service (three years), the total number of shares is calculated, based on each stock unit being equivalent to one share of the Company, and a portion of the total number of shares is paid in cash for the amount equivalent to the eligible person's tax payment and other financial burden arising from the compensation paid, and the remainder is allocated in shares of the Company.

(4) Benchmark Composition Ratio for Compensation

The benchmark ratio of base compensation, bonuses, and performance-based stock compensation of Executive Directors shall be 1:1:4 for Representative Director, CEO, 1:1:2.5 for Representative Director, Corporate Vice President, and 1:1:2 for Director and Corporate Executive Officers. In addition, the benchmark ratio of base compensation (excluding allowances) and restricted stock units for External Directors shall be 7:3. Note that as the applied ratios are approximate amounts set based on a certain financial performance and stock price of the Company, ratios for the actual compensation amounts will vary from the above ratios depending on the actual financial performance and stock price of the Company.

(5) Stock Holding Guideline

The Company has established the Stock Holding Guideline with the aim of promoting long-term value sharing with shareholders. Directors who are eligible to receive stock compensation shall make an effort to hold at minimum the certain number of the Company's shares set for each position during their terms of office. Representative Director, CEO shall make an effort to hold the Company's shares equivalent to twice as much as the annual amount of base compensation by the time four years have passed after taking office, Executive Directors other than the Representative Director, CEO shall make an effort to hold the Company's shares equivalent to 1.5 times as much as the annual amount of base compensation by the time four years have passed after taking office, and Non-executive Directors shall make an effort to hold the Company's shares equivalent to 0.5 times as much as the annual amount of base compensation (excluding allowances) by the time five years have passed after taking office, and all shall continue holding them during the term of office.

(6) Return of Compensation (Malus and Clawback Policy)

In the event of an inappropriate accounting treatment including material ex-post adjustments to past year financial results or a serious misconduct or compliance violation during the term of office, the Company may demand reduction or return of performance-based compensation (bonuses and performance-based stock compensation) to the relevant Executive Director, including a person who retired within two years, 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 the "base compensation" and "bonuses" to Directors shall not exceed 1,200 million yen per year (including the portion for Independent Directors not exceeding 150 million yen per year). The amount of the "performance-based stock compensation" for Executive Directors shall not exceed 2,500 million yen per year, with the total number of shares to be allocated not exceeding 1 million shares per year. And the amount of the "restricted stock units" for Non-executive Directors shall not exceed 100 million yen per year, with the total number of shares to be allocated not exceeding 60,000 shares per year (including the portion for Independent Directors not exceeding 90 million yen per year; with the total number of shares to be allocated not exceeding 53,000 shares per year).

The amount of "base compensation" for Audit & Supervisory Board Members shall not exceed 150 million yen per year.

[Supporting System for External Directors and Auditors]

Fujitsu supports External Directors and Auditors through Corporate Governance & Compliance Unit (Secretariat of Board of Directors Meeting and Independent Directors & Auditors Council Support Office) and Auditing Support Division). This responsibility involves complying with requests from External Directors and Auditors to provide information and explain about Fujitsu or the entire Fujitsu Group that is required for management oversight or audits. Depending on the information, relevant business unit managers are made available to provide additional explanations. Furthermore, to allow board members to gain a proper understanding of the details prior to the meeting, materials relevant to the Board of Directors Meetings, such as agenda items, are shared with all board members (Directors and Audit & Supervisory Board Members) via the system.

[Status of Persons who have retired from Representative Director and CEO, etc.]

Name	Title/ Position	Content of Operation	Form and Condition of Services (Fulltime/Non-Full time, Paid/Unpaid etc.)	Resignation Date from CEO, Etc.	Term
-	-	-	-	-	-

Total Number of Senior Executive Advisor (Sodanyaku)/Advisor (Komon) who have retired from Representative Director and CEO, etc.	-
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Other matters

Fujitsu abolished its senior executive advisor (Sodanyaku) and advisor (Komon) system, effective March 31, 2018, in order to clarify management responsibilities and strengthen corporate governance by the resolution of its Board of Directors Meeting.

Fujitsu will enter into commission contracts with retiring officers, who will be known as "senior advisors" or "senior fellows," on an individual basis and subject to a resolution of the Board of Directors, in cases where such treatment of retiring officers is indispensable as they are to be appointed as an officer of an unaffiliated organization, or where the individual's expertise in specific fields is particularly useful for Fujitsu's business operations.

**2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions
(Overview of Current Corporate Governance System)**

(1) Overview of Corporate Governance Structure

<Board of Directors>

The Company has a Board of Directors to serve as a body for making important decisions and overseeing management. The Board of Directors delegates the decision-making authority over business execution to the Representative Directors and subordinate Corporate Executive Officers to the broadest extent that is permitted by law and the Articles of Incorporation of the Company and is considered to be reasonable, and will mainly perform its oversight and advisory functions. Moreover, the Board of Directors has been formed with Non-Executive Directors at its core so as to enable correction and remediation of errors, insufficiencies, and recklessness in business execution. And by ensuring that Independent Directors constitute the majority of the members of the Board of Directors, the oversight and advisory functions of the Board of Directors is strengthened. Furthermore, in order to better define the management responsibility of the Directors, their terms were reduced from two years to one year in accordance with a resolution at the June 23, 2006 Annual Shareholders' Meeting.

As of the date of submission of this report, the Board of Directors is comprised of 9 members in total: 3 Executive Directors and 6 Non-Executive Directors (including 5 External Directors).

In FY2024, the Company held 15 Board of Directors meetings (including three extraordinary meetings) to flexibly resolve and report on the matters that come under the Board's province pursuant to the Companies Act and the Regulations of the Board of Directors of the Company, convening extraordinary meetings as necessary in addition to monthly regular meetings. The Board identified the following five themes as the themes that it should focus on based on the business environment surrounding Fujitsu Group: 1) progress in the Medium-Term Management Plan, which the Board had approved; 2) mechanisms to link Materiality to business; 3) development and operation of internal control systems and oversight of risk management; 4) monitoring of important M&As and reorganization cases; and 5) succession planning of Directors and others. The Board had discussions with focus on these themes and continued monitoring them.)Furthermore, the Board discussed agenda items such as shareholder returns, examinations of strategic shareholdings, and feedback on dialogues with shareholders and investors. It also received timely reports from the Risk Management & Compliance Committee that oversees risk management of the entire Group. The reports included monthly updates on the execution status of its tasks and the actions taken regarding individual risks that materialized in FY2024. The Board continued implementing oversight based on these reports.

The Company carries out an evaluation of the effectiveness of the Board of Directors every year to improve corporate value by raising the Board's effectiveness. Refer to [Supplementary Principle 4.11.3 Summary of the results of analysis and evaluation for effectiveness of Board of Directors as a whole] for details of the FY2024 evaluation method and contents.

Attendance at the Board of Directors meetings by Directors and Audit & Supervisory Committee Members during his/her term of office in fiscal 2024 is as follows:

(Title)	(Name)	(Attendance)
Non-Executive Chairman, Member of the Board	Hidenori Furuta	15 out of 15
Representative Director, CEO	Takahito Tokita	15 out of 15
Representative Director, Corporate Vice President, CFO	Takeshi Isobe	15 out of 15
Director and Corporate Executive Officer, SEVP	Hiroki Hiramatsu	12 out of 12
Director and Senior Advisor	Masami Yamamoto	4 out of 4
External Director	Chiaki Mukai	15 out of 15
External Director	Atsushi Abe	4 out of 4
External Director	Yoshiko Kojo	15 out of 15
External Director	Kenichiro Sasae	15 out of 15
External Director	Byron Gill	15 out of 15
External Director	Takuya Hirano	12 out of 12
Full-time Audit & Supervisory Board Member	Youichi Hirose	15 out of 15
Full-time Audit & Supervisory Board Member	Megumi Yamamuro	4 out of 4
Full-time Audit & Supervisory Board Member	Yuuichi Koseki	12 out of 12
External Audit & Supervisory Board Member	Koji Hatsukawa	14 out of 15
External Audit & Supervisory Board Member	Hideo Makuta	14 out of 15
External Audit & Supervisory Board Member	Catherine O'Connell	15 out of 15

<Audit & Supervisory Board>

The Company has an Audit & Supervisory Board that performs the auditing and oversight functions. The auditing and oversight functions are carried out by Audit & Supervisory Board Members, who review the Board of Directors as well as business execution functions and attend important meetings, including meetings of the Board of Directors.

The Audit & Supervisory Board has five members, comprising two full-time Audit & Supervisory Board Members and three Independent External Audit & Supervisory Board Members.

In FY2024, the Company held 9 Audit & Supervisory Board meetings, mainly to develop and resolve its audit policy and audit plans, confirm the audit plan and method of Accounting Auditors, examine the appropriateness of their audit results and key audit matters and heard reports from the internal audit section. In addition, the full-time Audit & Supervisory Board Members reported and discussed on important items to External Audit & Supervisory Board Members. Except for one meeting where one member was absent, all Audit & Supervisory Board Members attended all Audit & Supervisory Board meetings.

In FY2024, Audit & Supervisory Board Members conducted the following audit activities with a focus on the building and operation of internal control systems and responses to management challenges in accordance with the approved audit policy and plans:

- Attending and expressing opinions at the Board of Directors meetings, meetings of Independent Officers, and other important meetings
- Reading important approval documents
- Exchanging opinions with Representative Directors
- Interviewing each business line at the Head Office and subsidiaries on their operations
- Hearing reports from statutory auditors of subsidiaries
- Hearing reports from Accounting Auditors
- Hearing the audit status and results from the internal audit section
- Hearing the status of whistleblowing from the compliance section
- Hearing the status of risk management and quality control

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 FY2024.

<Independent Directors & Auditors Council>

The Company has Independent Directors and Auditors Council in response to the requirements of Japan's Corporate Governance Code, which facilitates the activities of Independent Directors and Auditors, and in order to invigorate discussions on the medium- to long-term direction of the Company at its Board of Directors Meetings, the Company believes it essential to establish a system that enables Independent Directors and Auditors, who maintain a certain degree of separation from the execution of business activities, to consistently gain a deeper understanding of the Company's business. Based on this recognition, the Company establish the Independent Directors and Auditors Council, which consists of all Independent Directors and Auditors (five Independent Directors and three Independent Auditors), and discusses the medium to long-term direction of the Company, shares information, and exchanges viewpoints so that each can formulate their own opinions. In FY2024, the Company held 12 Independent Directors and Auditors Council meetings. The members continuously discussed important management matters such as progress in management policies and business restructuring of the Company and the Fujitsu Group including mergers and acquisitions and shared information and exchanged viewpoints. In addition, in cases of setting prior explanation of important matters that required resolutions at meetings of the Board of Directors as an agenda, a new framework was set up in which a body was structured as a meeting for prior explanation, and full-time Audit & Supervisory Board Members attended as observers. The meeting was held twice during the period under review.

(2) Status of Business Execution Organs

For the Status of Business Execution Organs, please refer IV1 .

(3) Status of Accounting Audits and Internal Audits

<Accounting Audits>

The accounting auditor, Ernst & Young ShinNihon LLC, reports to the Audit & Supervisory Board concerning the audit plan and results. The accounting auditor also conducts exchange of opinions when needed and carries out coordinated audits. The four certified public accountants associated with Ernst & Young ShinNihon LLC who performed the accounting audit were Yoshihiko Nakatani, Toshiyuki Matsumoto, Miyuki Nakamura and Manabu Yamaguchi in FY2024. In addition, they were assisted by 27 certified public accountants, 13 persons who have passed the accountant examination, and another 39 persons, all associated with Ernst & Young ShinNihon LLC.

<Internal Audits>

The Internal Control & Audit Office (with 70 members, including 25 members engaged in auditing) serves as an internal audit group. The Internal Control & Audit Office is positioned as an organization under the General Council, which is independent from the business execution divisions.

The Internal Control & Audit Office has 18 employees with specialist internal auditing knowledge, including Certified Internal Auditors (CIA) and Certified Information Systems Auditors (CISA).

Auditing plans and results of internal audits, including matters related to Group companies, are regularly reported to the Board of Directors, the full-time Audit & Supervisory Board members, the Audit & Supervisory Board, and the Accounting Auditor.

(4) Overview of Limitation of Liability Contracts

The Company has entered agreements to limit the liability of Non-Executive Directors and Audit & Supervisory Board Members under Article 423, Clause 1 of the Companies Act. The limitation of liability in such agreements shall be the minimum liability amount under the law. Limitation of liability shall be based on the premise that the Non-Executive Director or Audit & Supervisory Board Member is fulfilling their responsibility and engaging in execution of duties in good faith, and that there is no significant negligence.

(5) Summary of Contents of Directors and Officers Liability Insurance Policy, etc.

The Company has concluded directors and officers liability insurance policies with some insurance companies as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the contents of the policies and other information is given below.

(a) Scope of the insured

Directors, Audit & Supervisory Board Members, Corporate Executive Officers, etc. of the Company and its consolidated subsidiaries (excluding listed subsidiaries)

(b) Summary of Insurance Policy Contents

The policies shall cover damages and legal costs, etc. incurred by the insured due to claims for damages arising from acts (including omissions) committed by the insured in an official capacity. However, in order

not to compromise the proper enforcement of duties by the insured, no compensation shall be payable in the event of any claims for damages, etc. are made arising from profits or advantage being obtained illegally, or arising from dishonest acts, etc. The Company pays all premiums and the insured does not pay anything.

3. Reasons for Adoption of Current Corporate Governance System

We believe that both direct oversight to business execution by the Non-Executive Directors and the oversight by Audit & Supervisory Board Members that stays distant from the decision making and operation of business execution should work jointly to ensure highly effective oversight performance. The company adopts “the company with Audit & Supervisory Board system” that establishes the Audit & Supervisory Board, which is composed of the Audit & Supervisory Board Members appointed as an independent agent. Moreover, the Board of Directors has been formed with Non-Executive Directors at its core so as to enable correction and remediation of errors, insufficiencies, and recklessness in business execution. And External Directors constitute the majority of the members of the Board of Directors. The core of Non-Executive Directors shall be External Directors with a high degree of independence and diverse perspectives. Moreover, at least one Non-Executive Director is appointed from within the Company to complement the External Directors’ knowledge in the business fields and the culture of the Company, so that the efficiency of oversight and advice performance by the Non-Executive Directors is enhanced.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting	To give shareholders sufficient time to exercise voting rights, we make efforts to send invitation notices three weeks prior to the Annual Shareholders’ Meeting. Furthermore, the Notice of the Annual Shareholders’ Meeting is disclosed on the Company’s website and other media before it is sent to shareholders with a view to provide information to shareholders as quickly as possible.
Scheduling AGMs Avoiding the Peak Day	To facilitate the attendance of as many shareholders as possible, since the Annual Shareholders’ Meeting held in June 2001, we have scheduled our Annual Shareholders’ Meeting to avoid the busiest days of overlap with other corporations’ annual meetings.
Allowing Electronic Exercise of Voting Rights	To improve convenience and facilitate the exercise of voting rights for shareholders who are unable to attend the Annual Shareholders’ Meeting, since the Annual Shareholders’ Meeting held in June 2002, we have accepted the exercise of voting rights through electronic methods, and since the Annual Shareholders’ Meeting held in June 2006, we have been using a platform to allow institutional investors to electronically exercise voting rights.
Participation in Electronic Voting Platform	Fujitsu participates in the electronic proxy voting platform operated by Investor Communications Japan (ICJ) as part of its efforts to enhance the proxy voting environment for institutional investors.
Providing Convocation Notice in English	Fujitsu creates an English-language Notice of the Annual Shareholders’ Meeting (contents correspond to the Japanese version of the notice and business report (including Disclosed Information on the Internet at the Time of Notice of the Annual Shareholders’ Meeting) in order to promote a wider understanding of the proposals presented at the shareholders’ meeting. The notice is disclosed on the Company’s website the same day as the Japanese version as part of our policy to disclose information in a prompt, accurate, and fair manner.
Other	To clarify the results of voting at the Annual Shareholders’ Meetings, in addition to public notification of the results of the Shareholders’ Meetings, beginning with the Annual Shareholders’ Meeting held in June 2010, Fujitsu began posting the numbers of votes for and against each resolution on its website.

	We explain security of the rights and equality of shareholders at the Annual Shareholders' Meeting in 3.(1) of the Policy in the following website. https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf
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2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	We have created a Disclosure Policy and have published it on our website below. Japanese: https://pr.fujitsu.com/jp/ir/disclosure/ English: https://www.fujitsu.com/global/about/ir/policy/disclosure/
Regular Investor Briefings for Analysts and Institutional Investors	We regularly hold Medium-Term Management Plan briefings by the CEO, financial results by the CEO and CFO, and various other briefings (IR Day, R&D strategy briefings, Sustainability briefings, etc.) by the directors in charge. We conduct Q&A sessions for the press at the briefings to ensure that information is disseminated to individual investors through media. In addition, presentation materials and minutes of Q&A at various briefings are published on our website.
Regular Investor Briefings for Overseas Investors	The CEO and CFO regularly hold individual meetings (by visiting or conducting online) with overseas institutional investors. We also have investor relations representatives stationed in New York and London, who engage in regular communication with investors in North America and Europe, while the investor relations representatives in Japan do the same for investors in Asia. In addition, we offer simultaneous interpretation in English as a rule for the various briefings. In addition, presentation materials and minutes of Q&A at various briefings are translated into English and published on our website.
Posting of IR Materials on Website	The <i>Yukashoken Hokokusho</i> (Financial Report), the Business Report, the Notice of the Annual Shareholders' Meeting, the Financial Earnings, the Integrated Report, presentation materials for various briefings and the Sustainability Data Book, etc. are published on our website below. Japanese: https://pr.fujitsu.com/jp/ir/ English: https://www.fujitsu.com/global/about/ir/
Establishment of Department and/or Manager in Charge of IR	The director in charge of IR activities is the CFO; the division in charge of IR activities is the Public & Investor Relations Office.
Other	In addition to the above, we have established a dedicated website for individual investors and are striving to improve communication with them by setting up an inquiry form to submit questions and comments. In addition, from April 2018, we started sending e-mails to individual investors to directly send them public information such as financial information and timely disclosure information from our Company.

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Fujitsu Way is the principles and fundamentals of the behavior of every employee in our Group and defines the Group's purpose as making the world more sustainable by building trust in society through innovation. As part of our values, we strive to generate shared value for all stakeholders, including employees, customers, business partners, the community, and shareholders.
Implementation of Environmental Activities, CSR Activities etc.	Fujitsu Group's activities for the purpose of the contribution to sustainable development for society and the planet are open to public through Fujitsu Group Integrated Report and our website. - Fujitsu Group Integrated Report https://global.fujitsu/en-global/about/integrated-report - Sustainability at Fujitsu Group https://www.fujitsu.com/global/about/csr/index.html
Development of Policies on Information Provision to Stakeholders	As a policy on information provision to all our stakeholders, please refer to 4. of the Corporate Governance Policy on the following website. https://pr.fujitsu.com/jp/ir/governance/governancereport-b-en.pdf
Other	Please refer to [Supplementary Principle 2.4.1 Ensure diversity in the promotion to core human resources] of the Disclosure Based on the Principles of the Corporate Governance Code for the current status of promotions to board members and managers for women, foreign nationals, midcareer hires, and initiatives towards the promotions.

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

[Policy on the Internal Control System]

The following Policy on the Internal Control System sets forth internal structures of the Fujitsu Group:

1. Objective

To continuously increase the corporate value of the Fujitsu Group, it is necessary to pursue management efficiency and control risks arising from business activities. Recognizing this, the Directors who are entrusted with the management of the Company by the shareholders, present to the shareholders, who have entrusted authority in them, the policy regarding a) how to practice and promote the Fujitsu Way, the principles that underlie the Fujitsu Group's conduct, and b) what systems and rules are used to pursue management efficiency and control the risks arising from the Company's business activities in the application of their management approach, as described below

2. Systems to Ensure that Directors Carry Out Their Responsibilities Efficiently

(1) Business Execution Decision-Making and Business Execution Structure

- a The Company has Corporate Executive Officers (hereafter, the Representative Directors and Corporate Executive Officers are referred to collectively as "Senior Management") who share business execution authority with the Representative Director and CEO, and the Corporate Executive Officers carry out decision-making and business execution in accordance with their responsibilities.
- b The Company has a Chief Financial Officer who is responsible for managing finance and accounting for the Fujitsu Group.
- c The Company has a Management Council made up of Representative Directors and Corporate Executive Officers to assist the Representative Director and CEO in decision-making.
- d The Representative Director and CEO puts in place systems and procedures (Management Council rules, systems for approvals) needed for decision-making by Senior Management and employees entrusted by Senior Management with authority.
- e The Representative Director and CEO reports financial and business results at each regularly-scheduled meeting of the Board of Directors, makes periodic reports to the Board of Directors

on the operational status of “Policy on the Internal Control System,” and receives confirmation that operations are being undertaken correctly.

(2) System to Promote More Efficient Operations

- a The Company has an organization that uses reforms to the Fujitsu Group’s business processes to promote higher productivity, lower costs, and expenditure controls, and it pursues more efficient management.

3. Rules and Other Systems Relating to Managing the Risk of Losses

(1) System for Managing the Risk of Losses in General

- a The Company aims to maintain the business continuity of the Fujitsu Group, increase its corporate value, and sustainably expand its business activities. In order to deal with risks that pose a threat to achieving these goals, the Company has a Risk Management & Compliance Committee, which oversees risk management for the entire Fujitsu Group. The Company also assigns certain departments to be responsible for specific kinds of risks, and has appropriate systems in place for risk management.
- b The Risk Management & Compliance Committee constantly assesses and verifies risks that might cause losses to the Fujitsu Group. When risks are identified in business operations, it works to control the risk, such as by formulating preventative measures, and attempts to minimize the loss that might result.
- c To minimize losses from any risks that arise, the Risk Management & Compliance Committee, through the systems described in paragraph “a” above, periodically analyzes any risks that have arisen, reports on them to the Board of Directors and any other relevant person or organization, and takes action to prevent a recurrence of such risks.

(2) Systems for Managing the Specific Risks of Losses

In addition to the Risk Management & Compliance Committee, the Company has risk management systems that include the following to deal with specific risks of losses it identifies in its business operations.

- a Risk Management System for Defects in Products and Services
 - The Company has a quality-assurance system designed to analyze defects in Fujitsu Group products and services and prevent them from recurring. In particular, it has an organization that continuously works to improve quality, contracts, and rules to ensure that social infrastructure systems run reliably.
- b Management System for Contracted Development Projects
 - To prevent the emergence of unprofitable projects among its contracted development projects, such as systems integration projects, the Company has a specialized organization that monitors risks relating to project negotiations and project execution.
 - This specialized organization creates a monitoring process for contract amounts, contract terms, quality, expenses, deadlines and other relevant items, and monitors projects under consistent conditions.
 - Based on the results of this monitoring, the specialized organization issues corrective recommendations to relevant projects.
- c Security System
 - The Company has an organization to deal with cyber-terrorism, unauthorized use, and data breaches in the services it provides.

(3) Responses to Management Risks

- a System to Manage Financial Risks
 - Financial risks are under the purview of the Chief Financial Officer.
- b Systems to Manage Other Forms of Management Risk
 - Other forms of Management risks, including market trends and price competition, are handled by each department according to a division of responsibilities established by the Representative Director and CEO.

4. Systems to Ensure that Business Execution of Directors and Employees Complies with Laws, Regulations and Articles of Incorporation
 - (1) Compliance System
 - a Senior Management adheres to the Code of Conduct in the Fujitsu Way as a basic philosophy for compliance issues, including compliance with laws, regulations and the articles of incorporation, and proactively promotes the Group's overall compliance based upon its ethics as Senior Management.
 - b The Risk Management & Compliance Committee has purview over compliance matters for the Fujitsu Group, which it executes as follows.
 - It ensures scrupulous adherence to the Code of Conduct in the Fujitsu Way among all Fujitsu Group employees through ongoing educational efforts.
 - It clarifies the laws and regulations that relate to the Fujitsu Group's business activities and establishes internal rules, education, and oversight systems to ensure compliance with them to promote compliance throughout the Group.
 - When Senior Management or employee recognizes a serious compliance violation or when a situation may appear to present one relating to the performance of the responsibilities of Senior Management or an employee, the Risk Management & Compliance Committee makes such person immediately report such fact to the Committee via the normal chain of command.
 - To ensure that compliance problems can be discovered quickly and handled appropriately through an alternative communications channel apart from the normal chain of command, it establishes and operates an internal reporting system that safeguards the reporter.
 - The Risk Management & Compliance Committee immediately reports serious compliance violations or situations that may appear to present one to the Board of Directors and any other relevant person or organization.
 - (2) System to Ensure Proper Financial Reporting
 - a The Company has, apart from the organization that prepares financial reports, an organization under the Chief Financial Officer responsible for establishing, operating, and evaluating internal control over Fujitsu Group financial reporting, to ensure the effectiveness and reliability of financial reports.
 - b These organizations create unified accounting policies shared throughout the Fujitsu Group and rules for establishing, operating, and evaluating internal control over financial reporting.
 - c The organization responsible for establishing, operating, and evaluating internal control over financial reporting periodically reports to the Board of Directors and any other relevant person or organization the results of evaluations of the effectiveness the internal control.
 - (3) System for Information Disclosure

The Company has a system to ensure timely and fair disclosure of company information.
 - (4) Internal Auditing System
 - a The Company has an organization that conducts internal audits of business execution (the "Internal Auditing Organization"), and ensures its independence.
 - b The Internal Auditing Organization establishes internal auditing rules and conducts audits based on those rules.
 - c The Internal Auditing Organization liaises with internal auditing organizations in other Group companies to internally audit the Fujitsu Group as a whole.
 - d The results of internal audits are periodically reported to the Board of Directors, Audit & Supervisory Board and other relevant person or organization of the Company and of other relevant Group companies.
5. System for Storing and Managing Information in Accordance with the Execution of Directors' Responsibilities
 - a Senior Management assigns people with the responsibility for storing and managing documents, and, in accordance with internal rules, appropriately stores and manages the following documents (including electronic records) related to the execution of Senior Management's responsibilities, along with other important information.

- Minutes of Annual Shareholders' Meetings and related materials.
 - Minutes of Board of Directors Meetings and related materials
 - Other minutes and related materials involved in important decision-making meetings.
 - Approval documents and related materials involving Senior Management decisions.
 - Other important documents that relate to the performance of Senior Management's responsibilities.
- b To verify the status of business execution, the Directors and Audit & Supervisory Board Members have access at any time to the documents in paragraph "a" above, and people with the responsibility for storing and managing documents establish systems to enable Directors Audit & Supervisory Board Members to access the documents at any time in response to requests for the documents by Directors or Audit & Supervisory Board Members.
6. System to Ensure the Properness of Fujitsu Group Operations
- a In addition to creating and instituting the above systems and rules for the Fujitsu Group, the Company establishes systems for receiving reports from the Senior Management of Group companies on matters relating to their business execution.
 - b The Company institutes standard rules regarding the delegation of authority from the Representative Director and CEO to Group companies, such as the scope of decision-making authority and the decision-making process relating to important matters at Group companies.
 - c The Representative Director and CEO determines what each Group company's divisional area of responsibility is, and the Corporate Executive Officers who divide the business execution duties for each divisional area, acting through each Group company's president or CEO, implement and comply with paragraphs "a" and "b" above.
 - d The Senior Management of the Company and other Group companies share information on Fujitsu Group management strategies and on issues relating to the achievement of Group goals through periodical meetings or other sufficient measures, and cooperate on Group business management.
7. System to Ensure the Properness of Audits by the Audit & Supervisory Board Members
- (1) Ensuring the Independence of Audit & Supervisory Board Members
- a The Company has an Auditing Support Division with employees assigned to assist Audit & Supervisory Board Members in carrying out their duties. Appropriate employees with the ability and expertise required by the Audit & Supervisory Board Members are assigned to the Division.
 - b In order to ensure the independence of the employees in the Auditing Support Division and to ensure that they will implement the instructions of Audit & Supervisory Board Members, Senior Management shall receive the consent of Audit & Supervisory Board Members on matters relating to the appointment, transfer and compensation of employees in the Auditing Support Division.
 - c In principle, Senior Management does not assign employees in the Auditing Support Division to other divisions or duties. In instances, however, where a need arises to give dual assignments to employees with specialized knowledge in response to requests from Audit & Supervisory Board Members, care is given to ensuring their independence in accordance with paragraph "b" above.
- (2) Reporting System
- a Senior Management of Fujitsu and Group companies provide the Audit & Supervisory Board Members with the opportunity to attend important meetings.
 - b In cases where risks arise that could affect management or financial results, or when there is an awareness of major compliance violations, or the possibility of major compliance violations, in connection with the execution of business activities, Senior Management of Fujitsu and Group companies immediately report them to the Audit & Supervisory Board Members.
 - c Senior Management of Fujitsu and Group companies periodically report to the Audit & Supervisory Board Members on the status of business execution.
 - d Senior management of Fujitsu and Group companies shall not subject senior management or employees to adverse treatment for the reason that reports were submitted in accordance with paragraphs "b" and "c" above.

(3) Ensuring the Effectiveness of Audits by the Audit & Supervisory Board Members

- a Senior Management of Fujitsu and Group companies periodically exchange information with the Audit & Supervisory Board Members.
- b With respect to expenses incurred by Audit & Supervisory Board Members in the execution of their duties in accordance with Article 388 of the Companies Act, Senior Management shall determine the methods for processing the requests stipulated in Article 388.
- c The Internal Auditing Organization periodically reports audit results to the Audit & Supervisory Board Members.

[Status of Operation of the Internal Control System]

1. Systems to Ensure that Directors Carry Out Their Responsibilities Efficiently

The Company has Corporate Executive Officers who share business execution authority with the Representative Director, CEO, and the Corporate Executive Officers carry out decision-making and business execution in their responsibilities that are determined when they are elected at meetings of the Board of Directors. In addition, CEO has Chief Financial Officer (CFO) in place, makes CFO supervise the finance and accounting of the Fujitsu Group and appoints other chief officers (CxO) out of Corporate Executive Officers to execute duties, in accordance with Rules Relating to Division of Duties and Authority to have them execute their responsible duties.

Moreover, the Company holds the Management Council twice a month, in principle, and assists the Representative Director, CEO in decision-making. The Management Council consists of the minimum number of members, which include the CEO. By operating the Management Council as a body that enables timely discussion of and important decision-making on the matters concerning business execution, the Council facilitates decision-making by Representative Directors and enhances the efficiency and the speed of management. In addition, the Company has, in order to further increase the speed of management, established the approval standard accompanied by extensive delegation of duties from the Representative Directors to other executives and employees. The Representative Director, CEO and the Executive Directors report financial and business results at each regularly-scheduled meeting of the Board of Directors.

2. Risk Management System and Compliance System

The Company positions the risk management system and the compliance system at the heart of the “Policy on the Internal Control System” and the Risk Management & Compliance Committee (the “Committee”) under the policy directly reports to the Board of Directors and is chaired by the Representative Director, CEO and consists of Executive Directors (CFO and Chief Human Resource Officer (CHRO)) and four Corporate Executive Officers (Chief Risk Management Officer (CRMO), Chief Information Security Officer (CISO), Chief Quality Officer (CQO), and General Counsel).

The Committee investigates critical risks as part of the Fujitsu Group’s potential risk management with respect to business execution risks, including compliance violations, information security issues, and defects or deficiencies in products and services. In addition, the Committee has established and operates a system that covers not only the Company but the Fujitsu Group and ensures reporting to the Committee in a timely manner when such risks arise. In accordance with such reporting, it decides measures to prevent the recognized risks in business operations from arising and handle loss caused by the risks that arose. The Committee is held every month, in principle, for the purpose of thoroughly practicing risk-managementbased corporate management led by Representative Director, CEO (met 16 times during the period under review). The Committee forms a system that decides on even specific measures and carries them out promptly, including company-wide measures and response to individual events related to information security and system quality. uIn the course of operating the systems described above, not to mention the case of risk occurrence, the Committee reports on activities that it performs each month to the Board of Directors and is supervised. uAs a system to ensure timely reporting from the Fujitsu Group to the Committee, Regional Risk Management & Compliance Committees have been established for individual Regions, which are overseas geographical business divisions of the Fujitsu Group. These regional committees are positioned under the Committee to function so that the entire Fujitsu Group is covered.

For strengthening a risk management system, in the information security field, the Company has appointed a dedicated CISO in accordance with the Fujitsu Group Information Security Policy (Global Security Policy). Further, under the CISO, regional CISOs have been appointed in individual Regions, which are overseas geographical business divisions of the Fujitsu Group, and they formulate and implement

information security measures. In the quality field, the Company has appointed CQO as the position dedicated to be responsible for quality in the whole of the Fujitsu Group, thereby responding to companywide measures and individual events concerning system quality. In parallel, the person responsible for quality control is placed in each operational division, region and group company to supervise group-wide quality control under CQO.

Moreover, in the area of compliance, the Global Business Standards outlining the Fujitsu Way Code of Conduct (We respect human rights. We protect and respect intellectual property. We comply with all laws and regulations. We maintain confidentiality. We act with fairness in our business dealings. We do not use our position in our organization for personal gain.) in a manner befitting executives and employees are available in 14 languages and used as a guideline and standards to which all officers and employees of the Fujitsu Group should anchor their responsible business and behavior. Under the Global Business Standards, the Company has established the Global Compliance Program, and is sending out top management messages, developing rules, and implementing various education programs and awareness raising activities to maintain and improve the structure for legal compliance across the Fujitsu Group.

Regarding the internal reporting system, the Fujitsu Group has established points of contact inside and outside the Company, operated as Fujitsu Alert, to receive reports from all Group executives and employees and offer consultations. Group companies also have established and are operating their own points of contact for reporting and consultation. Based on these systems, the Fujitsu Group aims to put the Code of Conduct into practice by working a self-cleansing function against unlawful or unfair action through an early detection and remediation of it.

3. System to Ensure Proper Financial Reporting and Internal Auditing System

The organization responsible for internal control and internal audits has established the system and assesses internal control over financial reporting throughout the Fujitsu Group, and reports the activity status and assessment results to the Representative Director, CEO, CFO, Audit & Supervisory Board Members and the Board of Directors in accordance with the principles of the “Standards and Practice Standards for Management Assessment and Audit concerning Internal Control Over Financial Reporting” published by the Business Accounting Council.

In addition, the organization responsible for the Company’s internal control and internal audits has conducted internal audits in accordance with Rules relating to internal audits. The organization reports the results of all internal audits to General Counsel (Officer in charge of internal audits), CFO and full-time Audit & Supervisory Board Members each time internal audits are completed, and periodically makes a summary audit report to the Audit & Supervisory Board and accounting auditor. Further, the organization reports on internal audits to the Board of Directors.

4. System to Ensure the Properness of Fujitsu Group Operations

The systems described above cover the Fujitsu Group.

Especially for risk management and compliance systems are as outlined in item 2 above. In addition, as a part of a system to ensure the properness of Fujitsu Group operations, the Company has established the Rules for Delegation of Authority that determine authority for decision-making on important matters of Fujitsu Group companies (excluding certain subsidiaries), the decision-making process and the reporting obligations. The Company has its Group companies comply with the Rules. In this way, the Company has put in place systems for decision-making on and reporting of important matters of the Group.

The status of operation of the internal control system centering on the above is periodically reported to the Board of Directors and Audit & Supervisory Board Members.

2. Basic Views on Eliminating Anti-Social Forces

[Basic Stance on Rejection of Antisocial Elements]

In the Fujitsu Way, the Fujitsu Group’s Code of Conduct calls for respect for and compliance with laws and socially accepted rules. Accordingly, our basic stance is to take a resolute attitude toward antisocial elements and have absolutely no dealings with them.

[Preparedness Regarding Rejection of Antisocial Elements]

We maintain a system that can quickly respond when necessary by designating a centralized response department, creating a common Group manual, maintaining liaisons and exchanging information with outside

legal counsel, police, and specialist organizations, as well as by carrying out training and keeping employees fully informed about the workplace.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

Under the basic approach that the increase in corporate value creates the defensive power as a consequence, the company focuses on increasing corporate value and does not adopt any specific policy (anti-takeover measures). In case an acquisition offer is made to the company, the Board of Directors takes an appropriate action based on the recognition that the determination on the location of control of the company resides in shareholders.

2. Other Matters Concerning to Corporate Governance System

The following is the status of the Company's internal structure for timely information disclosure.

1. Internal Structure for Timely Disclosure of Corporate Information

The Company endeavors to quickly and accurately grasp information (decisions, events, and financial results) related to the business, operation, and financial performance of each of its business divisions, the organizations responsible for business operations. This information is used to improve management, and the Company uses the following deliberation and decision-making structure to ensure timely disclosure of the information in cases where the information is important and necessary for investors.

- (1) The Board of Directors deals with important management matters, delegating the decision-making authority over business execution to the Representative Directors and subordinate Corporate Executive Officers to the broadest extent permitted by law and the Articles of Incorporation of the Company. Subordinate Corporate Executive Officers will carry out decision-making and business execution in accordance with their responsibilities. The Company has a Management Council made up of Representative Directors and Corporate Executive Officers to assist the Representative Director and CEO in decision-making. The Company employs the above-mentioned decision-making process for its business and operation.
- (2) Each business organization reports matters of importance regarding the Company's business, operation, or financial performance to the Board of Directors and Management Council on a regular and as-needed basis. Each business organization has established a structure to conduct risk management and strives to quickly and accurately grasp information.
- (3) The Corporate Finance Unit reports financial results, revisions to financial results and forecasts, dividends, and other information to the Board of Directors and Management Council, based on financial information gathered from each business organization.

The Corporate Governance & Compliance Unit and Public & Investor Relations Division jointly review decisions, events and financial results gathered as explained above in (1), (2), and (3) to confirm the timeliness and accuracy of the information. The Company's Representative Director and CEO conducts a final review of the information on an as-needed basis before the information is disclosed to investors in a timely and accurate manner. With regard to financial items and financial results included in decisions or events, CFO approves the information on an as-needed basis prior to the final review by CEO.

2. Internal System Confirmation Function for Timely Information Disclosure

- (1) The Company has established the Fujitsu Way Committee and Risk Management & Compliance Committee to enhance the internal structure for timely information disclosure by providing organizational

support for the gathering and reporting of risk information. These organizations support and promote the risk management activities carried out by each business division.

The Risk Management & Compliance Committee oversees the “Fujitsu Alert system” to promptly gather information on inappropriate activities within the Company, as part of the measures to prevent impropriety, including activities related to information disclosure.

(2) The Company has established an Internal Control & Audit Office to audit the status of the internal control function and internal events (including risk information).

The Internal Control & Audit Office continuously audits the risk management structure of each business division and contributes to the maintenance and improvement of the accuracy and appropriateness of information regarding the business, operation, and financial performance of the entire Group, including subsidiaries.

【Corporate Governance Structure】

*Number inside parenthesis refers to number of Directors and/or Audit & Supervisory Board Members

