

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock exchange code: 1775)
June 24, 2022

To Shareholders with Voting Rights:

Takashi Kusaka
President & CEO
FUJI FURUKAWA
ENGINEERING &
CONSTRUCTION CO.LTD.

580 Horikawa-cho, Saiwai-ku, Kawasaki,
Kanagawa, Japan

**NOTICE OF
THE 112th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 112th Annual General Meeting of Shareholders of FUJI FURUKAWA ENGINEERING & CONSTRUCTION CO. LTD. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by the close of business at 5:30 p.m. Japan time on Thursday, June 23, 2022.

- 1. Date and Time:** Friday, June 24, 2022 at 10:00 a.m. Japan time
(Reception will open at 9:00 a.m.)
- 2. Place:** Conference room, 4F, Solid Square West Tower located
at 580 Horikawa-cho, Saiwai-ku, Kawasaki, Kanagawa
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 112th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 112th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Nine Directors

Proposal 3: Election of One Audit & Supervisory Board Member

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents to be provided with this Notice of the General Meeting of Shareholders, the Notes to Consolidated Financial Statements of the Consolidated Financial Statements and Notes to Non-consolidated Financial Statements of the Non-consolidated Financial Statements are provided on the Company’s website (<https://www.ffec.co.jp/>) in accordance with laws and regulations as well as the provisions of Article 13 of the Company’s Articles of Incorporation and therefore are not provided in this Notice of the General Meeting of Shareholders. The Appendix to the Notice of the General Meeting of Shareholders is a subset of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and Auditors in preparing their respective audit reports.
- Should the Reference Documents for the General Meeting of Shareholders or the Appendix require revisions, the revised versions will be provided on the Company’s website above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal
- (1) The system for electronic provision of materials for general meetings of shareholders stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, the Company shall establish provisions to provide information contained in the reference documents for the general meetings of shareholders, etc. electronically and to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.

Consequently, the provisions related to the Internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. will become unnecessary and will therefore be deleted. In line with the abovementioned establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

- (2) The Company shall alter the wording and make other required changes.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|--|---|
| <p><u>(Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 13. The Company may, when convening a general meeting of shareholders, disclose information pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> | <p>(Deleted)</p> |
| <p>(Newly established)</p> | <p><u>(Measures for Electronic Provision, Etc.)</u> <u>Article 13.</u> 1. <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> 2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> |

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| <p>Article 14. – (Omitted) Article 19. (Representative Directors and Directors with Special Titles) Article 20. 1. (Omitted) 2. The Directors may, by resolution, appoint one or more Chairmans of the Board of Directors, Executive Vice President-Directors, Executive Managing Directors, and Managing Directors whenever necessary, in addition to one President-Director.</p> <p>Article 21. – (Omitted) Article 44.</p> | <p>Article 14. – (Unchanged) Article 19. (Representative Directors and Directors with Special Titles) Article 20. 1. (Unchanged) 2. The <u>Board of</u> Directors may, by resolution, appoint, one or more Chairmans of the Board of Directors, Executive Vice President-Directors, Executive Managing Directors, and Managing Directors whenever necessary, in addition to one President-Director.</p> <p>Article 21. – (Unchanged) Article 44.</p> |
| <p>(Newly established)</p> | <p><u>Supplementary provisions</u></p> <ol style="list-style-type: none"> 1. <u>The deletion of Article 13 (Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 13 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u> 2. <u>Notwithstanding the provisions of the preceding paragraph, Article 13 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u> 3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u> |

Proposal 2: Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine Directors, including three Outside Directors, is proposed. The candidates for Directors are as follows:

| No. | | Name | Current positions and responsibilities at the Company | Attendance at the Board of Directors meetings |
|-----|---|---------------------|--|--|
| 1 | Reappointment | Takashi Kusaka | President & CEO | 12 out of 13 meetings (Attendance rate: 92%) |
| 2 | Reappointment Outside Independent | Kiyoshi Kawashima | Outside Director | 13 out of 13 meetings (Attendance rate: 100%) |
| 3 | Reappointment Outside Independent | Kumi Ito | Outside Director | 13 out of 13 meetings (Attendance rate: 100%) |
| 4 | Reappointment Outside Independent | Kazuyoshi Yamaguchi | Outside Director | 10 out of 10 meetings (Attendance rate: 100%) |
| 5 | New appointment | Kenzo Sugai | — | — |
| 6 | Reappointment | Hiroshi Fujimoto | Director & Managing Corporate Officer Supervisor of Electric Facilities Business, Supervisor of Overseas Business, and Executive General Manager of Electric Facilities Business Headquarters | 13 out of 13 meetings (Attendance rate: 100%) |
| 7 | Reappointment | Shigeo Oda | Director & Managing Corporate Officer Supervisor of Administrative Department, Executive General Manager of Corporate Strategic Planning Headquarters, and General Manager of Export Control Division | 13 out of 13 meetings (Attendance rate: 100%) |
| 8 | Reappointment | Atsunori Tao | Director & Managing Corporate Officer Executive General Manager of Engineering Management Headquarters | 13 out of 13 meetings (Attendance rate: 100%) |
| 9 | Reappointment | Tomoyuki Sawada | Director & Corporate Officer Supervisor of Sales (Japan and overseas) and Executive General Manager of Sales Headquarters | 10 out of 10 meetings (Attendance rate: 100%) |

The candidates for Directors

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--|
| 1 | <p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Takashi Kusaka (June 3, 1959)</p> | <p>April 1982 Joined Fuji Electric Manufacturing Co., Ltd. (currently FUJIELECTRIC CO., LTD.)</p> <p>July 2001 General Manager of Administration Department, Engineering Headquarters of Fuji Electric Systems Co., Ltd.</p> <p>April 2008 Director and General Manager of Planning Department, Corporate Planning Headquarters</p> <p>April 2009 Director, General Manager of Corporate Planning Headquarters, and General Manager of Export Control Office</p> <p>April 2010 Executive Officer and General Manager of Corporate Planning Office, Corporate Planning Headquarters of Fuji Electric Holdings Co., Ltd. (currently FUJI ELECTRIC CO., LTD.)</p> <p>June 2010 Director, Executive Officer, and General Manager of Corporate Planning Office, Corporate Planning Headquarters</p> <p>April 2011 Director, Corporate Officer, and General Manager of Industrial System Business Headquarters</p> <p>June 2011 Corporate Officer and General Manager of Industrial System Business Headquarters</p> <p>April 2012 Corporate Officer and General Manager of Industrial Infrastructure Business Headquarters</p> <p>April 2017 Corporate Officer and Executive Vice President of the Company</p> <p>June 2017 Representative Director, Corporate Officer, and Executive Vice President</p> <p>April 2018 President & CEO (to present)</p> | 7,500 |
| <p>[Significant concurrent positions] None</p> | | | |
| <p>[Term of office and reasons for nomination] He was newly elected as Director in 2017 and his term of office is five years. Additionally, he has been serving as President & CEO since April 2018. The Company requests the reelection of him as President & CEO as he is expected to play a leading role in the transformation of the Company based on his experience overseeing corporate planning departments and insight into corporate management. If he is elected at this General Meeting of Shareholders, the Company will continue to appoint him as President & CEO.</p> | | | |
| <p>[Special interests between the candidate and the Company] There are no special interests between the candidate and the Company.</p> | | | |
| <p>[Directors' and officers' liability insurance contract] The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.</p> | | | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|---|
| | <div style="border: 1px solid black; padding: 2px; width: fit-content;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Candidate for</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Outside Director</div> <p>Kiyoshi Kawashima (February 12, 1954)</p> | <p>April 1979 Registered as attorney-at-law (Daini Tokyo Bar Association)</p> <p>May 1984 Kawashima Law Office (Yokohama Bar Association; currently Kanagawa Bar Association) (to present)</p> <p>April 1995 Instructor in the area of civil affairs at Legal Training and Research Institute, Supreme Court of Japan</p> <p>April 2004 Professor of Law School, Yokohama National University</p> <p>April 2011 Visiting Professor of Open University of Japan (to present)</p> <p>June 2012 Outside Director of the Company (to present)</p> <p>June 2015 Outside Director of Amano Corporation (to present)</p> <p>May 2017 Outside Corporate Auditor of YOKOHAMA IMPORTMART INC.</p> <p>June 2021 Outside Auditor of Yokohama-Kawasaki International Port Corporation (to present)</p> | 0 |
| 2 | | <p>[Significant concurrent positions] Attorney-at-law (Kawashima Law Office) Visiting Professor of Open University of Japan Outside Director of Amano Corporation Outside Auditor of Yokohama-Kawasaki International Port Corporation</p> | |
| 2 | | <p>[Term of office, reasons for nomination as candidate for Outside Director, and a summary of expected roles] He was newly elected as Outside Director in 2012 and his term of office is ten years. Despite having no experience of being involved in corporate management other than as an Outside Director, he has made use of his legal knowledge in providing useful advice and recommendations that contribute to enhancing compliance, from a professional perspective as an attorney-at-law. Therefore, the Company requests the reelection of him as Outside Director. The Company has designated him as an Independent Director stipulated by the Tokyo Stock Exchange and registered him as such with the Exchange. If his reappointment is approved, the Company intends to continue the registration of him as an Independent Director.</p> | |
| | | <p>[Special interests between the candidate and the Company] There are no special interests between the candidate and the Company.</p> | |
| | | <p>[A summary of a limited liability agreement between the candidate and the Company] In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with him as follows. If his reappointment is approved, this agreement shall continue to remain effective. - In the event that he is liable for compensation for damages to the Company, the maximum amount of his liability to the Company shall be the amount of three million yen or the minimum amount of liability stipulated in the Companies Act, whichever is higher, provided he has carried out his duties in good faith and without gross negligence.</p> | |
| | | <p>[Directors' and officers' liability insurance contract] The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.</p> | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|---------------------------------|---|--|
| | Kumi Ito (December 20, 1964) | <p>April 1987 Joined Sony Corporation</p> <p>April 1998 Joined IBM Japan Ltd</p> <p>January 2008 Assistant to Vice President</p> <p>June 2009 Director of Corporate Strategy Department of International Business Machines Corporation</p> <p>October 2010 Administration Officer of Japan Strategy Department of IBM Japan Ltd</p> <p>January 2011 General Manager of Websphere Business Division, Software Department</p> <p>January 2012 Business Development Executive of Global Technology Services Department</p> <p>January 2013 Solution Program Executive of Global Process Services Department</p> <p>January 2014 CMO of GE Healthcare Japan Corporation</p> <p>April 2016 Visiting Professor of Ritsumeikan University (to present)</p> <p>September 2016 Director and COO of 4U Lifecare Inc.</p> <p>July 2017 CMO of Yext, Inc.</p> <p>April 2018 Representative Director, President and CEO of 4U Lifecare Inc.</p> <p>June 2018 Outside Director of True Data Inc. (to present)</p> <p>June 2020 Outside Director of the Company (to present)</p> <p>June 2021 Outside Director of Sompo Holdings, Inc. (to present)</p> <p>January 2022 Executive Director (Non-full-time) of University of Tsukuba (to present)</p> | 0 |
| 3 | | <p>[Significant concurrent positions]</p> <p>Outside Director of True Data Inc.</p> <p>Visiting Professor of Ritsumeikan University</p> <p>Outside Director of Sompo Holdings, Inc.</p> <p>Executive Director (Non-full-time) of University of Tsukuba</p> | |
| | | <p>[Term of office, reasons for nomination as candidate for Outside Director, and a summary of expected roles]</p> <p>She was newly elected as Outside Director in 2020 and her term of office is two years.</p> <p>Based on her abundant experience at global companies and a high level of insight as a corporate manager, she has provided useful advice and suggestions regarding marketing, IT, global strategy, and other issues.</p> <p>Therefore, the Company requests the reelection of her as Outside Director.</p> <p>The Company has designated her as an Independent Director stipulated by the Tokyo Stock Exchange and registered her as such with the Exchange. If her reappointment is approved, the Company intends to continue the registration of her as an Independent Director.</p> | |
| | | <p>[Special interests between the candidate and the Company]</p> <p>There are no special interests between the candidate and the Company.</p> | |
| | | <p>[A summary of a limited liability agreement between the candidate and the Company]</p> <p>In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with her as follows. If her reappointment is approved, this agreement shall continue to remain effective.</p> <p>- In the event that she is liable for compensation for damages to the Company, the maximum amount of her liability to the Company shall be the amount of three million yen or the minimum amount of liability stipulated in the Companies Act, whichever is higher, provided she has carried out her duties in good faith and without gross negligence.</p> | |
| | | <p>[Directors' and officers' liability insurance contract]</p> <p>The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.</p> | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|--|
| | <p data-bbox="199 555 379 589">Reappointment</p> <p data-bbox="199 600 459 633">Candidate for Outside</p> <p data-bbox="199 645 300 678">Director</p> <p data-bbox="207 701 470 768">Kazuyoshi Yamaguchi (November 5, 1958)</p> | <p data-bbox="491 271 901 304">April 1981 Joined Kobe Steel, Ltd.</p> <p data-bbox="491 304 1295 360">April 2004 General Manager of Nagoya Steel Sales Department, Steel Business</p> <p data-bbox="491 360 1300 416">April 2007 General Manager responsible for automobile in Steel Sheet Products Sales Department, Steel Business</p> <p data-bbox="491 416 1204 472">April 2010 Assistant to the Executive in charge of Steel Sheet Products Sales Department, Steel Business</p> <p data-bbox="491 472 1193 584">April 2011 General Manager of Spring & Special Wire Sales Department, Spring & Special Wire Division of KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 584 1278 663">April 2012 General Manager of Spring & Special Wire Division and General Manager of Spring & Special Wire Sales Department</p> <p data-bbox="491 663 1284 752">June 2012 Director, General Manager of Spring & Special Wire Division, and General Manager of Spring & Special Wire Sales Department</p> <p data-bbox="491 752 1273 808">April 2013 Director and General Manager of Spring & Special Wire Division</p> <p data-bbox="491 808 1233 875">June 2015 President and Representative Director of KOBELCO WIRE STAINLESS COMPANY, LTD.</p> <p data-bbox="491 875 1153 943">June 2017 Retired from KOBELCO WIRE STAINLESS COMPANY, LTD.</p> <p data-bbox="491 943 1198 976">Adviser of KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 976 1222 1010">June 2019 Retired from KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 1010 1150 1043">June 2022 Outside Director of the Company (to present)</p> | 0 |
| 4 | | <p data-bbox="199 1066 579 1099">[Significant concurrent positions]</p> <p data-bbox="199 1099 264 1133">None</p> | |
| 4 | | <p data-bbox="199 1133 1425 1167">[Term of office, reasons for nomination as candidate for Outside Director, and a summary of expected roles]</p> <p data-bbox="199 1167 1474 1335">He was newly elected as Outside Director in 2021 and his term of office is one year. Based on many years of experience as a manager overseeing the sales departments at a major steel manufacturer and a high level of insight as a corporate manager, he is expected to provide useful advice and suggestions regarding overall management of the Company. Therefore, the Company requests the reelection of him as Outside Director.</p> <p data-bbox="199 1335 1474 1435">The Company has designated him as an Independent Director stipulated by the Tokyo Stock Exchange and registered him as such with the Exchange. If his reappointment is approved, the Company intends to continue the registration of him as an Independent Director.</p> | |
| 4 | | <p data-bbox="199 1442 866 1476">[Special interests between the candidate and the Company]</p> <p data-bbox="199 1476 999 1509">There are no special interests between the candidate and the Company.</p> | |
| 4 | | <p data-bbox="199 1509 1169 1543">[A summary of a limited liability agreement between the candidate and the Company]</p> <p data-bbox="199 1543 1457 1644">In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with him as follows. If his reappointment is approved, this agreement shall continue to remain effective.</p> <p data-bbox="199 1644 1445 1783">- In the event that he is liable for compensation for damages to the Company, the maximum amount of his liability to the Company shall be the amount of three million yen or the minimum amount of liability stipulated in the Companies Act, whichever is higher, provided he has carried out his duties in good faith and without gross negligence.</p> | |
| 4 | | <p data-bbox="199 1789 791 1823">[Directors' and officers' liability insurance contract]</p> <p data-bbox="199 1823 1409 1951">The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.</p> | |
| 4 | | <p data-bbox="199 1957 1461 2096">[Regarding cases of inappropriate business execution while serving as officers of other companies in the past 5 years] During his tenure at KOBELCO WIRE STAINLESS COMPANY, LTD., where he served as President and Representative Director between June 2015 and June 2017, some products were found to not conform to JIS standards. On June 10, 2016, a notice of cancellation of JIS certification was received.</p> | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|---|--|--|--|
| 5 | <p data-bbox="199 685 410 719"><u>New appointment</u></p> <p data-bbox="231 725 389 824">Kenzo Sugai (February 17, 1955)</p> | <p data-bbox="432 288 1139 349">April 1979 Joined Fuji Electric Manufacturing Co., Ltd. (currently FUJI ELECTRIC CO., LTD.)</p> <p data-bbox="432 349 1294 427">July 1997 General Manager, Solutions Technology Department, System Integration Group I, Systems Headquarters of Fuji Facom Corp.</p> <p data-bbox="432 427 1238 488">June 2002 Director and General Manager of Corporate Planning Office</p> <p data-bbox="432 488 1182 566">June 2006 Director and Managing Executive Officer and General Manager, Social Infrastructure Business Headquarters</p> <p data-bbox="432 566 1114 604">June 2008 Director of Fuji Electric Systems Co., Ltd.</p> <p data-bbox="432 604 1294 683">July 2008 Deputy Corporate General Manager, Automation Business Headquarters</p> <p data-bbox="432 683 1294 761">April 2011 Executive Officer and Corporate General Manager, Social Systems Business Headquarters of FUJI ELECTRIC CO., LTD.</p> <p data-bbox="432 761 1102 799">April 2012 Corporate General Manager, Sales Group</p> <p data-bbox="432 799 959 837">April 2014 Managing Executive Officer</p> <p data-bbox="432 837 730 875">June 2014 Director</p> <p data-bbox="432 875 1038 913">April 2015 Senior Managing Executive Officer</p> <p data-bbox="432 913 922 952">April 2016 Executive Vice President</p> <p data-bbox="432 952 906 990">June 2016 Representative Director</p> <p data-bbox="432 990 1257 1028">March 2019 Retired from Corporate General Manager, Sales Group</p> <p data-bbox="432 1028 1091 1066">October 2020 Corporate General Manger, Sales Group</p> <p data-bbox="432 1066 1241 1104">September 2021 Retired from Corporate General Manger, Sales Group</p> <p data-bbox="432 1104 868 1142">April 2022 Director (to present)</p> | 0 |
| [Significant concurrent positions] Director of FUJI ELECTRIC CO., LTD. | | | |
| [Term of office and reasons for nomination] He is a new candidate for Director. Based on his experience as a manager of the electrical equipment manufacturing business, which is closely related to the Company's business activities, and his abundant experience in and a high level of insight into engineering mainly in social and industrial systems, he is expected to provide useful advice and suggestions regarding overall management of the Company. Therefore, the Company requests the election of him as Director. | | | |
| [Special interests between the candidate and the Company] There are no special interests between the candidate and the Company. | | | |
| [A summary of a limited liability agreement between the candidate and the Company] In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with him as follows. If his reappointment is approved, this agreement shall continue to remain effective. - In the event that he is liable for compensation for damages to the Company, the maximum amount of his liability to the Company shall be the amount of three million yen or the minimum amount of liability stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and without gross negligence. | | | |
| [Directors' and officers' liability insurance contract] The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal. | | | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--|
| 6 | <u>Reappointment</u> Hiroshi Fujimoto (March 30, 1960) | March 2003 Joined Furukawa Engineering and Construction Co., Ltd. November General Manager of Electric Facilities Technology 2011 Department, North Kanto Branch Office of the Company July 2013 Senior General Manager of Electric Facilities Division, Electric Facilities & Building Construction Headquarters April 2016 Corporate Officer, Supervisor of Electric Facilities & Building Construction Business, Executive General Manager of Electric Facilities & Building Construction Headquarters, and Deputy Senior General Manager of General Facilities Engineering Division April 2019 Corporate Officer, Supervisor of Electric Facilities Business, and Executive General Manager of Electric Facilities Business Headquarters June 2019 Director, Corporate Officer, Supervisor of Electric Facilities Business, and Executive General Manager of Electric Facilities Business Headquarters April 2020 Director, Managing Corporate Officer, Supervisor of Electric Facilities Business, Supervisor of Oversea Business, and Executive General Manager of Electric Facilities Business Headquarters (to present) | 7,000 |
| [Significant concurrent positions] None | | | |
| [Term of office and reasons for nomination] He was newly elected as Director in 2019 and his term of office is three years. He has a wealth of knowledge and experience in corporate management gained through his experience of managing electric facilities and construction businesses as well as his experience of executing duties as a corporate officer. As he is expected to assume the responsibility of managing the Company's electric facilities business and overseas business, the Company requests the reelection of him as Director. | | | |
| [Special interests between the candidate and the Company] There are no special interests between the candidate and the Company. | | | |
| [Directors' and officers' liability insurance contract] The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal. | | | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|---|--|--|--|
| 7 | <p data-bbox="199 689 379 723">Reappointment</p> <p data-bbox="209 763 379 857">Shigeo Oda (August 22, 1959)</p> | <p data-bbox="432 275 560 297">April 1982</p> <p data-bbox="432 331 560 353">October 2003</p> <p data-bbox="432 365 560 387">October 2005</p> <p data-bbox="432 465 544 488">July 2010</p> <p data-bbox="432 600 544 622">April 2011</p> <p data-bbox="432 689 544 712">April 2012</p> <p data-bbox="432 745 544 768">April 2014</p> <p data-bbox="432 846 544 869">April 2015</p> <p data-bbox="432 969 544 992">June 2015</p> <p data-bbox="432 1104 544 1126">April 2021</p> <p data-bbox="635 275 1294 1272"> Joined Fuji Electric Manufacturing Co., Ltd. (currently FUJIELECTRIC CO., LTD.) Director of Fuji Brain Trust Co., Ltd. General Manager of General Affairs and Human Resources Department, Administrative Division of Fuji Retail Systems Co., Ltd. General Manager of General Affairs Department, Tokyo Factory, Industrial Solution Business Division, Environmental Solution Group of Fuji Electric Systems Co., Ltd. General Manager of General Affairs Department, Tokyo Office, Production Management Group of FUJI ELECTRIC CO., LTD. General Manager of Safety Department, Human Resources and General Affairs Office Corporate Officer, Deputy Senior General Manager of Corporate Strategic Planning Headquarters, and General Manager of Export Control Division of the Company Corporate Officer, Supervisor of Administrative Department, Executive General Manager of Corporate Strategic Planning Headquarters, and General Manager of Export Control Division Director, Corporate Officer, Supervisor of Administrative Department, Executive General Manager of Corporate Strategic Planning Headquarters, and General Manager of Export Control Division Director, Managing Corporate Officer, Supervisor of Administrative Department, Executive General Manager of Corporate Strategic Planning Headquarters, and General Manager of Export Control Division (to present) </p> | 8,600 |
| [Significant concurrent positions] | | | |
| None | | | |
| [Term of office and reasons for nomination] | | | |
| <p data-bbox="199 1384 1090 1417">He was newly elected as Director in 2015 and his term of office is seven years.</p> <p data-bbox="199 1417 1433 1541">Based on his experience of managing human resources and general affairs departments as well as finance and accounting departments, in addition to his insight regarding corporate management, he is expected to assume the responsibility of overseeing overall management of the Company. Therefore, the Company requests the reelection of him as Director.</p> | | | |
| [Special interests between the candidate and the Company] | | | |
| There are no special interests between the candidate and the Company. | | | |
| [Directors' and officers' liability insurance contract] | | | |
| <p data-bbox="199 1653 1409 1769">The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.</p> | | | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--|
| 8 | <p data-bbox="199 622 379 658" style="border: 1px solid black; display: inline-block; padding: 2px;">Reappointment</p> Atsunori Tao (June 3, 1960) | <p data-bbox="432 271 587 297">April 1979</p> <p data-bbox="432 300 587 327">April 2006</p> <p data-bbox="432 353 587 380">October 2009</p> <p data-bbox="432 445 587 472">October 2010</p> <p data-bbox="432 535 587 562">April 2012</p> <p data-bbox="432 624 587 651">April 2014</p> <p data-bbox="432 714 587 741">April 2016</p> <p data-bbox="432 880 587 907">April 2019</p> <p data-bbox="432 947 587 974">June 2019</p> <p data-bbox="432 1003 587 1030">April 2021</p> <p data-bbox="632 271 1283 1099"> Joined Fuji Denki Sosetsu Co., Ltd. General Manager of Construction Department, Kansai Branch. General Manager of Engineering Department I, Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters of the Company Deputy Senior General Manager of Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters Senior General Manager of Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters Corporate Officer and Deputy Executive General Manager of Industrial Air Conditioning Business Headquarters Corporate Officer, Supervisor of Industrial Air Conditioning Business, Executive General Manager of Industrial Air Conditioning Business Headquarters, and Senior General Manager of General Facilities Engineering Division Corporate Officer and Executive General Manager of Engineering Management Headquarters Director, Corporate Officer, and Executive General Manager of Engineering Management Headquarters Director, Managing Corporate Officer, and Executive General Manager of Engineering Management Headquarters (to present) </p> | 7,000 |
| <p data-bbox="199 1104 579 1131">[Significant concurrent positions]</p> <p data-bbox="199 1133 264 1160">None</p> | | | |
| <p data-bbox="199 1164 695 1191">[Term of office and reasons for nomination]</p> <p data-bbox="199 1193 1430 1397"> He was newly elected as Director in 2019 and his term of office is three years. He has a wealth of knowledge and experience in corporate management gained through his experience of managing the industrial air-conditioning business as well as his experience of executing duties as a corporate officer. As he is expected to assume the responsibility of managing and promoting the maintenance and enhancement of the Company's engineering technology and construction management capabilities, the Company requests the reelection of him as Director. </p> | | | |
| <p data-bbox="199 1402 863 1429">[Special interests between the candidate and the Company]</p> <p data-bbox="199 1431 995 1458">There are no special interests between the candidate and the Company.</p> | | | |
| <p data-bbox="199 1462 791 1489">[Directors' and officers' liability insurance contract]</p> <p data-bbox="199 1491 1406 1621"> The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal. </p> | | | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|---|--|---|---|
| 9 | <p data-bbox="199 555 375 589"><u>Reappointment</u></p> <p data-bbox="199 622 416 689">Tomoyuki Sawada (July 27, 1961)</p> | <p data-bbox="432 304 587 365">April 1985 October 2003</p> <p data-bbox="432 439 560 472">April 2011</p> <p data-bbox="432 528 560 562">April 2017</p> <p data-bbox="432 595 560 629">April 2018</p> <p data-bbox="432 685 560 719">April 2019</p> <p data-bbox="432 752 560 786">April 2020</p> <p data-bbox="432 842 552 875">June 2021</p> <p data-bbox="632 304 1294 936"> Joined FUJI ELECTRIC CO., LTD. General Manager of Industrial and Traffic Facilities' Electric Clean System Technology Department of Fuji Electric Systems Co., Ltd. General Manager of AIR Environment Technology Department, Facilities Business Division, Industrial Systems Business Group of FUJI ELECTRIC CO., LTD. General Manager of Power Systems Business Division, Power Electronics Systems Business Group General Manager of Facilities and Power Systems Business Division, Power Electronics Systems Business Group Corporate Officer and Deputy Executive General Manager of Sales Headquarters of the Company Corporate Officer, Supervisor of Sales (Japan and overseas), and Executive General Manager of Sales Headquarters Director, Corporate Officer, Supervisor of Sales (Japan and overseas), and Executive General Manager of Sales Headquarters (to present) </p> | 3,700 |
| [Significant concurrent positions] None | | | |
| [Term of office and reasons for nomination] He was newly elected as Director in 2021 and his term of office is one year. He has a wealth of knowledge and experience in corporate management gained through his experience of managing sales departments and experience of executing duties as a corporate officer. As he is expected to assume the responsibility of serving as a manager of the sales departments of the Company, the Company requests the reelection of him as Director. | | | |
| [Special interests between the candidate and the Company] There are no special interests between the candidate and the Company. | | | |
| [Directors' and officers' liability insurance contract] The Company has entered into a directors' and officers' liability insurance contract with an insurance company. The insurance contract covers claims for damages and the burden of expenses to be borne by the insured persons. This candidate will be included in the insured persons under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal. | | | |

Proposal 3: Election of One Auditor

As the terms of office of one Auditor will expire at the conclusion of this General Meeting of Shareholders, the election of one Auditor is proposed.

We have acquired the consent of the Audit & Supervisory Board in relation to this Proposal.

The candidate for Auditor is as follows:

The candidate for Auditor

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--|
| 1 | <p>Reappointment Candidate for Outside Auditor</p> <p>Takahiro Kashiwagi (July 25, 1959)</p> | <p>April 1983 June 2007</p> <p>Joined Furukawa Electric Co., Ltd. General Manager, Administration Department, CSR Division of Furukawa Electric Co., Ltd.</p> <p>June 2008</p> <p>General Manager, Legal Department</p> <p>April 2012</p> <p>General Manager, Corporate Strategy Planning Department and General Manager, Group Business Management Department</p> <p>April 2013</p> <p>General Manager, Corporate Strategy Planning Department, Strategy Division</p> <p>April 2014</p> <p>Corporate Vice President and General Manager, Magnet Wire Division</p> <p>April 2016</p> <p>Corporate Vice President and General Manager, Magnet Wire Division, Electronics Component Material Division</p> <p>April 2017</p> <p>Corporate Vice President and Deputy General Manager, Administration & CSR Division</p> <p>June 2018</p> <p>Audit & Supervisory Board Member (Full-time) of Furukawa Electric Co., Ltd. (to present) Outside Auditor of the Company (to present)</p> <p>June 2019</p> <p>Audit & Supervisory Board Member of FURUKAWA SANGYO KAISHA, LTD. (to present)</p> | 0 |
| [Significant concurrent positions] Audit & Supervisory Board Member (Full-time) of Furukawa Electric Co., Ltd. Audit & Supervisory Board Member of FURUKAWA SANGYO KAISHA, LTD. | | | |
| [Term of office and reasons for nomination] He was newly elected as Outside Director in 2018 and his term of office is four years. His positions of Furukawa Electric Co., Ltd. include General Manager, Legal Department; General Manager, Corporate Planning Department, Strategy Division; and currently Audit & Supervisory Board Member (Full- time). With extensive experience and high-level insight in business management, he has strengthened functions of auditing managements, and offered practical advice and proposals for overall management. Therefore, the Company requests the reelection of him as Outside Director. | | | |
| [Special interests between the candidate and the Company] There are no special interests between the candidate and the Company. | | | |
| [A summary of a limited liability agreement between the candidate and the Company] In accordance with laws and regulations as well as the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with him as follows. If his reappointment is approved, this agreement shall continue to remain effective. - In the event that he is liable for compensation for damages to the Company, the maximum amount of his liability to the Company shall be the amount of three million yen or the minimum amount of liability stipulated in the Companies Act, whichever is higher, provided he has carried out his duties in good faith and without gross negligence. | | | |