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(Stock exchange code: 1775)

June 6, 2023

(Commencement date of measures for electronic provision: May 30, 2023)

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 113th 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 113th 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.

The Company has, for convening this General Meeting of Shareholders, taken measures for electronic provision. Matters to be provided electronically have been placed as NOTICE OF THE 113th ANNUAL GENERAL MEETING OF SHAREHOLDERS on the following Internet website.

The Company’s website: <https://www.ffec-global.com/company/ir/financial-results/>

In addition to the above, the matters have been placed on the following Internet website.

Tokyo Stock Exchange’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter the Company’s name or stock exchange code to search, then click on “Basic information” and “Documents for public inspection/PR information.”

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically and exercise your voting rights by the close of business at 5:30 p.m. Japan time on Wednesday, June 21, 2023.

- 1. Date and Time:** Thursday, June 22, 2023 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 113th Fiscal Year (April 1, 2022 - March 31, 2023) 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 113th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Election of Nine Directors

Proposal 2: Election of One Auditor

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- For this General Meeting of Shareholders, the Reference Documents therefor have been delivered in writing as before whether or not it is requested. However, in accordance with relevant laws and regulations, as well as provisions of Article 13 of the Company's Articles of Incorporation, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are not included.
- Should the matters to be provided electronically require revisions, the revised versions will be posted on each website on which such matters have been posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: 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	13 out of 13 meetings (Attendance rate: 100%)
2	Reappointment Outside Independent	Kiyoshi Kawashima	Outside Director	13 out of 13 meetings (Attendance rate: 100%)
3	Reappointment Outside Independent	Kumi Ito	Outside Director	12 out of 13 meetings (Attendance rate: 92%)
4	Reappointment Outside Independent	Kazuyoshi Yamaguchi	Outside Director	13 out of 13 meetings (Attendance rate: 100%)
5	Reappointment	Kenzo Sugai	Director	10 out of 10 meetings (Attendance rate: 100%)
6	Reappointment	Hiroshi Fujimoto	Director & Managing Corporate Officer Assistant to Supervisor of Management	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	13 out of 13 meetings (Attendance rate: 100%)

(Note) Mr. Kenzo Sugai was newly elected as Director at the 112th Annual General Meeting of Shareholders held on June 24, 2022 and took office on the same date. Therefore, attendance at the Board of Directors meetings after he took office is stated.

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>	8,200
<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 six 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]</p> <p>Attorney-at-law (Kawashima Law Office)</p> <p>Visiting Professor of Open University of Japan</p> <p>Outside Director of Amano Corporation</p> <p>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]</p> <p>He was newly elected as Outside Director in 2012 and his term of office is eleven 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.</p> <p>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]</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 him as follows. If his reappointment is approved, this agreement shall continue to remain effective.</p> <p>- 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]</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
	<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 Outside</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Director</div> <p style="text-align: center;">Kumi Ito (December 20, 1964)</p>	<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 2014 CMO of GE Healthcare Japan Corporation</p> <p>September 2016 Director and COO of 4U Lifecare Inc.</p> <p>April 2018 Representative Director, President and CEO</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> <p>November 2022 Outside Director of Ryohin Keikaku Co., Ltd. (to present)</p> <p>April 2023 Representative, Office KITO (to present)</p>	0
3		<p>[Significant concurrent positions]</p> <p>Outside Director of True Data Inc.</p> <p>Outside Director of Sompo Holdings, Inc.</p> <p>Executive Director (Non-full-time) of University of Tsukuba</p> <p>Outside Director of Ryohin Keikaku Co., Ltd.</p> <p>Representative, Office KITO</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 three 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="199 562 376 595">Reappointment</p> <p data-bbox="199 602 456 636">Candidate for Outside</p> <p data-bbox="199 642 300 676">Director</p> <p data-bbox="209 707 472 770">Kazuyoshi Yamaguchi (November 5, 1958)</p>	<p data-bbox="491 271 900 304">April 1981 Joined Kobe Steel, Ltd.</p> <p data-bbox="491 304 1295 367">April 2004 General Manager of Nagoya Steel Sales Department, Steel Business</p> <p data-bbox="491 367 1295 430">April 2007 General Manager responsible for automobile in Steel Sheet Products Sales Department, Steel Business</p> <p data-bbox="491 430 1203 492">April 2010 Assistant to the Executive in charge of Steel Sheet Products Sales Department, Steel Business</p> <p data-bbox="491 492 1190 591">April 2011 General Manager of Spring & Special Wire Sales Department, Spring & Special Wire Division of KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 591 1278 689">April 2012 General Manager of Spring & Special Wire Division and General Manager of Spring & Special Wire Sales Department</p> <p data-bbox="491 689 1286 766">June 2012 Director, General Manager of Spring & Special Wire Division, and General Manager of Spring & Special Wire Sales Department</p> <p data-bbox="491 766 1275 842">April 2013 Director and General Manager of Spring & Special Wire Division</p> <p data-bbox="491 842 1230 904">June 2015 President and Representative Director of KOBELCO WIRE STAINLESS COMPANY, LTD.</p> <p data-bbox="491 904 1150 967">June 2017 Retired from KOBELCO WIRE STAINLESS COMPANY, LTD.</p> <p data-bbox="491 967 1195 1001">June 2019 Adviser of KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 1001 1219 1034">June 2019 Retired from KOBELCO WIRE COMPANY, LTD.</p> <p data-bbox="491 1034 1147 1068">June 2021 Outside Director of the Company (to present)</p>	0
4		[Significant concurrent positions] None	
		<p data-bbox="199 1133 1426 1167">[Term of office, reasons for nomination as candidate for Outside Director, and a summary of expected roles]</p> <p data-bbox="199 1167 1163 1200">He was newly elected as Outside Director in 2021 and his term of office is two years.</p> <p data-bbox="199 1200 1469 1330">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 1330 1477 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>	
		<p data-bbox="199 1442 863 1476">[Special interests between the candidate and the Company]</p> <p data-bbox="199 1476 995 1509">There are no special interests between the candidate and the Company.</p>	
		<p data-bbox="199 1509 1166 1543">[A summary of a limited liability agreement between the candidate and the Company]</p> <p data-bbox="199 1543 1453 1648">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 1648 1445 1778">- 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 data-bbox="199 1789 791 1823">[Directors' and officers' liability insurance contract]</p> <p data-bbox="199 1823 1406 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>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p data-bbox="199 734 379 768"><u>Reappointment</u></p> <p data-bbox="231 779 387 869">Kenzo Sugai (February 17, 1955)</p>	<p data-bbox="432 286 1297 763"> April 1979 Joined Fuji Electric Manufacturing Co., Ltd. (currently FUJI ELECTRIC CO., LTD.) July 1997 General Manager, Solutions Technology Department, System Integration Group I, Systems Headquarters of Fuji Facom Corp. June 2002 Director and General Manager of Corporate Planning Office June 2006 Director and Managing Executive Officer and General Manager, Social Infrastructure Business Headquarters June 2008 Director of Fuji Electric Systems Co., Ltd. July 2008 Deputy Corporate General Manager, Automation Business Headquarters April 2011 Executive Officer and Corporate General Manager, Social Systems Business Headquarters of FUJI ELECTRIC CO., LTD. April 2012 Corporate General Manager, Sales Group April 2014 Managing Executive Officer June 2014 Director April 2015 Senior Managing Executive Officer April 2016 Executive Vice President June 2016 Representative Director March 2019 Retired from Corporate General Manager, Sales Group October 2020 Corporate General Manger, Sales Group September 2021 Retired from Corporate General Manger, Sales Group April 2022 Director June 2022 Special Adviser (to present) June 2022 Director of the Company (to present) </p>	0
<p data-bbox="199 1328 746 1384">[Significant concurrent position] Special Adviser of FUJI ELECTRIC CO., LTD.</p>			
<p data-bbox="199 1393 1474 1581">[Term of office and reasons for nomination] He was newly elected as Director in 2022 and his term of office is one year. 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 has provided useful advice and suggestions regarding overall management of the Company. Therefore, the Company requests the reelection of him as Director.</p>			
<p data-bbox="199 1590 1002 1646">[Special interests between the candidate and the Company] There are no special interests between the candidate and the Company.</p>			
<p data-bbox="199 1655 1474 1912">[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.</p>			
<p data-bbox="199 1921 1410 2074">[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
6	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> 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 April 2023 Director, Managing Corporate Officer, Assistant to Supervisor of Management (to present)	7,500
[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 four 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 as Assistant to Supervisor of Management mainly in the business section, 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="209 757 375 857">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="632 275 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>	9,100
[Significant concurrent positions]			
None			
[Term of office and reasons for nomination]			
<p data-bbox="199 1384 1082 1417">He was newly elected as Director in 2015 and his term of office is eight 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	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> Atsunori Tao (June 3, 1960)	April 1979 Joined Fuji Denki Sosetsu Co., Ltd. April 2006 General Manager of Construction Department, Kansai Branch. October 2009 General Manager of Engineering Department I, Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters of the Company October 2010 Deputy Senior General Manager of Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters April 2012 Senior General Manager of Industrial Air Conditioning Division, Industrial Air Conditioning Business Headquarters April 2014 Corporate Officer and Deputy Executive General Manager of Industrial Air Conditioning Business Headquarters April 2016 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 April 2019 Corporate Officer and Executive General Manager of Engineering Management Headquarters June 2019 Director, Corporate Officer, and Executive General Manager of Engineering Management Headquarters April 2021 Director, Managing Corporate Officer, and Executive General Manager of Engineering Management Headquarters (to present)	7,500
[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 four 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.			
[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	
9	<u>Reappointment</u> Tomoyuki Sawada (July 27, 1961)	April 1985 October 2003	Joined FUJI ELECTRIC CO., LTD. General Manager of Industrial and Traffic Facilities' Electric Clean System Technology Department of Fuji Electric Systems Co., Ltd.	4,700
		April 2011	General Manager of AIR Environment Technology Department, Facilities Business Division, Industrial Systems Business Group of FUJI ELECTRIC CO., LTD.	
		April 2017	General Manager of Power Systems Business Division, Power Electronics Systems Business Group	
		April 2018	General Manager of Facilities and Power Systems Business Division, Power Electronics Systems Business Group	
		April 2019	Corporate Officer and Deputy Executive General Manager of Sales Headquarters of the Company	
		April 2020	Corporate Officer, Supervisor of Sales (Japan and overseas), and Executive General Manager of Sales Headquarters	
		June 2021	Director, Corporate Officer, Supervisor of Sales (Japan and overseas), and Executive General Manager of Sales Headquarters (to present)	
[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 two years. 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 2: Election of One Auditor

As the term 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
	Kenji Endo (May 2, 1955)	<p>April 1978 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>May 1992 Promoted to Partner</p> <p>January 2000 Seconded to Long Beach Office of Ernst & Young Global Limited, In charge of Japanese firms in North America district</p> <p>October 2003 Returned to ShinNihon LLC (currently Ernst & Young ShinNihon LLC)</p> <p>August 2007 Member of the Board</p> <p>January 2011 Concurrently served as Chief of Tokai Hokuriku District</p> <p>June 2017 Retired from ShinNihon LLC</p> <p>July 2017 Established Kenji Endo Certified Public Accountant Office, President (to present)</p> <p>June 2018 Outside Director (Audit & Supervisory Committee Member) of Kodama Chemical Industry Co., Ltd.</p> <p>June 2019 Outside Auditor of the Company (to present)</p>	0
		[Significant concurrent position] President of Kenji Endo Certified Public Accountant Office	
1		[Term of office and reasons for nomination] He was newly elected as Outside Auditor in 2019 and his term of office is four years. He is a certified public accountant. With high-level insight based on experience of accounting audit, 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 Auditor. He had belonged to Ernst & Young ShinNihon LLC, the Company's accounting auditor, until June 2017, and engaged in auditing service for the Company there until fiscal year 2009. After that, he has never been involved in the auditing service for the Company, and thus, the Company deems him to be adequately independent. The Company has designated him as an Independent Auditor 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 Auditor.	
		[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.	
		[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.	