

*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.*



Securities Code: 5803

June 14, 2023

Start date of measures for electronic provision: June 7, 2023

To our shareholders:

Naoki Okada  
Director, President & CEO  
**Fujikura Ltd.**  
5-1, Kiba 1-chome Koto-ku, Tokyo, Japan

### **Notice of Convocation of Fujikura's 175th Annual General Meeting of Shareholders**

We hereby inform you of the 175th Annual General Meeting of Shareholders of Fujikura Ltd. (the "Company"), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format. This information is posted on each of the following websites, so please access either of those websites to confirm the information.

The Company's website:

<https://www.fujikura.co.jp/ir/statement/meeting/index.html> (in Japanese)

(Access the Company's website by using the Internet address shown above and the information will be posted as Notice of Convocation of Fujikura's 175th Annual General Meeting of Shareholders.)

TSE website:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the Internet address shown above, enter "Fujikura" in "Issue name (company name)" or the Company's securities code "5803" in "Code," and click "Search." Then, click "Basic information" and "Documents for public inspection/PR information," and select "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

General Meeting of Shareholders portal site (Sumitomo Mitsui Trust Bank, Limited):

<https://www.soukai-portal.net> (in Japanese)

(Access the portal site by scanning the QR code in the voting form sent with this notice and entering your ID and password indicated in the form.)

In the event that you are unable to attend this General Meeting of Shareholders, please exercise your voting rights beforehand via the Internet, etc. or in writing. Please review the Reference Document for the General Meeting of Shareholders as well as the Information about Exercising Your Voting Rights on page 3 of this notice, and exercise your voting rights no later than June 28, 2023 (Wednesday) at 5:45 p.m. (JST).

1. **Date and time:** June 29, 2023 (Thursday) at 10:00 a.m. (JST)  
2. **Place:** Assembly Hall, Fujikura head office  
5-1, Kiba 1-chome Koto-ku, Tokyo, Japan

**3. Purpose of the meeting**

**Matters to be reported:**

1. Details of the business report, the consolidated financial statements, and the reports by the independent accounting auditor and the Audit and Supervisory Committee on the audit results of consolidated financial statements for the Company's 175th business year (from April 1, 2022 to March 31, 2023).
2. Details of non-consolidated financial statements for the Company's 175th business year (from April 1, 2022 to March 31, 2023).

\* Please refer to "Holding of Adjourned Meeting of the 175th Annual General Meeting of Shareholders" below for the Company's plans regarding matters to be reported.

**Matters to be acted upon:**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Partial Amendment to the Articles of Incorporation

**Proposal No. 3** Election of Four Directors Not Serving as Audit and Supervisory Committee Members

**Proposal No. 4** Election of Five Directors, Members of the Audit and Supervisory Committee

**4. Matters decided for convocation**

- (1) Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16, paragraph 2 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee and the independent accounting auditor when they create their respective audit reports.
  - (i) System to Secure Appropriate Operation and Operational Status of the System described in the business report
  - (ii) Notes to consolidated financial statements
  - (iii) Notes to non-consolidated financial statementsPlease refer to "Holding of Adjourned Meeting of the 175th Annual General Meeting of Shareholders" below for details about the handling of measures for electronic provision.
- (2) Please note that if you exercise your voting rights both via the Internet, etc. and using the voting form, only the online vote shall be deemed effective. If you exercise your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.
- (3) In the event that a voting form is received that does not state approval or disapproval for each proposal, it will be treated as approving proposals by the Company.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned websites.

## Information about Exercising Your Voting Rights

### 1. In case of exercising the voting rights via the Internet, etc.:

- Method 1 Exercising voting rights using “General Meeting of Shareholders portal site”  
Please scan the QR Code displayed on the bottom right of the voting form with a smartphone or tablet device and enter your approval or disapproval by following the onscreen instructions. Please see next page for details.  
\* If you wish to modify your vote after exercising your voting rights, please follow Method 2 “Exercising voting rights on the website for exercising voting rights” and enter your changed vote.
- Method 2 Exercising voting rights on the website for exercising voting rights  
Access the website for exercising your voting rights (<https://www.web54.net>) (in Japanese), click the login button upon entering the “voting right exercise code” and “password” indicated on the voting form sent with this notice, and enter your approval or disapproval by following the on screen instructions.

#### **Voting deadline:**

No later than June 28, 2023 (Wednesday) at 5:45 p.m. (JST)

### 2. In case of exercising the voting rights by post:

Please indicate your approval or disapproval on each of the proposals on the voting form sent with this notice and return the completed form to us without affixing a postage stamp.

#### **Voting deadline:**

It must be received by no later than June 28, 2023 (Wednesday) at 5:45 p.m. (JST)

### 3. In case of attending the General Meeting of Shareholders:

Please submit the voting form to the receptionist. (No seal is necessary.)

**Date and time:** June 29, 2023 (Thursday) at 10:00 a.m. (JST)

**Place:** Assembly Hall, Fujikura head office, 5-1, Kiba 1-chome, Koto-ku, Tokyo

## Important Information Regarding Exercising Your Voting Rights via the Internet, etc.

- (i) Please note that your online vote will prevail should you exercise your voting rights both via the Internet, etc. and in writing.
- (ii) If you exercise your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.
- (iii) Each shareholder shall bear any fees for accessing the voting website (Internet connection fees, telephone charges, etc.).
- (iv) Voting rights exercised via the Internet, etc. are accepted until Wednesday, June 28, 2023 at 5:45 p.m. However, we request that you vote as early as possible.  
If you have any inquiries, please contact the dedicated phone line for web support shown below.

Inquiries on systems, etc.	Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline Telephone: 0120-652-031 (toll-free in Japan only; hours: 9:00 a.m. to 9:00 p.m.)
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## Electronic Voting Rights Execution Platform

Institutional investors may use the electronic voting rights execution platform operated by Investor Communications Japan (ICJ), Inc.

## Information about Exercising Your Voting Rights via the Internet, etc.

**Internet voting deadline: June 28, 2023 (Wednesday) at 5:45 p.m. (JST)**

### 1. Exercising voting rights using a smartphone, etc.

- (i) Scan the QR Code displayed on the voting form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- (ii) Tap the “議決権行使へ (To exercise voting rights)” button on the home page of the General Meeting of Shareholders portal site.
- (iii) The Smart Exercise home page will be displayed. Enter your approval or disapproval by following the onscreen instructions.

### 2. Exercising voting rights using a PC, etc.

Access the portal site at the following URL by entering the login ID and password indicated on the voting form. After logging in, enter your approval or disapproval by following the onscreen instructions.

**General Meeting of Shareholders portal site**  
**<https://www.soukai-portal.net>** (in Japanese)

You may also continue to use the website for exercising voting rights.  
<https://www.web54.net> (in Japanese)

### Points to Note

- If you wish to modify your vote after exercising your voting rights, you must enter the “voting right exercise code” and “password” indicated on the voting form.
- Please note that if you exercise your voting rights both in writing and via the Internet, etc., only the online vote shall be deemed effective. If you exercise your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.
- The portal site is unavailable due to maintenance from 12:00 a.m. to 5:00 a.m. on the first Monday in January, April, July and October.

Contact	Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline 0120-652-031 (hours: 9:00 a.m. to 9:00 p.m.)
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## **Holding of Adjourned Meeting of the 175th Annual General Meeting of Shareholders**

As part of the purpose of the meeting of the Company's 175th Annual General Meeting of Shareholders to be held on June 29, 2023 ("this Meeting"), the Company was scheduled to report to shareholders at this Meeting on matters to be reported "Details of the business report, the consolidated financial statements, and the reports by the independent accounting auditor and the Audit and Supervisory Committee on the audit results of consolidated financial statements for the Company's 175th business year (from April 1, 2022 to March 31, 2023)" and "Details of non-consolidated financial statements for the Company's 175th business year (from April 1, 2022 to March 31, 2023)" (hereinafter the "Matters to be Reported").

However, as stated in the "Announcement on the Investigation Relating to an Improper Real Estate Acquisition at a U.S. Subsidiary" press release dated May 26, 2023, an internal investigation of this incident is currently conducted, supported by external specialists. Because said investigation, associated account settlement procedures, and audit procedures performed by the independent accounting auditor are expected to require considerable time, the Company is unable to submit the business report, the consolidated financial statements, the non-consolidated financial statements, or the reports on the audit results for the Company's 175th business year, and is unable to report on the Matters to be Reported at this Meeting.

That being the case, at this Meeting the Company seeks the approval of its shareholders to convene a separate adjourned meeting of this Meeting ("the Adjourned Meeting"), and to report at the Adjourned Meeting the Matters to be Reported, as well as approval to entrust the determination of the date and time and place of the Adjourned Meeting to the Board of Directors ("the Proposal").

If the Proposal is approved at this Meeting, the Company intends to report the Matters to be Reported at the Adjourned Meeting. Consequently, the Company has not made the Matters to be Reported, consisting of the business report, the consolidated financial statements, the non-consolidated financial statements, the audit report of the independent accounting auditor, and the audit report of the Audit and Supervisory Committee for the Company's 175th business year, available in electronic format on Internet websites, or attached them to this notice. After the account settlement procedures have been completed, these will be provided to shareholders as an attachment to the notice for the Adjourned Meeting, as well as being made available in electronic format.

Because the Adjourned Meeting will be part of this Meeting, the shareholders who can attend the Adjourned Meeting will be the same shareholders who can exercise their voting rights at this Meeting.

We sincerely apologize to our shareholders for the considerable inconvenience and concern that this may cause.

## Reference Document for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company has completed an operational turnaround phase to handle a significant deterioration in business performance in the fiscal year 2019, and moved into a sustainable growth phase in April 2022. In the fiscal year under review, the first year of the new phase, the Company recorded net sales of ¥806.5 billion, operating profit of ¥69.4 billion, ordinary profit of ¥67.1 billion, and profit attributable to owners of parent of ¥40.3 billion due to the effects of the operational turnaround plan named “100-Day Plan,” a business restructuring plan, and environmental factors such as yen depreciation.

In consideration of these results, the Company proposes paying a year-end dividend of ¥17 per share, a record high amount. This dividend, combined with the interim dividend of ¥13 per share paid in December 2022, will result in an annual dividend of ¥30 per share, an increase of ¥20 compared to the previous fiscal year.

In May 2023, the Company announced its 2025 Mid-term Business Plan (“2025 MTBP”) which will have the fiscal year 2025 as its final year. 2025 MTBP aims to realize sustainable growth for the Company and raise its corporate value. Regarding the use of funds raised through business activities under the plan, the Company regards shareholder returns as fundamental and will raise the dividend payout ratio to 30% from its current 20%. The rest of the funds will be used effectively, such as for strengthening the Company’s financial position through business investment, including strategic investments, and by ensuring the capital adequacy ratio is maintained at 50% or above.

As described in “Holding of Adjourned Meeting of the 175th Annual General Meeting of Shareholders,” at the time of delivery of this notice, the Company has not yet received the audit reports of the independent accounting auditor and the Audit and Supervisory Committee regarding the financial statements for the fiscal year under review and the associated matters. The figures for monetary amounts and so forth explained in this proposal are based on the “Consolidated Financial Results (Japanese Accounting Standards) for the Fiscal Year Ended March 31, 2023,” announced on May 12, 2023.

- (i) Kind of dividend property:  
Cash
- (ii) Matters concerning allocation of dividend property to shareholders and the total amount thereof:  
¥17.0 per share of common shares of the Company  
Total amount: ¥4,698,894,639
- (iii) Effective date for dividends from surplus:  
June 30, 2023

**Proposal No. 2 Partial Amendment to the Articles of Incorporation**

1. Reasons for and background to proposal

- (1) Electronic methods for making an advance notification of the diverse exercising of voting rights at a General Meeting of Shareholders will be added to the written method stipulated in Article 19 of the Company’s Articles of Incorporation.
- (2) Under Article 426, paragraph (1) of the Companies Act, even if a Director incurs damages for the Company arising from the performance of their duties, if prescribed conditions are met, such as that they acted in good faith and without gross negligence, then said Director can be exempted from the liability they should be bearing above an amount<sup>(\*)</sup> set forth in laws and regulations through a resolution of the Board of Directors.

The provision of Article 31, paragraph 1 in “Proposed amendments” will be established so that as the Company enters a new sustainable growth phase, Executive Directors will be able to fully satisfy the role expected of them through swift, proactive, and bold business management without being intimidated.

(\*) The Companies Act stipulates that the amount is roughly six years of annual remuneration for Representative Directors and four years of annual remuneration for other Executive Directors.

- (3) The Company may enter into limited liability contract with Outside Directors based on Article 427 of the Companies Act, with the aim of enabling it to secure useful and diverse personnel and to build environments that enable personnel to fully satisfy the roles expected of them. The amendment regarding Article 31 of the Articles of Incorporation will expand the scope of personnel that can be covered by this limited liability contract to include Directors not involved in the execution of business in addition to Outside Directors.

Note that the consent of each Audit and Supervisory Committee Member has been gained for (2) and (3) above.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p>Article 19. (Notification Method for Diverse Exercise of Voting Rights)</p> <p>If any shareholder holding shares on behalf of another person intends to exercise his/her voting rights diversely, he/she shall notify the Company <u>in writing</u> of its intention of the diverse exercise of the voting rights held by him/her and the reasons thereof at least three days prior to the date of the relevant general meeting of shareholders.</p>	<p>Article 19. (Notification Method for Diverse Exercise of Voting Rights)</p> <p>If any shareholder holding shares on behalf of another person intends to exercise his/her voting rights diversely, he/she shall notify the Company <u>in writing or by electromagnetic means</u> of its intention of the diverse exercise of the voting rights held by him/her and the reasons thereof at least three days prior to the date of the relevant general meeting of shareholders.</p>
<p>Article 31. (<u>Limited Liability Contract with Outside Director</u>)</p> <p>(New)</p> <p>The Company may enter into a contract with <u>an outside director</u> to limit his or her liability for damages that result from negligence of his or her duties pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act. However, the maximum amount of the liability under such contract shall be the amount stipulated in the laws and regulations.</p>	<p>Article 31. (<u>Exemption of Directors from Liability</u>)</p> <p>1. Pursuant to the provisions of Paragraph 1 of Article 426 of the Companies Act, the Company may, by resolution of the Board of Directors, <u>exempt a Director (including a person who was formerly a Director) from his or her liability for damages arising from neglecting his or her duties to the extent permitted by laws and regulations.</u></p> <p>2. The Company may enter into a contract with <u>a director (excluding an executive director, etc.)</u> to limit his or her liability for damages that result from negligence of his or her duties pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act. However, the maximum amount of the liability under such contract shall be the amount stipulated in the laws and regulations.</p>

### Proposal No. 3 Election of Four Directors Not Serving as Audit and Supervisory Committee Members

The term of office of all the current Directors not serving as Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of four Directors not serving as Audit and Supervisory Committee Members. Provided that the holding of an adjourned meeting is approved, the current Directors will be elected on the date of the adjourned meeting, and the newly nominated candidate, Mr. Iijima, will be elected on June 29. Mr. Iijima's term of office shall be from the time of the adjournment of this General Meeting of Shareholders (the end of the deliberation on June 29) until the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending March 31, 2024.

The candidates for Director not serving as Audit and Supervisory Committee Member are as follows:

No.	Name of candidate		Age (*1)	Current position and responsibilities at the Company	Attendance rate for the Board of Directors Meetings during Fiscal Year 2022(*2)	Tenure as Director (*3)
1	Masahiko Ito	(Re-election)	65	Chairman of the Board of Directors and Chair of the Board of Directors	(100.0%)	8 years
2	Naoki Okada	(Re-election)	59	Representative Director, President & CEO, Internal Audit Department, Corporate Strategies Unit, Corporate Governance Unit, Corporate Staff Unit, Telecommunication Systems Business Unit, Electronic Components & Connector Business Unit, Automotive Products Business Unit, Production Engineering Unit, and Independent Business Subsidiaries, etc.	(100.0%)	2 years
3	Tatsuya Banno	(Re-election)	58	Representative Director, Director & CTO, Research and New Business Development Unit, and Corporate Quality Management Unit	(100.0%)	1 year
4	Kazuhito Iijima	(New candidate)	57	Corporate Officer & CFO, Corporate Management Unit, and Real Estate Business Unit	(-)	-

(\*1) Age indicates candidates' ages as of June 29, 2023.

(\*2) Mr. Tatsuya Banno was appointed as Director at the 174th Annual General Meeting of Shareholders held on June 29, 2022, and assumed office on the same date. Therefore, his attendance at the Board of Directors meetings only includes meetings held on or after that date.

(\*3) Tenure as Director not serving as an Audit and Supervisory Committee Member as of the conclusion of this General Meeting of Shareholders.

(\*4) If Mr. Masahiko Ito is elected and assumes the office as Director, the Company intends to enter into a limited liability contract (an agreement that limits liability to the minimum amount prescribed by Article 425, paragraph (1) of the Companies Act) with him in accordance with Article 427, paragraph (1) of the Companies Act, on the condition that Proposal No. 2 "Partial Amendment to the Articles of Incorporation" is approved.

(\*5) The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act. This policy covers the insureds for their legal liability for compensation for damages and litigation expenses arising from the execution of their duties. Moreover, among the insured persons, the Directors (including Directors serving as Audit and Supervisory Committee Members) of the Company personally cover 5% of their insurance premiums. If each candidate is elected and assumes the office as Director not serving as Audit and Supervisory Committee Member, each candidate will be included as an insured in the policy.


(\*6) CEO stands for Chief Executive Officer; CTO stands for Chief Technology Officer; and CFO stands for Chief Financial Officer.

(\*7) Independent Business Subsidiaries refers to AFL Telecommunications LLC (entity in charge of the telecommunication business in North America), Fujikura Printed Circuits Ltd. (FPC business), Fujikura Dia Cable Ltd. (industrial electric wires business) and Fujikura Energy Systems Ltd. (transmission and metal cables business).





Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
1	 <p><b>Masahiko Ito</b> (September 1, 1957, 65 years old)</p> <p>[Re-election]</p> <p>Number of the Company's shares owned 57,599</p> <p>Tenure as Director 8 years</p> <p>Attendance at the Board of Directors Meetings 100% (15/15)</p>	<p>Apr. 1982      Joined the Company</p> <p>Jan. 2005      General Manager of the Cable Manufacturing Dept., Power Cable Division of VISCAS Corporation</p> <p>May 2011      General Manager of the Superconductor Business Development Division of the New Business Development Center of the Company</p> <p>Apr. 2013      Corporate Officer and General Manager of the Superconductor Business Development Division of the New Business Development Center</p> <p>Apr. 2014      Managing Corporate Officer, Deputy Chief of the Power &amp; Telecommunication Systems Company, Responsible for the Infrastructure Business Segment, and General Manager of the Superconductor Business Development Division of the New Business Development Center</p> <p>Apr. 2015      Managing Corporate Officer, Deputy Chief of the Power &amp; Telecommunication Systems Company</p> <p>June 2015      Managing Corporate Officer, Director Deputy Chief of the Power &amp; Telecommunication Systems Company</p> <p>Apr. 2016      Representative Director, President &amp; CEO</p> <p>Apr. 2019      Representative Director, President &amp; CEO, Chief of Governance, Chief of the Corporate Quality Management Unit, Responsible for the Internal Audit Department</p> <p>Apr. 2020      Representative Director, President &amp; CEO, Chief of Governance, Chief of the Corporate Quality Management Unit, Responsible for the Internal Audit Department, and Responsible for the Internal Control Department</p> <p>Apr. 2021      Representative Director, President &amp; CEO, Chief of the Corporate Governance Unit, Chief of the Corporate Staff Unit, Chief of the Corporate Finance &amp; Accounting Unit, Chief of the Corporate Quality Management Unit, Chief of the Research and New Business Development Unit, and Chief of the Structural Reforms Task Force</p> <p>Apr. 2022      Chairman of the Board of Directors (to present) Chairman of The Japanese Electric Wire &amp; Cable Makers' Association (to present)</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
		<p><b>Reason for nomination as a Director</b>  Mr. Masahiko Ito possesses experience accumulated over many years, mainly in the Power Systems business segment, and after his appointment as Director, President &amp; CEO, he provided strong leadership, overseeing the Company's transition to a company with an Audit and Supervisory Committee, the response to cases of improper quality control, and decisions to implement multiple business structure reforms. Faced with the extreme deterioration in business performance in fiscal 2019, we have promoted the 100-Day Plan for the operational turnaround, demonstrating our ability in this regard by executing a bold management restructure through halving the number of internal Directors and conducting business structure reforms such as the sale of businesses, among others, thereby steering the Company into a sustainable growth phase. Since his appointment as Chairman of the Board of Directors not involved in the execution of business in April 2022, he has presided over meetings of the Board of Directors.</p> <p>Having been in the sustainable growth phase, the Company has determined that not only are his unrelenting efforts as Director, President &amp; CEO required for strengthening governance but that Mr. Ito's experience and knowledge, which allowed the organization to overcome the difficulties associated with the operational turnaround phase, will be essential going forward. For these reasons, the Company nominates him as a candidate for Director. In the event that he is appointed as Director not serving as Audit and Supervisory Committee Member, the Company intends him again to chair of the Board of Directors as Director not involved in the execution of business.</p> <p><b>Special interest between the Company and the candidate</b>  There are no special interest between the candidate and the Company.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
2	 <p><b>Naoki Okada</b> (January 28, 1964, 59 years old)</p> <p>[Re-election]</p> <p>Number of the Company's shares owned <b>18,052</b></p> <p>Tenure as Director 2 years</p> <p>Attendance at the Board of Directors Meetings 100% (15/15)</p>	<p>Apr. 1986      Joined the Company</p> <p>Apr. 2008      General Manager of the Optical Cable Research and Development Department</p> <p>June 2012      General Manager of the Optical Cable Research and Development Department and General Manager of the Optical Cable Manufacturing Department</p> <p>Apr. 2013      General Manager of the Cable and Equipment R&amp;D Center</p> <p>Mar. 2014      General Manager of the New Optical Fiber Cable Business Development Department</p> <p>Apr. 2018      General Manager, Head of the Optical Cable Systems Division</p> <p>Apr. 2020      Managing Corporate Officer, General Manager of the Corporate Strategy Planning Division</p> <p>Apr. 2021      Corporate Officer &amp; COO, and Chief of the Telecommunication Systems Business Unit, Chief of the Printed Circuit Business Unit, Chief of the Connector Business Unit, Chief of the Automotive Products Business Unit, Chief of the Electronic Components Business Unit, and Chief of the Production Engineering Unit</p> <p>June 2021      Representative Director and COO, and Chief of the Telecommunication Systems Business Unit, Chief of the Printed Circuit Business Unit, Chief of the Connector Business Unit, Chief of the Automotive Products Business Unit, Chief of the Electronic Components Business Unit, and Chief of the Production Engineering Unit</p> <p>Apr. 2022      Representative Director, President &amp; CEO, Chief of Internal Audit Department, Chief of Corporate Quality Management Unit, Chief of Corporate Governance Unit, Chief of the Corporate Staff Unit, Chief of the Production Engineering Unit, Chief of the Telecommunication Systems Business Unit, Chief of the Electronic Components &amp; Connector Business Unit, Chief of the Automotive Products Business Unit, and Chief of the Printed Circuit Business Unit</p> <p>Apr. 2023      Representative Director, President &amp; CEO, Chief of Internal Audit Department, Chief of Management Strategies Unit, Chief of Corporate Governance Unit, Chief of the Corporate Staff Unit, Chief of the Telecommunication Systems Business Unit, Chief of the Electronic Components &amp; Connector Business Unit, Chief of the Automotive Products Business Unit, Chief of the Production Engineering Unit, and Chief of Independent Business Subsidiaries, etc. (to present)</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
		<p><b>Reason for nomination as a Director</b>  Mr. Naoki Okada has worked in the optical fiber cable-related business right through since he joined the Company. In particular, he played a central role in product development and promotion strategy proposals for the Company’s innovative strategic optical fiber products “Spider Web Ribbon® / Wrapping Tube Cable®” (hereinafter referred to as “SWR®/WTC®”), and paved the way for a strategic pivot of the Company’s telecommunications business from the business focused on the supply of optical fiber to a total solutions business centered on high-value-added optical cable. In 2020, he was appointed Managing Corporate Officer, General Manager of the Corporate Strategy Planning Division, where he experienced planning, proposal, and execution of company-wide management strategies. Through this experience, he has developed the “ability to accurately understand the issues from a company-wide perspective,” which is necessary for managing the Company given is diverse business fields, as well as the “ability to make decisions with a sense of urgency” and “strong leadership,” which are required during phases when reforms are needed. In the proposal of the operational turnaround plan named 100-Day Plan, he demonstrated aptitude as a leader for promoting new business, suggesting radical reforms of the management and business structures and leading efforts to cultivate awareness of business structure reforms inside the Company. From April 2021 onward, Mr. Okada vigorously promoted the Company’s core businesses as COO during the operational turnaround phase, and played a major role in the transition to the sustainable growth phase. Since his appointment as Director, President &amp; CEO in April 2022, he has demonstrated his abilities by realizing a significant recovery in business results in the first fiscal year of the sustainable growth phase. The Company has determined that Mr. Okada’s strategic vision, ability to execute transformation, and his aptitude for drawing in others by leading from the front will be essential for steering the Company that is in the sustainable growth phase. For these reasons, the Company nominates him as a candidate for Director.</p> <p><b>Special interest between the Company and the candidate</b>  There are no special interest between the candidate and the Company.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
3	 <p><b>Tatsuya Banno</b> (August 22, 1964, 58 years old)</p> <p>[Re-election]</p> <p>Number of the Company's shares owned 23,235</p> <p>Tenure as Director 1 year</p> <p>Attendance at the Board of Directors Meetings 100% (12/12)</p>	<p>Apr. 1987      Joined the Company</p> <p>May 2009      General Manager of the Optical Production Engineering Department, Optical Fiber &amp; Cable Systems Division</p> <p>Apr. 2013      General Manager of the Optical Fiber Production Engineering Department, Optical Business Division, Optical Business Unit</p> <p>Apr. 2015      General Manager, Head of the Optical Cable Division, Optical Business Unit</p> <p>Oct. 2015      Deputy General Manager of the Optical Cable Systems Division</p> <p>Apr. 2018      Deputy General Manager of the Optical Fiber Division</p> <p>Apr. 2020      Corporate Officer, General Manager, Head of the Optical Fiber Division</p> <p>Apr. 2021      Corporate Officer, Head of the Telecommunication Systems Business Unit</p> <p>Apr. 2022      Corporate Officer &amp; CTO, Chief of the Research and New Business Development Unit</p> <p>June 2022      Director &amp; CTO, Chief of the Research and New Business Development Unit</p> <p>Apr. 2023      Director &amp; CTO, Chief of the Research and New Business Development Unit, and Chief of the Corporate Quality Management Unit</p> <p>June 2023      Representative Director, Director &amp; CTO, Chief of the Research and New Business Development Unit, and Chief of the Corporate Quality Management Unit (to present)</p> <p><b>Reason for nomination as a Director</b>  Since he first joined the Company Mr. Tatsuya Banno has been involved exclusively in development, engineering, and manufacturing technology for optical fiber cable. In addition to extensive experience over many years in the optical business, he has a high degree of specialized knowledge in matters related to optical fiber. Since April 2021, as the person in charge of the telecommunication systems business, he has employed a strategy backed by his technological insight to expand the optical cable total solutions business centered on SWR®/WTC®, the Company's strategic products, to the point that it can now be described as the Company's growth business field. Since his appointment as CTO in April 2022, he has demonstrated his abilities by strengthening the foundation for maintaining and enhancing Fujikura's position as a technology leader in the long term.  The Company has determined that Mr. Banno's experience in the telecommunications systems business, which is one of the core areas of its operations, his abundant specialized knowledge, along with his capability to make effective strategic proposals for attaining performance targets and his business execution capabilities, based on a strong belief in the importance of what he is doing, are necessary in relation to formulating and implementing management and business strategies designed to enhance corporate value as the Company is in the sustainable growth phase. For these reasons, the Company nominates him as a candidate for Director.</p>
		<p><b>Special interest between the Company and the candidate</b>  There are no special interest between the candidate and the Company.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
4	 <p><b>Kazuhito Iijima</b> (February 22, 1966, 57 years old)</p> <p>[New candidate]</p> <p>Number of the Company's shares owned 6,420</p>	<p>Apr. 1989      Joined the Company</p> <p>Apr. 2006      Senior Manager of the Finance &amp; Accounting Division</p> <p>Feb. 2008      Vice President &amp; CFO of Fujikura Automotive Europe S.A.U.</p> <p>Aug. 2009      Senior Manager of the Finance &amp; Accounting Division of the Company</p> <p>June 2012      Vice President &amp; CFO of Nistica, Inc.</p> <p>Apr. 2013      Senior Manager of the Finance &amp; Accounting Division of the Company</p> <p>June 2014      Deputy General Manager of the Finance &amp; Accounting Division</p> <p>Apr. 2017      General Manager of the Finance &amp; Accounting Division</p> <p>Apr. 2021      Corporate Officer, Head of the Finance &amp; Accounting Department</p> <p>Apr. 2022      General Manager of the Corporate Finance &amp; Accounting Unit</p> <p>June 2023      Corporate Officer &amp; CFO, Chief of the Corporate Management Unit, and Chief of the Real Estate Business Unit (to present)</p> <p><b>Reason for nomination as a Director</b> Mr. Kazuhito Iijima has expert knowledge of finance and accounting from his many years of experience in the Company's Finance &amp; Accounting units. He has been in the Finance &amp; Accounting units consistently since joining the Company, and has abundant knowledge not only of finance and accounting but also fund procurement and tax, and has accumulated experience in these areas. In particular, he also has the ability to take action in an emergency, having demonstrated his ability to rebuild multiple overseas subsidiaries when posted to them as CFO. The Company has determined that Mr. Iijima's extensive experience and deep knowledge of finance and accounting are necessary in relation to formulating and implementing companywide management and financial strategies designed to enhance corporate value as the Company is in the sustainable growth phase. For these reasons, the Company nominates him as a candidate for Director.</p> <p><b>Special interest between the Company and the candidate</b> There are no special interest between the candidate and the Company.</p>

#### Proposal No. 4 Election of Five Directors, Members of the Audit and Supervisory Committee

Among the current Directors, Members of the Audit and Supervisory Committee, Mr. Sekikawa is to retire at the adjournment of this General Meeting of Shareholders (at the end of the deliberation on June 29), and the terms of office of all the other Directors, Members of the Audit and Supervisory Committee will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, provided that the holding of an adjourned meeting is approved, the Company proposes the election of Mr. Naruke to replace Mr. Sekikawa on June 29, and the reelection of Ms. Hanazaki, Mr. Yoshikawa, Mr. Yamaguchi, and Mr. Meguro on the date of the adjourned meeting. Mr. Naruke's term of office shall be until the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending March 31, 2025.

Mr. Sekikawa will assume office as Representative Director of the Company's consolidated subsidiary, Fujikura Dia Cable Ltd. after he retires as Director, Member of the Audit and Supervisory Committee of the Company.

This proposal accompanies the decrease in the number of Outside Directors. If Proposal No. 3 and this proposal are approved as proposed, the Company's Board of Directors will be reduced by two members to comprise nine Directors in total. This will include four Outside Directors (ratio of Outside Directors: 44.4%) and six non-executive Directors (ratio of non-executive Directors: 66.7%). We have judged that this will properly ensure the supervision of management by the Board of Directors of the Company based on results such as the strengthening of corporate governance, which the Company is engaging as a priority issue.

This proposal has obtained the approval of the Audit and Supervisory Committee.

The candidates for Director, Member of the Audit and Supervisory Committee, are as follows:

No.	Name of candidate		Age (*1)	Current position and responsibilities at the Company	Attendance rate during Fiscal Year 2022 (Board of Directors Meetings and Audit and Supervisory Committee Meetings)	Tenure (*2)
1	Koji Naruke	(New candidate)	59	President of Fujikura Fiber Optics Vietnam Ltd. (scheduled to retire in June 2023)	(-, -)	-
2	Hamako Hanazaki	(Re-election)	55	Director, Member of the Audit and Supervisory Committee (Outside, Independent Officer)	(100.0%, 100.0%)	4 years
3	Keiji Yoshikawa	(Re-election)	72	Director, Member of the Audit and Supervisory Committee (Outside, Independent Officer)	(100.0%, 94.7%)	2 years
4	Yoji Yamaguchi	(Re-election)	68	Director, Member of the Audit and Supervisory Committee (Outside, Independent Officer)	(100.0%, 100.0%)	2 years
5	Kozo Meguro	(Re-election)	70	Director, Member of the Audit and Supervisory Committee (Outside, Independent Officer)	(100.0%, 100.0%)	2 years

(\*1) Age indicates candidates' ages as of June 29, 2023.

(\*2) Tenure as Director, Member of the Audit and Supervisory Committee as of the conclusion of this General Meeting of Shareholders.

(\*3) In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability contract (an agreement that limits liability to the minimum amount prescribed by laws and regulations) with Ms. Hamako Hanazaki, Mr. Keiji Yoshikawa, Mr. Yoji Yamaguchi and Mr. Kozo Meguro, and if their reelection is approved they will continue to be covered by the contract.


(\*4) Ms. Hamako Hanazaki, Mr. Keiji Yoshikawa, Mr. Yoji Yamaguchi and Mr. Kozo Meguro are registered as Independent Officers with the Tokyo Stock Exchange.

(\*5) If Mr. Koji Naruke is elected and assumes the office as Director, Member of the Audit and Supervisory Committee, the Company intends to enter into a limited liability contract (an agreement that limits liability to the minimum amount prescribed by laws and regulations) with him in accordance with Article 427, paragraph (1) of the Companies Act, on the condition that Proposal No. 2 "Partial Amendment to the Articles of Incorporation" is approved.


(\*6) The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act. This policy covers the insureds for their legal liability for compensation for damages and litigation expenses arising from the execution of their duties. Moreover, among the insured persons, the Directors (including Directors serving as Audit and Supervisory Committee Members) of the Company personally cover 5% of their insurance premiums. If each candidate is elected and assumes the office as Director, Member of the Audit and Supervisory Committee, each candidate will be included as an insured in the policy.




Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
1	 <p><b>Koji Naruke</b> (January 30, 1964, 59 years old)</p> <p>[New candidate]</p> <p>Number of the Company's shares owned 3,011</p>	<p>Apr. 1986      Joined the Company</p> <p>July 2004      Senior Manager of the Finance &amp; Accounting Division</p> <p>July 2008      Senior Member of the Corporate Strategy Planning Division</p> <p>Apr. 2010      General Manager of Fujikura Electronics (Thailand) Ltd.</p> <p>Apr. 2013      General Manager of the Business Strategy Planning Division, Power &amp; Telecommunication Systems Company of the Company</p> <p>Apr. 2017      CFO of ProCable Energia e Telecomunicacoes Ltd.</p> <p>Apr. 2019      General Manager of the Business Strategy Planning Division, Power &amp; Telecommunication Systems Company of the Company</p> <p>Apr. 2020      President of Fujikura Fiber Optics Vietnam Ltd. (scheduled to retire in June 2023)</p> <p><b>Reason for nomination as a Director</b> Mr. Koji Naruke possesses specialist knowledge of accounting and finance accumulated over many years in the Finance &amp; Accounting units of the Company. He has served in important positions, including in the corporate strategy planning units of the Company's business, and has experience as President of multiple overseas subsidiaries, giving him insight into a wide range of business areas. Mr. Naruke's specialist knowledge of accounting and finance and deep insight into the Company's overall business will enable him to monitor the wide-ranging business interests of the Company accurately, and he has the experience and track record to comprehend them from both a financial and business perspective. Given the above, as the Company fully enters a sustainable growth phase, it has determined that Mr. Naruke's contribution is necessary for supervision of the Board of Directors of the Company and therefore nominates him as a candidate for Director, Member of the Audit and Supervisory Committee. The Company selects a full-time Member of the Audit and Supervisory Committee to ensure the effectiveness of the activities of the Audit and Supervisory Committee, among other reasons, and if he is elected as Director, Member of the Audit and Supervisory Committee, the Company plans to appoint him as the full-time Member of the Audit and Supervisory Committee at the Audit and Supervisory Committee meeting scheduled to be held after the adjournment of this General Meeting of Shareholders.</p> <p><b>Special interest between the Company and the candidate</b> There are no special interest between the candidate and the Company.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
2	<div style="text-align: center;">  <p><b>Hamako Hanazaki</b> (May 24, 1968, 55 years old)</p> <p>[Re-election] [Outside Director] [Independent Officer]</p> <p>Number of the Company's shares owned 0</p> <p>Tenure as Director 4 years</p> <p>Attendance at the Board of Directors Meetings 100% (15/15)</p> <p>Attendance at the Audit and Supervisory Committee Meetings 100% (19/19)</p> </div>	<p>Apr. 1996 Registered as an attorney at law</p> <p>Apr. 2004 Established Akao-Hanazaki Law Office (current Kita-Aoyama Law Office) (to present)</p> <p>Apr. 2012 Member of the Intermediary Committee of Nuclear Damage Compensation Dispute Resolution Center (to present)</p> <p>Apr. 2015 Non-full time Inspector of Secretariat of Reemployment Surveillance Commission, Cabinet Office (to present)</p> <p>May 2016 Director of General Incorporated Foundation <i>Jyutaku Kinyu Fukyu Kyokai</i> (Housing Finance Popularization Association) (to present)</p> <p>June 2019 Director, Member of the Audit and Supervisory Committee of the Company (to present)</p> <p><b>Reason for nomination as an Outside Director and overview of expected role</b> In addition to her high degree of expertise as an attorney at law, Ms. Hamako Hanazaki has been involved in corporate legal affairs for many years and thus has sufficient knowledge of corporate management. Taking into account the way that she has until now participated in discussions of the Board of Directors as an Outside Director of the Company, providing apt opinions concerning legal risks and compliance, the Company believes that she is qualified to serve as an Outside Director. Given the above, the Company has determined that her contribution is necessary as an Outside Director for the discussion of important management issues at meetings of the Board of Directors of the Company and for the oversight and supervision of management. For these reasons, the Company nominates her as a candidate for Director, Member of the Audit and Supervisory Committee. Given Ms. Hanazaki's continuing objective perspective independent from business executives and her knowledge and experience as a legal expert, the Company expects her to provide supervision, advice and proposals from the perspective of strengthening corporate governance, including ensuring legal compliance, in the subsequent sustainable growth phase.</p> <p><b>Independence</b> There are no conflicts either with our standards for independence or with those prescribed by the Tokyo Stock Exchange, and the Company believes she is qualified to serve as an outside director, which requires an independent standpoint. Furthermore, as an attorney at law she is affiliated with Kita-Aoyama Law Office, but the Company has no dealings with this firm. Currently, she is registered as an Independent Officer with the Tokyo Stock Exchange.</p> <p><b>Special interest between the Company and the candidate</b> There are no special interest between the candidate and the Company.</p> <p><b>Other</b> In March 2023, during Ms. Hanazaki's term of office, a whistleblower report led to confirmation of an improper acquisition of real estate (hereinafter the "improper action") by a Director of the Company serving concurrently as CEO of the Company's U.S. subsidiary. Ms. Hanazaki was not aware of the fact of the improper action until it came to light, but she had constantly called attention to the importance of observing laws and regulations in such occasions as the Board of Directors meetings. Since she has become aware of the fact of the improper action, Ms. Hanazaki has conducted her duties appropriately by offering useful advice, etc. based on her knowledge and experience.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
3	<div data-bbox="331 555 547 768" data-label="Image"> </div> <p data-bbox="352 772 526 857"><b>Keiji Yoshikawa</b> (July 6, 1950, 72 years old)</p> <p data-bbox="336 891 544 976">[Re-election] [Outside Director] [Independent Officer]</p> <p data-bbox="352 1014 528 1122">Number of the Company's shares owned 0</p> <p data-bbox="352 1160 528 1218">Tenure as Director 2 years</p> <p data-bbox="325 1252 555 1332">Attendance at the Board of Directors Meetings 100% (15/15)</p> <p data-bbox="325 1339 555 1447">Attendance at the Audit and Supervisory Committee Meetings 94.7% (18/19)</p>	<p data-bbox="571 271 1394 658"> Apr. 1973      Joined Nippon Sheet Glass Co., Ltd.  June 2008      Director, Executive Officer and Head of Specialty Glass SBU of Nippon Sheet Glass Co., Ltd.  Feb. 2012      Director, Representative Executive Officer, Executive Vice President and CPMO (Chief Project Management Officer) of Nippon Sheet Glass Co., Ltd.  Apr. 2012      Representative Executive Officer, President and CEO of Nippon Sheet Glass Co., Ltd.  June 2015      Adviser of Nippon Sheet Glass Co., Ltd. (Retired)  June 2018      Outside Board Director of Kansai Paint Co., Ltd. (to present)  May 2021      Outside Director of AEON DELIGHT CO., LTD. (to present)  June 2021      Director, Member of the Audit and Supervisory Committee of the Company (to present) </p> <p data-bbox="571 696 1423 1189"> <b>Reason for nomination as an Outside Director and overview of expected role</b>  As the CEO of a global company, Mr. Keiji Yoshikawa has extensive experience and knowledge regarding corporate management and strengthening corporate governance systems, having led a management restructure and built one of Japan's best corporate governance systems. Moreover, he also has experience as a supervisor of management, having served as an Outside Director of Kansai Paint Co., Ltd. since 2018.  Given the above, the Company has determined that his contribution is necessary as an Outside Director for strengthening corporate governance of the Company, as well as in discussion of important management issues at meetings of the Board of Directors of the Company and for the supervision of management. For these reasons, the Company nominates him as a candidate for Director, Member of the Audit and Supervisory Committee.  Given his experience and insight from working at the leading companies mentioned above and his record, the Company expects Mr. Yoshikawa to demonstrate the supervision function of company management from an objective perspective that is independent from business executives. In particular, the Company expects him to advice and proposals, etc., regarding medium- to long-term management strategy decisions and revision of the business portfolio in the sustainable growth phase. </p> <p data-bbox="571 1200 1423 1447"> <b>Independence</b>  There are no conflicts either with our standards for independence or with those prescribed by the Tokyo Stock Exchange, and the Company believes he is qualified to serve as an outside director, which requires an independent standpoint. Although he has in the past served in executive roles at Nippon Sheet Glass Co., Ltd, both sales and purchasing transactions between the Company and this company account for less than 1% of their respective consolidated net sales, and it does not correspond to a major business partner as prescribed in the Company's standards for independence. Currently, he is registered as an Independent Officer with the Tokyo Stock Exchange. </p> <p data-bbox="571 1458 1423 1514"> <b>Special interest between the Company and the candidate</b>  There are no special interest between the candidate and the Company. </p> <p data-bbox="571 1525 1423 1738"> <b>Other</b>  In March 2023, during Mr. Yoshikawa's term of office, a whistleblower report led to confirmation of the improper action. Mr. Yoshikawa was not aware of the fact of the improper action until it came to light, but he had constantly called attention to the importance of observing laws and regulations in such occasions as the Board of Directors meetings. Since he has become aware of the fact of the improper action, Mr. Yoshikawa has conducted his duties appropriately by offering useful advice, etc. based on his knowledge and experience. </p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
4	 <p><b>Yoji Yamaguchi</b> (June 14, 1955, 68 years old)</p> <p>[Re-election] [Outside Director] [Independent Officer]</p> <p>Number of the Company's shares owned 0</p> <p>Tenure as Director 2 years</p> <p>Attendance at the Board of Directors Meetings 100% (15/15)</p> <p>Attendance at the Audit and Supervisory Committee Meetings 100% (19/19)</p>	<p>Apr. 1978      Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>Apr. 2006      General Manager of Administrative Department of Sumitomo Mitsui Banking Corporation</p> <p>June 2008      Standing Corporate Auditor of Sumitomo Mitsui Financial Group, Inc. (Retired in June 2014)</p> <p>June 2021      Director, Member of the Audit and Supervisory Committee of the Company (to present)</p> <p><b>Reason for nomination as an Outside Director and overview of expected role</b> Mr. Yoji Yamaguchi has considerable knowledge of finance and accounting from his experience serving in a key role of a major city bank over many years, and he also has extensive experience and knowledge of corporate management. He also has deep insight into management supervision during emergencies, having served as Standing Corporate Auditor of Sumitomo Mitsui Financial Group, Inc. during the global financial crises of 2008, when many banks very survival was imperiled. Given the above, the Company has determined that his contribution is necessary as an Outside Director for the discussion of important management issues at meetings of the Board of Directors of the Company and for the supervision of management. For these reasons, the Company nominates him as a candidate for Director, Member of the Audit and Supervisory Committee.</p> <p>The Company expects Mr. Yamaguchi to demonstrate supervision of company management from an objective perspective that is independent from business executives. In particular, in the sustainable growth phase, the Company expects him to further strengthen internal audit structures and the Audit and Supervisory Committee, as well as offer supervision and appropriate advice and proposals regarding the proper allocation of business resources based on overall financial risk and the procurement of financing.</p> <p><b>Independence</b> There are no conflicts either with our standards for independence or with those prescribed by the Tokyo Stock Exchange, and the Company believes he is qualified to serve as an outside director, which requires an independent standpoint. Currently, he is registered as an Independent Officer with the Tokyo Stock Exchange.</p> <p><b>Special interest between the Company and the candidate</b> There are no special interest between the candidate and the Company.</p> <p><b>Other</b> In March 2023, during Mr. Yamaguchi's term of office, a whistleblower report led to confirmation of the improper action. Mr. Yamaguchi was not aware of the fact of the improper action until it came to light, but he had constantly called attention to the importance of observing laws and regulations in such occasions as the Board of Directors meetings. Since he has become aware of the fact of the improper action, Mr. Yamaguchi has conducted his duties appropriately by offering useful advice, etc. based on his knowledge and experience.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company and significant concurrent positions
5	<div style="text-align: center;">  <p><b>Kozo Meguro</b> (February 1, 1953, 70 years old)</p> <p>[Re-election] [Outside Director] [Independent Officer]</p> <p>Number of the Company's shares owned 0</p> <p>Tenure as Director 2 years</p> <p>Attendance at the Board of Directors Meetings 100% (15/15)</p> <p>Attendance at the Audit and Supervisory Committee Meetings 100% (19/19)</p> </div>	<p>Sept. 1984      Joined Chuo Accounting Office Audit Corporation</p> <p>Oct. 1989      Registered as a Certified Public Accountant</p> <p>July 2002      Representative Partner of Chuo Aoyama Audit Corporation</p> <p>Sept. 2006      Representative Partner of PricewaterhouseCoopers Aarata (Currently PricewaterhouseCoopers Aarata LLC) (Retired in June 2013)</p> <p>July 2013      Established MEGURO &amp; Co. (to present)</p> <p>June 2014      Outside Audit &amp; Supervisory Board Member of KYOWA EXEO CORPORATION (Currently EXEO Group, Inc.) (Retired)</p> <p>June 2021      Director, Member of the Audit and Supervisory Committee of the Company (to present)</p> <p><b>Reason for nomination as an Outside Director and overview of expected role</b> In addition to his high degree of expertise as a certified public accountant, Mr. Kozo Meguro possesses ample knowledge in corporate management due to experiences about audits on many companies over years. He also has experience of operational audits from serving as Outside Audit &amp; Supervisory Board Member of KYOWA EXEO CORPORATION. Given the above, the Company has determined that his contribution is necessary as an Outside Director for the discussion of important management issues at meetings of the Board of Directors of the Company and for the oversight of management. For these reasons, the Company nominates him as a candidate for Director, Member of the Audit and Supervisory Committee. The Company expects Mr. Meguro to provide supervision, advice, and proposals from the perspective of strengthening corporate governance based on an accounting standpoint in the sustainable growth phase from an objective perspective separated from business executives, based on his knowledge and experience as a professional accountant.</p> <p><b>Independence</b> There are no conflicts either with our standards for independence or with those prescribed by the Tokyo Stock Exchange, and the Company believes he is qualified to serve as an outside director, which requires an independent standpoint. Furthermore, although he was previously a representative partner of PricewaterhouseCoopers Aarata LLC, which is the Company's Accounting Auditor, he was never engaged in audits of the Company while serving at said audit firm and he left PricewaterhouseCoopers Aarata LLC in June 2013. Currently, he is registered as an Independent Officer with the Tokyo Stock Exchange.</p> <p><b>Special interest between the Company and the candidate</b> There are no special interest between the candidate and the Company.</p> <p><b>Other</b> In March 2023, during Mr. Meguro's term of office, a whistleblower report led to confirmation of the improper action. Mr. Meguro was not aware of the fact of the improper action until it came to light, but he had constantly called attention to the importance of observing laws and regulations in such occasions as the Board of Directors meetings. Since he has become aware of the fact of the improper action, Mr. Meguro has conducted his duties appropriately by offering useful advice, etc. based on his knowledge and experience.</p>

## **(Reference)**

### **[Independence Standards for Outside Directors]**

A person to whom any of the following items currently applies, or has applied within the past three years, and the spouse or relative within the second degree of kinship of such a person does not have independence.

- A major business partner of the Group\*<sup>1</sup> or an executive thereof\*<sup>2</sup>
- A person for which the Group is a major business partner or an executive thereof
- A shareholder with 10% or more of the total voting rights of the Company or an executive thereof
- A person or an executive who has received moneys or substantial compensation in other form\*<sup>3</sup> from the Company or its subsidiary, other than compensation obtained as an outside officer of the Company.

To ensure that the Outside Directors can allocate sufficient time and energy to the Group's service, the number of concurrent companies at which they may engage in as Outside Directors, including the Company, is limited to four in principle.

- \*1 Major business partner: A business partner for which the consolidated sales of the Company account for 1% or more of consolidated net sales, as well as a business partner for which the purchases by the Company account for 1% or more of consolidated net sales
- \*2 Executive: An executive director or an employee under said director
- \*3 Substantial compensation: Amounts in excess of ¥10 million per year

### **[Opinions of Audit and Supervisory Committee Regarding Nomination of Directors]**

The Audit and Supervisory Committee received a report from the Audit and Supervisory Committee Member who attended a meeting of the Nominating Advisory Committee and discussed such report. As a result, the Audit and Supervisory Committee reached the conclusion that the decision-making process for the nomination of Directors of the Nominating Advisory Committee is appropriate, and that there are no other special matters to be stated at the General Meeting of Shareholders pursuant to the provisions of the Companies Act in relation to the election of Directors, Members of the Audit and Supervisory Committee.

### **[Nominating Advisory Committee]**

Regarding the nomination of candidates for Directors not serving as Audit and Supervisory Committee Members, and Directors serving as Audit and Supervisory Committee Members, the Nominating Advisory Committee, which is an advisory body of the Board of Directors, verifies the fairness and appropriateness of the decision-making process regarding the nomination criteria and the reasons for appointment, including the achievements of each candidate. The Nominating Advisory Committee is comprised of the Director, President & CEO, the Director in charge of human resources, and three Outside Directors; and chaired by an Outside Director.

For this General Meeting of Shareholders, the Nominating Advisory Committee concluded that the decisions were fair and reasonable regarding the candidates for Directors not serving as Audit and Supervisory Committee Members and the candidates for Directors, Members of the Audit and Supervisory Committee.

### [Directors and Corporate Officers' Skill Matrix]

Since 2022, the Company has completed its transition from an operational turnaround phase into a sustainable growth phase. The skill matrix below maps the skills the Company considers necessary to achieve the targets in the recently released “2025 Mid-term Business Plan” against the skills possessed by each candidate. In terms of the Company’s management system, Corporate Officers who are not Directors are included in the above. This will be the Company’s management team if Proposal No. 3 and Proposal No. 4 are approved as proposed.

	Executive/ Non- executive	Management	Planning	Personnel	Governance	Global	Finance and Accounting
Directors (underlined names are those of Outside Directors independent of the management of the Company)							
Masahiko Ito	Non- executive	●		●			
Naoki Okada	Executive	●	●				
Tatsuya Banno	Executive						
<u>Kazuhito Iijima</u>	Executive						●
Koji Naruke	Non- executive					●	●
<u>Hamako Hanazaki</u>	Non- executive						
<u>Keiji Yoshikawa</u>	Non- executive	●		●			
<u>Yoji Yamaguchi</u>	Non- executive						●
<u>Kozo Meguro</u>	Non- executive						●
Corporate Officers (those not serving as Directors)							
Toru Hamasuna	Executive		●			●	
Keiko Shindo	Executive				●		
Yuki Mori	Executive			●			
Noriyuki Kawanishi	Executive						
Junji Fukuhara	Executive					●	
Shuichi Nasu	Executive					●	
Tetsuya Mangyoku	Executive					●	

	Executive/ Non- executive	R&D	Engineering	Legal Affairs and Compliance	Business Experience*	Gender
Directors (underlined names are those of Outside Directors independent of the management of the Company)						
Masahiko Ito	Non- executive				C	Male
Naoki Okada	Executive				I, S, C	Male
Tatsuya Banno	Executive	●	●		I, S, C	Male
Kazuhito Iijima	Executive					Male
Koji Naruke	Non- executive				I, T	Male
<u>Hamako Hanazaki</u>	Non- executive			●		Female
<u>Keiji Yoshikawa</u>	Non- executive					Male
<u>Yoji Yamaguchi</u>	Non- executive					Male
<u>Kozo Meguro</u>	Non- executive					Male
Corporate Officers (those not serving as Directors)						
Toru Hamasuna	Executive				I, S, T	Male
Keiko Shindo	Executive			●		Female
Yuki Mori	Executive					Male
Noriyuki Kawanishi	Executive		●		I, S	Male
Junji Fukuhara	Executive				S, T	Male
Shuichi Nasu	Executive		●		T, C	Male
Tetsuya Mangyoku	Executive		●			Male

\* Up to 2 items considered major skills may be indicated with ●.

\* “Business Experience” denotes experience accumulated in the areas of business described in the “2025 MTBP.”

“I”: Information Infrastructure

We contribute to the establishment of telecommunication infrastructure to help realize the digitalized society, through the use of optical wiring solutions based on innovative optical technology and future high-speed wireless communications technology.

“S”: Information Storage

We contribute to the creation of high-capacity components and the establishment of data centers that can store vast amounts of data through the use of unique electronic component technology and ultra-high-speed/high-density optical wiring technology.

“T”: Information Terminal

We contribute to the evolution of high-speed, high-capacity, and high-functionality information terminals through the use of high-precision electronic components and wiring/mounting technology. Moreover, conceiving automobiles as information terminals, we contribute to the realization and evolution of CASE (Connected, Autonomous, Shared, Electric).

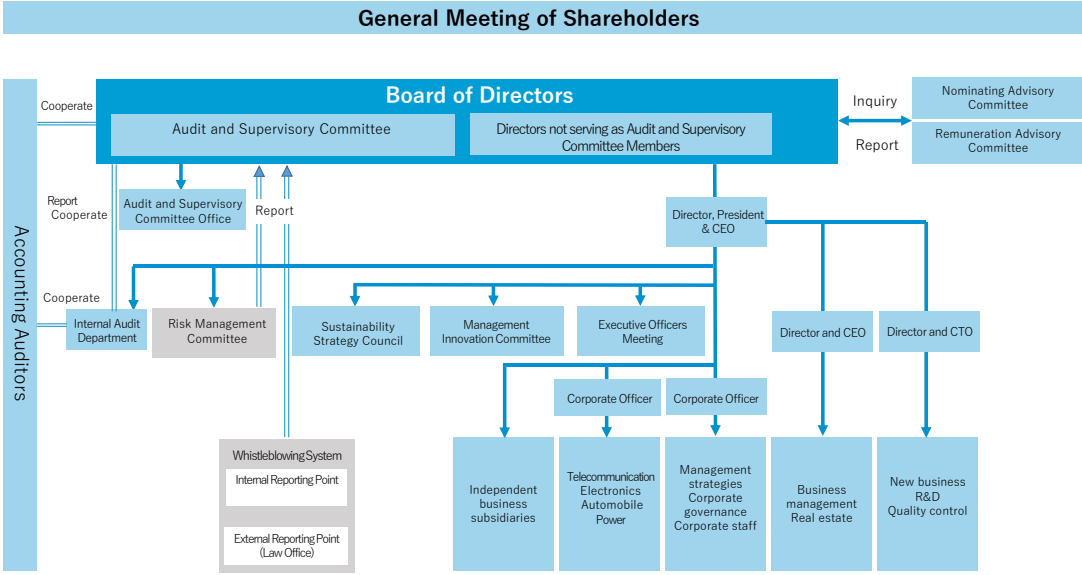
“C”: Carbon neutrality

Because carbon neutrality initiatives are an opportunity for business creation as we prepare for the realization of a sustainable society, we will promote the commercialization of our superconductor and other technologies.



**[The Company’s Corporate Governance Structure (After the General Meeting of Shareholders on June 29, 2023 (Planned))]**

(Effective from the General Meeting of Shareholders held on June 29, 2023)



(Committee members as of April 1, 2023; \*denotes Outside Director)

- Board of Directors: Comprises nine members. Four Directors not serving as Audit and Supervisory Committee Members (of which, one is non-executive director) and five Directors serving as Audit and Supervisory Committee Members (of which, one is full-time member, and four are Independent Outside Directors) (Chair: Mr. Ito (Chairman) (non-executive director))
- Nominating Advisory Committee: Advisory body to the Board of Directors established with the purpose of ensuring the objectivity and transparency of decision-making processes related to the nomination of candidates for Directors.  
(Committee chair: Mr. Shirai (Director)\*, Committee members: Mr. Yoshikawa (Director)\*, Mr. Yamaguchi (Director)\*, Mr. Okada (CEO), Mr. Ito (Chairman))
- Remuneration Advisory Committee: Advisory body to the Board of Directors established with the purpose of ensuring the objectivity and transparency of decision-making processes related to the remuneration for Directors.  
(Committee chair: Mr. Yoshikawa (Director)\*, Committee members: Mr. Shirai (Director)\*, Mr. Meguro (Director)\*, Mr. Okada (CEO))
- Executive Officers Meeting: Meeting that reports, deliberates, and shares information in relation to important affairs that affect execution of business for the Company as a whole.  
(Chair: Mr. Okada (CEO); Comprises Executive Directors and Corporate Officers)
- Risk Management Committee: Committee established to verify the Company’s business execution system and execution status from the perspective of risk (including compliance), to prevent and evaluate losses, to formulate policies, and to share the contents of the said policies.  
(Committee chair: Mr. Okada (CEO); Comprises Executive Directors and Corporate Officers)
- Management Innovation Committee: Committee that examines and promotes streamlining of management resources (including governance) and optimizing business portfolio. (Committee chair: Mr. Okada (CEO); Comprises Executive Directors and Corporate Officers)
- Sustainability Strategy Council: Council that promotes the necessary activities for sustainable corporate management, such as formulating sustainability targets from a perspective of environmental, social, and financial materiality, chaired by Mr. Okada (CEO). (Chief: Mr. Okada (CEO); Comprises Executive Directors and Corporate Officers)
- Independent Business Subsidiaries: entity in charge of the telecommunication business in North America (AFL Telecommunications LLC), FPC business (Fujikura Printed Circuits Ltd.), industrial electric wires business (Fujikura Dia Cable Ltd.) and transmission and metal cables business (Fujikura Energy Systems Ltd.).