



November 8, 2023

Dear All

Company Name: Fujikura Ltd.
Representative: Naoki Okada, President and CEO
(Code: 5803 TSE Prime)
Inquiries: Toru Hamasuna, Executive Officer
General Manager of Corporate
Strategy Planning Division
(TEL. +81-3-5606-1112)

Notice Concerning the Conclusion of an Absorption-Type Merger Agreement between Us and Optoenergy , Inc.

We have decided to merge with Optoenergy Corporation (hereinafter referred to as "Optoenergy"), a 100% subsidiary of the Company, at the Board of Directors meeting held today. We hereby notify you of the details of the merger.

As this merger is an absorption-type merger of a 100% owned subsidiary, certain disclosure items have been omitted.

1. Purpose of the Absorption-Type Merger

The high-power single-mode fiber laser, which utilizes our high-level optical fiber technology, is expected to be used in a variety of applications, including marking, metal processing such as cutting and welding, and energy transmission. By acquiring and acquiring Optoenergy, a 100% subsidiary that handles the core components of fiber lasers, we have decided to carry out this merger in order to improve the efficiency of our management resources and to strengthen our business by deepening cooperation between the laser diode, which is an active product of Optoenergy, and the fiber and fiber parts, which are passive products that we possess.

2. Summary of the merger

(1) Schedule of the Absorption-type Merger

Date of resolution of the Board of Directors	November 8, 2023
Contract day	November 8, 2023
Scheduled date of implementation (Effective date)	April 1, 2024 (planned)

The merger shall be implemented without the approval of the General Meeting of Shareholders as it satisfies the requirements for a simplified merger that meets the requirements of Paragraph 2 of Article 796 of the Company Law and a summary merger under Paragraph 1 of Article 784 of the same Law.

In addition, while there is a risk that Optoenergy may become insolvent at the end of March 2024, we have recorded an allowance for doubtful accounts equivalent to the amount of such insolvency, and as we reversed the allowance for doubtful accounts at the time of the Merger, we have determined that there will be no loss on merger.

(2) Method of the Absorption-type Merger

Optoenergy is dissolved through an absorption-type merger with us as the surviving company.

(3)Details of the allotment pertaining to the Absorption-type Merger

As this is an absorption-type merger with a 100% subsidiary of the Company, we will not issue new shares or allocate money or other assets as a result of this merger.

(4)Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights due to the Absorption-Type Merger

Not applicable.

3.Outline of the company involved in the merger

	Company which continues to exist after merger (of us)	Companies that cease to exist after merger (Optoenergy)
(1)Name	Fujikura Ltd.	Optoenergy , Inc.
(2)Address	5-1 Kiba 1-chome, Koto-ku, Tokyo	1440, Rokusaki, Sakura-shi, Chiba
(3)Job title/name of representative	Naoki Okada President and CEO	Masayuki Yamaguchi, President
(4)Description of Businesses	Manufacture and sale of wires and cables, optical fibers and cables, information and telecommunications equipment and components, electronic equipment and components, and electrical components and components	Development and manufacture of high-power semiconductor lasers
(5)Common stock	53.076 billion yen	489 million yen
(6)Date of Establishment	March 18, 1910	May 2, 2005
(7)Number of shares outstanding	295863000 shares	168000 shares
(8)Fiscal year end	March 31	March 31
(9)Major shareholders and percentage of shares	The Master Trust Bank of Japan, Ltd.(Trust Account) 19.44% The Custody Bank of Japan, Ltd. (Trust Account) 6.91% Taiju Life Insurance Co., Ltd. 3.69% Sumitomo Mitsui Banking Corporation 3.06% The Custody Bank of Japan, Ltd. (Sumitomo Mitsui Trust Bank, Limited Retirement Benefit Trust Account) 2.45%	Fujikura Ltd. 100%
(10)Financial Position and Operating Results for the immediately preceding fiscal year (We are consolidated)		
Net assets	294.384 billion yen	15 million yen

Total assets	656.785 billion yen	479 million yen
Per share Net assets	980.91 yen	90.51 yen
Net sales	806.453 billion yen	1.609 billion yen
Operating income	70.163 billion yen	293 million yen
Ordinary income	67.897 billion yen	291 million yen
Profit attributable to owners of parent	40.891 billion yen	235 million yen
Net income per share	148.27 yen	1,394.56 yen

4. Situation after the relevant organizational restructuring

There are no plans to change our name, address, title and name of the representative, business details, capital, or fiscal year due to the merger.

5. Future Outlook

This merger is conducted between us and our wholly-owned subsidiary and has a minor impact on our consolidated business results. For consolidated earnings forecasts for the current fiscal year and consolidated results for the previous fiscal year, please refer to the "Notice Concerning Differences between the Forecasts and Results for the Second Quarter of the Fiscal Year Ending March 31, 2024 and Revisions to the Full-Year Consolidated Earnings Forecasts" announced today.