



September 25, 2024

Company name: Fujikura Ltd.
Representative: Naoki Okada,
Director, President and CEO
(Securities code: 5803; TSE Prime Market)
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**Notice Regarding the Fujikura Group's Reorganization
(an Absorption-Type Merger [Simple / Short-Form Merger] between Fujikura and one of Consolidated
subsidiaries) and an Absorption-Type Company Split [Simple Split] between its Subsidiaries)**

At the meeting of its Board of Directors today, Fujikura Ltd. (hereinafter "Fujikura") decided on a policy to transfer the main part of the connector business unit of DDK Ltd. (hereinafter "DDK") a wholly-owned subsidiary of Fujikura (hereinafter the "DDK Connector Business") to Fujikura through an absorption-type merger (hereinafter the "Merger"). It was also decided on a policy that special and industrial machinery^{*1} business of DDK at its Numazu Works (hereinafter the "Numazu Business") to Fujikura Energy Systems Ltd. (hereinafter "FES"), another wholly-owned subsidiary of Fujikura, through an absorption-type company split (hereinafter the "Company Split," the Company Split and the Merger will collectively be referred to as the "Reorganization").

The Merger is a simple absorption-type merger involving one of these subsidiaries, and the Company Split is a simple absorption-type company split between two of our wholly owned subsidiaries. Therefore, some of the disclosure items and descriptions are omitted in this notice.

Details of issues pending at the moment will be notified as soon as they are determined.

*1: The machinery refers to special equipment and industrial equipment.

1. The purpose of the Reorganization

Fujikura will integrate DDK, our wholly-owned subsidiary responsible for manufacturing and sales in the connector business, through the Merger, in order to establish a structure through which new products can be launched into the market in a timely manner and streamline operations through organizational integration. With the Merger, Fujikura will aim to swiftly respond to market and customer needs and achieve business expansion through the creation of new products and exploration of new markets through enhanced synergy with other businesses.

This has also provided us with an opportunity to transfer the Numazu Business to FES through the Company Split as part of the Group's business portfolio management.

The Reorganization will start with the Company Split, followed by the Merger which will take place on the same day subject to a condition precedent that the Company Split will enter into force.

2. The Merger

(1) Outline of the Merger

(i) Schedule for the Merger

Date of the Board of Director's resolution	To be determined
Date of execution of the absorption-type merger agreement	To be determined
Effective date of the absorption-type merger	May 1, 2025 (tentative)

The Merger is a simple absorption-type merger that satisfies the requirements set forth in Article 796, paragraph (2) of the Companies Act for Fujikura, and a short form absorption-type merger under Article 784, paragraph (1) of the same Act for DDK. Neither company will seek approval for the Merger from the general meeting of shareholders.

(ii) Method for the Merger

The Merger will be an absorption-type merger that will make DDK the non-surviving company and Fujikura the surviving company.

(iii) Allotments concerning the Merger

The Merger will involve no allotment of shares or other assets.

(iv) Handling of share options and bonds with share options in relation to the Merger

DDK has not issued any kind of share options or bonds with share options.

(2) Overview of the corporate parties to the Split

Please see Exhibit "Overview of the Corporate Parties."

(3) Status after the Merger

The Merger will bring no change to the names, locations, business descriptions, capital or accounting periods of the corporate parties, or the titles or names of their representatives.

3. The Company Split

(1) Outline of the Company Split

(i) Schedule for the Company Split

Date of the Board of Director's resolution	To be determined
Date of execution of the absorption-type company split agreement	To be determined
Effective date of the absorption-type company split	May 1, 2025 (tentative)

The Company Split is a simple absorption-type company split that satisfies the requirements set forth in Article 796, paragraph (2) of the Companies Act for DDK, and a simple absorption-type company split under Article 784, paragraph (2) of the same Act for FES. Neither company will seek approval for the Company Split from the general meeting of shareholders.

(ii) Method for the Company Split

The Company Split will be an absorption-type company split that will make DDK the splitting company and FES the succeeding company.

(iii) Allotments concerning the Company Split

The Company Split will involve no allotment of shares or other assets.

(iv) Handling of share options and bonds with share options in relation to the Company Split

DDK has not issued any kind of share options or bonds with share options.

(v) Changes in capital as a result of the Company Split

The Company Split will bring no change in capital.

(vi) Rights and obligations to be assumed by the succeeding company

FES will take over the assets, liabilities, contracts and other rights and obligations related to DDK's Numazu Business as of the effective date to the extent provided in the Absorption-Type Company Split Agreement.

(vii) Likelihood of fulfillment of obligations

We have determined that FES will have no problem performing the obligations it will assume in the Company Split.

(2) Overview of the corporate parties to the Company Split

Please see Exhibit "Overview of the Corporate Parties."

(3) Status after the Company Split

The Company Split will entail no change to the names, locations, business descriptions, capital or accounting periods of the corporate parties, or the titles or names of their representatives. As described in 1 and 2, DDK, the splitting company, will be involved in an absorption-type merger on the effective date of the Company Split which will make Fujikura the surviving company and DDK the non-surviving company subject to a condition precedent that the Company Split will enter into force.

4. Future outlook

The Reorganization is an internal reorganization within the Fujikura Group that will take place in the form of an absorption-type merger involving Fujikura and one of those consolidated subsidiaries and an absorption-type company split between two of the consolidated subsidiaries. It will have only minor impacts on Fujikura's business results.

Exhibit: Overview of the Corporate Parties

The splitting and non-surviving company

(1) Company name	DDK Ltd.
(2) Location	1-5-1, Kiba, Koto-ku, Tokyo
(3) Title / name of representative	Motoo Kobori, President
(4) Business description	Manufacture and sale of multipole connectors, including rectangular connectors and those for printed circuit boards and FPC/FPC), coaxial, round and optical connectors, optical links and connector harnesses
(5) Capital	JPY 100 million
(6) Date of foundation	October 14, 1963
(7) Number of outstanding issues	1,100,000
(8) Fiscal year-end	March 31
(9) Major shareholder and shareholding ratio	Fujikura Ltd. 100.0%
(10) Financial position and operating results for the most recent fiscal year (ended March 31, 2024)	
Net assets	JPY 4,909 million
Total assets	JPY 8,034 million
Net assets per share	JPY 4,523
Sales	JPY 9,047 million
Operating profit	JPY 1,798 million
Ordinary profit	JPY 1,783 million
Net profit attributable to owners of the parent	JPY 1,432 million
Net profit per share	JPY 1,319

The succeeding company

(1) Company name	Fujikura Energy Systems Ltd.
(2) Location	9-1, Futaba-cho, Numazu-shi, Shizuoka
(3) Title / name of representative	Keigo Teramoto, President
(4) Business description	Manufacture and sale of overhead transmission lines and component metal cables
(5) Capital	JPY 100 million
(6) Date of foundation	August 5, 2022
(7) Number of outstanding issues	1,000 shares
(8) Fiscal year-end	March 31
(9) Major shareholder and shareholding ratio	Fujikura Ltd. 100.0%
(10) Financial position and operating results for the most recent fiscal year (ended March 31, 2024)	
Net assets	JPY 4,228 million
Total assets	JPY 5,133 million
Net assets per share	JPY 4,227,812
Sales	JPY 5,722 million
Operating profit	JPY 549 million
Ordinary profit	JPY 560 million
Net profit attributable to owners of the parent	JPY 403 million
Net profit per share	JPY 402,858

The surviving company

(1) Company name	Fujikura Ltd.										
(2) Location	1-5-1, Kiba, Koto-ku, Tokyo										
(3) Title / name of representative	Naoki Okada, Director, President and CEO										
(4) Business description	Manufacture and sale of electric wires/cables, optical fibers, optical fiber cables, telecommunication equipment/components, electronic equipment/components, automotive equipment/components, etc.										
(5) Capital	JPY 53,076 million										
(6) Date of foundation	March 18, 1910										
(7) Number of outstanding issues	295,863,000										
(8) Fiscal year-end	March 31										
(9) Major shareholder and shareholding ratio	<table> <tr> <td>The Master Trust Bank of Japan, Ltd. (trust account)</td> <td>20.38%</td> </tr> <tr> <td>Custody Bank of Japan, Ltd. (trust account)</td> <td>11.29%</td> </tr> <tr> <td>TAIJU LIFE INSURANCE COMPANY LIMITED</td> <td>3.69%</td> </tr> <tr> <td>Sumitomo Mitsui Banking Corporation</td> <td>3.06%</td> </tr> <tr> <td>Custody Bank of Japan, Ltd. (Sumitomo Mitsui Trust Bank, Limited retirement benefit trust account).</td> <td>2.45%</td> </tr> </table>	The Master Trust Bank of Japan, Ltd. (trust account)	20.38%	Custody Bank of Japan, Ltd. (trust account)	11.29%	TAIJU LIFE INSURANCE COMPANY LIMITED	3.69%	Sumitomo Mitsui Banking Corporation	3.06%	Custody Bank of Japan, Ltd. (Sumitomo Mitsui Trust Bank, Limited retirement benefit trust account).	2.45%
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(10) Financial position and operating results for the most recent fiscal year (ended March 31, 2024, on a consolidated basis)											
Net assets	JPY 366,582 million										
Total assets	JPY 723,867 million										
Net assets per share	JPY 1,236.73										
Sales	JPY 799,760 million										
Operating profit	JPY 69,483 million										
Ordinary profit	JPY 69,733 million										
Net profit attributable to owners of the parent	JPY 51,011 million										
Net profit per share	JPY 184.96										