



May 11, 2015

News Release

Name of listed company: Furukawa Electric Co., Ltd.
Representative: Mitsuyoshi Shibata, Representative Director
(Stock code: 5801, First Section, Tokyo Stock Exchange)
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Announcement of Partial Amendment to the Articles of Incorporation

Regarding the partial amendment to the Articles of Incorporation, Furukawa Electric (“the Company”) announced at the meeting of the Board of Directors held on May 11, 2015 that it resolved to make the following proposal at the 193rd Annual General Meeting of Shareholders scheduled for June 24, 2015. The details are as follows.

Details

1 Reasons for the changes

The items below will be changed in the Company’s Articles of Incorporation for each of the following reasons.

(1) Article 2. Purpose

Business purposes will be added to prepare for the further expansion of the Group in the future.

(2) Article 30. Venue for the General Meeting of Shareholders

This article will be deleted to allow the venue for the General Meeting of Shareholders to be flexibly selected in preparation for emergencies such as the occurrence of large-scale disasters.

(3) Article 43. Representative Director and Directors with Specific Titles

Statements concerning Directors with Specific Titles will be partially deleted to reflect the realities of the current business execution system with Executive Officers.

(4) Article 44. Convener and Chairman of the Board of Directors

The change will allow the Chairman of the Board of Directors to be mutually selected by other Directors.

(5) Article 47 and Article 54. Liability Exemption for Directors and Corporate Auditors

The contract that stipulates the maximum amount of liability for damages for Outside Directors and Outside Corporate Auditors will be changed so that the liability limit based on that contract is the amount stipulated by laws and regulations. If this change is approved, the contract limiting liability for damages as stipulated in Article 423 of the Companies Act that has already been entered with the Company’s current

Outside Directors and Outside Corporate Auditors will be updated after changing the liability limited based on the changed prescriptions of the articles of incorporation.

Note that the agreement of all Corporate Auditors has been obtained regarding the changes to Article 47 of the Articles of Incorporation.

2 Details of the changes

The details of the changes are as follows.

(Changes are underlined.)

Current Articles Of Incorporation	Change proposal
<p>Chapter 1. General Provisions</p> <p>Article 1. (Provisions of this articles are omitted)</p> <p>(Purpose)</p> <p>Article 2. The Company's purpose is to conduct the following businesses.</p> <p>(1)</p> <p>∫ (Provisions of this articles are omitted)</p> <p>(4)</p> <p>(Newly established)</p> <p>(5)</p> <p>∫ (Provisions of this articles are omitted)</p> <p>(9)</p> <p>Article 3.</p> <p>∫ (Provisions of this articles are omitted)</p> <p>Article 5.</p>	<p>Chapter 1. General Provisions</p> <p>Article 1. (Unchanged from the current version)</p> <p>(Purpose)</p> <p>Article 2. The Company's purpose is to conduct the following businesses.</p> <p>(1)</p> <p>∫ (Unchanged from the current version)</p> <p>(4)</p> <p>(5) <u>Business related to power generation, and power supply and sales</u></p> <p>(6)</p> <p>∫ (Unchanged from the current version)</p> <p>(10)</p> <p>Article 3.</p> <p>∫ (Unchanged from the current version)</p> <p>Article 5.</p>
<p>Chapter 2. Shares</p> <p>(Provisions of this articles are omitted)</p>	<p>Chapter 2. Shares</p> <p>(Unchanged from the current version)</p>
<p>Chapter 3. Preferred Shares</p> <p>(Provisions of this articles are omitted)</p>	<p>Chapter 3. Preferred Shares</p> <p>(Unchanged from the current version)</p>
<p>Chapter 4. Subordinated Shares</p> <p>(Provisions of this articles are omitted)</p>	<p>Chapter 4. Subordinated Shares</p> <p>(Unchanged from the current version)</p>
<p>Chapter 5. General Meeting of Shareholders</p>	<p>Chapter 5. General Meeting of Shareholders</p>
<p>Article 29. (Provisions of this articles are omitted)</p>	<p>Article 29. (Unchanged from the current version)</p>
<p>(Venue for the General Meeting of</p>	<p>(Venue for the General Meeting of</p>

Shareholders)

Article 30. The Company shall hold the General Meeting of Shareholders at a venue within the wards of Tokyo or Yokohama City.

Article 31.

∫ (Provisions of this articles are omitted)

Article 37.

(Class Shareholders Meetings)

Article 38. The provisions of Article 30, Article 32 to Article 34, and Article 36 shall apply mutatis mutandis for Class Shareholders Meetings.

Chapter 6. Directors and the Board of
Directors

Article 39.

∫ (Provisions of this articles are omitted)

Article 42.

(Representative Director and Directors with Specific Titles)

Article 43.

(Provisions of this articles are omitted)

2. The Board of Directors shall select one President of the Board of Directors from among the Directors by a resolution, and one Chairman of the Board of Directors, and an indeterminate number of Vice Presidents of the Board of Directors, Senior Managing Directors, and Managing Directors can also be selected.

(Convener and Chairman of the Board of Directors)

Article 44.

Unless separately stipulated by laws and regulations, the Board of Directors shall be convened by the President of the Board of

Shareholders)

Article 30. (Deleted)

Article 31.

∫ (Unchanged from the current version)

Article 37.

(Class Shareholders Meetings)

Article 38. The provisions of Article 32 to Article 34, and Article 36 shall apply mutatis mutandis for Class Shareholders Meetings.

Chapter 6. Directors and the Board of
Directors

Article 39.

∫ (Unchanged from the current version)

Article 42.

(Representative Director)

Article 43.

(Unchanged from the current version)

2. The Board of Directors shall select one President of the Board of Directors from among the Directors by a resolution, and one Chairman of the Board of Directors can also be selected.

(Convener and Chairman of the Board of Directors)

Article 44.

Unless separately stipulated by laws and regulations, the Board of Directors shall be convened by the President of the Board of

<p>Directors, <u>who will serve as Chairman</u>. However, if there is a <u>Representative Chairman</u>, this role shall be fulfilled by the <u>Representative Chairman</u>.</p> <p>2. If the <u>Representative Chairman</u> or the President of the Board of Directors has been involved in an accident, he/she will be substituted for by another Director in accordance with order predetermined by the Board of Directors.</p> <p>3. (Newly established)</p> <p>Article 45. (Provisions of this articles are omitted)</p> <p>Article 46. (Provisions of this articles are omitted)</p> <p>(Liability Exemption for Directors)</p> <p>Article 47. (Provisions of this articles are omitted)</p> <p>2 Pursuant to the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Directors limiting liability for damages in the event of negligence of duties. In that case, the maximum amount of liability in accordance with the agreement shall be <u>a predetermined amount more than or equal to 700 million yen or the amount stipulated by laws and regulations, whichever is greater</u>.</p> <p>Chapter 7. Corporate Auditors and Board of Corporate Auditors</p> <p>Article 48.] (Provisions of this articles are omitted)</p> <p>Article 53. (Liability Exemption for Corporate Auditors)</p>	<p>Directors. However, if there is a <u>Chairman of the Board of Directors</u>, this role shall be fulfilled by the Chairman of the Board of Directors.</p> <p>2. If the <u>Chairman of the Board of Directors</u> or the President of the Board of Directors has been involved in an accident, he/she will be substituted for by another Director in accordance with order predetermined by the Board of Directors.</p> <p>3. <u>The Chairman of the Board of Directors shall be mutually selected by Directors</u>.</p> <p>Article 45. (Unchanged from the current version)</p> <p>Article 46. (Unchanged from the current version)</p> <p>(Liability Exemption for Directors)</p> <p>Article 47. (Unchanged from the current version)</p> <p>2. Pursuant to the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Directors limiting liability for damages in the event of negligence of duties. In that case, the maximum amount of liability in accordance with the agreement shall be <u>the amount stipulated by laws and regulations</u>.</p> <p>Chapter 7. Corporate Auditors and Board of Corporate Auditors</p> <p>Article 48.] (Unchanged from the current version)</p> <p>Article 53. (Liability Exemption for Corporate Auditors)</p>
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<p>Article 54. (Provisions of this articles are omitted)</p> <p>2. Pursuant to the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Corporate Auditors limiting liability for damages in the event of negligence of duties. In that case, the maximum amount of liability in accordance with the agreement shall be <u>a predetermined amount more than or equal to 700 million yen or the amount stipulated by laws and regulations, whichever is greater.</u></p> <p style="text-align: center;">Chapter 8. Calculations</p> <p>(Provisions of this articles are omitted)</p>	<p>Article 54. (Unchanged from the current version)</p> <p>2. Pursuant to the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Outside Corporate Auditors limiting liability for damages in the event of negligence of duties. In that case, the maximum amount of liability in accordance with the agreement shall be <u>the amount stipulated by laws and regulations.</u></p> <p style="text-align: center;">Chapter 8. Calculations</p> <p>(Unchanged from the current version)</p>
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3. Schedule

Date of the General Meeting of Shareholders for the changes to the Articles of Incorporation:
June 24, 2015 (Wednesday)

Effective date for the changes to the Articles of Incorporation: June 24, 2015 (Wednesday)