

ARTICLES OF INCORPORATION
OF
FURUKAWA ELECTRIC CO., LTD.

CHAPTER 1
GENERAL PROVISIONS

(Trade Name)

Article 1. The Company shall be called Furukawa Denki Kogyo Kabushiki Kaisha and shall be expressed as Furukawa Electric Co., Ltd. in English

(Object)

Article 2. The object of the Company shall be to engage in the following Business :

- (1) Manufacture and sale of the following products,
 - a. Refining, alloying and processing of metals and chemical industry,
 - b. Electric wires and cables, rubber and synthetic resin products, electric machinery and instruments and industrial machinery,
 - c. Optical fiber and optical fiber cables,
 - d. Electric power transmission and distribution equipment, information-communication equipment and information processing equipment,
 - e. Precision machinery and instruments of medical goods, medical machinery and instruments, measuring equipment etc.,
 - f. Semiconductor, compound semiconductor crystal materials and other electronic industrial materials,
 - g. Compounds, parts, accessories and raw materials of the above-mentioned products;
- (2) Design, manufacture, construction and sale of systems consisting of the products set forth in the preceding item and its equipment and devices;
- (3) Design and supervision of and contract for electric, telecommunication, architectural and civil engineering work and other various types of work;
- (4) Development and sale of software and service of information processing and information-supply;
- (5) To engage in generation, supply and sales of electricity;
- (6) Sale and supply of technical and other information relating to the preceding items;
- (7) Purchase, sale, lease and management of real estates;
- (8) Investment in any business pertaining to any of the foregoing items or deemed necessary for the Company's operations;
- (9) Purchase and sale of products, raw materials and parts of the invested company referred to in item 7 above; and
- (10) Any and all business incidental to the preceding items.

(Location of head office)

Article 3. The Company shall have its head office in Chiyoda-ku, Tokyo.

(Organs)

Article 4. The Company shall establish the following organs in addition to the general meeting of shareholders and directors:

- (1) Board of Directors
- (2) Audit & Supervisory Board Members
- (3) Audit & Supervisory Board
- (4) Accounting Auditor(s)

(Method of public notice)

Article 5. Public notice of the Company shall be made electronically. However, when public notices cannot be made electronically due to accidents or other unavoidable reasons, public notice of the Company shall be given in the Nihon Keizai Shimbun issued in Tokyo.

CHAPTER 2 SHARES

(Authorized shares)

Article 6. The total number of issuable shares of the Company shall be 250,000,000.

(Purchase of own shares)

Article 7. In accordance with the provisions of Paragraph 2, Article 165 of the Corporation Law, the Company shall be entitled to acquire its own shares through market transactions and other methods by resolution of the Board of Directors pursuant to Paragraph 1 of the said Article.

(Number of shares per share unit (tan-gen))

Article 8. The number of shares per share unit (tan-gen) of the Company shall be one hundred (100) shares.

(Request for sale of shares amounting to less-than-one-unit shares)

Article 9. Shareholders of the Company having less-than-one-unit shares may demand that the Company sell such number of shares as may, together with the number of such less-than-one-unit shares, constitute the number of shares constituting one unit pursuant to Share Handling Regulations.

(Transfer Agent and Share Handling Regulations)

Article 10. The Company shall have a Transfer Agent.

2. The Company's Transfer Agent and its place of handling business shall

be designated by resolution of the Board of Directors and public notice thereof shall be given.

3. The preparation and keeping of the register of shareholders and the original register of share warrants and other affairs relating to the register of shareholders and the original register of share warrants shall be consigned to the Transfer Agent, and the Company shall not handle such business.

4. Procedures concerning shares and fees of the Company shall be governed by the Share Handling Regulations established by the Board of Directors unless otherwise provided for in laws or ordinances or by these Articles of Incorporation.

CHAPTER 3 SHAREHOLDERS MEETING

(Convocation)

Article 11. An ordinary general meeting of shareholders of the Company shall be convened in June of each year and an extraordinary general meeting of shareholders shall be convened from time to time, whenever necessary.

(Record date of the ordinary general meeting of shareholders)

Article 12. The record date of the voting rights at an ordinary general meeting of shareholders shall be March 31 of each year.

(Person who convene and preside over a shareholders meeting)

Article 13. The Company's shareholders meeting shall be convened and presided over by the director appointed beforehand by the Board of Directors, unless otherwise provided for in laws or ordinances.

2. In case the director in the above Section 1 become unable to so act, one of the other directors shall take his place in such order as determined beforehand by the Board of Directors.

(Measures for electronic provision)

Article 14. When convening a general meeting of shareholders, the Company shall take measures for electronic provision of information that constitutes the content of reference materials for the general meeting of shareholders.

2. Among the matters to be provided electronically as stipulated in the preceding Paragraph, the Company may not include all or part of the matters as set forth in the Ordinance of the Ministry of Justice in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents as stipulated in Article 325-5 of the Companies Act by the record date of voting rights.

(Method of resolution)

Article 15. All resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders present who are able to exercise their voting rights unless otherwise provided for in laws or ordinances or by these Articles of Incorporation.

2. The special resolution provided in Paragraph 2, Article 309 of the Corporation Law shall be adopted when shareholders who are able to exercise their voting rights possessing one-third or more of total voting rights are present, and by the votes of two-thirds or more of voting rights of shareholders present.

(Exercise of voting right by proxy)

Article 16. In case a shareholder or his statutory legal representative exercises his voting right by proxy, he may appoint only another shareholder (being one person) of the Company who is entitled to exercise his voting right to be his proxy. In such a case, a document evidencing such appointment shall be submitted to the Company.

2. The delegation of proxy shall be made for each general meeting of shareholders.

CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS

(Number of directors)

Article 17. The Company shall have no more than twenty (20) directors.

(Election of directors)

Article 18. Directors of the Company shall be elected at a general meeting of shareholders.

2. The resolutions for the election provided for in the preceding paragraph shall be adopted when shareholders who are able to exercise their voting rights possessing one-third or more of total voting rights are present, and by the votes of a majority of voting rights of shareholders present.

3. Election of directors shall not be made by cumulative vote.

(Term of office of directors)

Article 19. The term of office of each director shall expire at the close of the ordinary general meeting of shareholders relating to the last of the business term to end within one (1) years of their appointment.

(Remuneration, etc. for directors)

Article 20. Remuneration, bonus and other property benefits received from the Company as compensation for performance of duties ("Remuneration, etc.")

for directors shall be decided by resolution of a general meeting of shareholders.

(Representative directors)

Article 21. The Board of Directors shall appoint the directors to represent the Company by its resolution.

(Person who convene and preside over a meeting of the Board of Directors)

Article 22. The meetings of the Board of Directors shall be convened and presided over by the director appointed by mutual vote from among the members of Board of Directors, unless otherwise provided for in laws or ordinances.

2. In case the director in the above Section 1 become unable to so act, one of the other directors shall take their place in such order as determined beforehand by the Board of Directors.

(Notice of convocation of the Board of Directors)

Article 23. Notice of convening a meeting of the Board of Directors together with the agenda shall be dispatched to each director and Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting, except where the date thereof is fixed beforehand by the Board of Directors. In case of urgency, this period may be shortened if the notice is given in an appropriate manner.

2. If all directors and Audit & Supervisory Board Members approve, a meeting of the Board of Directors may be convened without following the procedure for convocation.

(Method of resolution)

Article 24. Resolutions of the Board of Directors shall be adopted by a majority of the directors.

2. In the event that the requirement of Article 370 of the Corporation Law are fulfilled, the Company shall deem that a resolution of the Board of Directors has been adopted.

(Indemnification of directors)

Article 25. Pursuant to the provisions of Paragraph 1, Article 426 of the Corporation Law, the Company shall have the right to indemnify directors (including those who have served as directors in the past) for liabilities for damages for dereliction of duty, within the scope permitted by law and upon a resolution by the Board of Directors.

2. Pursuant to the provisions of Paragraph 1, Article 427 of the Corporation Law, the Company shall have the right to conclude a contract with an outside director that limits liabilities for damages for dereliction of duty; provided, however, that the maximum amount of such liability shall be the amount provided in the law.

CHAPTER 5
AUDIT & SUPERVISORY BOARD MEMBERS AND
AUDIT & SUPERVISORY BOARD

(Number of Audit & Supervisory Board Members and full time Audit & Supervisory Board Members)

Article 26. The Company shall have not more than six (6) Audit & Supervisory Board Members.

2. Audit & Supervisory Board shall appoint a full time Audit & Supervisory Board Member(s) by its resolution.

(Election of Audit & Supervisory Board Members)

Article 27. Audit & Supervisory Board Members shall be elected at a general meeting of shareholders.

2. The resolutions for the election provided for in the preceding paragraph shall be adopted when shareholders who are able to exercise their voting rights possessing one-third or more of total voting rights are present, and by the votes of a majority of voting rights of shareholders present.

(Term of office of Audit & Supervisory Board Members)

Article 28. The term of office of each Audit & Supervisory Board Member shall expire at the close of the ordinary general meeting of shareholders relating to the last of the business term to end within four (4) years of their appointment.

2. The term of an Audit & Supervisory Board Member elected to fill a vacancy shall expire upon expiration of the remainder of the term of the resigned Audit & Supervisory Board Member.

(Remuneration, etc. of Audit & Supervisory Board Members)

Article 29. Remuneration, etc. for Audit & Supervisory Board Members shall be decided by resolution of a general meeting of shareholders.

(Notice of convocation of the Audit & Supervisory Board)

Article 30. Notice of convening a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting. In case of urgency, this period may be shortened if the notice is given in an appropriate manner.

2. If all Audit & Supervisory Board Members approve, a meeting of the Audit & Supervisory Board may be convened without following the procedure for convocation.

(Method of resolution)

Article 31. Resolutions of the Audit & Supervisory Board shall be adopted by a

majority of the Audit & Supervisory Board Members, unless otherwise provided for in laws or ordinances.

(Indemnification of Audit & Supervisory Board Members)

Article 32. Pursuant to the provisions of Paragraph 1, Article 426 of the Corporation Law, the Company shall have the right to indemnify Audit & Supervisory Board Members (including those who have served as Audit & Supervisory Board Members in the past) for liabilities for damages for dereliction of duty within the scope permitted by laws and upon a resolution by the Board of Directors.

2. Pursuant to the provisions of Paragraph 1, Article 427 of the Corporation Law, the Company shall have the right to conclude a contract with an outside Audit & Supervisory Board Member that limits liabilities for damages for dereliction of duty; provided, however, that the maximum amount of such liability shall be the amount provided in the law.

CHAPTER 6 ACCOUNTS

(Business term)

Article 33. The business term of the Company shall begin on April 1 of each year and end on March 31 of the following year.

(Distribution of surplus)

Article 34. Distribution of surplus on shares shall be paid to such shareholders and registered share pledgees as are entered or recorded in the latest register of shareholders on March 31 of each year.

(Interim dividends)

Article 35. Interim dividends may be paid by resolution of the Board of Directors to such shareholders and registered share pledgees as are entered or recorded in the latest register of shareholders on September 30 of each year.

(Period of exclusion for dividends, etc.)

Article 36. In case of cash dividends ("cash dividends"), the Company shall be exempted from the obligation of paying them if they are not claimed within five (5) years from the day on which payment thereof is commenced.

2. No interest shall accrue on any unpaid cash dividends.

July 15, 1920

October 20, 1948

June 29, 1993

June 26, 1922
June 28, 1926
December 27, 1930
January 15, 1934
June 27, 1934
June 29, 1937
August 25, 1937
December 20, 1937
June 20, 1938
December 22, 1939
June 24, 1941
June 24, 1942
December 24, 1943
June 24, 1944
December 23, 1944
June 23, 1945
June 25, 1946

March 23, 1949
September 29, 1949
June 30, 1951
November 29, 1952
November 29, 1956
May 31, 1957
November 28, 1958
November 29, 1960
May 30, 1961
November 29, 1961
November 29, 1969
November 30, 1972
May 31, 1973
May 30, 1975
January 30, 1982
June 30, 1982
June 27, 1991

June 29, 1994
June 26, 1998
June 29, 1999
June 29, 2000
June 27, 2002
June 27, 2003
June 29, 2004
June 29, 2005
June 29, 2006
June 26, 2007
June 25, 2009
June 25, 2014
June 24, 2015
June 27, 2016
June 23, 2022