

December 22, 2022

Name of Company Furukawa Electric Co., Ltd.

Name of Representative Keiichi Kobayashi, President

(Code: 5801 Prime Market of the Tokyo Stock Exchange)

Contact Mami Masuda,

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Division

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Notice regarding the conclusion of the tender offer for shares of a subsidiary and resulting transfer of a subsidiary

Furukawa Electric Co., Ltd. (hereinafter "Furukawa Electric"), as notified in the "Notice regarding conclusion of an agreement concerning a tender offer for shares of a subsidiary, and expected extraordinary profit" issued November 8, 2022, concluded an agreement (hereinafter "Agreement") with TTC Holdings Inc. (hereinafter "Tender Offeror"), a wholly owned company of the special limited partnership TTC Holdings, L.P. established on June 2, 2021 under the laws of the Cayman Islands that itself is an investment fund affiliated with The Carlyle Group, concerning the tender offer (hereinafter "Tender Offer") for the common stock (hereinafter "TOTOKU Common Stock") of the company's consolidated subsidiary TOTOKU ELECTRIC CO., LTD. (hereinafter "TOTOKU") as part of the transaction to privatize TOTOKU (hereinafter "Transaction"). Under the Agreement, Furukawa Electric subscribed all TOTOKU Common Stock held by the company to the Tender Offer.

Following subscription to the Tender Offer based on the Agreement and successful conclusion of the Tender Offer on December 21, 2022, TOTOKU will cease to be a consolidated subsidiary of Furukawa Electric as of the beginning of the Tender Offer settlement on December 28, 2022. The details of this transfer are as follows.

1. Outline of the subsidiary to be transferred (TOTOKU)

(1)	Name	TOTOKU ELECTRIC CO., LTD.		
(2)	Address	8-3, Nishi-Shinbashi 3-Chome, Minato-ku, Tokyo		
(3)	Name and title of representative	Hiroshi Kawaguchi, President and Representative Director		
(4)	Business Outline	Manufacture and sales of electric wire and devices		
	Capital Stock			
(5)	(as of September	1,925 million yen		
	30, 2022)			
(6)	Establishment	November 22, 1940		
		Furukawa Electric Co,. Ltd.	57.05%	
		BNP PARIBAS SECURITIES SERVICES		
	Major shareholders	LUXEMBOURG/JASDEC/FIM/LUXEMBOURG FUNDS/UCITS	4.000/	
	and shareholding	ASSETS (Standing Proxy: The Hongkong and Shanghai Banking	4.82%	
(7)	ratio (as of	Corporation Limited Tokyo Branch Custody Service)		
	September 30,	The Master Trust Bank of Japan, Ltd. (Trust account)	4.12%	
	2022)*	Custody Bank of Japan, Ltd. (Trust account)	3.01%	
		Resona Bank, Ltd.	1.32%	
		Mizuho Bank, Ltd. (Standing proxy: Custody Bank of Japan, Ltd.)	1.23%	

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		SUMITOMO LIFE INSURANCE COMPANY (Standing proxy:		0.82%	
		Custody Bank of Japan, Ltd.)			
		Asahi Mutual Life Insurance Company (Standing proxy: Custody		0.70%	
		Bank of Japan, Ltd.)		0.7070	
		Sanyo Trading Co., Ltd.		0.68%	
		TOTOKU TORYO CO., LTD.		0.67%	
		Canital	Furukawa Electric holds 57.25%** of the total shares		
		Capital	issued by TOTOKU (excluding treasury stock).		
			4 persons from Furukawa Electric have been appointed		
	D. Lafferen I. Se	Personnel	as Directors of TOTOKU, and of those persons, 1 person		
	Relationship		also concurrently holds a position at Furukawa Electric.		
(8)	between Furukawa		Furukawa Electric provides some raw materials to		
	Electric and	Business	TOTOKU and also purchases some products from		
	TOTOKU		тотоки.		
		Status of			
		corresponding to a	TOTOKU is a consolidated subsidiary of Furukawa		
		related party Electric and therefore corresponds to a re		ated party.	
(9)	Operating Performan	nce and Financial Condition in the Last Three Fiscal Years			
Fiscal	Year	FY2019 FY2020		FY2020	FY2021
Net As	ssets (million yen)		14,295	16,098	18,423
Total A	Assets (million yen)	22,753		25,894	27,737
Net As	ssets per Share (yen)	2,008.68		2,334.03	2,707.63
Net Sales (million yen)		17,755		17,297	20,921
Operating Income		2,260		0.400	
(million yen)				2,483	3,260
Ordinary income		2,322			2.222
(million yen)				2,538	3,306
Net Income (million yen)		1,187		1,801	2,335
Net Income per Share (yen)		175.09		267.68	346.77
Dividend per Share (yen)			60.00	60.00	80.00
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^{*} Based on the "Status of major shareholders" in the "FY2022 Q2 Report" issued by TOTOKU on November 11, 2022.

2. Overview of the Tender Offeror

(1)	Name	TTC Holdings Inc.	
(2)	Address	5-1, Marunouchi 1-Chome, Chiyoda-ku, Tokyo	
(2)	Name and Title of	Kazuhiro Yamada, Representative Director	
(3)	Representative		
(4)	Business Outline	Control and management of TOTOKU business activities by holding their	
(4)		stock or equity.	
(5)	Capital Stock	25,000 yen	
(6)	Establishment	October 14, 2022	
(7)	Major Shareholders	TTC Holdings I. D.	100%
	and Shareholding ratio	TTC Holdings, L.P.	100

^{**} Of the shares with full voting rights stated in the "FY2022 Q2 Report" issued by TOTOKU on November 11, 2022, the shareholdings indicate the ratio of shares held against the total number of shares issued excluding treasury stock (6,720,500 shares).

		Capital	None
		Personnel	None
	Rerationship between	Business	None
(8)	Furukawa Electric and	Status of	
	TTC Holdings Inc.	Corresponding	None
		to a related	None
		party	

4. Number of shares planned to be subscribed to the Tender Offer, purchase price and number of shares held before and after the Tender Offer

Number of charge prior to the	3,847,248 shares
Number of shares prior to the subscription	(number of voting rights : 38,472)
Subscription	(Ratio to the number of shares issued : 57.25%)*
	3,847,248 shares
Number of shares subscribed	(number of voting rights : 38,472)
	(Ratio to the number of shares issued : 57.25%)
Transfer price	21,775,423,680 yen
Transfer price	(per share 5,660 yen)
Number of shares after	0 shares
execution of the Tender Offer	(nuber of voting rights: 0)
execution of the felider Offer	(Ratio to the number of voting rights : 0.00%)

^{*} The ratio of voting rights possessed against the total number of voting rights of TOTOKU as of Septembr 30, 2022 (67,205 voting rights) stated in the "FY2022 Q2 Report" issued by TOTOKU on November 11, 2022

6. Expected extraordinary profit and future outlook

Following successful conclusion of the Tender Offer on December 21, 2022, TOTOKU will no longer be a consolidated subsidiary of Furukawa Electric as of the start of the Tender Offer settlement on December 28, 2022. The impact of this transfer on the company's consolidated financial results is stated in the "Notice Regarding Revision of the Full-Year Earnings Forecast for the Fiscal Year Ending March 31, 2023" issued on November 8, 2022.

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