



December 12, 2024

Name of Company	Furukawa Electric Co., Ltd.
Name of Representative	Hideya Moridaira, President (Code: 5801 Prime Market of the Tokyo Stock Exchange)
Contact	Hiroko Takita, Corporate Vice President and General Manager of Investor Relations Dept. (TEL +81-3-6281-8540)

Notice regarding the acquisition of shares accompanying the transfer of a subsidiary

Furukawa Electric resolved as follows at the Board of Directors meeting held today to acquire all shares of Fujitsu Optical Components Limited (hereinafter “FOC”), a wholly owned subsidiary of Fujitsu Limited and convert FOC into a subsidiary of Furukawa Electric.

1. Reason for the share acquisition

Furukawa Electric has set forth the Furukawa Electric Group Vision 2030 and is working toward, “In order to build a sustainable world and make people’s life safe, peaceful and rewarding, Furukawa Electric Group will create solutions for the next generation of global infrastructure combining information, energy and mobility”. In the field of optical communications, we are utilizing our technology in optical devices and optical components accumulated since the early stages of this field to provide high quality products including laser diode modules and splitters to customers around the world and contribute to expanding cutting-edge optical communications.

FOC develops, manufactures and sells optical modulators and optical receivers essential for establishing optical communications networks, as well as optical transceivers that use these components. In particular, over the years, FOC possesses one of the world’s highest market shares as a leading company in the area of high-speed optical modulators that use lithium niobate (hereinafter “LN”), which has excellent range and high-speed modulation properties and is an important technology for increasing the volume of optical communications.

By combining the LN technology possessed by FOC and our optical semiconductor laser technology, it will be possible to supply small, high speed hybrid integrated devices required to 5G/B5G optical networks, and therefore optical transceivers with low power consumption and broader range. It was resolved to convert FOC into a subsidiary of Furukawa Electric based on a determination that such conversion will contribute to the advancement of both companies.

Following the share acquisition set forth herein, we will continue to work together with Fujitsu Limited and contribute to the realization of networks that will support the sustainable future society.

2. Overview of the subsidiary to be transferred

(1) Name	Fujitsu Optical Components Limited		
(2) Address	4-1-1 Kamikodanaka, Nakahara-ku, Kawasaki-shi, Kanagawa		
(3) Name and title of representative	Takashi Yamane, President & CEO		
(4) Business outline	Development, manufacture and sales of optical components		
(5) Capital	100 million yen		
(6) Establishment	September 19, 2007		
(7) Major shareholders and shareholding ratio	Fujitsu Limited 100%		
(8) Relationship between the Company and FOC	Capital relationship	N/A	
	Personnel relationship	N/A	
	Business relationship	Furukawa Electric has transactional relationship in the area of optical components	
Operating performance and financial condition in the last three fiscal years (Millions of yen)			
Fiscal year	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024
Net assets	16,271	15,596	5,172
Total assets	23,762	22,315	16,672
Net assets per share (thousand yen)	4,068	3,899	1,293

Net sales	35,596	27,157	13,681
Operating profit	3,399	(176)	(10,275)
Ordinary profit	3,678	106	(9,944)
Profit attributable to owners of parent	2,785	326	(10,627)
Basic earnings per share (Thousand yen)	696	82	(2,657)
Dividend per share (Yen)	275,500	0	0

3. Overview of the counterparty of the share acquisition (as of March 31, 2024)

(1) Name	Fujitsu Limited	
(2) Address	4-1-1 Kamikodanaka, Nakahara-ku, Kawasaki-shi, Kanagawa	
(3) Name and title of representative	Takahito Tokita, Representative Director, CEO	
(4) Business outline	Service Solutions Hardware Solutions Ubiquitous Solutions Device Solutions	
(5) Capital	325,638 million yen	
(6) Establishment	June 20, 1935	
(7) Net assets	1,166,506 million yen	
(8) Total assets	1,972,275 million yen	
(9) Major shareholders and shareholding ratio (as of September 30, 2024) (Note)	The Master Trust Bank of Japan, Ltd. (for trust)	16.31%
	Custody Bank of Japan, Ltd. (for trust)	6.50%
	Ichigo Trust Pte. Ltd.	4.85%
	JP MORGAN CHASE BANK 385632	3.48%
	STATE STREET BANK AND TRUST COMPANY 505001	3.21%
	STATE STREET BANK WEST CLIENT – TREATY 505234	1.94%
	Fujitsu Employee Shareholding Association	1.82%
	STATE STREET BANK AND TRUST COMPANY 505223	1.60%
	STATE STREET BANK AND TRUST	1.50%

	COMPANY 505103 GOVERNMENT OF NORWAY 1.50%	
(10) Relationship between the Company and Fujitsu Limited	Capital relationship	N/A
	Personnel relationship	N/A
	Business relationship	Furukawa Electric pays system usage fees. Also, we sell broadband solution products to the party.
	Status of related party	N/A

(Note) Cited from “Major Shareholders” stated in Fujitsu Limited’s Interim Securities Report (for the 125th term)

4. Number of shares to be acquired, acquisition price and status of shareholdings prior to and after acquisition

(1) Shareholding prior to transfer	0 share (Shares with voting rights: 0 share) (Ratio of total voting rights: 0 %)
(2) Number of shares to be acquired	4,000 shares (Shares with voting rights: 4,000 shares) (Ratio of total voting rights: 100.0%)
(3) Acquisition price	The acquisition price of shares will not be disclosed depending on the intention of the counterparty. The acquisition price was determined after repeated discussion with shareholders based on the results of due diligence conducted by outside experts and other factors, and was acquired at an amount considered to be fair and appropriate.
(4) Shareholding after the transfer	4,000 shares (Shares with voting rights: 4,000 shares) (Ratio of total voting rights: 100.0%)

5. Schedule

(1) Resolution at the Board of Directors Meeting	December 12, 2024
(2) Conclusion of an agreement	December 12, 2024
(3) Acquisition of shares	April 1, 2025 (Planned)

6. Future outlook

Because the acquisition of shares (planned) will occur in the fiscal year ending March 31, 2026 (next consolidated fiscal year), it will have minimal impact on the consolidated financial results in the fiscal year ending March 31, 2025 (current consolidated fiscal year). Also, the impact on the consolidated financial results in the fiscal year ending March 31, 2026 (next consolidated fiscal year) is currently being assessed, and a notice will be promptly issued in the event a matter requiring disclosure arises.

END