



May 13, 2025

Name of Company	Furukawa Electric Co., Ltd.
Name of Representative	Hideya Moridaira, President
	(Code: 5801 Prime Market of the Tokyo Stock Exchange)
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Notice Regarding Partial Amendments to the Articles of Incorporation

The Company resolved, at today's meeting of its Board of Directors, to propose partial amendments to the Articles of Incorporation at the 203rd Annual Shareholders Meeting to be held on June 25, 2025. Details are as follows:

1. Reasons for the amendments

The Company intends to partially amend its Articles of Incorporation for the following reasons:

- (1) For the transition to a Company with an Audit & Supervisory Committee, the Company will newly establish provisions concerning the Audit & Supervisory Committee and directors who serve as the Audit & Supervisory Committee Members, and delete/amend provisions concerning the Audit & Supervisory Board and its Members (Article 4, etc. of the proposed amendments).
- (2) On the occasion of the transition to a Company with an Audit & Supervisory Committee, the Company will reduce the maximum number of directors (board size) to ensure the optimal size of the Board of Directors from the perspective of ensuring the effectiveness of the Board of Directors (Article 16 of the proposed amendments).
- (3) To enable agile decision-making and business execution, the Company will newly establish provisions concerning the delegation of authority from the Board of Directors to directors (Article 24 of the proposed amendments).
- (4) To enable the return of value to shareholders in an agile manner, a new provision is established to allow the Board of Directors, in addition to the Annual Shareholders Meeting, to resolve a decision on distribution from surplus (Article 30 of the proposed amendments). With this amendment, Articles 7 and 35 of the current Articles of Incorporation will be deleted, and Paragraphs 2 and 3, Article 31 of the proposed amendments will be added.
- (5) Due to the foregoing amendments in the above (1) to (4), some Articles are renumbered, Supplementary Provision is newly established, and the relevant wording is modified.

2. Details of amendments

Details of proposed amendments to the Articles of Incorporation are specified in the Appendix.

3. Schedule

Date of the general meeting of shareholders for amendments to the Articles of Incorporation:

June 25, 2025 (*scheduled*)

Effective date of amendments to the Articles of Incorporation:

June 25, 2025 (*scheduled*)

END

Appendix

(The underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER 1</p> <p>GENERAL PROVISIONS</p> <p>Articles 1 to 3. (Text omitted)</p> <p>(Organs)</p> <p>Article 4. The Company shall establish the following organs in addition to the general meeting of shareholders and directors:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit & Supervisory Board Members</u></p> <p>(3) <u>Audit & Supervisory Board</u></p> <p>(4) <u>Accounting Auditor(s)</u></p> <p>Article 5. (Text omitted)</p> <p>CHAPTER 2</p> <p>SHARES</p> <p>Articles 6. (Text omitted)</p> <p>(Purchase of own shares)</p> <p>Articles 7. <u>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.</u></p> <p>Articles 8 to 9 (Text omitted)</p> <p>(Transfer Agent and Share Handling Regulations)</p>	<p>CHAPTER 1</p> <p>GENERAL PROVISIONS</p> <p>Articles 1 to 3. (Unchanged)</p> <p>(Organs)</p> <p>Article 4. The Company shall establish the following organs in addition to the general meeting of shareholders and directors:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit & Supervisory Committee</u></p> <p>(Deleted)</p> <p>(3) Accounting Auditor(s)</p> <p>Article 5. (Unchanged)</p> <p>CHAPTER 2</p> <p>SHARES</p> <p>Articles 6. (Unchanged)</p> <p>(Deleted)</p> <p>Articles 7 to 8 (Unchanged)</p> <p>(Transfer Agent and Share Handling Regulations)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Articles <u>10</u>. (Text omitted)</p> <p>2. (Text omitted)</p> <p>3. (Text omitted)</p> <p>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 <u>these</u> Articles of Incorporation.</p> <p style="text-align: center;">CHAPTER 3 SHAREHOLDERS MEETING</p> <p>Articles <u>11</u> to <u>12</u>. (Text omitted)</p> <p>(Person who convenes and presides over a shareholders meeting)</p> <p>Article <u>13</u>. 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.</p> <p>2. In case the director in the above Section 1 becomes unable to so act, one of the other directors shall take his place in such order as determined beforehand by the Board of Directors.</p> <p>Article <u>14</u>. (Text omitted)</p> <p>(Method of resolution)</p> <p>Article <u>15</u>. All resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders present who are able to</p>	<p>Articles <u>9</u>. (Unchanged)</p> <p>2. (Unchanged)</p> <p>3. (Unchanged)</p> <p>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 <u>the</u> Articles of Incorporation.</p> <p style="text-align: center;">CHAPTER 3 SHAREHOLDERS MEETING</p> <p>Articles <u>10</u> to <u>11</u>. (Unchanged)</p> <p>(Person who convenes and presides over a shareholders meeting)</p> <p>Article <u>12</u>. 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.</p> <p>2. In case the director in the above Section 1 becomes unable to so act, one of the other directors shall take his place in such order as determined beforehand by the Board of Directors.</p> <p><i>(Note: Since the amendments to this Article are just minor changes of wording in the Japanese version, the English version remains unchanged.)</i></p> <p>Article <u>13</u>. (Unchanged)</p> <p>(Method of resolution)</p> <p>Article <u>14</u>. All resolutions of a general meeting of shareholders shall be adopted by a majority of votes of the shareholders present who are able to</p>

Current Articles of Incorporation	Proposed Amendments
<p>exercise their voting rights unless otherwise provided for in laws or ordinances or by <u>these</u> Articles of Incorporation.</p> <p>2. (Text omitted)</p> <p>Article <u>16</u>. (Text omitted)</p> <p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of directors)</p> <p>Article <u>17</u>. The Company shall have <u>no more than twenty (20)</u> directors.</p> <p style="text-align: center;">(Newly established)</p> <p>(Election of directors)</p> <p>Article <u>18</u>. Directors of the Company shall be elected at a general meeting of shareholders.</p> <p>2. (Text omitted)</p> <p>3. Election of directors shall not be made by cumulative vote.</p>	<p>exercise their voting rights unless otherwise provided for in laws or ordinances or by <u>the</u> Articles of Incorporation.</p> <p>2. (Unchanged)</p> <p><i>(Note: Since the amendments to this Article are just minor changes of wording in the Japanese version, the English version remains unchanged.)</i></p> <p>Article <u>15</u>. (Unchanged)</p> <p style="text-align: center;">CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of directors)</p> <p>Article <u>16</u>. The Company shall have <u>no more than ten (10)</u> directors <u>(excluding directors who serve as Audit & Supervisory Committee Members)</u>.</p> <p><u>2. The Company shall have no more than four (4) directors who serve as Audit & Supervisory Committee Members.</u></p> <p>(Election of directors)</p> <p>Article <u>17</u>. Directors of the Company shall be elected at a general meeting of shareholders, <u>by distinguishing directors (excluding directors who serve as Audit & Supervisory Committee Members) who serve as Audit & Supervisory Committee Members from other directors.</u></p> <p>2. (Unchanged)</p> <p>3. Election of directors shall not be made by cumulative vote.</p> <p><i>(Note: Since the amendment to this Paragraph is just a minor change of wording in the Japanese version, the English version remains unchanged.)</i></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Term of office of directors)</p> <p>Article <u>19</u>. 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) year of their appointment.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Term of office of directors)</p> <p>Article <u>18</u>. The term of office of each director <u>(excluding directors who serve as Audit & Supervisory Committee Members)</u> 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) year of their appointment.</p> <p><u>2. The term of office of each director who serves as an Audit & Supervisory Committee Member shall expire at the close of the ordinary general meeting of shareholders relating to the last of the business term to end within two (2) years of their appointment.</u></p> <p><u>3. When a director who serves as an Audit & Supervisory Committee Member is elected as a substitute for another director who served as an Audit & Supervisory Committee Member and retired before expiry of his/her term of office, the term of office of the newly elected director shall be until the time when the term of office of the retired director expires.</u></p>
<p>(Remuneration, etc. for directors)</p> <p>Article <u>20</u>. Remuneration, bonus and other property benefits received from the Company as compensation for performance of duties <u>(“Remuneration, etc.”)</u> for directors shall be decided by resolution of a general meeting of shareholders.</p>	<p>(Remuneration, etc. for directors)</p> <p>Article <u>19</u>. Remuneration, bonus and other property benefits received from the Company as compensation for performance of duties for directors shall be decided by resolution of a general meeting of shareholders, <u>by distinguishing directors (excluding directors who serve as Audit & Supervisory Committee Members) who serve as Audit & Supervisory Committee Members from other directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Representative director)</p> <p>Article <u>21</u>. The Board of Directors shall appoint the directors to represent the Company by its resolution.</p> <p>(Person who convenes and presides over a meeting <u>of the Board of Directors</u>)</p> <p>Article <u>22</u>. 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.</p> <p>2. In case the director in the above Section 1 becomes unable to so act, one of the other directors shall take their place in such order as determined beforehand by the Board of Directors.</p>	<p>(Representative director)</p> <p>Article <u>20</u>. The Board of Directors shall, by its resolution, appoint the director(s) to represent the Company <u>from among directors (excluding directors who serve as Audit & Supervisory Committee Members)</u>.</p> <p>(Person who convenes and presides over a meeting)</p> <p>Article <u>21</u>. 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.</p> <p>2. In case the director in the above Section 1 becomes unable to so act, one of the other directors shall take their place in such order as determined beforehand by the Board of Directors.</p> <p><i>(Note: Since the amendments to this Article are just minor changes of wording in the Japanese version, the English version remains unchanged.)</i></p>
<p>(Notice of convocation of the Board of Directors)</p> <p>Article <u>23</u>. Notice of convening a meeting of the Board of Directors together with the agenda shall be dispatched to each director <u>and Audit & Supervisory Board Member</u> 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.</p> <p>2. If all directors <u>and Audit & Supervisory Board Members</u> approve, a meeting of the Board of Directors may be convened without following the</p>	<p>(Notice of convocation of the Board of Directors)</p> <p>Article <u>22</u>. Notice of convening a meeting of the Board of Directors together with the agenda shall be dispatched to each director 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.</p> <p>2. If all directors approve, a meeting of the Board of Directors may be convened without following the procedure for convocation.</p>

Current Articles of Incorporation	Proposed Amendments
<p>procedure for convocation.</p> <p>Article <u>24</u>. (Text omitted)</p> <p>(Newly established)</p> <p>Article 25. (Text omitted)</p> <p>CHAPTER 5 <u>AUDIT & SUPERVISORY BOARD MEMBERS AND</u> <u>AUDIT & SUPERVISORY BOARD</u></p> <p>(<u>Number of Audit & Supervisory Board Members and full time Audit & Supervisory Board Members</u>)</p> <p>Article 26. <u>The Company shall have not more than six (6) Audit & Supervisory Board Members.</u></p> <p>2. <u>Audit & Supervisory Board</u> shall appoint a full time <u>Audit & Supervisory Board Member(s)</u> by its resolution.</p> <p>(<u>Election of Audit & Supervisory Board Members</u>)</p> <p>Article 27. <u>Audit & Supervisory Board Members shall be elected at a general meeting of shareholders.</u></p> <p>2. <u>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</u></p>	<p>Article <u>23</u>. (Unchanged)</p> <p>(<u>Delegation of decisions on execution of important operations</u>)</p> <p>Article 24. <u>Pursuant to Paragraph 6, Article 399-13 of the Companies Act, the Board of Directors may delegate to a director(s) all or part of decisions on execution of important operations which should be made by the Board of Directors (excluding matters listed in items of Paragraph 5 of the above-mentioned Article) by its resolution.</u></p> <p>Article 25. (Unchanged)</p> <p>CHAPTER 5 <u>AUDIT & SUPERVISORY COMMITTEE</u></p> <p>(Full time <u>Audit & Supervisory Committee Member</u>)</p> <p>Article 26. (Deleted)</p> <p><u>Audit & Supervisory Committee may appoint a full time Audit & Supervisory Committee Member(s) by its resolution.</u></p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>rights are present, and by the votes of a majority of voting rights of shareholders present.</u></p> <p>(Term of office of Audit & Supervisory Board Members)</p> <p><u>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.</u></p> <p><u>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.</u></p> <p>(Remuneration, etc. of Audit & Supervisory Board Members)</p> <p><u>Article 29. Remuneration, etc. for Audit & Supervisory Board Members shall be decided by resolution of a general meeting of shareholders.</u></p> <p>(Notice of convocation of <u>the Audit & Supervisory Board</u>)</p> <p><u>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.</u></p> <p><u>2. If all Audit & Supervisory Board Members approve, a meeting of the Audit & Supervisory Board may be convened without following the procedure for convocation.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Notice of convocation of <u>the Audit & Supervisory Committee</u>)</p> <p><u>Article 27. Notice of convening a meeting of the Audit & Supervisory Committee shall be dispatched to each director who serves as Audit & Supervisory Committee 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.</u></p> <p><u>2. If all directors who serve as Audit & Supervisory Committee Members approve, a meeting of the Audit & Supervisory Committee may be convened without following the procedure for convocation.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Method of resolution)</p> <p>Article <u>31</u>. Resolutions of the <u>Audit & Supervisory Board</u> shall be adopted by a majority of the Audit & Supervisory Board Members, <u>unless otherwise provided for in laws or ordinances.</u></p> <p>(Indemnification of Audit & Supervisory Board Members)</p> <p>Article 32. Pursuant to the provisions of Paragraph 1, <u>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.</u></p> <p><u>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.</u></p> <p style="text-align: center;">CHAPTER 6 ACCOUNTS</p> <p>Article <u>33</u>. (Text omitted)</p> <p style="text-align: center;">(Newly established)</p>	<p>(Method of resolution)</p> <p>Article <u>28</u>. A resolution of the <u>Audit & Supervisory Committee</u> shall be adopted, <u>when a majority of directors who serve as Audit & Supervisory Committee Members and are entitled to participate in the vote are present</u>, by a majority of <u>such directors present.</u></p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">CHAPTER 6 ACCOUNTS</p> <p>Article <u>29</u>. (Unchanged)</p> <p>(Decision-making body of distribution of surplus)</p> <p>Article <u>30</u>. Items stipulated in Paragraph 1, Article 459</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Distribution of surplus)</p> <p>Article <u>34</u>. <u>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.</u></p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p> <p>(Interim dividends)</p> <p>Articles <u>35</u>. <u>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.</u></p> <p>(Period of exclusion for <u>dividends, etc.</u>)</p> <p>Articles <u>36</u>. (Text omitted)</p> <p style="text-align: center;">(Newly established)</p>	<p><u>of the Companies Act, including distribution of surplus, may be determined by resolution of the Board of Directors of the Company, unless otherwise provided for in laws or ordinances.</u></p> <p>(<u>Record date for distribution of surplus</u>)</p> <p>Article <u>31</u>. <u>The record date for the Company's year-end dividends shall be March 31st of each year.</u></p> <p><u>2 The record date for the Company's interim dividends shall be September 30th of each year.</u></p> <p><u>3 In addition to the preceding two paragraphs, dividends of surplus may be paid on a record date determined separately.</u></p> <p style="text-align: center;">(Deleted)</p> <p>(Period of exclusion for <u>cash dividends</u>)</p> <p>Articles <u>32</u>. (Unchanged)</p> <p style="text-align: center;"><u>Supplementary Provision</u></p> <p><u>(Transitional measure concerning indemnification of Audit & Supervisory Board Members)</u></p> <p>Article <u>1</u>. <u>Pursuant to the provisions of Paragraph 1, Article 426 of the Companies Act, the Company may indemnify Audit & Supervisory Board Members (including those who have served as Audit & Supervisory Board Members in the past)</u></p>

Current Articles of Incorporation	Proposed Amendments
	<u>for liabilities for damages caused by negligence of their duties before the partial amendments to the Articles of Incorporation resolved at the 203rd Annual Shareholders Meeting of the Company comes into effect, within the scope permitted by laws and upon a resolution by the Board of Directors.</u>