

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 Gaisha 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 Committee
- (3) 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.

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

Article 7. 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 8. 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 9. 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 the Articles of Incorporation.

CHAPTER 3 SHAREHOLDERS MEETING

(Convocation)

Article 10. 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 11. The record date of the voting rights at an ordinary general meeting of shareholders shall be March 31 of each year.

(Person who convenes and presides over a shareholders meeting)

Article 12. 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 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.

(Measures for electronic provision)

Article 13. 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 14. 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 the 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 15. 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 16. The Company shall have no more than ten (10) directors (excluding directors who serve as Audit & Supervisory Committee Members).

2. The Company shall have no more than four (4) directors who serve as Audit & Supervisory Committee Members.

(Election of directors)

Article 17. Directors of the Company shall be elected at a general meeting of shareholders, by distinguishing directors (excluding directors who serve as Audit & Supervisory Committee Members) who serve as Audit & Supervisory Committee Members from other directors.

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 18. The term of office of each director (excluding directors who serve as Audit & Supervisory Committee Members) 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.

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.

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.

(Remuneration, etc. for directors)

Article 19. 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, by distinguishing directors (excluding directors who serve as Audit & Supervisory Committee Members) who serve as Audit & Supervisory Committee Members from other directors.

(Representative directors)

Article 20. The Board of Directors shall, by its resolution, appoint the director(s) to represent the Company from among directors (excluding directors who serve as Audit & Supervisory Committee Members).

(Person who convenes and presides over a meeting)

Article 21. 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 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.

(Notice of convocation of the Board of Directors)

Article 22. 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.

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

(Method of resolution)

Article 23. 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.

(Delegation of decisions on execution of important operations)

Article 24. 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.

(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 COMMITTEE

(Directors who are full time Audit & Supervisory Committee Member)

Article 26. Audit & Supervisory Committee may appoint a full time Audit & Supervisory Committee Member(s) by its resolution.

(Notice of convocation of the Audit & Supervisory Committee)

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.

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.

(Method of resolution)

Article 28. A resolution of the Audit & Supervisory Committee shall be adopted, when a majority of directors who serve as Audit & Supervisory Committee Members and are entitled to participate in the vote are present, by a majority of such directors present.

CHAPTER 6 ACCOUNTS

(Business term)

Article 29. The business term of the Company shall begin on April 1 of each year and end on March 31 of the following year.

(Decision-making body of distribution of surplus)

Article 30. Items stipulated in Paragraph 1, Article 459 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.

(Record date for distribution of surplus)

Article 31. The record date for the Company's year-end dividends shall be March 31st of each year.

2. The record date for the Company's interim dividends shall be September 30th of each year.

3. In addition to the preceding two paragraphs, dividends of surplus may be paid on a record date determined separately.

(Period of exclusion for cash dividends)

Article 32. 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.

Supplementary Provision

(Transitional measure concerning indemnification of Audit & Supervisory Board Members)

Article 1. 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) 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.

July 15, 1920
June 26, 1922
June 28, 1926

October 20, 1948
March 23, 1949
September 29, 1949

June 29, 1993
June 29, 1994
June 26, 1998

December 27, 1930	June 30, 1951	June 29, 1999
January 15, 1934	November 29, 1952	June 29, 2000
June 27, 1934	November 29, 1956	June 27, 2002
June 29, 1937	May 31, 1957	June 27, 2003
August 25, 1937	November 28, 1958	June 29, 2004
December 20, 1937	November 29, 1960	June 29, 2005
June 20, 1938	May 30, 1961	June 29, 2006
December 22, 1939	November 29, 1961	June 26, 2007
June 24, 1941	November 29, 1969	June 25, 2009
June 24, 1942	November 30, 1972	June 25, 2014
December 24, 1943	May 31, 1973	June 24, 2015
June 24, 1944	May 30, 1975	June 27, 2016
December 23, 1944	January 30, 1982	June 23, 2022
June 23, 1945	June 30, 1982	June 25, 2025
June 25, 1946	June 27, 1991	