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Share Handling Rules of FUJI ELECTRIC CO., LTD.

Chapter 1 General Provisions

Article 1. (Purpose)

Handling and commissions concerning the Company's shares, procedures for the exercise of shareholders' rights, and other matters shall be governed by the provisions stipulated by Japan Securities Depository Center, Incorporated (hereinafter referred to as the "Center") and account management institutions such as securities firms and trust banks (hereinafter referred to as "Securities Firms, etc.") as well as the provisions of these Rules in accordance with the provisions of Article 11 of the Articles of Incorporation.

Article 2. (Shareholder Register Administrator)

The Company's shareholder register administrator and administration location are as follows.

Shareholder register administrator: 1-4-1 Marunouchi, Chiyoda-ku, Tokyo
Sumitomo Mitsui Trust Bank, Limited

Administration location: 1-4-1 Marunouchi, Chiyoda-ku, Tokyo
Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Business Planning
Department

Chapter 2 Registration on the Shareholder Register and Others

Article 3. (Registration on Shareholder Register)

1. Registration on the shareholder register and any change in matters recorded on the shareholder register shall be made by notice from the Center, including notice to all shareholders, as required by laws and regulations.

2. In addition to the preceding paragraph, in the case of the issuance of new shares and other cases stipulated in laws and regulations, a change in matters recorded on the shareholder register shall be made without notice from the Center.
3. The shareholder register shall be recorded in letters and symbols specified by the Center.
4. In cases where there is the need in order to provide shareholders with notice, where the Board of Directors considers that current shareholders should be reflected in the shareholder register, or where there is any other legitimate reason, the Company may make a request set forth in Article 151, Paragraph 8 of the Act on Book-Entry Transfer of Corporate Bonds and Shares (hereinafter referred to as the "Book-Entry Transfer Act") to the Center.

Article 4. (Notification on Matters Recorded on Shareholder Register)

1. Shareholders and registered pledgees of shares (hereinafter referred to as "Shareholders, etc.") shall make a notification of their personal or organization name and address through Securities Firms, etc. or the Center as stipulated by the Center.
2. Notwithstanding the provision of the preceding paragraph, in the case prescribed in Paragraph 2 of the preceding article, Shareholders, etc. shall notify the shareholder register administrator of their personal or organization name and address.
3. If a change is made to any notified matter stipulated in the preceding two paragraphs, Shareholders, etc. shall make a notification of the changed matter to be notified through Securities Firms, etc. or the Center as stipulated by the Center.

Article 5. (Representative of a Corporation)

1. Any shareholder who is a corporation shall make a notification of its one representative through Securities Firms, etc. or the Center as stipulated by the Center.
2. The provisions of Paragraph 2 and Paragraph 3 of the preceding article shall apply mutatis mutandis to a notification stipulated in the preceding paragraph.

Article 6. (Representative of Jointly Owned Shares)

1. Any shareholders who jointly own shares shall designate their one representative and make a notification of the personal or organization name and address of the representative of joint ownership through Securities Firms, etc. or the Center as stipulated by the Center.

2. The provisions of Paragraph 2 and Paragraph 3 of Article 4 shall apply mutatis mutandis to a notification stipulated in the preceding paragraph.

Article 7. (Statutory Agent)

1. Any statutory agent such as a person who has parental authority and guardian of shareholders shall make a notification of the personal or organization name and address through Securities Firms, etc. or the Center as stipulated by the Center.
2. The provisions of Paragraph 2 and Paragraph 3 of Article 4 shall apply mutatis mutandis to a notification stipulated in the preceding paragraph.

Article 8. (Notification of Place to Receive Notice for Shareholder, etc. Residing in Foreign Country)

1. Any shareholders, etc. residing in a foreign country or their statutory agent shall appoint a standing proxy in Japan or designate a place where they receive notice in Japan, and make a notification of the personal or organization name and address of the standing proxy, or the place where they receive notice, through Securities Firms, etc. or the Center as stipulated by the Center.
2. The provisions of Paragraph 2 and Paragraph 3 of Article 4 shall apply mutatis mutandis to a notification stipulated in the preceding paragraph.

Article 9. (Method of Confirmation through the Center)

When a notification stipulated in the preceding five articles is submitted through Securities Firms, etc. or the Center, the notification is deemed to have been made by shareholders, etc., statutory agent, or any other person who has authorization to make a notification himself or herself.

Chapter 3 Confirmation of Shareholders

Article 10. (Confirmation of Shareholders)

1. In the case where a shareholder makes a request, exercises other shareholders' rights, or make a notification (hereinafter referred to as "Request, etc."), the shareholder shall attach or provide proof that the Request, etc. was made by the shareholder himself or herself (hereinafter referred to as "Supporting Documents, etc."); provided, however, that this shall not apply if the Company can confirm that the Request, etc. was made by the shareholder himself or herself.

2. In the case where a Request, etc. from a shareholder to the Company was made through Securities Firms, etc. or the Center, the Request, etc. may be deemed to be a Request, etc. from a shareholder himself or herself, and Supporting Documents, etc. shall not be required.
3. In the case where Request, etc. is made by proxy, in addition to the procedures stipulated in the preceding two paragraphs, the letter of proxy with the shareholder's signature or name and seal affixed (if the Company deems it necessary to confirm the authenticity of establishment of the letter of proxy, the letter of proxy and seal registration certificate or any other document supporting the authenticity of establishment) shall be attached. The description of the personal or organization name and address of the delegatee shall be required on the letter of proxy.
4. The provisions of Paragraph 1 and Paragraph 2 shall apply mutatis mutandis to a proxy stipulated in the preceding paragraph.
5. The Company may withhold acceptance of a Request, etc. until after the completion of confirmation stipulated in Paragraph 1, Paragraph 3 and Paragraph 4 about a person who makes the Request, etc.
6. In cases where there is the need in order to confirm whether a person who identifies himself or herself as shareholder is a shareholder, where the Company has acknowledged that a certain person intends to make a Request, etc. as a shareholder, or where there is any other legitimate reason, the Company may make a request stipulated in Article 277 of the Book-Entry Transfer Act to the Center or Securities Firms, etc.

Chapter 4 Procedures for the Exercise of Shareholders' Rights

Section 1 Purchase of Shares Less than One Trading Unit

Article 11. (Method of Request for Purchase of Shares Less than One Trading Unit)

1. When the purchase of any share less than one trading unit is requested, such a request shall be made through Securities Firms, etc. or the Center.
2. Any person requests the purchase stipulated in the preceding paragraph, he or she cannot withdraw his or her request; provided, however, that this shall not apply if the Company agrees to do so.

Article 12. (Determination of Purchase Price)

1. The unit purchase price for a request for the purchase stipulated in the preceding article shall be the final price in the auction market established by Tokyo Stock Exchange, Inc. on the day when a request for the purchase reaches the administration location of the shareholder register administrator stipulated in Article 2; provided, however, that in the case where no trading is carried out on that day or the day falls on a non-business day of the said exchange, the unit purchase price shall be the price of the first selling or buying transaction conducted after the day.
2. The purchase price shall be the amount calculated by multiplying the unit purchase price set forth in the preceding paragraph by the number of shares of which the purchase is requested.

Article 13. (Payment for Purchase)

1. Unless otherwise prescribed by the Company, the Company shall pay for the purchase on the fourth business day from the day following the day when the unit purchase price is determined as stipulated by the Center; provided, however, that in the case where the purchase price is a cum-rights price including rights on dividends of surplus or share split, the Company shall pay for the purchase by the record date.
2. Any person who requests the purchase may request payment for the purchase through a transfer to a bank account designated by the person, or in cash via Japan Post Bank.

Article 14. (Transfer of Purchased Shares)

Shares less than one trading unit of which the purchase was requested shall be transferred to the Company's transfer account on the day when payment or payment procedures for the purchase stipulated in the preceding article are completed.

Section 2 Additional Purchase of Shares Less than One Trading Unit

Article 15. (Method of Request for Additional Purchase of Shares Less than One Trading Unit)

1. When any shareholder who holds shares less than one trading unit requests that the Company sell to the shareholder a number of shares that will constitute one trading unit when combined with the portion of shares less than one trading unit already held by the shareholder (hereinafter referred to as "Request for Additional

Purchase”), that shareholder request shall be made through Securities Firms, etc. or the Center.

2. Any person who makes a Request for Additional Purchase stipulated in the preceding paragraph cannot withdraw his or her request; provided, however, that this shall not apply if the Company agrees to do so.

Article 16. (Request for Additional Purchase Exceeding Balance of Treasury Shares)

In the case where Requests for Additional Purchase are made on the same date and the order of these requests is unknown, if the total number of shares for the Requests for Additional Purchase exceeds the number of treasury shares to be transferred held by the Company, all the Requests for Additional Purchase on that day shall not become effective.

Article 17. (Effective Date of Request for Additional Purchase)

A Request for Additional Purchase shall become effective on the day when the Request for Additional Purchase reaches the administration location of the shareholder register administrator.

Article 18. (Determination of Additional Purchase Price)

1. The unit price for additional purchase shall be the final price in the auction market established by Tokyo Stock Exchange, Inc. on the effective date of the Request for Additional Purchase; provided, however, that in the case where no trading is carried out on that day or the day falls on a non-business day of the said exchange, the unit price for additional purchase shall be the price of the first selling or buying transaction conducted after the day.
2. The additional purchase price shall be the amount calculated by multiplying the unit price for additional purchase set forth in the preceding paragraph by the number of shares of which the additional purchase is requested.

Article 19. (Transfer of Additionally Purchased Shares)

For treasury shares corresponding to the number of shares purchased for a Request for Additional Purchase, as stipulated by the Center, the shareholder who made the Request for Additional Purchase shall, through Securities Firms, etc., apply for the transfer of such shares to the transfer account of the shareholder who made the Request for Additional Purchase on the day it is confirmed that the payment for such shares has been transferred to a bank account designated by the Company.

Article 20. (Suspension Period for Receiving Request for Additional Purchase)

1. The Company suspends receiving a Request for Additional Purchase during a period from 10 business days before each of the following dates to that date every year.
 - (1) March 31
 - (2) September 30
 - (3) Other dates stipulated by the Center including record date for determining shareholders
2. Notwithstanding the preceding paragraph, the Company may separately set a suspension period for receiving a Request for Additional Purchase when deemed necessary.

Section 3 Exercise of Minority and Other Shareholders' Rights

Article 21. (Exercise of Minority and Other Shareholders' Rights)

When minority and other shareholders' rights stipulated in Article 147, Paragraph 4 of the Book-Entry Transfer Act are exercised against the Company directly, the rights shall be exercised by a written notice by the method prescribed by the Company within a time frame required by laws and regulations, after a filing for notice to individual shareholders is made.

Article 22. (Special Provision for Exercise of Shareholders' Right to Propose)

In accordance with the provisions of the preceding article, in the case where shareholders' right to propose is exercised, if the volume of the following matters on proposals to be made exceeds the amount set forth below, an overview of each matter may be provided in the Reference Materials for the Ordinary General Meeting of Shareholders.

- (1) Reasons for proposal
 - 1,000 letters for each proposal
- (2) Matters to be provided in the Reference Materials for the Ordinary General Meeting of Shareholders in the case where the proposal to be made is a proposal for election of Directors, Audit & Supervisory Board Members or Accounting Auditor

500 letters for each candidate; provided, however, that if the candidate is for Outside Director or Outside Audit & Supervisory Board Member, the volume shall be 2,000 letters for each candidate.

Section 4 Confirmation of Shareholders

Article 23. (Confirmation of Shareholders)

The provisions of Paragraph 1, Paragraph 3 and Paragraph 4 of Article 10 shall apply mutatis mutandis to exercise of shareholders' rights other than minority and other shareholders' rights.

Chapter 5 Exception for Special Account

Article 24. (Exception for Special Account)

Identification of shareholders having special accounts opened for them and other handling of special accounts shall be as stipulated by the Center as well as by the account management institution for the special account.

Chapter 6 Commission

Article 25. (Commission)

1. No commission shall be charged for handling of the Company's shares.
2. Commissions paid by shareholders and any other person to Securities Firms, etc. or the Center shall be borne by each of them.

Chapter 7 Miscellaneous Provisions

Article 26. (Revisions)

Revisions to these Rules shall be by resolution of the Board of Directors.

(Establishment) January 5, 2009 Newly established by abolishing the previous Share Handling Rules, in conjunction with the enforcement of the Book-Entry Transfer System for Shares, etc. (share certificate dematerialization) under the Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of 2001).

(Revisions) May 22, 2009
 June 24, 2009
 January 6, 2010
 April 1, 2011
 April 1, 2012