

**NOTICE OF CONVOCATION OF
THE 144th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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FUJI ELECTRIC CO., LTD.
Securities Code: 6504
1-1 Tanabe Shinden, Kawasaki-ku, Kawasaki
(Head Office)
Gate City Ohsaki, East Tower
11-2, Osaki 1-chome, Shinagawa-ku, Tokyo

July 22, 2020

**NOTICE OF CONVOCATION OF
THE 144th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

The 144th Ordinary General Meeting of Shareholders of FUJI ELECTRIC CO., LTD. shall be held as outlined below.

This year, we are asking that shareholders refrain from attending the meeting in person. Instead, please exercise your voting rights beforehand either in writing or via the Internet, etc. from the perspective of preventing the spread of COVID-19 and in order to avoid the risk of infection among shareholders.

Please exercise your voting rights by no later than 6:00 p.m., Wednesday, August 5, 2020 after reviewing the attached reference materials (pp. 6-28) and following the “Guidelines for the Exercise of Voting Rights” on page 4.

● **Exercising voting rights in writing (ballot form)**

Please be sure to indicate your approval or disapproval for the agenda item on the enclosed ballot form and to send it back to us so that it arrives by the aforementioned exercise deadline.

● **Exercising voting rights via the Internet, etc.**

Please access the Company’s designated website to exercise your voting rights online, and enter your vote of approval or disapproval for the agenda item by following on-screen guidance.

Please refer to the “Instructions Concerning the Exercise of Voting Rights via the Internet, etc.” on page 5 when voting via the Internet, etc.

Sincerely,
Michihiro Kitazawa
President and Representative Director

Details of Meeting

- 1. Date:** 10:00 a.m., Thursday, August 6, 2020 (Reception opens at 9:00 a.m.)
(Please note that the above date falls later in the calendar from that of the previous year due to the impact of COVID-19.)
- 2. Place:** Galaxy Room, 2nd Basement, Westin Hotel Tokyo
4-1 Mita 1-chome, Meguro-ku, Tokyo
(within Yebisu Garden Place)

3. Meeting Agenda

Items to be reported:

Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 144th term (from April 1, 2019 to March 31, 2020), as well as the results of the audit of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Items to be resolved:

Item 1: Election of Eight (8) Directors

Item 2: Election of Four (4) Audit & Supervisory Board Members

- Please be advised that the Company's Directors, Audit & Supervisory Board Members, and persons in charge are encouraged to be in light attire (the so-called Cool Biz) on the day of the Ordinary General Meeting of Shareholders. Furthermore, the Company is required to follow measures to prevent infection, which includes the wearing of masks.
- The "Explanatory Notes for Consolidated Financial Statements" and the "Explanatory Notes for Non-consolidated Financial Statements" accompanying this notice have been posted on the Company's website described below in compliance with laws and regulations and the Articles of Incorporation of the Company.
- Up to the day before the Ordinary General Meeting of Shareholders, if there are any revisions to the Reference Materials for the Ordinary General Meeting of Shareholders or the 144th Business Report, or to the business reports, consolidated financial statements or non-consolidated financial statements posted on the Company's website on the Internet, these revisions will be posted on the Company's website.

The Company's website: https://www.fujielectric.co.jp

Countermeasures against COVID-19

- **This year we are requesting that shareholders refrain from going to the venue in person if at all possible from the perspective of preventing the spread of COVID-19. Please exercise your voting rights beforehand either in writing or via the Internet, etc.**
- **All shareholders attending the meeting are asked to check the situation concerning the spread of COVID-19 and their individual physical condition on the day of the meeting, and to comply with all measures to prevent the spread of infection, such as wearing a mask. In addition, as we may take further infection prevention measures in consideration of shareholders' safety at the meeting, we thank you for your cooperation in advance.**
- **In order to widen the distance between chairs as an infection prevention measure for shareholders, we will have significantly fewer chairs than normal at this year's meeting. Accordingly, please note that even if you come to the venue, you may not be allowed to enter the meeting.**
- **Please note that people found to have a temperature (above 37.5 degrees Celsius) and people who are thought to be unwell may not be allowed to enter the meeting and asked to leave.**
- **If any significant changes to the situation occur from this time forward regarding the operation of the General Meeting of Shareholders, we will post such updates on the Company's website (<https://www.fujielectric.co.jp>) accessible via the Internet.**

Guidelines for the Exercise of Voting Rights

You may exercise your voting rights at the Ordinary General Meeting of Shareholders by one of the following three methods.

If you are not attending the meeting:

1. Exercising voting rights by postal mail (in writing)

Please indicate your approval or disapproval on the enclosed ballot form and send it back to us. (No postage is needed.)

*All unmarked agenda items will be counted as “approved.”

Exercise deadline: **Received by no later than 6:00 p.m., Wednesday, August 5, 2020**

2. Exercising voting rights via the Internet, etc.

Please access the Company’s designated website to exercise your voting rights online, and enter your vote of approval or disapproval by following on-screen guidance.

Please refer to the following page for instructions concerning the exercise of voting rights via the Internet, etc.

[Cautions regarding exercising voting rights via the Internet, etc.]

- If voting rights are exercised multiple times, the last vote will be regarded as the valid vote.
- If voting rights are duplicated through the use of postal and via the Internet, etc., any vote that reaches the Company later will be regarded as the valid vote. In the event that multiple votes reach the Company on the same day, the vote exercised via the Internet, etc. shall take precedence.

Exercise deadline: **Input by no later than 6:00 p.m., Wednesday, August 5, 2020**

If you are attending the meeting:

Please present the enclosed ballot form to the receptionist. (A personal seal will not be required.)

*You may exercise your voting rights by a proxy who is also a shareholder. In this case, the proxy should submit the following three documents to the reception on the day of the meeting: the proxy authorization form, your ballot form, and the proxy’s ballot form.

Date of the Ordinary General Meeting of Shareholders:

10:00 a.m., Thursday, August 6, 2020 (Reception opens at 9:00 a.m.)

Instructions Concerning the Exercise of Voting Rights via the Internet, etc.*

*Institutional investors can exercise their voting rights via the electronic voting platform for institutional investors operated by Investor Communications Japan Inc. (ICJ).

By scanning the QR code (“Smart Exercise”)

You can log-in to the website for exercise of voting rights without entering the voting rights exercise code and password.

1. Please scan the QR code printed on the ballot form at the bottom right.

*QR code is a registered trademark of DENSO WAVE INCORPORATED.

2. Then please follow on-screen guidance and enter your vote of approval or disapproval.

The exercise of voting right by “Smart Exercise” is available only once.

In case if you want to change your vote after exercising your voting right, please access the website for PC and log-in by entering the “voting rights exercise code” and “password” indicated in the ballot form, to exercise your voting right again.

*You will be transferred to the website for PC by scanning the QR code again.

By entering the voting rights exercise code and password

Website for exercise of voting rights: <https://www.web54.net>

1. Please access the website for exercise of voting rights.

Click the “Next” button.

2. Please enter the “voting rights exercise code” indicated in the ballot form.

Enter the “voting rights exercise code.”

Click “Log in.”

3. Please enter the “password” indicated in the ballot form.

Enter the “password.”

Click the “Next” button.

4. Then please follow on-screen guidance and enter your vote of approval or disapproval.

If you have any questions on how to exercise your voting rights via the Internet using a personal computer or a smartphone, please contact the department below.

Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support (dedicated line)

Toll-free number: 0120-652-031 (from within Japan only)
(9:00 a.m. to 9:00 p.m., JST)

Reference Materials for the Ordinary General Meeting of Shareholders

Item 1: Election of Eight (8) Directors

Reasons for Proposal

The terms of office of all of eight members of the Board of Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. We, therefore, propose the election of the following eight members of the Board of Directors (three of them are Outside Directors) due to the following reasons.

In June 2019, the Company announced the medium-term management plan “Reiwa Prosperity 2023,” which has the targets of achieving ¥1 trillion of net sales and an operating margin of at least 8% in fiscal 2023. While pursuing “promotion of growth strategies,” “further improvement of profitability,” and “ongoing reinforcement of operating foundations,” we are promoting the company-wide Pro-7 activities to drive efforts to improve work quality and work efficiency.

Candidates for Standing Directors (No. 1-5) have been decided on the basis of the skills and experience necessary for the execution of the Company’s management policies.


Candidates for Outside Directors (No. 6-8) have been decided based on comprehensive consideration of their insights and experience necessary for multidimensional management analysis, understanding of the management of Fuji Electric and independence from the Company described in page 27 to strengthen the management supervisory function of Fuji Electric, and to ensure the validity and appropriateness of important decision-making.


As mentioned above, we would ask you to approve the election of these eight Directors in order to execute highly transparent management in a prompt manner with the aim of future business growth.


The election of Director candidates was made after the “Nomination and Remuneration Committee,” a discretionary committee whose membership is made up of a majority of Outside Directors who are Independent Officers and whose chairman is an Outside Director who is an Independent Officer, deliberated and reported its findings.


No.	Name	Current positions and direct duties in the Company	
1	Michihiro Kitazawa (Reappointment)	Representative Director President and Director	President General Management Nomination and Remuneration Committee member
2	Kenzo Sugai (Reappointment)	Representative Director	Executive Vice President Assistant to President Sales Management Nomination and Remuneration Committee member
3	Michio Abe (Reappointment)	Director	Senior Managing Executive Officer Corporate General Manager, Production & Procurement Group In charge of Power Generation Business
4	Masatsugu Tomotaka (Reappointment)	Director	Senior Managing Executive Officer In charge of Power Electronics Systems Energy Business and Power Electronics Systems Industry Business
5	Junichi Arai (Reappointment)	Director	Senior Managing Executive Officer Corporate General Manager, Corporate Management Planning Headquarters General Manager, Export Administration Office In charge of compliance management and crisis management
6	Toshihito Tamba (Reappointment) (Outside Director) (Independent Officer)	Outside Director	Nomination and Remuneration Committee chairman
7	Naoomi Tachikawa (Reappointment) (Outside Director) (Independent Officer)	Outside Director	Nomination and Remuneration Committee member
8	Yoshitsugu Hayashi (Reappointment) (Outside Director) (Independent Officer)	Outside Director	Nomination and Remuneration Committee member

Note: As used in this Reference Materials for the Ordinary General Meeting of Shareholders, the expression "Fuji Electric" refers to the company group comprising the Company, its subsidiaries, and affiliates. The expression "Standing Directors" refers to executive directors as prescribed in Article 2, Item 15 of the Companies Act.

No.	Name and date of birth, and reappointment or new appointment	Brief personal record, positions and direct duties in the Company	
1	 <p>Michihiro Kitazawa (Feb. 10, 1952) (Reappointment)</p>	<p>Apr. 1974: Joined the Company Apr. 1998: President and Director, U.S. FUJI ELECTRIC INC. Jun. 2001: President and Representative Director, Fuji Electric Imaging Device Co., Ltd. Oct. 2003: Director, Fuji Electric Device Technology Co., Ltd. Jun. 2004: Managing Director, Fuji Electric Device Technology Co., Ltd. Jun. 2006: Senior Managing Director, Fuji Electric Device Technology Co., Ltd. Apr. 2008: Senior Executive Officer of the Company Jun. 2008: Representative Director, Vice President and Director of the Company Apr. 2010: Representative Director, President and Director of the Company (up to the present) Apr. 2011: President of the Company (up to the present)</p> <p>[Direct duties in the Company] General Management Nomination and Remuneration Committee member</p>	<p>Ownership of the Company's shares 43,200</p> <p>Tenure 12 years</p> <p>Number of attendance at the Board of Directors meetings 12/13</p>
<p>Reasons for nomination as a candidate for Director Mr. Michihiro Kitazawa was elected Director in 2008, and his tenure of office is twelve years. In addition, he has been President and Representative Director since April 2010. We would ask shareholders to reelect him as Director, to take a leading role in the reform of Fuji Electric. This is based on his experience of working abroad for many years and in the electronic devices business, where outstanding progress of technological innovation is seen, and his insight into business management. If his reelection is approved at this Ordinary General Meeting of Shareholders, the Company will continue his appointment as President and Representative Director.</p>			
<p>Special interest There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record, positions and direct duties in the Company	
2	 <p>Kenzo Sugai (Feb. 17, 1955) (Reappointment)</p>	<p>Apr. 1979: Joined the Company</p> <p>Jul. 1997: General Manager, Solution Technology, First SI Management Department, Systems Headquarters, Fuji Facom Corp.</p> <p>Jun. 2002: Director, Fuji Facom Corp. General Manager, Business Planning Management Department, Fuji Facom Corp.</p> <p>Jun. 2006: Managing Director, Fuji Facom Corp. General Manager, Social Infrastructure Business Headquarters, Fuji Facom Corp.</p> <p>Jun. 2008: Director, Fuji Electric Systems Co., Ltd.</p> <p>Jul. 2008: Deputy General Manager, Automation Business Department, Fuji Electric Systems Co., Ltd.</p> <p>Apr. 2011: Executive Officer of the Company Corporate General Manager, Social Systems Business Headquarters of the Company</p> <p>Apr. 2012: Corporate General Manager, Sales Group of the Company</p> <p>Apr. 2014: Managing Executive Officer of the Company</p> <p>Jun. 2014: Director of the Company (up to the present)</p> <p>Apr. 2015: Senior Managing Executive Officer of the Company</p> <p>Apr. 2016: Executive Vice President of the Company (up to the present)</p> <p>Jun. 2016: Representative Director of the Company (up to the present)</p> <p>[Direct duties in the Company] Assistant to President Sales Management Nomination and Remuneration Committee member</p>	<p>Ownership of the Company's shares 19,300</p> <p>Tenure 6 years</p> <p>Number of attendance at the Board of Directors meetings 13/13</p>
<p>Reasons for nomination as a candidate for Director Mr. Kenzo Sugai was elected Director in 2014, and his tenure of office is six years. In addition, he has been Executive Vice President since April 2016. We would ask shareholders to reelect him as Director, to perform the duties of a person supervising sales operations in general. This is based on his experience in engineering mainly in social and industrial systems and his insight into business management. If his reelection is approved at this Ordinary General Meeting of Shareholders, the Company will continue his appointment as Representative Director.</p>			
<p>Special interest There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record, positions and direct duties in the Company	
3	 <p>Michio Abe (Jun. 7, 1953) (Reappointment)</p>	<p>Apr. 1972: Joined the Company</p> <p>Apr. 2000: General Manager, Thermal Power Design Department, Power Plant Equipment Factory, Energy & Electric Systems Company of the Company</p> <p>Jul. 2009: Executive Officer of the Company General Manager, Monotsukuri Strategy Division of the Company</p> <p>Apr. 2010: Senior Executive Officer of the Company</p> <p>Jun. 2010: Director of the Company (up to the present)</p> <p>Apr. 2011: Managing Executive Officer of the Company</p> <p>Oct. 2011: Corporate General Manager, Production & Procurement Group of the Company</p> <p>Apr. 2012: Senior Managing Executive Officer of the Company (up to the present)</p> <p>Mar. 2019: Retired from Corporate General Manager, Production & Procurement Group of the Company</p> <p>Apr. 2020: Corporate General Manager, Production & Procurement Group of the Company (up to the present)</p> <p>[Direct duties in the Company] Corporate General Manager, Production & Procurement Group In charge of Power Generation Business</p>	<p>Ownership of the Company's shares 21,700</p> <p>Tenure 10 years</p> <p>Number of attendance at the Board of Directors meetings 13/13</p>
<p>Reasons for nomination as a candidate for Director Mr. Michio Abe was elected Director in 2010, and his tenure of office is ten years. We would ask shareholders to reelect him as Director, to perform the duties of a person promoting the establishment of a global supply chain and enhancement of the power generation business. This is based on his experience in manufacture mainly in power plant and his insight into business management.</p>			
<p>Special interest There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record, positions and direct duties in the Company	
4	 <p>Masatsugu Tomotaka (Dec. 27, 1958) (Reappointment)</p>	<p>Apr. 1982: Joined the Company</p> <p>Apr. 2002: General Manager, Fine Tech Devices Department, Tokyo Systems Factory, Energy & Electric Systems Company of the Company</p> <p>Jul. 2004: Deputy General Manager, Tokyo Factory, Devices Headquarters, Fuji Electric Systems Co., Ltd.</p> <p>Apr. 2008: General Manager, Tokyo Factory, Production Headquarters, Fuji Electric Systems Co., Ltd.</p> <p>Apr. 2010: Executive Officer, Fuji Electric Systems Co., Ltd. General Manager, Solution Factory, Fuji Electric Systems Co., Ltd.</p> <p>Apr. 2011: Operating Officer of the Company General Manager, Smart Community Division, Social Systems Business Headquarters of the Company</p> <p>Oct. 2013: Executive Officer of the Company Corporate General Manager, Power Electronics Business Group of the Company</p> <p>Apr. 2016: Managing Executive Officer of the Company</p> <p>Jun. 2016: Director of the Company (up to the present)</p> <p>Apr. 2017: Corporate General Manager, Power Electronics Systems Business Group of the Company</p> <p>Apr. 2018: Senior Managing Executive Officer of the Company (up to the present)</p> <p>[Direct duties in the Company] In charge of Power Electronics Systems Energy Business and Power Electronics Systems Industry Business</p>	<p>Ownership of the Company's shares 9,700</p> <p>Tenure 4 years</p> <p>Number of attendance at the Board of Directors meetings 13/13</p>
<p>Reasons for nomination as a candidate for Director Mr. Masatsugu Tomotaka was elected Director in 2016, and his tenure of office is four years. We would ask shareholders to reelect him as Director, to perform the duties of a person promoting the enhancement of the power electronics systems business. This is based on his experience as a person responsible for factories and businesses as well as his insight into business management.</p>			
<p>Special interest There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record, positions and direct duties in the Company	
5	 <p>Junichi Arai (Oct. 12, 1957) (Reappointment)</p>	<p>Apr. 1982: Joined the Company</p> <p>Jul. 1989: Seconded to U.S. FUJI ELECTRIC INC.</p> <p>Feb. 2002: General Manager, Planning Department, Business Division, Electron Business Group of the Company</p> <p>Oct. 2003: General Manager, Management Planning Division, Management Planning Headquarters, Fuji Electric Device Technology Co., Ltd.</p> <p>Apr. 2007: Deputy General Manager, Business Coordination Department, Semiconductor Devices Headquarters, Fuji Electric Device Technology Co., Ltd.</p> <p>Apr. 2008: General Manager, Business Coordination Department, Semiconductor Devices Headquarters, Fuji Electric Device Technology Co., Ltd.</p> <p>Jul. 2008: General Manager in charge of Business Planning, Business Strategy Office, Technology and Business Strategy Headquarters of the Company</p> <p>Jun. 2009: Executive Officer of the Company</p> <p>Jul. 2009: General Manager, Corporate Planning Office of the Company</p> <p>Apr. 2010: Assistant to President, METAWATER Co., Ltd.</p> <p>Jul. 2010: Director, METAWATER Co., Ltd.</p> <p>General Manager, Administration Headquarters, METAWATER Co., Ltd.</p> <p>Apr. 2012: Operating Officer of the Company</p> <p>General Manager, Corporate Planning Office, Corporate Management Planning Headquarters of the Company</p> <p>Apr. 2013: Executive Officer of the Company</p> <p>Apr. 2016: Managing Executive Officer of the Company Corporate General Manager, Corporate Management Planning Headquarters of the Company (up to the present)</p> <p>Jun. 2016: Director of the Company (up to the present)</p> <p>Apr. 2020: Senior Managing Executive Officer of the Company (up to the present)</p> <p>[Direct duties in the Company]</p> <p>Corporate General Manager, Corporate Management Planning Headquarters</p> <p>General Manager, Export Administration Office</p> <p>In charge of compliance management and crisis management</p>	<p>Ownership of the Company's shares 10,300</p> <p>Tenure 4 years</p> <p>Number of attendance at the Board of Directors meetings 13/13</p>
<p>Reasons for nomination as a candidate for Director</p>			
<p>Mr. Junichi Arai was elected Director in 2016, and his tenure of office is four years. We would ask shareholders to reelect him as Director, to perform the duties of Corporate General Manager of the Corporate Management Planning Headquarters to oversee the entire administrative operations. This is based on his experience of working abroad for many years and in the electronic devices business, where outstanding progress of technological innovation is seen, and his insight into business management.</p>			
<p>Special interest</p> <p>There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
6	 <p>Toshihito Tamba (Mar. 13, 1950) (Reappointment) (Outside Director) (Independent Officer)</p>	<p>Apr. 1972: Joined ITOCHU Corporation</p> <p>Jun. 2001: Executive Officer, Chief Operating Officer, Forest Products & General Merchandise Division, ITOCHU Corporation</p> <p>Jun. 2003: Managing Representative Director, President, Chemicals, Forest Products & General Merchandise Company, ITOCHU Corporation</p> <p>Apr. 2005: Senior Managing Representative Director, Chief Corporate Planning Officer, ITOCHU Corporation</p> <p>Oct. 2006: Senior Managing Representative Director, Chief Administration Officer, ITOCHU Corporation</p> <p>Apr. 2008: Representative Executive Vice President, Executive Advisory Officer, Chief Operating Officer, Overseas Operations, ITOCHU Corporation</p> <p>Apr. 2010: Representative Director, Executive Vice President, Executive Advisory Officer, ITOCHU Corporation</p> <p>Jun. 2011: Advisor, Century Tokyo Leasing Corporation (now Tokyo Century Corporation)</p> <p>Jun. 2011: Chairman & Co-CEO, Representative Director, Century Tokyo Leasing Corporation</p> <p>Jun. 2016: Outside Director of the Company (up to the present)</p> <p>Apr. 2020: Director, Tokyo Century Corporation (up to the present)</p> <p>[Direct duties in the Company] Nomination and Remuneration Committee chairman</p> <p>[Significant concurrent positions] Director, Tokyo Century Corporation</p>	<p>Ownership of the Company's shares 1,300</p> <p>Tenure 4 years</p> <p>Number of attendance at the Board of Directors meetings 13/13</p>

Reasons for nomination as a candidate for Outside Director

Mr. Toshihito Tamba was elected Outside Director in 2016, and his tenure of office is four years. We would ask shareholders to reelect him as Outside Director because he provides valuable opinions and recommendations with regard to the overall management of the Company based on his extensive experience and considerable insight as a management executive of a listed company.

Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Tamba as follows:
If he is reelected as and assumes the office of Outside Director, his agreement with the Company shall continue in effect.

- In the event that Mr. Tamba bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and in absence of gross negligence.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.


Independence of the Outside Director Candidate

Matters stipulated by the Ordinance for Enforcement of the Companies Act

1. There is no particular conflict of interest between Mr. Tamba and the Company.
2. Mr. Tamba is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
3. Mr. Tamba does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Directors' remuneration, and has not received such payments within the past two years.
4. Mr. Tamba is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

5. The Company has reported Mr. Tamba as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected as and assumes the office of Outside Director, the Company will continue to report him as such.
6. Mr. Tamba currently serves as Director at Tokyo Century Corporation and previously served as Representative Director, Executive Vice President at ITOCHU Corporation. The Company conducts transactions with the aforementioned companies. In the fiscal 2019, transactions with Tokyo Century Corporation and ITOCHU Corporation amounted to approximately 3.6 billion yen and 0.1 billion yen, respectively, and these respective amounts make up less than 1% of the total net sales of either the Company or the respective aforementioned companies.

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
7	 <p data-bbox="284 595 501 745">Naoomi Tachikawa (Jan. 27, 1951) (Reappointment) (Outside Director) (Independent Officer)</p>	<p data-bbox="539 282 1235 757"> Apr. 1975: Joined Furukawa Electric Co., Ltd. Jun. 2005: Corporate Vice President, General Manager of Human Resources and General Affairs Department, Furukawa Electric Co., Ltd. Jun. 2007: Corporate Senior Vice President, Furukawa Electric Co., Ltd. Jun. 2008: Director, Furukawa Electric Co., Ltd. Jun. 2010: Director and President, TOTOKU ELECTRIC CO., LTD. Jun. 2016: Outside Director of the Company (up to the present) Jun. 2016: Chairman of the Board, TOTOKU ELECTRIC CO., LTD. Jun. 2017: Senior Advisor, TOTOKU ELECTRIC CO., LTD. Jun. 2018: Advisor, Furukawa Electric Co., Ltd. </p> <p data-bbox="539 792 1085 864"> [Direct duties in the Company] Nomination and Remuneration Committee member </p>	<p data-bbox="1273 315 1398 416">Ownership of the Company's shares 5,000</p> <p data-bbox="1289 477 1372 528">Tenure 4 years</p> <p data-bbox="1273 595 1398 741">Number of attendance at the Board of Directors meetings 13/13</p>

Reasons for nomination as a candidate for Outside Director

Mr. Naoomi Tachikawa was elected Outside Director in 2016, and his tenure of office is four years. We would ask shareholders to reelect him as Outside Director because he provides valuable opinions and recommendations with regard to the overall management of the Company based on his extensive experience and considerable insight as a management executive of a listed company.

Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Tachikawa as follows:
 If he is reelected as and assumes the office of Outside Director, his agreement with the Company shall continue in effect.

- In the event that Mr. Tachikawa bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and in absence of gross negligence.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.


Independence of the Outside Director Candidate

Matters stipulated by the Ordinance for Enforcement of the Companies Act

1. There is no particular conflict of interest between Mr. Tachikawa and the Company.
2. Mr. Tachikawa is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
3. Mr. Tachikawa does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Directors' remuneration, and has not received such payments within the past two years.
4. Mr. Tachikawa is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

5. The Company has reported Mr. Tachikawa as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected as and assumes the office of Outside Director, the Company will continue to report him as such.
6. Mr. Tachikawa previously served as Director at Furukawa Electric Co., Ltd. and as Director and President at TOTOKU ELECTRIC CO., LTD. The Company conducts transactions with the aforementioned companies. In the fiscal 2019, transactions with Furukawa Electric Co., Ltd. and TOTOKU ELECTRIC CO., LTD. amounted to approximately 0.7 billion yen and 3 million yen, respectively, and these respective amounts make up less than 1% of the total net sales of either the Company or the respective aforementioned companies.

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
8	 <p data-bbox="272 757 499 909">Yoshitsugu Hayashi (Jan. 2, 1951) (Reappointment) (Outside Director) (Independent Officer)</p>	<p data-bbox="536 277 1219 1081"> Apr. 1992: Professor, Graduate School of Engineering, Nagoya University Apr. 2001: Professor, Graduate School of Environmental Studies, Nagoya University Apr. 2003: Presidential Advisor (International Affairs), Nagoya University Apr. 2006: Dean, Graduate School of Environmental Studies, Nagoya University Jul. 2013: President, World Conference on Transport Research Society Jul. 2015: Full Member, Club of Rome (up to the present) Mar. 2016: Retired from Nagoya University Apr. 2016: Professor, Institute of Science and Technology Research, Chubu University Jun. 2017: Outside Director of the Company (up to the present) Apr. 2019: Professor and Director, Center for Sustainable Development and Global Smart Cities, Chubu University (up to the present) Apr. 2019: Co-Director and Visiting Professor, World Transport Research Center, Tongji University, China (up to the present) Jun. 2019: Board Member, World Conference on Transport Research Society (up to the present) Jun. 2019: Distinguished Invited Professor, Tsinghua University, China (up to the present) </p> <p data-bbox="536 1120 884 1146">[Direct duties in the Company]</p> <p data-bbox="536 1162 1078 1189">Nomination and Remuneration Committee member</p>	<p data-bbox="1270 477 1394 577">Ownership of the Company's shares 1,400</p> <p data-bbox="1289 640 1374 692">Tenure 3 years</p> <p data-bbox="1273 754 1390 902">Number of attendance at the Board of Directors meetings 13/13</p>

Reasons for nomination as a candidate for Outside Director

Mr. Yoshitsugu Hayashi was elected Outside Director in 2017, and his tenure of office is three years. He has not engaged in business management except as Outside Director of the Company, but we would ask shareholders to reelect him as Outside Director because he provides valuable opinions and recommendations with regard to the overall management of the Company based on his extensive experience and considerable insight as an expert in environmental engineering related to the Company's management policies.

Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Hayashi as follows:
If he is reelected as and assumes the office of Outside Director, his agreement with the Company shall continue in effect.

- In the event that Mr. Hayashi bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and in absence of gross negligence.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.

Independence of the Outside Director Candidate*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

1. There is no particular conflict of interest between Mr. Hayashi and the Company.
2. Mr. Hayashi has not been operators or non-executive officers of the Company or its subsidiaries in the past.
3. Mr. Hayashi is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
4. Mr. Hayashi does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Directors' remuneration, and has not received such payments within the past two years.
5. Mr. Hayashi is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

6. The Company has reported Mr. Hayashi as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected as and assumes the office of Outside Director, the Company will continue to report him as such.

Item 2: Election of Four (4) Audit & Supervisory Board Members

Reasons for Proposal

The terms of office of one Standing Audit & Supervisory Board Member, Mr. Junichi Matsumoto and three Outside Audit & Supervisory Board Members, Mr. Yoshiki Sato, Ms. Akiko Kimura and Mr. Tetsuo Hiramatsu will expire at the conclusion of this Ordinary General Meeting of Shareholders. We, therefore, propose the election of the following four Audit & Supervisory Board Members (of which, three Outside Audit & Supervisory Board Members) due to the following reasons.

The candidate for Standing Audit & Supervisory Board Member (No. 1) has been decided on the basis of familiarity with the overall operations of Fuji Electric and the expert knowledge and experience, etc. required for an Audit & Supervisory Board Member.

Candidates for Outside Audit & Supervisory Board Member (No. 2-4) have been decided based on comprehensive consideration of their professional knowledge necessary for auditing, insights and experience necessary for multidimensional management analysis, understanding of the management of Fuji Electric and independence from the Company described in page 27 in order to strengthen the management supervisory function of Fuji Electric, and to receive valuable advice and suggestions for management decision-making.


As mentioned above, we would ask you to approve the election of these four Audit & Supervisory Board Members in order to strengthen compliance through highly transparent auditing.

The nomination of Audit & Supervisory Board Member candidates was made after the "Nomination and Remuneration Committee," a discretionary committee whose membership is made up of a majority of Outside Directors who are Independent Officers and whose chair is an Outside Director who is an Independent Officer, deliberated and reported its findings.

We have obtained the consent of the Audit & Supervisory Board to submit this agenda.

No.	Name	Current positions in the Company
1	Junichi Matsumoto (Reappointment)	Standing Audit & Supervisory Board Member
2	Tetsuo Hiramatsu (Reappointment) (Outside Audit & Supervisory Board Member) (Independent Officer)	Outside Audit & Supervisory Board Member
3	Hirohiko Takaoka (New appointment) (Outside Audit & Supervisory Board Member) (Independent Officer)	
4	Yuko Katsuta (New appointment) (Outside Audit & Supervisory Board Member) (Independent Officer)	

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	Ownership of the Company's shares
1	 <p data-bbox="284 591 488 674">Junichi Matsumoto (Mar. 26, 1960) (Reappointment)</p>	<p data-bbox="539 277 903 306">Apr. 1982: Joined the Company</p> <p data-bbox="539 315 1222 367">Apr. 2002: General Manager, Corporate Finance Department, Corporate & Group Finance Office of the Company</p> <p data-bbox="539 376 1217 456">Jul. 2009: Executive Officer of the Company General Manager, Corporate Finance Office of the Company</p> <p data-bbox="539 465 943 495">Jun. 2010: Director of the Company</p> <p data-bbox="539 504 1038 533">Apr. 2011: Executive Officer of the Company</p> <p data-bbox="539 542 1217 622">Apr. 2012: General Manager, Corporate Finance Office, Corporate Management Planning Headquarters of the Company</p> <p data-bbox="539 631 1171 660">Jun. 2012: Retired from office of Director of the Company</p> <p data-bbox="539 669 943 698">Jun. 2013: Director of the Company</p> <p data-bbox="539 707 1227 759">Jun. 2017: Standing Audit & Supervisory Board Member of the Company (up to the present)</p>	<p data-bbox="1294 277 1374 306">16,400</p> <p data-bbox="1294 338 1374 389">Tenure 3 years</p> <p data-bbox="1278 443 1390 591">Number of attendance at the Board of Directors meetings 13/13</p> <p data-bbox="1262 631 1406 779">Number of attendance at the Audit & Supervisory Board meetings 9/9</p>
<p data-bbox="178 792 1086 822">Reasons for nomination as a candidate for Audit & Supervisory Board Member</p> <p data-bbox="178 826 1406 1046">Since being newly elected as Audit & Supervisory Board Member in 2017, Mr. Junichi Matsumoto has served as a Standing Audit & Supervisory Board Member, and his tenure of office is three years. We would ask shareholders to reelect him to perform the duties of Standing Audit & Supervisory Board Member. This is based on his knowledge about business execution at Fuji Electric acquired through his experience as a Director of the Company and a person responsible for finance and accounting and his insight into business management. If his reelection is approved at this Ordinary General Meeting of Shareholders, the Company will continue his appointment as Representative Director as Standing Audit & Supervisory Board Member.</p>			
<p data-bbox="178 1061 363 1090">Special interest</p> <p data-bbox="178 1095 954 1124">There are no special interests between the candidate and the Company.</p>			

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
2	 <p>Tetsuo Hiramatsu (Aug. 28, 1955) (Reappointment) (Outside Audit & Supervisory Board Member) (Independent Officer)</p>	<p>Apr. 1978: Joined The Dai-Ichi Kangyo Bank, Limited</p> <p>Apr. 2005: Executive Officer, General Manager, Human Resources Division, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2007: Managing Director, Chief Strategy Officer, Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2011: Deputy President, Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2013: Advisor, Nisshin-Tatemono Co., Ltd.</p> <p>May 2013: Vice President and Executive Officer, Nisshin-Tatemono Co., Ltd.</p> <p>Jan. 2014: Representative Director and President, Nisshin-Tatemono Co., Ltd.</p> <p>Nov. 2014: President & Representative Director, NIPPON TOCHI-TATEMONO Co., Ltd. (up to the present)</p> <p>Jun. 2016: Outside Audit & Supervisory Board Member of the Company (up to the present)</p> <p>Apr. 2020: President & Representative Director, Chuo-Nittochi Group Co., Ltd. (up to the present)</p> <p>[Significant concurrent positions]</p> <p>President & Representative Director, NIPPON TOCHI-TATEMONO Co., Ltd.</p> <p>President & Representative Director, Chuo-Nittochi Group Co., Ltd.</p>	<p>Ownership of the Company's shares 1,300</p> <p>Tenure 4 years</p> <p>Number of attendance at the Board of Directors meetings 12/13</p> <p>Number of attendance at the Audit & Supervisory Board meetings 9/9</p>

Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

Since being newly elected as Audit & Supervisory Board Member in 2016, Mr. Tetsuo Hiramatsu has served as an Outside Audit & Supervisory Board Member, and his tenure of office is four years. We would ask shareholders to reelect him as Outside Audit & Supervisory Board Member because while fulfilling his responsibilities to strengthen the management auditing functions of Fuji Electric, he provides valuable opinions and recommendations with regard to the overall management based on his extensive experience and considerable insight as a management executive of a company.

Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Hiramatsu as follows:

If he is reelected as and assumes the office of Outside Audit & Supervisory Board Member, his agreement with the Company shall continue in effect.

- In the event that Mr. Hiramatsu bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and in absence of gross negligence.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Audit & Supervisory Board Member with due diligence from a fair and neutral standpoint.


Independence of the Outside Audit & Supervisory Board Member Candidate

Matters stipulated by the Ordinance for Enforcement of the Companies Act

1. There is no particular conflict of interest between Mr. Hiramatsu and the Company.
2. Mr. Hiramatsu has not been operators or non-executive officers of the Company or its subsidiaries in the past.
3. Mr. Hiramatsu is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
4. Mr. Hiramatsu does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Audit & Supervisory Board Members' remuneration, and has not received such payments within the past two years.
5. Mr. Hiramatsu is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

6. The Company has reported Mr. Hiramatsu as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected as and assumes the office of Outside Audit & Supervisory Board Member, the Company will continue to report him as such.
7. The Company has a business relationship that includes borrowing funds with Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.), where Mr. Hiramatsu served as Deputy President, and the outstanding balance on loans payable to said bank at the end of fiscal 2019 was approximately ¥15 billion.

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
3	 <p>Hirohiko Takaoka (Aug. 10, 1952) (New appointment) (Outside Audit & Supervisory Board Member) (Independent Officer)</p>	<p>Apr. 1976: Joined The Yokohama Rubber Co., Ltd. Jun. 2008: Corporate Officer, General Manager of Sports Business Div., The Yokohama Rubber Co., Ltd. Jun. 2011: Managing Corporate Officer, in charge of Sports Business Div., The Yokohama Rubber Co., Ltd. Representative Director and President, Acty Corporation Apr. 2012: President, Chairman of the Board, Yokohama Tire Japan CO., LTD. Mar. 2015: Audit & Supervisory Board Member, The Yokohama Rubber Co., Ltd. (Retired in March 2019)</p>	<p>Ownership of the Company's shares 0</p>

Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

Mr. Hirohiko Takaoka is a new candidate for Outside Audit & Supervisory Board Member. We would ask shareholders to elect him as Outside Audit & Supervisory Board Member because we believe that while fulfilling his responsibilities to strengthen the management auditing functions of Fuji Electric, he will provide valuable opinions and recommendations with regard to the overall management based on his extensive experience and considerable insight as a management executive of a company, and his expert knowledge gained from his career history, which includes his service as an Audit & Supervisory Board Member for a listed company.

Details of limited liability agreement between the candidate and the Company

If Mr. Takaoka is elected as and assumes the office of Outside Audit & Supervisory Board Member, in accordance with laws and regulations and the Articles of Incorporation of the Company, the Company plans to conclude a limited liability agreement with Mr. Takaoka as follows:

- In the event that Mr. Takaoka bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties in good faith and in absence of gross negligence.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as an Outside Audit & Supervisory Board Member with due diligence from a fair and neutral standpoint.

Independence of the Outside Audit & Supervisory Board Member Candidate*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

1. There is no particular conflict of interest between Mr. Takaoka and the Company.
2. Mr. Takaoka has not been operators or non-executive officers of the Company or its subsidiaries in the past.
3. Mr. Takaoka is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
4. Mr. Takaoka does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Audit & Supervisory Board Members' remuneration, and has not received such payments within the past two years.
5. Mr. Takaoka is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

6. If Mr. Takaoka is elected as and assumes office as Outside Audit & Supervisory Board Member, we plan to designate him as an Independent Officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange.
7. The Company has a business relationship with The Yokohama Rubber Co., Ltd., where Mr. Takaoka served as Audit & Supervisory Board Member, and the amount of transactions with said company in fiscal 2019 was approximately ¥0.3 billion, and less than 1% of the total net sales of either the Company to said company or said company to the Company.

No.	Name and date of birth, and reappointment or new appointment	Brief personal record and positions in the Company	
4	 <p>Yuko Katsuta (Feb. 18, 1966) (New appointment) (Outside Audit & Supervisory Board Member) (Independent Officer)</p>	<p>Apr. 1997: Registered as an attorney-at-law (Tokyo Bar Association)</p> <p>Apr. 1997: Associate, Araki Law Office</p> <p>Feb. 1999: Suzuye Patent Law Offices (currently SUZUYE & SUZUYE)</p> <p>Feb. 2002: Partner, SUZUYE & SUZUYE</p> <p>Jan. 2004: Counsel, Legal & Intellectual Property Department, IBM Japan, Ltd.</p> <p>Jan. 2013: Chief Privacy Officer, IBM Japan, Ltd.</p> <p>Jun. 2016: Partner, Natori Law Office (up to the present)</p> <p>[Significant concurrent positions]</p> <p>Partner, Natori Law Office</p>	<p>Ownership of the Company's shares 0</p>
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</p> <p>Ms. Yuko Katsuta is a new candidate for Outside Audit & Supervisory Board Member. We would ask shareholders to elect her as Outside Audit & Supervisory Board Member because we believe that while fulfilling her responsibilities to strengthen the management auditing functions of Fuji Electric, she will provide valuable opinions and recommendations with regard to the overall management based on her expert knowledge gained from her participation in numerous corporate legal cases as an attorney-at-law.</p>			
<p>Details of limited liability agreement between the candidate and the Company</p> <p>If Ms. Katsuta is elected as and assumes the office of Outside Audit & Supervisory Board Member, in accordance with laws and regulations and the Articles of Incorporation of the Company, the Company plans to conclude a limited liability agreement with Ms. Katsuta as follows:</p> <ul style="list-style-type: none"> - In the event that Ms. Katsuta bears liability with regard to the Company, the maximum amount of her liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as she has carried out her duties in good faith and in absence of gross negligence. - After entering into the agreement, she will continue to fulfill her duty with care and carry out her duties as an Outside Audit & Supervisory Board Member with due diligence from a fair and neutral standpoint. 			

Independence of the Outside Audit & Supervisory Board Member Candidate*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

1. There is no particular conflict of interest between Ms. Katsuta and the Company.
2. Ms. Katsuta has not been operators or non-executive officers of the Company or its subsidiaries in the past.
3. Ms. Katsuta is not operators or non-executive officers of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators or non-executive officers of specified related businesses of the Company within the past five years.
4. Ms. Katsuta does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Audit & Supervisory Board Members' remuneration, and has not received such payments within the past two years.
5. Ms. Katsuta is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators or non-executive officers of the Company or specified related businesses of the Company.

Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange

6. If Ms. Katsuta is elected as and assumes office as Outside Audit & Supervisory Board Member, we plan to designate her as an Independent Officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange.
7. The Company has a business relationship with IBM Japan, Ltd., where Ms. Katsuta served as Chief Privacy Officer, and the amount of transactions with said company in fiscal 2019 was approximately ¥6 million, and less than 1% of the total net sales of either the Company to said company or said company to the Company.

(Reference) Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members

The Company judges the applicable candidate to be fully independent from the Company when he/she does not fall under any of the conditions listed below in addition to criteria of independence stipulated by domestic financial exchanges including the Tokyo Stock Exchange.

(1) Major shareholder

A major shareholder of the Company (who owns 10% or more of the voting rights) or its executor of business

(2) Major business partner

A business partner (including lawyers, certified public accountants, tax accountants and other consultants, as well as law firms, audit firms, tax firms and other consulting firms) or a person executing its business whose transactions with the Company exceed 2% of the annual consolidated net sales of the Company or the other entity in the past three fiscal years.

(3) Major lender, etc.

A financial institution, other major creditor, or a person executing the business of these institutions that are indispensable for the Company's funding and on which the Company depends to the extent that it is irreplaceable.

(4) Accounting auditor

A certified public accountant who belongs to an auditing firm that serves as the accounting auditor of the Company or employee, etc. of such auditing firm

(5) Donee

A person executing the business of an organization which receives a donation exceeding 10 million yen per year that is greater than 2% of its annual income from the Company for the past three fiscal years.

[Reference] Overview of the Nomination and Remuneration Committee

The Company has established the Nomination and Remuneration Committee as an advisory body to the Board of Directors to further enhance corporate governance of the Company by strengthening the fairness, transparency and objectivity of the procedures relating to the nomination and remuneration of Directors and Audit & Supervisory Board Members.

The Nomination and Remuneration Committee deliberates on the following matters consulted upon and reports its findings to the Board of Directors.

- (1) Policy regarding composition of the Board of Directors
- (2) Guidelines and standards relating to the selection and dismissal of Directors, the President, and Audit & Supervisory Board Members
- (3) Selection and dismissal of Directors, the President, and Audit & Supervisory Board Members
- (4) Matters concerning the formulation and operation of successor plans for the President
- (5) Guidelines and standards relating to remuneration of Directors and Audit & Supervisory Board Members
- (6) Details of remuneration, etc. of Directors and Audit & Supervisory Board Members

The majority of Nomination and Remuneration Committee members are Outside Directors and it is chaired by an Outside Director.

The members of the fiscal 2019 Nomination and Remuneration Committee were as follows.

Chairman: Toshihito Tamba

Other members: Naoomi Tachikawa, Yoshitsugu Hayashi, Michihiro Kitazawa, and Kenzo Sugai

From the period from July 25, 2019 until the end of fiscal 2019 the Nomination and Remuneration Committee was convened twice. With respect to the matters consulted upon described above, the committee discussed and verified the current systems, standards and philosophies, and with respect to appointment of the Directors and Audit & Supervisory Board Members, the committee deliberated on what details to include in the findings to be reported to the Board of Directors as the Nomination and Remuneration Committee, and made that report to the Board of Directors.

Access to the Venue

Place: Galaxy Room, 2nd Basement, Westin Hotel Tokyo
4-1 Mita 1-chome, Meguro-ku, Tokyo
(within Yebisu Garden Place)
TEL: +81-3-5423-7000 (main number)

Access by Train (JR)

Take the train to JR Ebisu Station (East Exit). The venue is about twelve minutes from the station via the “Yebisu Skywalk” moving walkway.

Access by Subway

Take the Hibiya Line to Ebisu Station (JR Exit). The venue is about fifteen minutes from the Exit No. 1 of the station via the “Yebisu Skywalk” moving walkway.

In the case of rain, note that you can reach the venue without having to use an umbrella by using the underground passageway that extends from the end of the “Yebisu Skywalk” moving walkway to the venue.

Access by Car

Please note that heavy traffic is expected near the venue on the day. Where possible, other forms of transport are recommended.