

## Corporate Governance Report

### CORPORATE GOVERNANCE

Furukawa Electric Co., Ltd.

Note : This document has been translated from a part of the Japanese original and provided for reference purposes only. In the event of any discrepancy between the Japanese original and this English translation, the Japanese original shall prevail.

Last Update: June 25, 2025

Furukawa Electric Co., Ltd.

President Hideya Moridaira

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Securities Code: 5801

<https://www.furukawa.co.jp/en/>

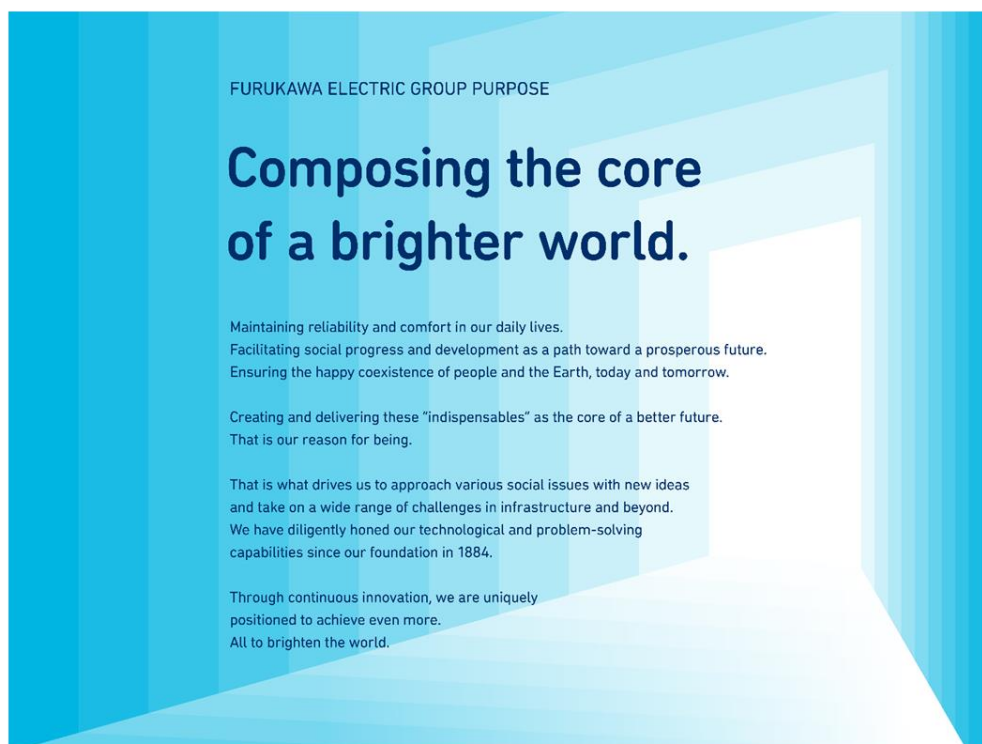
The corporate governance of Furukawa Electric Co., Ltd. (the “Company”) is described below.

## I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

### 1. Basic Views

[Structure of Furukawa Electric Group Philosophy]

#### ● Furukawa Electric Group Purpose



● Core Values

We have set the values we wish to particularly emphasize and enhance even further, for the achievement of Corporate Philosophy and the sustainable growth of Furukawa Electric Group, as “Core Value”.

“Integrity”, “Innovation”, “Addressing Reality”, “Ownership and Speed”, “Collaboration”

● Furukawa Electric Group Vision 2030

Based on the “Furukawa Electric Group Purpose”, we have formulated Furukawa Electric Group Vision 2030, which defines its ideal state in 2030 and specifies target timeline and scope.

In order to build a sustainable world and make people’s life safe, peaceful and rewarding, Furukawa Electric Group will create solutions for the new generation of global infrastructure combining information, energy and mobility.

Based on the “Furukawa Electric Group Purpose” and “Core Values”, we enhance our management performance responding appropriately to changes in the business and market environment by prompt business decision making as well as with transparency and fairness. At the same time, we ensure sound management by developing and establishing an effective internal control system. With these, we will expand and develop our business on a sustainable basis and increase our corporate value. Furthermore, we seek to strengthen and enhance our corporate governance, in accordance with the followings:

- i ) We secure the rights and equal treatment of shareholders;
- ii ) We consider interests of stakeholders including shareholders, and cooperate appropriately with them;
- iii ) We ensure appropriate information disclosure and transparency;
- iv ) Given its fiduciary responsibility and accountability to shareholders, Board of Directors carries out effective oversight of management from objective standpoint, respecting the independent Directors’ role for the oversight;
- v ) We engage in constructive dialogue with shareholders who have investment policies in accordance with interests of mid-to-long-term shareholders.

## Reasons for Non-compliance with the Principles of the Corporate Governance Code

Furukawa Electric Co., Ltd. complies with all Principles of the Corporate Governance Code.

## Disclosure Based on each Principle of the Corporate Governance Code [Updated]

The Company summarizes the results of examinations for compliance with each principle of the Corporate Governance Code, and has formulated “Furukawa Electric Co., Ltd. Guidelines on Corporate Governance” (hereinafter referred to as “the Guidelines”).

The Guidelines is available on our website (<https://www.furukawa.co.jp/en/company/governance.html>).

### ■ Section 1: Securing the Rights and Equal Treatment of Shareholders

#### [Principle 1.4 Cross-Shareholdings]

In accordance with 4. (1) “Policy for Cross-Shareholdings” of Chapter 2, Section 1 of the Guidelines, the Board of Directors annually assesses whether it is appropriate to hold each of the individual listed stocks as cross-shareholdings; and if deemed inappropriate, we strive to reduce such shareholdings.

In FY2024, as to whether it is appropriate to maintain each cross-shareholding, the verification was conducted at the Board of Directors meeting held in December 2024. The number of holdings for listed companies, which were sold during FY2024, was 6(1,646 million yen). As of end-March 2025, out of all cross-shareholdings, the number of holdings for listed companies was 16 (48,460 million yen).

\* In FY2024, as a result of selling part of shares held in UACJ, which used to be an equity-method affiliate, the Company recognized shares of UACJ as cross-shareholdings. Later on, the Company sold some more shares of UACJ, but the amount of cross-shareholdings stated on the balance sheet as of end-March 2025 increased by 29,052 million yen, compared to end-March 2024.

The following is the summary of the reduction of cross-shareholdings in the past 3 years:

【Fiscal year / Amount of listed shares recorded on the balance sheet (number of stocks) as of the end of the fiscal year / Amount of reduction in cross-shareholdings by selling listed shares during the fiscal year (at market value)】

FY2022 / 19,209 million yen (19 stocks) / 5,435 million yen

FY2023 / 19,408million yen (16 stocks) / 3,916 million yen

FY2024 / 48,460million yen (16 stocks) / 1,646 million yen

Our proxy voting policy is as stipulated in 4. (2) “Standards with respect to the Voting Rights as to our Cross-Shareholding” of Chapter 2, Section 1 of the Guidelines.

#### [Principle 1.7 Related Party Transactions]

As stipulated in 5. “Related Party Transactions” of Chapter 2, Section 1 of the Guidelines.

### ■ Section 2: Appropriate Cooperation with Stakeholders Other Than Shareholders

#### [Supplementary Principle 2.4.1 Ensuring Diversity in the Promotion to Core Human Resources]

The Group has positioned “Furukawa Electric Group Vision for Our People” as our ideal state of people and organization toward achieving “Furukawa Electric Group Purpose”. The growth of each and every one of our diverse personnel is the driving force behind the success of our Group, and we aim for the growth of both individual and the organization through teamwork to produce results.

Furthermore, in “Furukawa Electric Group Vision for Our People,” we articulated our principles for people and organization by referring to ‘securing diversity’ and established a dedicated organization in 2014, which has been working on promoting diversity & inclusion through such initiatives as raising awareness of officers and employees, creating an environment where diverse people can play important roles, and enabling autonomous work-life management.

With respect to targets/achievements for ensuring diversity of human resources as well as our policies for human resources development, improvement of the internal environment, etc., we have disclosed such information on our website (<https://furukawaelectric.disclosure.site/en/themes/96>).

\* Our initiatives for women’s participation and advancement in workplace are also described in “III. 3. Status of Measures to Ensure Due Respect for Stakeholders – Other” of this Report.

#### [Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]

As stipulated in 5. “Roles of Corporate Pension Fund as Asset Owners” of Chapter 2, Section 2 of the Guidelines.

■ Section 3: Ensuring Appropriate Information Disclosure and Transparency

[Principle 3.1 Full Disclosure]

(i) Corporate philosophy, business plan, etc.

We established “Furukawa Electric Group Purpose”, “Core Values” and “Furukawa Electric Group Vision 2030” as mentioned in “I.1. Basic Views” of this Report as well as Chapter 1, Item 1 of the Guidelines. And backcasting from the ideal in 2030, we defined the target state in 2025 which is a halfway point. To realize that, the Company formulated the Medium-term Management Plan “Road to Vision 2030: Transformation and Challenges” for 4 years ending in FY2025, which is available on our website (<https://www.furukawa.co.jp/en/ir/management/feature.html>).

(ii) Basic views and guidelines on corporate governance

Our basic views on corporate governance are as stated in “I.1. Basic Views” of this Report as well as Chapter 1, Item 3 of the Guidelines.

As mentioned earlier, the Guidelines is available on our website (<https://www.furukawa.co.jp/en/company/governance.html>).

(iii) Policies and procedures in determining the remuneration of directors and other officers

Our policies and procedures are as stipulated in 1. “Formation and Roles of Nominating/Compensation Committee” as well as 4. “Policy for Remuneration of the Management” of Chapter 3, Section 3 of the Guidelines.

Details are also provided elsewhere in this Report: specifically, in “II. 1. Organizational Composition and Operation 【Directors】 [Voluntary Establishment of Committee(s)] Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson” and “Supplementary Explanation”, as well as “II. 1. Organizational Composition and Operation 【Director Remuneration】 Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods”.

(iv) Policies and procedures on nomination of candidates for directors and other officers, and appointment/removal of the management

As stipulated in 1. “Formation and Roles of Nominating/Compensation Committee” of Chapter 3, Section 3 as well as in 2. “Policy on Nomination and removal of Candidates for Directors and Corporate Vice Presidents” of Chapter 3, Section 3 of the Guidelines.

(v) Explanations with respect to the individual nomination and appointment/removal

In 2. “Policy on Nomination and removal of Candidates for Directors and Corporate Vice Presidents” of Chapter 3, Section 3 of the Guidelines, it is stipulated that, upon nominating candidates for Directors and appointing/removing Corporate Vice Presidents, reasons for the individual nominations and appointments/removals should be disclosed.

Among cases applicable to this Item, reasons for appointing new Corporate Vice Presidents are disclosed in our disclosure document “Notice of Transfer of Representative Directors, Directors, and Audit & Supervisory Board Members and New Duties” issued on March 6, 2025 ([https://www.furukawa.co.jp/en/release/2025/kei\\_20250306\\_01.pdf](https://www.furukawa.co.jp/en/release/2025/kei_20250306_01.pdf)). Furthermore, reasons for nominating candidates for Directors are disclosed in the reference material for the annual shareholders meeting for the year ending March 2025 (<https://www.furukawa.co.jp/en/ir/stock/meeting.html>).

[Supplementary Principle 3.1.2 Providing English Language Disclosures]

Taking into account the ratio of foreign investors, etc., we disclose English versions of reference materials for various investor briefings, including briefings on financial results and medium-term management plan, Timely disclosure documents, Annual Securities Reports, Integrated Reports, and Notice of annual shareholders meeting, etc. on our website, etc.

[Supplementary Principle 3.1.3 Initiatives on Sustainability]

(1) Efforts for Sustainability

The Group formulated “Furukawa Electric Group Vision 2030”, which defines the ideal state of the Group in 2030. Towards achieving the Vision, the Group has been promoting ESG management, aiming at the Group’s sustainable growth and increase in corporate value over mid- to long-term.

And the Group established “Furukawa Electric Group Basic Policy on Sustainability”, which articulates our basic concept for responding to recent rapid changes in the business environment surrounding the Group and achieving sustainable growth of the Group. We also established the Sustainability Committee for the purposes of consolidating discussions on sustainability within the Group and further enhancing the quality and speed of implementation thereof, and strive to proactively address sustainability issues and disclose such information.

Furthermore, in the Medium-term Management Plan “Road to Vision 2030: Transformation and Challenges” for 4 years ending in FY2025, the Group defined the ideal state in FY2025 for each identified materiality, formulated measures to realize them, and set sustainability indicators/targets to measure the progress.

The following is the sustainability targets for FY2025:

Sales ratio of environment-friendly products	70%
R&D expense growth rate for new businesses (compared to FY2021)	125%
IP landscape implementation rate for businesses strengthening and new business creation themes	(*1)
GHG emissions reduction rate (Scopes 1&2) (compared to FY2021)	-18.7%
Ratio of renewable energy use to total electricity consumption	30%
Employee engagement score	80 (*2)
Ratio of women in managerial positions(non-consolidated)	7%
Ratio of mid-career hires to total new staff hires (non-consolidated)	30%
Ratio of follow-up on risk management activities for all risk domains	100%
Ratio of SAQ implementation based on CSR Procurement Guidelines for major suppliers	100%
Implementation rate of human rights risk training for managerial positions	100%

(\*1) The target was to achieve 100%, which would mean implementing all of the themes set for FY2022, and this target was already achieved in FY2024.

(\*2) In FY2023, the scope was expanded in a way to cover Group companies in Japan and abroad, and the target is changed from the Company’s target to the Group’s target.

Detailed information on the Group’s sustainability initiatives is disclosed in Annual Securities Report, Integrated Report and on our website.

Annual Securities Report: <https://www.furukawa.co.jp/en/ir/library/>

Integrated Report / Sustainability Book: <https://furukawaelectric.disclosure.site/en/themes/175>

Our website “Sustainability”: <https://furukawaelectric.disclosure.site/en/>

## (2) Investing in human capital

The Group has positioned “Furukawa Electric Group Vision for Our People” as our ideal state of people and organization toward achieving “Furukawa Electric Group Purpose”. The growth of each and every one of our diverse personnel is the driving force behind the success of our Group, and we aim for the growth of both individual and the organization through teamwork to produce results.

Also, in our human capital management strategy under “Road to Vision 2030: Transformation and Challenges” which is the Medium-term Management Plan for 4 years ending in FY 2025, we place emphasis on coordinating our growth vectors through dialogue in implementing our management and business strategies so that both individuals and organizations will grow together, improve execution abilities, and solve social issues, thus achieving “Furukawa Electric Group Vision 2030” (hereinafter, “Vision 2030”).

We are developing a narrative that envisions building an organizational culture where individuals can continue to thrive with a strong sense of purpose. We are developing a narrative where we gather the necessary talent to form an organization that executes management and business strategies. By supporting the growth of this talent, we aim to create an organizational culture where individuals can continue to thrive and feel a sense of fulfillment. We frame this approach around three key elements—Will, Can, and Needs—and are undertaking specific initiatives based on these elements.

By identifying issues related to these three elements—Will, Can, and Needs—in the course of our day-to-day business activities and addressing them through improvements in alignment with our strategies, we contribute to the execution of our business strategies and the sustainable enhancement of performance, ultimately leading to the achievement of Vision 2030.

[The Three Elements: Will, Can, and Needs]

• Needs

The term refers to the situation where the organization clearly defines the roles, functions, structures, and relevant information that shape the environment in which individuals can thrive, and individuals are able to fully understand and internalize these expectations.

Specifically, we aim at realizing a state: in which the necessary talent is secured to execute our business strategies—specifically, individuals capable of driving transformation toward value creation and business development rooted in solving social issues, by leveraging the technological expertise and proposal capabilities that our Group has continuously and sincerely refined. And in which a highly equitable human resources system is being operated in a fair and transparent manner.

• Can

The term refers to the situation where the organization supports individual growth by providing opportunities to gain knowledge and experience, enabling individuals to thrive, and individuals take ownership of their careers and engage in self-directed learning.

Specifically, we aim at realizing a state: in which clearly defined career paths, competencies, and skills—required from the perspective of both organizational and individual growth necessary to execute business strategies—are presented, enabling each individual to set clear career goals and grow through self-directed learning. And in which talent is being developed that can co-create with customers through the Group’s technological expertise and proposal capabilities, thereby contributing to solving customer issues and expanding the Group’s revenue.

• Will

The term refers to the situation where individuals are inspired by their environment, find purpose and fulfillment in their work, and are motivated to continue growing and making meaningful contributions.

Specifically, we aim at realizing a state: in which a highly engaged organizational culture has been fostered—one where individuals resonate with our Group’s Purpose and are motivated to continue growing and making meaningful contributions—toward achieving one of our material issues of management “Strengthening human capital management and organizational execution abilities”. And in which leadership is effectively demonstrated to translate individual growth and performance into collective team achievements, fostering a strong sense of team spirit and shared purpose.

As sustainability indicators for realizing the ideal state in FY2025, we set targets for “employee engagement score”, “ratio of women in managerial positions (non-consolidated)” and “ratio of mid-career hires to total new staff hires (non-consolidated)”.

Detailed information on the Group’s initiatives related to human capital is available in Annual Securities Report, Integrated Report and on our website.

Annual Securities Report: <https://www.furukawa.co.jp/en/ir/library/>

Integrated Report / Sustainability Book: <https://furukawaelectric.disclosure.site/en/themes/175>

Our website “Human Resources Management”: <https://furukawaelectric.disclosure.site/en/themes/186>

(3) Investing in intellectual property

The Group considers its intellectual assets as crucial management resources. Such intellectual assets include not only intellectual property such as patents and know-how, which are the sources of our strength, but also human assets, organizational capabilities, and customer networks. To enhance utilization of them, we have formulated our Group’s basic policy with the following three pillars. We promote group and global intellectual property activities by integrating business, R&D, and intellectual property.

<Intellectual Property Strategy of Furukawa Electric Group>

Three basic policies:

① Reinforcing management and business strategy planning capabilities by IP landscaping:

Reinforce management and business strategy planning capabilities by IP landscaping that incorporates, analyzes and utilizes intellectual property information into strategy planning processes.

② Utilizing intellectual assets with Open & Closed strategies:

Strengthen business competitiveness by using Open and Closed strategy to utilize intellectual assets; and then, running an activity cycle of creating and accumulating intellectual assets and protecting business and core technology, while using IP landscaping to analyze environments for change.

③ Stabilizing business by reducing intellectual property risks:



Identify four categories of risks, which are infringement risk, technology outflow risk, contract risk, and technology counterfeit risk, as frequent risks with a significant impact, and continuously reduce such risks to stabilize business.

Based on three basic policies of the intellectual property strategy, in order to realize “Furukawa Electric Group Vision 2030”, we promote intellectual property activities from the two perspectives of chance maximization (enhancing business opportunities) and risk minimization (stabilizing business).

Detailed information on the Group’s initiatives for strengthening/creating businesses and initiatives related to human resources/organization by utilizing intellectual assets is available in Intellectual Property Report.

Intellectual Property Report:

[https://www.furukawa.co.jp/en/rd/ip-report/?\\_ga=2.201059950.1761826645.1755059737-1587468518.1724999543&\\_gl=1\\*h4b6b0\\*\\_ga\\*MTU4NzQ2ODUxOC4xNzI0OTk5NTQz\\*\\_ga\\_CEZL7CZSV9\\*czE3NTUwNzMxNzgkbzgyJGcxJHQxNzU1MDczMzU2JGoxNCRsMCRoMA..](https://www.furukawa.co.jp/en/rd/ip-report/?_ga=2.201059950.1761826645.1755059737-1587468518.1724999543&_gl=1*h4b6b0*_ga*MTU4NzQ2ODUxOC4xNzI0OTk5NTQz*_ga_CEZL7CZSV9*czE3NTUwNzMxNzgkbzgyJGcxJHQxNzU1MDczMzU2JGoxNCRsMCRoMA..)

(4) Impact of climate-related risks and revenue opportunities on our business activities and revenue, etc.

Under the perception that risks and opportunities, which climate change poses on/provides to our businesses, are important management issues, the Group signed up for the recommendations of Task Force on Climate-related Financial Disclosures (TCFD) in January 2020.

In addition, based on the “Guidance on Metrics, Targets, and Transition Plans” published by TCFD in October 2021, we started formulating a climate-related transition plan which is a series of targets and actions to support the transition to a low-carbon economy in FY2023.

We will promote information disclosure based on TCFD recommendations, and thereby strengthen trust relationships with our stakeholders.

The Group’s responses to TCFD’s recommendations are disclosed in Annual Securities Report, Integrated Report and on our website.

Annual Securities Report: <https://www.furukawa.co.jp/en/ir/library/>

Integrated Report / Sustainability Book: <https://furukawaelectric.disclosure.site/en/themes/175>

Our website “Information Disclosure Based on the TCFD Recommendations”:

<https://furukawaelectric.disclosure.site/en/themes/199>

#### ■ Section 4: Responsibilities of the Board

[Supplementary Principle 4.1.1 Scope of Matters that the Board of Directors makes Decisions]

As stipulated in 2. “The Scope and Content of matters that Board of Directors makes Decisions” of Chapter 3, Section 2 of the Guidelines.

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

As stipulated in 2. “Independent Outside Officers” of Chapter 3, Section 6 as well as in 2. “Policy on Nomination and removal of Candidates for Directors and Corporate Vice Presidents” of Chapter 3, Section 3 of the Guidelines.

The “Independence Standards for Outside Directors” are also provided elsewhere in this Report: specifically, in “II. 1. Organizational Composition and Operation 【Matters Concerning Independent Directors】 Other Matters Concerning Independent Directors”.

[Supplementary Principle 4.10.1 Ensuring Independence and Objectivity in Nomination and Compensation of the management]

As stipulated in 1. “Formation and Roles of Nominating/Compensation Committee” of Chapter 3, Section 3 of the Guidelines.

Details of Nominating/Compensation Committee are also provided elsewhere in this Report: specifically, in “II. 1. Organizational Composition and Operation 【Directors】 [Voluntary Establishment of Committee(s)] Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson” and “Supplementary Explanation”.

[Supplementary Principle 4.11.1 Composition of the Board]

As stipulated in 2. “Policy on Nomination and removal of Candidates for Directors and Corporate Vice Presidents” of Chapter 3, Section 3 of the Guidelines.

The Skill matrix for Directors is disclosed in the reference material for the annual shareholders meeting for the year ending March 2025.

<https://www.furukawa.co.jp/en/ir/stock/meeting.html>

[Supplementary Principle 4.11.2 Major Concurrent Positions in Other Organizations of Directors/Audit & Supervisory Board Members for Appropriate Business Execution]

As stipulated in 2. “Policy on Nomination and removal of Candidates for Directors and Corporate Vice Presidents” of Chapter 3, Section 3 of the Guidelines.

The status of concurrent posts of Directors with officers of other listed companies is disclosed in business report and the reference material for the shareholders meeting for the year ending March 2025.

<https://www.furukawa.co.jp/en/ir/stock/meeting.html>

[Supplementary Principle 4.11.3 Analysis and Evaluation of Effectiveness of the Board as a Whole]

As stipulated in 1. “Roles and Responsibilities of Board of Directors” of Chapter 3, Section 2 of the Guidelines.

A summary of the results during FY2024 is available on our website.

<https://www.furukawa.co.jp/en/company/pdf/evaluation.pdf>

[Supplementary Principle 4.14.2 Disclosure Training Policy for Directors and Audit & Supervisory Board Members]

As stipulated in 1. “Formation and Roles of Nominating/Compensation Committee” of Chapter 3, Section 3 as well as in “Training of Directors and Audit & Supervisory Board Members, etc.” of Chapter 3, Section 8 of the Guidelines.

## ■ Section 5: Dialogue with Shareholders

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

As stipulated in 1. “Policy for Constructive Dialogue with Shareholders” of Chapter 4 of the Guidelines.

[Status of Dialogue with Shareholders]

Detailed information on the status of dialogue with shareholders is disclosed on our website.

Our website “Engagement in Dialogue with Shareholders and Investors”:

<https://www.furukawa.co.jp/en/ir/management/dialogue.html>

## Action to Implement Management That Is Conscious of Cost of Capital and Stock Price

Content of Disclosure	Disclosure of Initiatives (Initial)
Availability of English Disclosure	Available

### Explanation of Actions

In order to strengthen and create businesses with greater emphasis on capital efficiency, we have introduced ROIC(Return on invested capital) and FVA(Furukawa Value Added : EVA was customized for our company) as management indicators and set financial targets for FY2025 to exceed the cost of capital.

The Following is the financial targets for FY2025:

ROIC (after tax)	6% or more
ROE	11% or more
Net D/E ratio	0.8 or less
Equity capital ratio	35% or more
Consolidated net sales	¥1.1 trillion or more
Consolidated operating profit	¥58.0 billion or more
Profit attributable to owners of parent	¥37.0 billion or more



We will continue to work to increase corporate value and improve PBR(Price Book-value Ratio) by further accelerating business management and decision-making with greater awareness of the cost of capital, and will actively disclose the status of our efforts through various briefings and other events.

Detailed information on our efforts is disclosed in Integrated Report and on our website.

Integrated Report / Sustainability Book: <https://furukawaelectric.disclosure.site/en/themes/175>

Our website “Medium-term Management Plan Briefing”:

[https://www.furukawa.co.jp/en/ir/library/mid\\_briefing/](https://www.furukawa.co.jp/en/ir/library/mid_briefing/)

[Translation for Reference Purpose Only]

## 2. Capital Structure

Foreign Shareholding Ratio	20% or more but less than 30%
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### Status of Major Shareholders [Updated]

Name or Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	12,293,400	17.41
Custody Bank of Japan, Ltd. (Trust Account)	5,004,150	7.09
The Nomura Trust and Banking Co., Ltd. (Investment Trust Account)	1,697,600	2.40
JPMorgan Securities Japan Co., Ltd.	1,524,557	2.16
Asahi Mutual Life Insurance Company	1,365,050	1.93
Mizuho Bank, Ltd.	1,206,873	1.71
Custody Bank of Japan, Ltd. (Mizuho Trust & Banking; Employee Retirement Benefit Trust, Mizuho Bank Account)	1,206,800	1.71
Morgan Stanley MUFG Securities Co., Ltd.	1,149,780	1.63
Custody Bank of Japan, Ltd. (Mizuho Trust & Banking; Employee Retirement Benefit Trust, Asahi Mutual Life Insurance Company Account)	1,050,000	1.49
STATE STREET BANK AND TRUST COMPANY 505223	951,307	1.35

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	N/A
Name of Parent Company, if applicable	N/A

### Supplementary Explanation [Updated]

- The status of Major Shareholders shown above is the situation as of March 31, 2025.
- The status of Major Shareholders shown above “Status of Major Shareholders” does not include the following reports on possession of large volume and change reports pertaining to reports on possession of large volume, as it is not possible for us to confirm the actual status of the shareholding ratio as of March 31, 2025.

- The Change Report pertaining to large-volume holdings, which was disclosed to the public on May 20, 2024, states that it holds the following shares as of May 15, 2024.

Name of Large-volume Holders	Number of Shares Owned	Holding Ratio (%)
Eastspring Investments (Singapore) Limited	2,758,700	3.90

- The Change Report pertaining to large-volume holdings, which was disclosed to the public on July 4, 2024, states that it holds the following shares as of June 28, 2024.

Name of Large-volume Holders	Number of Shares Owned	Holding Ratio (%)
Sumitomo Mitsui Trust Asset Management Co., Ltd.	2,735,300	3.87
Nikko Asset Management Co., Ltd.	1,488,500	2.11

- The Change Report pertaining to large-volume holdings, which was disclosed to the public on November 22, 2024, states that it holds the following shares as of November 15, 2024.

[Translation for Reference Purpose Only]

Name of Large-volume Holders	Number of Shares Owned	Holding Ratio (%)
Mizuho Bank, Ltd.	2,413,673	3.42
Mizuho Securities Co., Ltd	491,600	0.70
Mizuho Trust & Banking Co., Ltd.	374,300	0.53
Asset Management One Co., Ltd.	2,417,900	3.42

• The Change Report pertaining to large-volume holdings, which was disclosed to the public on January 10, 2025, states that it holds the following shares as of December 30, 2024.

Name of Large-volume Holders	Number of Shares Owned	Holding Ratio (%)
Mitsubishi UFJ Trust and Banking Corporation	1,373,600	1.94
MUFG Securities EMEA plc	200,000	0.28
Mitsubishi UFJ Asset Management Co., Ltd.	1,504,200	2.13
Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	461,467	0.65

• The Change Report pertaining to large-volume holdings, which was disclosed to the public on March 21, 2025, states that it holds the following shares as of March 14, 2025.

Name of Large-volume Holders	Number of Shares Owned	Holding Ratio (%)
Nomura Securities Co., Ltd.	47,118	0.07
Nomura International plc.	229,381	0.32
Nomura Asset Management Co., Ltd.	6,023,500	8.52

### 3. Corporate Attributes

Listed Stock Exchange and Market Section	Tokyo (Prime)
Fiscal Year-End	March
Business Sector	Nonferrous Metals
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	¥1 trillion or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	100 or more but fewer than 300

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

N/A

### 5. Other Special Circumstances which May have a Material Impact on Corporate Governance [Updated]

The Company strives to strengthen the management structure and increase corporate value of the entire Group through the following measures: while respecting the independence of business management of subsidiaries/affiliates, the Company gets a picture of their overall business management, including compliance and risk management, and ensures sound management of each company by offering advice and support, etc. concerning the development of their legal compliance and internal control systems, and providing appropriate guidance about business management; and the Company also dispatches Directors and other officers to the Group companies.

Our subsidiary, The Furukawa Battery Co., Ltd., is listed on the Tokyo Stock Exchange. The Company pursues business synergy with this subsidiary through providing our insights into materials and promoting joint R&D activities, cooperating to develop business infrastructure, including activities related to quality and safety promotion, and providing staffing. Maintaining the listed status of this subsidiary contributes to capturing excellent human resources that are important management resources of the subsidiary, maintaining and increasing the motivation of its officers and employees, and flexibly raising funds from the capital market. Therefore, we believe it is sufficiently rational to maintain its listed status.

Considering that there is a structural risk of conflict of interest between the Company and minority shareholders of the subsidiary, we have taken measures to protect interests of minority shareholders of the subsidiary. Specifically, its Board of Directors includes at least one third of independent directors. In addition, the subsidiary established the Conflict of Interest Management Committee comprising a majority of independent directors as a body to judge the rationality and fairness of transactions with the parent company. We continue to work with the subsidiary to develop/strengthen its effective governance systems by effectively using independent directors.

As a result of a series of scheduled transactions under the non-application agreement related to the tender offer, which the Company concluded on July 23, 2024, the subsidiary will no longer be our consolidated subsidiary.

## II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight

### 1. Organizational Composition and Operation

Corporate Governance System	Company with Supervisory Committee
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#### Directors

Number of Directors Stipulated in Articles of Incorporation [Updated]	14
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	Chairperson (excluding those concurrently serving as President)
Number of Directors	11
Election of Outside Directors	Elected
Number of Outside Directors [Updated]	6
Number of Independent Directors [Updated]	6

#### Outside Directors' Relationship with the Company (1) [Updated]

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Takashi Tsukamoto	From another company					△						
Yukiko Yabu	From another company											
Tamotsu Saito	From another company								△			
Takeo Hoshino	Academic											
Sayaka Sumida	CPA								△			
Takao Shiomi	From another company					△			△	△		

\* Categories for "Relationship with the Company"

- \* "○" when the director presently falls or has recently fallen under the category;
- \* "△" when the director fell under the category in the past;
- \* "●" when a close relative of the director presently falls or has recently fallen under the category;
- \* "▲" when a close relative of the director fell under the category in the past;

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*Audit & Supervisory Board Member*
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

- i. Executive of a company, between which and the Company outside directors/*Audit & Supervisory Board Members* are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2) [Updated]

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Takashi Tsukamoto		○	Mizuho Bank, Ltd., where Mr. Takashi Tsukamoto served as President & CEO in the past, and Furukawa Electric Group borrowed ¥69,699 million as of March 31, 2025. Mr. Tsukamoto, however, retired from the position of President & CEO in June 2013.	Mr. Takashi Tsukamoto has held several leadership positions, including Director in charge of Finance and Representative Director, in a financial institution, and has a wealth of experience and extensive knowledge of overall corporate management, including finance and accounting. Since he assumed the position of Outside Director of the Company in 2021, he has actively provided advice and recommendations mainly on business strategy, group management, financial policies and investor relations from the perspectives of the Group's global management as well as shareholders and other stakeholders. Furthermore, he has demonstrated his leadership as the chairperson of Nominating/ Compensation Committee as well as outside officer meetings, while taking initiative as the lead outside officer by sharing the recognition of the Company's management challenges among outside officers and by ensuring cooperation between outside officers and the management/Audit & Supervisory Board (Members). As such, he has significantly contributed to improving the Company's corporate governance. As the Group will work on strengthening the corporate governance system and promoting global corporate management, his advice and recommendations on corporate management and finance/accounting based on his experience and expertise, as well as his leadership will be extremely beneficial for the Company. In addition, the Company believes that his advice and recommendations are



Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				<p>indispensable for strengthening the oversight function of the Board of Directors from an independent viewpoint. Therefore, the Company appointed him as an Outside Director, believing that he is qualified for the position.</p> <p>Concerning Mr. Takashi Tsukamoto, in light of the Tokyo Stock Exchange's independence Standards for outside officers and the Company's independence Standards for outside officers as mentioned in “Ⅱ .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors” of this Report, it is our judgement that he is independent from the Company. Therefore, the Company designates him as independent officers, believing that he has no risk of a conflict of interest with general shareholders.</p>
Yukiko Yabu		○	There is no special interest between Ms. Yukiko Yabu and the Company.	<p>Ms. Yukiko Yabu has served as outside director of several listed companies including our Company, although she has not engaged in corporate management in any other capacity; and has a wealth of experience and advanced knowledge of customer-oriented marketing and product development based on her experience with a leading electrical appliance manufacturer. Since she assumed the position of Outside Director of the Company, she has actively provided advice and recommendations mainly on business strategy, marketing, and diversity from a broad perspective. Her advice and recommendations based on her experience and expertise in marketing and product development, among others, will be extremely useful while the Group aims at further accelerating global sales expansion. In addition, the Company believes that her advice and recommendations are indispensable for strengthening the oversight function of the Board of Directors from an</p>

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				<p>independent viewpoint. Therefore, the Company appointed her as an Outside Director, believing that she is qualified for the position.</p> <p>Concerning Ms. Yukiko Yabu, in light of the Tokyo Stock Exchange's independence Standards for outside officers and the Company's independence Standards for outside officers as mentioned in “ II .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors” of this Report, it is our judgement that she is independent from the Company. Therefore, the Company designates her as independent officers, believing that she has no risk of a conflict of interest with general shareholders.</p>
Tamotsu Saito		○	<p>Between the Company and IHI Corporation, for which Mr. Tamotsu Saito served as Chairman and Representative Director until March 2020, there is a business relationship where the Company sells special-purpose cables, components, etc. to IHI Corporation. However, the total trading amount in FY2024 was less than ¥1 million yen per year, and therefore, the amount is quite small.</p>	<p>Mr. Tamotsu Saito has held several leadership positions including President &amp; Representative Director and Chairman of one of Japan's leading heavy manufacturers, and has a wealth of experience and extensive expertise of global corporation management and overall manufacturing (monozukuri). Since he assumed the position of Outside Director of the Company, he has actively provided advice and recommendations mainly on business strategy, manufacturing (monozukuri), and finance and accounting from the perspective of the Group's global management. His advice and recommendations based on his experience and expertise in corporate management and manufacturing will be extremely useful while the Group plans to further expand business as a manufacturer in the future. In addition, the Company believes that his advice and recommendations are indispensable for strengthening the oversight function of the Board of Directors from an independent viewpoint. Therefore, the Company appointed him as an Outside Director,</p>

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				<p>believing that he is qualified for the position.</p> <p>Concerning Mr. Tamotsu Saito, in light of the Tokyo Stock Exchange's independence Standards for outside officers and the Company's independence Standards for outside officers as mentioned in “Ⅱ .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors” of this Report, it is our judgement that he is independent from the Company. Therefore, the Company designates him as independent officers, believing that he has no risk of a conflict of interest with general shareholders.</p>
Takeo Hoshino		○	There is no special interest between Mr. Takeo Hoshino and the Company.	<p>Mr. Takeo Hoshino has held prominent positions, including Deputy Director-General, at the Ministry of Economy, Trade and Industry, and has a wealth of experience and advanced knowledge in industrial policies, especially in environment and energy fields, as well as materials engineering, although he has not been directly involved in corporate management other than serving as an outside officer. Since he assumed the position of Outside Director of the Company, he has actively provided advice and recommendations mainly on agenda items related to research &amp; development from a broad perspective. The Company believes that his advice and recommendations based on his experience and expertise in industrial policy and materials engineering are extremely useful while the Group further focuses on promoting climate-conscious business activities and developing new businesses, and indispensable for strengthening the Board's oversight function from an independent viewpoint. Therefore, the Company appointed him as an Outside Director, believing that he is qualified for the position. Concerning Mr. Takeo Hoshino, in light of the Tokyo Stock</p>

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				Exchange's independence Standards for outside officers and the Company's independence Standards for outside officers as mentioned in “ II .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors” of this Report, it is our judgement that he is independent from the Company. Therefore, the Company designates him as independent officers, believing that he has no risk of a conflict of interest with general shareholders.
Sayaka Sumida	○	○	<p>Ms. Sayaka Sumida had served as Partner of KPMG AZSA LLC (“KPMG”) until March 2020. There is a business relationship between KPMG and the Company, where KPMG provides the Company with finance &amp; accounting consulting services. However, the total trading amount in FY2024 was approx. 25 million yen, which is less than the threshold stipulated in our independence standards.</p> <p>KPMG, to which Ms. Sumida belonged, has never been our accounting auditor, and Ms. Sumida had never been engaged in our accounting audits during her career at KPMG. Ms. Sumida has never been involved in transactions between the Company and KPMG with respect to finance &amp; accounting consulting.</p>	<p>Ms. Sayaka Sumida is an expert on financial statement audit and internal control audit from her long experience as a Certified Public Accountant, and served as an Executive Board Member of Japanese Institute of Certified Public Accountants, International Auditing and Assurance Standards Board (IAASB) Member under International Federation of Accountants (IFAC), and Business Accounting Council Member under the Japan Financial Services Agency. As such, she has a wealth of experience and high level of knowledge in finance &amp; accounting, although she has not been directly involved in corporate management other than serving as an outside officer. Upon assuming the office of Outside Audit &amp; Supervisory Board Member of the Company, she has actively expressed her opinions mainly on the Group company management and finance &amp; accounting from the perspective of risk management at the Board of Directors and Audit &amp; Supervisory Board meetings. The Company believes that her experience and expertise are essential for maintaining/strengthening our auditing system, enhancing strategic discussion at Board meetings, and strengthening the oversight function of the Board of Directors from an independent standpoint. Therefore, the Company appointed her as an Outside Director who serves as an</p>

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				<p>Audit &amp; Supervisory Committee Member, believing that she is qualified for the position.</p> <p>Concerning Ms. Sayaka Sumida, in light of the Tokyo Stock Exchange's independence Standards for outside officers and the Company's independence Standards for outside officers as mentioned in “Ⅱ .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors” of this Report, it is our judgement that she is independent from the Company. Therefore, the Company designates her as independent officers, believing that she has no risk of a conflict of interest with general shareholders.</p>
Takao Shiomi	○	○	<p>Mr. Takao Shiomi assumed the position of director of ITOCHU Corporation from June 2012 to March 2016. Between ITOCHU and the Company, there is a business relationship, where our subsidiary sells its products to overseas customers through ITOCHU as an agent. The total trading amount in FY2024 was approx. 5,167 million yen.</p> <p>Mr. Shiomi also assumed the position of director of Isuzu Motors Limited (“Isuzu”) from June 2016 to June 2018. Between Isuzu and the Company, there is a business relationship, where the Company sells automotive parts, among others, to Isuzu. The total trading amount in FY2024 was approx. 8,738 million yen.</p> <p>Furthermore, as for Isuzu where Mr. Shiomi served as an Outside Director, Mr. Mitsuyoshi Shibata (who served as Director of the Company from June 2010 to June 2023) is currently serving as an Outside Director.</p>	<p>Mr. Takao Shiomi has management experience in various industries, including a large general trade corporation, a financial institution, and a manufacturer. He has a wealth of experience and extensive expertise of overall corporate management, including finance and accounting. Since he assumed the position of Outside Audit &amp; Supervisory Board Member of the Company, he has actively expressed his opinions mainly on Group management from the perspectives risk management at the Board of Directors and Audit &amp; Supervisory Board meetings. The Company believes that his experience and expertise are essential for maintaining/strengthening our auditing system, enhancing strategic discussion at Board meetings, and strengthening the oversight function of the Board of Directors from an independent standpoint. Therefore, the Company appointed him as an Outside Director who serves as an Audit &amp; Supervisory Committee Member, believing that he is qualified for the position.</p> <p>Concerning Mr. Takao Shiomi, in light of the Tokyo Stock Exchange's independence Standards for outside</p>

[Translation for Reference Purpose Only]

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				officers and the Company's independence Standards for outside officers as mentioned in " II .1. Organizational Composition and Operation [Matters Concerning Independent Directors] Other Matters Concerning Independent Directors" of this Report, it is our judgement that he is independent from the Company. Therefore, the Company designates him as independent officers, believing that he has no risk of a conflict of interest with general shareholders.

## Supervisory Committee

Composition of Supervisory Committee and Attributes of the Chairperson [Updated]

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Supervisory Committee	3	1	1	2	Inside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee [Updated]	Appointed
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Matters Concerning Independence of Said Directors and/or Staff from Executive Officers [Updated]

Audit & Supervisory Committee has in place a system for ensuring that auditing and supervision are effectively conducted (including a system for reporting to the Committee). Audit & Supervisory Committee Office, which directly reports to the Committee, has been established for the purpose of assisting duties of the Committee to ensure smooth performance of such auditing and supervision; and 3 assisting staff members (1 full-time and 2 part-time staff) are appointed to the Office to carry out tasks in accordance with instructions/orders from the Committee. To ensure the independence of such assisting staff members from executive directors, with respect to their job transfer, performance appraisal, disciplinary action, and the like, a prior consent of the Committee is required.

Cooperation among the Supervisory Committee, Accounting Auditors and Internal Audit Department [Updated]

Audit & Supervisory Committee, the Auditing Department, and Accounting Auditors work closely with each other through regular information sharing and discussion on annual audit planning and audit reports, in order to reinforce the three-way audit system.

(1) Cooperation between Audit & Supervisory Committee and Accounting Auditors



Audit & Supervisory Committee has interviews with Accounting Auditors about their auditing policies/plans and receive detailed explanations on interim and year-end reporting, thereby making judgments on the appropriateness of audit results by the Accounting Auditors. Furthermore, by exchanging opinions as needed, the Members address changes in laws and regulations; as for any issue which Accounting Auditors pointed out as a fraud, deficiency, or problem, the Members conduct on-site inspections (including remote auditing by using a web conference system), hearing investigations, etc. to find out/confirm the status of improvement.

(2) Cooperation between Audit & Supervisory Committee and Internal Audit Department

Audit & Supervisory Committee has interviews with Auditing Department regarding internal audits, and through regular exchange of opinions, typically through monthly information exchange meetings between the director, who serves as full-time Audit & Supervisory Committee Member, and Auditing Department, the Members gain adequate understanding of the status of the Company, aiming at maintaining the sound management of the Group. (3) Initiatives to Ensure the Effectiveness of Internal Auditing

To ensure the effectiveness of internal audits, Auditing Department reports directly to President, and we have in place a mechanism where Auditing Department regularly reports to the Board of Directors and the Audit & Supervisory Committee. In case an internal audit finds that there is suspected involvement of the management (executive directors including representative director, and Corporate Vice Presidents) in a fraud, deficiency, or problem, a priority shall be given to reporting to the Audit & Supervisory Committee ahead of the Board of Directors.

### Voluntary Establishment of Committee(s)

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Established
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Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson **[Updated]**

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nominating /Compensation Committee	8	0	2	6	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Nominating /Compensation Committee	8	0	2	6	0	0	Outside Director

Supplementary Explanation **[Updated]**

The Company established the Nominating/Compensation Committee, which has functions of both Nomination Committee and Remuneration Committee. The Committee has deliberations on the nomination of Directors and other officers and their remuneration, etc., aiming at ensuring the objectivity and transparency concerning such matters, and strengthening corporate governance. The Committee consists of at least 5 members (the majority being Independent Directors) appointed by resolution of the Board of Directors; and the Committee Chairperson is chosen, basically among Independent Directors, by the Committee members. As of the submission date of this Report, the Committee has 8 members; namely, Takashi Tsukamoto (Outside Director/Committee Chair), Yukiko Yabu (Outside Director), Tamotsu Saito (Outside Director), Takeo Hoshino (Outside Director), Sayaka Sumida (Outside Director/Audit & Supervisory Committee Member), Takao Shiomi (Outside Director/Audit & Supervisory Committee Member), Keiichi Kobayashi (Director/Chairperson of the Board), and Hideya Moridaira (Representative Director & President).

[Matters to be deliberated by Nominating/Compensation Committee]

(1) Nominating/Compensation Committee deliberates the following matters and reports the results to the Board of Directors in response to inquiries from the Board:

(i) Proposal for shareholders' meeting concerning election/removal of Directors

- (ii) Appointment/dismissal of Representative Director, Director and Chairman of the Board, and President
  - (iii) Appointment/removal of Corporate Vice Presidents
  - (iv) Appointment/dismissal of Senior Corporate Vice Presidents
  - (v) Policy about remuneration for Directors (excluding Directors who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents
  - (vi) Proposal for shareholders meeting concerning remuneration, etc. of Directors
- (2) Nominating/Compensation Committee deliberates and determines the following matters delegated by the Board of Directors:
- (i) Evaluation of Directors (excluding Directors who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents
  - (ii) System concerning remuneration, etc. for Directors (excluding Directors who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents based on the policy decided by the Board of Directors following the report set forth in item (v) of the above section (1)
  - (iii) Details of remuneration, etc. for individual Directors (excluding Directors who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents based on the policy decided by the Board of Directors following the report set forth in item (v) of the above section (1)
  - (iv) Guidelines on remuneration, etc. for representatives of affiliated companies
  - (v) Policy on the term of office for Directors (excluding Directors who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents and the treatment after they leave office
  - (vi) Content of draft proposal on appointment/removal of Special Advisors/Honorary Advisors and their remuneration
  - (vii) Content of succession plans for the management
- (3) Nominating/Compensation Committee deliberates and determines program details and policies on training for Directors and Corporate Vice Presidents.

[Activity Status of the Nominating/Compensation Committee in FY2024]

In FY2024, the Nominating/Compensation Committee met 5 times.

The main considerations of the Nominating/Compensation Committee were the management execution system for Nomination and the executive compensation system for Compensation.

The attendance status of individual Committee members in FY2024 is as follows.

[Name/The Number of Attendance at the Board of Directors Meetings]

Takashi Tsukamoto / 5 out of 5 times (100%)  
Yoshiro Miyokawa / 5 out of 5 times (100%)  
Yukiko Yabu / 5 out of 5 times (100%)  
Tamotsu Saito / 5 out of 5 times (100%)  
Takeo Hoshino / 5 out of 5 times (100%)  
Keiichi Kobayashi / 5 out of 5 times (100%)  
Hideya Moridaira / 5 out of 5 times (100%)

## Matters Concerning Independent Directors

Number of Independent Directors [Updated]	6
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### Other Matters Concerning Independent Directors

The “Independence Standards for Outside Directors” set by the Board of Directors of the Company are as follows.

[Independence Standards for outside directors specified by the Company]

If none of the following attributes are applicable to the relevant outside Directors (including candidates), the Company considers that they are Independent Directors without the possibility of creating any conflict of interest with general shareholders.

- (i) Person belonging to a company whose main clients include the Company (a client who provides products or services to the Company and whose amount of transactions with the Company is equivalent to more than 2% of the client’s annualized total sales in the most recent fiscal year) or who engages in such operations.
- (ii) Person belonging to a company which is one of the Company’s main clients (a client to whom the Company provides products or services and whose amount of transactions with the Company is equivalent to more than 2% of the Company’s annualized total sales in the most recent fiscal year) or who engages in such operations.
- (iii) Person who engages in operations at a financial institution which is a main lender to the Company (a lender whose amount of loans is equivalent to more than 2% of the Company’s total assets in the most recent years).
- (iv) Person who receives monetary or other economic benefits from the Company of JPY 10 million or more a year, over and above officer’s remuneration, in the capacity of such an expert as a consultant, accountant, lawyer, or who belongs to any legal entity which receives JPY 100 million a year from the Company.
- (v) Person who has fallen under items (i) to (iv) during any period within the past three years.
- (vi) Relative of the person who falls under items (i) to (v) above, within the second degree of kinship.
- (vii) Any other person in breach of standards for independence set out by Tokyo Stock Exchange, Inc.

\* Even if items (i) to (vii) are not applicable, the Company may determine that the person is not independent depending on factors such as the amount of transactions at subsidiaries of the Company or those of the relevant client to which the person belongs.

The Company designates all outside officers who meet the qualifications of independent officers as independent officers. In addition, the Company holds regular Outside Officers Committee in order to give opportunities to Outside Officers to exchange opinions and establish a shared understanding of the Company from an objective viewpoint, and to enable the resulting opinions to be reported to the Board of Directors if necessary. The Company held four (4) Outside Officers Committee in FY2024. The chairperson of the Outside Officers Committee is The Center of Outside Officers(Lead Independent Director) who is appointed by mutual vote among outside officers from independent directors. Currently Mr. Takashi Tsukamoto is in charge. Lead Independent Director chairs outside officer meetings, reports to the Board of Directors or the management regarding discussions at outside officer meetings as necessary, and coordinates cooperation between outside officers and the management or the Audit & Supervisory Committee.

## Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Performance-linked Remuneration Scheme
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### Supplementary Explanation for Applicable Items

With respect to the policy for determining percentages of performance-linked remuneration and other remuneration, indicators used for performance-linked remuneration and reasons for selecting such indicators, and the method to determine amounts of performance-linked remuneration, details are provided in “II. 1.

Organizational Composition and Operation 【Director Remuneration】 Policy on Determining Remuneration Amounts and Calculation Methods ” of this Report.
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Persons Eligible for Stock Options	N/A
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Supplementary Explanation for Applicable Items
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N/A
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## Director Remuneration

Status of Disclosure of Individual Director's Remuneration <b>[Updated]</b>	Disclosure for Selected Directors
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Supplementary Explanation for Applicable Items <b>[Updated]</b>
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In its Business Report and Annual Securities Report, the Company discloses the total remuneration amount for each of the following positions for FY2024: Directors, Audit & Supervisory Board Members, Outside Directors, and Outside Audit & Supervisory Board Members. The Company also discloses the total remuneration amounts by remuneration type.

Only when there is any individual who receives a total of consolidated remuneration, etc. exceeding 100 million yen, the Company discloses the amount of remuneration for such an individual in its Securities Report.

Policy on Determining Remuneration Amounts and Calculation Methods <b>[Updated]</b>	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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### 【Basic policy】

The remuneration for officers shall be determined in a way to ensure that individual Directors, etc. exert their abilities to the maximum extent and proactively fulfill their duties so that Furukawa Electric Group will increase its corporate value and achieve sustainable growth while contributing to the society through its business activities.

### 【Policy for determining remuneration for individuals by component】

- Basic salary is the remuneration to be paid to Directors, as well as Corporate Vice Presidents other than Directors, and Senior Fellows. The fixed amount, which is determined depending on different roles (e.g. supervision of management, or business execution) and official position, is paid in cash every month.
- Short-term performance-linked remuneration (individual) is the remuneration to be paid to Directors (excluding Outside Directors and Directors who serve as Audit & Supervisory Committee Members), as well as Corporate Vice Presidents other than Directors, and Senior Fellows in cash every year. The amount paid to each individual is determined by the Nominating/Compensation Committee upon comprehensively evaluating the degree of achievement of the relevant business plan in the previous fiscal year, such as economic value added (EVA) in the division he/she is in charge of and key performance indicators that contribute to improving such EVA, as well as the status of relevant measures taken.
- Short-term performance-linked remuneration (company level) is the remuneration to be paid to Directors (excluding Outside Directors and Directors who serve as Audit & Supervisory Committee Members), as well as Corporate Vice Presidents other than Directors, and Senior Fellows in cash every year. The amount is determined by the Nominating/Compensation Committee according to the evaluation criterion based on consolidated operating profit.
- ESG-linked remuneration is the remuneration to be paid to Directors (excluding Outside Directors and Directors who serve as Audit & Supervisory Committee Members), as well as Corporate Vice Presidents

other than Directors, and Senior Fellows in cash every year. The amount is determined upon evaluating the progress toward achieving sustainability targets of key management issues (materiality) to be addressed by the Group.

- Medium- to long-term performance-linked remuneration is the remuneration to be provided to Directors (excluding Outside Directors and Directors who serve as Audit & Supervisory Committee Members), as well as Corporate Vice Presidents other than Directors, and Senior Fellows through the stock compensation program (the “Program”). Under the Program, Directors and other officers are paid with the Company’s stocks acquired by the Trust that was funded by the Company.

In this Program, 3 fiscal years comprises a performance period, and the Company contributes funds up to the maximum amount of 1,450 million yen per performance period to the Trust as remuneration for Directors, etc. Directors, etc. are granted a pre-determined number of points depending on their official positions every year as the basis of their rights to receive the Company’s stocks. After the end of each performance period, the number of points qualifying Directors, etc. for receiving the Company’s stocks are finalized after an adjustment for certain cases, according to the criteria for comparing changes in the Company’s stock prices with those of TOPIX during the period. In case any of Directors, etc. retire from the position during the period, in principle, an adjustment is to be made in a similar manner.

Directors, etc. will receive the Company’s stocks, etc. corresponding to the final number of points granted while they are in office from the Trust, in principle, at the time of their retirement.

【Policy for determining the percentage of remuneration paid to each individual by component】

By reference to policies of other companies in the same industry and similar-sized companies in other business sectors, and by comprehensively considering official positions, job responsibilities, performance and degree of achievement of targets, it is designed to ensure that performance-linked remuneration accounts for more than half of total amount of remuneration for executive directors, and the higher the rank of Directors, etc., the larger the percentage of performance-linked remuneration.

【Matters concerning the determination of remuneration for individual directors】

The Board of Directors delegates the determination of the remuneration system for Directors, Corporate Vice Presidents other than Directors, and Senior Fellows, as well as their individual remuneration to the voluntary Nominating/Compensation Committee (comprised of Outside Directors, Company Chairperson, and President), which consists of a majority of Outside Directors and is chaired by an Outside Director.

**Supporting System for Outside Directors [Updated]**

Legal Department serves as the secretariat of the Board of Directors, which provides administrative support for the Board of Directors as well as information and support to outside directors for deliberations at the Board meetings. To support duties of Directors who serve as Audit & Supervisory Committee Members and assist in the operation of the Audit & Supervisory Committee, we have appointed assisting staff for the Audit & Supervisory Committee, whose independence from executive management is confirmed.

The meetings of the Board of Directors are scheduled by making best efforts to ensure Outside Directors can attend. Furthermore, in order to ensure that Outside Directors have deep understanding of meeting agendas and consider them prior to a meeting of the Board of Directors, the Company distributes reference materials (by using electronic means) a few days prior to the meeting, and where necessary, provides prior explanations on reference materials. Similarly, the meetings of Audit & Supervisory Committee are also scheduled by making best efforts to ensure Outside Directors who serves as an Audit & Supervisory Committee Member can attend.

In addition, we ensure that Outside Directors (excluding those who serve as Audit & Supervisory Committee Members) can request a Director who serves as full-time Audit & Supervisory Committee Member to provide audit information, and request accounting auditors to provide accounting audit information, as necessary.

### Status of Persons who have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (Sodanyaku, Komon, etc.) after Retiring as Representative Director and President, etc.

Name	Job title/position	Responsibilities	Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.)	Date when former role as president/CEO ended	Term
Hiroshi Ishihara	Honorary Advisor (“Meiyo Komon”)	N/A	Non-full time None	June 26, 2008	None
Masao Yoshida	Honorary Advisor (“Meiyo Komon”)	N/A	Non-full time None	March 31, 2012	None
Mitsuyoshi Shibata	Senior Advisor (“Tokubetsu Komon”)	To engage in activities in the business community and CSR activities	Full time Paid	March 31, 2017	From June 23, 2023 to March 31, 2028

Number of Persons Holding Advisory Positions (Sodanyaku, Komon, etc.) After Retiring as Representative Director and President, etc.	3
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#### Other Related Matters

1. In the Company, a person who retired from the position of President & Representative Director used to serve as Advisor, but from the perspective of ensuring the ideal state of corporate governance and transparency, upon deliberations at Nominating/Compensation Committee, which consists of the majority of Outside Directors and is chaired by an Outside Director, the Company terminated the former Advisor System and introduced Senior Advisor/Honorary Advisor System as of July 1, 2018.
2. In principle, Senior Advisors and Honorary Advisors are intended to engage in activities in the business community and CSR activities, and are not involved in the management of the Company and the Group.
3. If Senior Advisors engage in significant external affairs for the Group, remuneration may be paid to them.
4. The above-mentioned “Date when former role as president/CEO ended” refers to the date when the person retired from the position of President & Representative Director of the Company.  
Their career after such Dates of Retirement is summarized as follows:
  - Mr. Hiroshi Ishihara assumed the following positions after his retirement from the position of President & Representative Director: Chairperson of the Board & Representative Director effective from June 26, 2008; Advisor & Director effective from April 1, 2012; Advisor upon his retirement from Advisor & Director at the end of the annual shareholders meeting held on June 26, 2012; Senior Advisor effective from July 1, 2018; and then Honorary Advisor effective from July 1, 2019.
  - Mr. Masao Yoshida assumed the following positions after his retirement from the position of President & Representative Director: Chairperson of the Board & Representative Director effective from April 1, 2012; Chairperson of the Board effective from April 1, 2016; Director effective from April 1, 2017; Advisor upon his retirement from Director at the end of the annual shareholders meeting held on June 22, 2017; Senior Advisor effective from July 1, 2018; and then Honorary Advisor effective from July 1, 2022.
  - Mr. Mitsuyoshi Shibata assumed the following positions after his retirement from the position of President & Representative Director: Chairperson of the Board effective from April 1, 2017; Director effective from April 1, 2023; and Senior Advisor upon his retirement from Director at the end of the annual shareholders meeting held on June 23, 2023.
5. The above-mentioned “Term” refers to the scheduled term of office for the current position.



As a general rule, the maximum term of office as Senior Advisor is 5 years; and Senior Advisor's activities and remuneration are regularly reported to Nominating/Compensation Committee.

After the termination of the term as Senior Advisor, the person assumes a position of Honorary Advisor, the term of which is not fixed.

## 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System) [Updated]

The Company's Board of Directors consists of 11 Directors (4 of them are Outside Directors (excluding those who serve as Audit & Supervisory Committee Members), 2 of them are Outside Directors who serve as Audit & Supervisory Committee Members, and all 6 Outside Directors are registered as independent officers at the Tokyo Stock Exchange). The Board of Directors is chaired by the non-executive Chairperson of the Board of Directors who does not have representative rights. The Audit & Supervisory Committee consists of 3 members. The Outside Officers of the Company have extensive experience in financial institutions, trading companies, and business corporations or expert knowledge and experience in such areas as laws, finance/accounting, and industrial policies, etc. The Board of Directors, in making decisions, respects Outside Directors' opinions and suggestions from diverse viewpoints based on their experience.

In light of its fiduciary responsibility and accountability to shareholders, the Board of Directors of the Company fulfills its responsibilities to promote sustainable corporate growth and the increase of corporate value over the mid- to long-term, and enhance earnings power and capital efficiency; and therefore, do the following:

- ① Determination of corporate governance-related matters;
- ② Establishment and amendment of business strategies and oversight of execution of such strategies and plans;
- ③ Setting capital allocation policy;
- ④ Appointment and removal of the Management (executive directors including Representative Director, and Corporate Vice President; hereinafter, the same shall apply) (including identification of the skills set necessary for Board of Directors as a whole), and determination of the remuneration of them (including delegating these to Nominating/Compensation Committee) (Note);
- ⑤ Establishment of an internal control system relating to compliance and financial reporting and risk management systems, and oversight of them;
- ⑥ Decision on important business matters;
- ⑦ Others prescribed by the applicable laws and regulations etc.

[Note] Upon a request or delegation from Board of Directors, Nominating/Compensation Committee deliberates on the appointment and dismissal of the management, provides recommendations to the Board of Directors, and determines compensation for such individuals.

Details are also provided elsewhere in this Report: specifically, in "II. 1. Organizational Composition and Operation 【Directors】 [Voluntary Establishment of Committee(s)] Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson" and "Supplementary Explanation".

At the Company, in order to facilitate timely and decisive decision-making on business execution, on the premise that corporate governance mechanisms, including the Board of Directors' supervision of business execution, are working adequately, decision-making on certain matters related to business execution is delegated to the management within the scope permitted by laws and regulations. The specific scope of such delegation is defined in the standards for deliberation with respect to the Board of Directors and the Management Committee, depending on the degree of significance.

In FY2024, the Board of Directors met 16 times to make decisions on important business execution, check achievement of management targets including fiscal budgets, and also have deliberations on corporate governance and other fundamental matters related to business management.

The attendance status of individual Directors to the Board of Directors in FY2024 is as follows. (The status of official title or position is as of end-March 2025.)

[Name/The Number of Attendance at the Board of Directors Meetings]

Keiichi Kobayashi(Director and Chairman of the Board)/16 out of 16 times (100%)  
Hideya Moridaira(Representative Director and President)/16 out of 16 times (100%)

Takashi Tsukamoto(Outside Director)/15out of 16 times (93.8%)  
Yoshiro Miyokawa(Outside Director)/16 out of 16 times (100%)  
Yukiko Yabu(Outside Director)/16 out of 16 times (100%)  
Tamotsu Saito(Outside Director)/16 out of 16 times (100%)  
Takeo Hoshino(Outside Director)/12 out of 12 times(100%)  
Satoshi Miyamoto(Director and Corporate Executive Vice President, and General Manager of Strategy Division)/16 out of 16 times (100%)

Yoshio Masutani(Director and Corporate Senior Vice President, and General Manager of Global Marketing Sales Division)/16 out of 16 times (100%)  
Toshio Yanagi(Director and Corporate Vice President, and General Manager of Risk Management Division)/16 out of 16 times (100%)  
Koji Aoshima(Director and Corporate Vice President, and General Manager of Finance & Accounting Division)/12 out of 12 times(100%)

[Notes] Since Mr. Takeo Hoshino and Mr. Koji Aoshima were newly elected at the 202nd Annual Shareholders Meeting held on June 26, 2024, the number of the eligible Board of Directors meetings is different from that for other members of the Board of Directors.

Furukawa Electric Group's business consists of 13 operating divisions and others; and business divisions were established for directing and overseeing multiple operating divisions which are closely related to each other. As for our business execution, under the control of President being the chief executive, operations are directed by General Managers of Communications Solutions Division, Energy Infrastructure Division, Electronics Component Material Division, Functional Products Division, Automotive Products Division, and Optical Solutions Division, as well as Advisor of FITEL Products Division and General Manager of FITEL Products Division. In addition, the Company has divisions to perform such head office functions as developing and implementing the Group's business strategies/management plans, establishing and maintaining corporate governance, risk management, and other management systems, and conducting marketing and sales activities; and General Managers of respective divisions lead such functions. These General Managers, in the capacity of executive officers, serve as members of Management Committee, which is the highest decision-making body of business execution. Management Committee deliberates and determines major operational matters to ensure effective communications among the executive officers, thus achieving integrated business execution. Furthermore, the status of business execution is reported to the Board of Directors on a quarterly basis.

In order to ensure functional interactions between the Board of Directors' supervision over business execution and executive initiatives for developing the internal control system, the Company established Risk Management Committee and Sustainability Committee chaired by President. Risk Management Committee manages risks in implementing the Group's business strategies, as well as strives to establish and strengthen compliance and an internal control system. The internal control status is regularly reported to the Board of Directors. Sustainability Committee deliberates the Group's basic policy on sustainability, basic points concerning materiality of revenue opportunities/risks, disclosures of basic information on sustainability, and community and social activities, and also checks the progress of such matters. As for materiality of risks which are closely related to the Group's business risks, Risk Management Committee and Sustainability Committee work together for deliberations. While Auditing Department is responsible for internal audits in the Group, the Company established a framework for adequate and objective audits of the entire Group's internal control system through close cooperation between Auditing Department and Audit & Supervisory Committee.

The Audit & Supervisory Committee conducts audits in accordance with the audit policy/audit plan determined by the Committee; and regularly reports audit results to the Board of Directors and President. The Audit & Supervisory Committee meets roughly 10 times per year. The Audit & Supervisory Committee requests Directors (excluding those who serve as Audit & Supervisory Committee Members in case of the Company) and employees of the Company and its subsidiaries to report matters related to business execution from time to time. Those who execute business also report to the Audit & Supervisory Committee such matters as the status of establishing/implementing internal control including subsidiaries, compliance status, and risk

management status, from time to time. In accordance with its audit policy and audit plan, the Audit & Supervisory Committee interviews Representative Director & President and other key Directors (excluding those who serve as Audit & Supervisory Committee Members) and Corporate Vice Presidents, and conducts on-site inspection within the Company (divisions, offices/branches and laboratories) and at Group companies in Japan and abroad. In addition, Director who is a full-time Audit & Supervisory Committee Member participates in important meetings such as the Management Committee, Risk Management Committee, and Sustainability Committee, inspects important approval documents including request for approval, and reports details and results to the Audit & Supervisory Committee. Auditing Department, which is the internal audit department, reports results of its auditing, etc. to the Audit & Supervisory Committee, conducts inspection in accordance with the Committee's instruction as necessary, and has mutual consultation and exchanges opinions, aiming at improving the effectiveness of the audit function and the quality of auditing. Furthermore, to enhance the audit function, the Audit & Supervisory Committee, accounting auditors, and Auditing Department mutually cooperate and exchange information and opinions. At the request of the Audit & Supervisory Committee, we appointed 3 assisting staff members for the Committee whose independence from the management is guaranteed. Deloitte Touche Tohmatsu LLC has served as Accounting Auditor for the Company since its appointment at the 196th Annual Shareholders Meeting held on June 22, 2018. For the accounting audit for the year ended March 2025, the following three certified public accountants from the Accounting Auditor performed audit work: Mr. Tsutomu Hirose, Mr. Koji Hiraoka, and Mr. Kenta Suzuki. 28 certified public accountants (excluding the above-mentioned certified public accountants) and 55 other staff members assisted in the accounting audit of the Company.

The Company has agreements to limit liabilities under Paragraph 1, Article 423 of the Companies Act with all outside Directors. The upper limit of liabilities under this agreement is the statutory lower limit.

The Company has concluded an indemnity agreement set forth in Article 430-2, Paragraph 1 with all Directors. The indemnity agreement specifies that the Company shall compensate for expenses set forth in Item 1 and losses set forth in Item 2 of Paragraph 1 of the above-mentioned Article to the extent prescribed by laws and regulations. However, in the indemnity agreement, if knowledge or gross negligence on the part of Directors and other officers was found in relation to their execution of duties, the Company may claim refund of compensation; as such, the Company has taken measures for maintaining the adequacy of the execution of duties of Directors and other officers.

The Company purchased a Directors and Officers Liability Insurance (D&O Insurance) policy, which covers Directors and Corporate Vice Presidents, etc. (including those who retired on March 31, 1994 and thereafter) and their successors. This insurance policy covers claims against insured directors/officers on the basis of their legal liability for damages caused by their actions (including failure to act) relating to their execution of duties, and litigation expenses that are incurred due to the liability claims against the directors/officers. However, there are some exclusions, for example, a case where the insured knowingly committed an illegal act. The Company bears all of the insurance premium.

### 3. Reasons for Adoption of Current Corporate Governance System[Updated]

The Company adopted the current corporate governance system (in the organizational form of Company with an Audit & Supervisory Committee) to further expedite decision-making by delegating broad-ranging decisions on business execution to the management, and to strengthen/sophisticate the supervisory function of the Board of Directors by holding essential discussions on agenda items centered around the management policy and management strategy, thereby promoting the enhancement of corporate governance. In addition, at the Company, Independent Directors comprises a majority of Directors.

Furthermore, to supplement the supervisory function of the Board of Directors, we have the Nominating/Compensation Committee with a majority of independent Directors, which is chaired by an Independent Director.

### III. Implementation of Measures for Shareholders and Other Stakeholders

#### 1. Measures to Vitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights

[Updated]

	Supplementary Explanations
Early Posting of Notice of the General Meeting of Shareholders	<p>The Notice of Annual Shareholders Meeting held on June 25, 2025 was sent out on June 3, 2025.</p> <p>The Company has taken measures for electronic provision of materials for annual shareholders meeting (by posting them on the Company's website and the Tokyo Stock Exchange's website) since May 28, 2025.</p>
Scheduling of the General Meeting of Shareholders on a Non-Peak Day	Annual Shareholders Meeting 2025 was held on June 25, 2025.
Electronic Exercise of Voting Rights	The Company adopted electronic voting via Internet.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company implemented the voting system by using the electronic voting platform managed by ICJ, Inc. for institutional investors.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	The Notice (in Japanese and English) is posted on the websites of the Tokyo Stock Exchange and the Company.
Other	<p>From the Annual Shareholders Meeting held on June, 2022, the proceeding of the Meeting is live-streamed.</p> <p>From the Annual Shareholders Meeting held on June, 2020, a video of the items to be reported on the day of the Annual Shareholders Meeting is posted on the website of the Company after the meeting.</p>

#### 2. Status of IR-related Activities [Updated]

	Supplementary Explanations	Explanation by a representative director
Formulation and Publication of Disclosure Policies	<p>The Company formulated its disclosure policy which stipulates that the Company shall comply with the Companies Act, the Financial Instruments and Exchange Act, and other laws and regulations, as well as the Timely Disclosure Rules of the Tokyo Stock exchange, and make timely and appropriate disclosures in accordance to them. The policy is available on our website.</p> <p><a href="https://www.furukawa.co.jp/ir/management/disclosure-policy.html">https://www.furukawa.co.jp/ir/management/disclosure-policy.html</a>  <a href="https://www.furukawa.co.jp/en/ir/management/disclosure-policy.html">https://www.furukawa.co.jp/en/ir/management/disclosure-policy.html</a></p>	
Regular Investor Briefings held for Individual Investors	Once a year, the Company holds a briefing (either face-to-face or online) for individual shareholders and individual investors.	Held
Regular Investor	The Company holds quarterly briefings(any face-to-face, online or teleconferences) on quarterly financial results. The Company also	Held

[Translation for Reference Purpose Only]

Briefings held for Analysts and Institutional Investors	holds briefings (either face-to-face or online) on the progress of the Medium-term Management Plan once or twice a year; on business/strategies of its main businesses once a year; and on ESG initiatives once a year.	
Regular Investor Briefings held for Overseas Investors	The Company conducts an investor roadshow (either face-to-face or online) mainly in North America, Europe and Asia once a year for each region.	Held
Online Disclosure of IR Information	<p>The Company posts materials related to financial results, including financial summaries, presentation materials for results briefings, financial statements, Annual Securities Reports, and Semiannual Securities Report, as well as various other materials, including the Medium-term Management Plan, Notices of Shareholders' Meetings, newsletters for investors, Integrated Reports, and sustainability book, etc. on the website of the Company.</p> <p>As for financial summaries, presentation materials for results briefings, and FACT BOOK, both Japanese and English versions are posted on the website on the date of release. With respect to briefings for analysts and institutional investors, on the next day of a briefing, the Company posts the summary of Q&amp;A session (both Japanese and English versions) on its website, as well as a video or audio file of the presentation (only in Japanese) and text files (both Japanese and English versions).</p> <p><a href="https://www.furukawa.co.jp/ir/">https://www.furukawa.co.jp/ir/</a>  <a href="https://www.furukawa.co.jp/en/ir/">https://www.furukawa.co.jp/en/ir/</a></p>	
Establishment of Department and/or Placement of a Manager in Charge of IR	General Manager of Finance & Accounting Division assumes the role of IR officer; and the Investor Relations Department in the above-mentioned Division is designated as the department in charge of IR.	

### 3. Status of Measures to Ensure Due Respect for Stakeholders [Updated]

	Supplementary Explanations
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	Furukawa Electric Group Basic Policy on Sustainability stipulates that the Group will strive to maintain and build sound and friendly relationships with all stakeholders, and specific actions are stipulated in relevant rules.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	<p>&lt;Furukawa Electric Group Sustainability&gt;</p> <p>The Group has defined “Furukawa Electric Group Vision 2030” as the ideal state of the Group in 2030. In order to achieve “Furukawa Electric Group Vision 2030”, we are promoting ESG management, which aims sustainable growth of Furukawa Electric Group and medium- to long-term growth of corporate value.</p> <p>The Group defined significant management issues as “materiality” which the Group should address in order to achieve “Furukawa Electric Group Vision 2030”, and identified the materiality as follows from the perspective of both revenue opportunities and risks:</p> <ul style="list-style-type: none"> <li>• Materiality: revenue opportunities <ul style="list-style-type: none"> <li>(1) Create businesses that solve social issues</li> <li>(2) Open, Agile, Innovative</li> </ul> </li> </ul>

	<p>(3) Build partnerships with various stakeholders</p> <ul style="list-style-type: none"> <li>• Materiality: risks <ul style="list-style-type: none"> <li>E: Develop business activities that consider climate change</li> <li>S: Strengthen human capital management and organizational execution abilities</li> <li>G: Build a governance system to strengthen risk management</li> </ul> </li> </ul> <p>Furthermore, the Group established “Furukawa Electric Group Basic Policy on Sustainability”, which articulates our basic concept for responding to recent rapid changes in the business environment surrounding the Group and achieving sustainable growth of the Group. We also established the Sustainability Committee for the purposes of consolidating discussions on sustainability within the Group and further enhancing the quality and speed of implementation thereof, and strive to proactively address sustainability issues and disclose such information.</p> <p>&lt; Developing business activities that consider climate change &gt;</p> <p>In order to contribute to realizing a “carbon-free society”, “recycling-based society for water &amp; resources” and “society in harmony with nature” toward 2050, the Group formulated “Furukawa Electric Group Environmental Vision 2050” in FY2020. With respect to contribute to realizing a “carbon-free society”, we set the challenge target for reducing the greenhouse gas emissions from business activities of the Group to zero by 2050. To accelerate our initiatives for realizing carbon neutrality in 2050, we revised “Environmental Targets 2030”, which are the interim goals under the “Environmental Vision 2050”, with a more challenging goal, and also obtained SBT1.5°C certification in 2023. Furthermore, in November 2024, we revised “Environmental Vision 2050”, setting such a target as realizing net-zero greenhouse gas emissions throughout the value chain. Under the perception that risks and opportunities, which climate change poses on/provides to our businesses, are important management issues, the Group signed up for the recommendations of Task Force on Climate-related Financial Disclosures (TCFD). In addition, based on the “Guidance on Metrics, Targets, and Transition Plans” published by TCFD in 2021, we started formulating a climate-related transition plan which is a series of targets and actions to support the transition to a low-carbon economy in FY2023. As a part of such an initiative, in FY2024, we prepared a roadmap toward the reduction of greenhouse gas emissions from the Group’s business activities. The Group’s responses to TCFD’s recommendations are disclosed in Annual Securities Report, Integrated Report and on our website.</p> <p>More information on the Group’s sustainability is available on the website of the Company, Integrated Report, and Sustainability Book, etc.</p> <p>Our website “Sustainability”: <a href="https://furukawaelectric.disclosure.site/en/">https://furukawaelectric.disclosure.site/en/</a>  Integrated Report / Sustainability Book: <a href="https://furukawaelectric.disclosure.site/en/themes/175">https://furukawaelectric.disclosure.site/en/themes/175</a></p>
Formulation of Policies, etc. on Provision of Information to Stakeholders	<p>The Company established internal rules for timely disclosure of corporate information, and has in place a system for timely and appropriate information disclosure. Furthermore, “The Furukawa Electric Group CSR Code of Conduct” sets forth the basic code of conduct for the group’s officers and employees from the perspective of the company’s social responsibility when conducting corporate activities based on the “Furukawa Electric Group Purpose” and “Core Values”. The CSR Code of Conduct was revised in April 2019 to reflect recent changes in social conditions and corresponding changes in demand for corporations.</p>
Other	<p>■ Promoting diversity &amp; inclusion (D&amp;I)</p>



	<p>The Group promotes diversity and inclusion (D&amp;I) as a key element in strengthening our human capital foundation for sustainable corporate growth. To lead these efforts, we have established the HK and D&amp;I Committee, chaired by the President, and are implementing company-wide initiatives to advance D&amp;I across the organization. These initiatives have also been recognized externally. We have been awarded the highest (third-level) “Eruboshi” certification under the Act on Promotion of Women’s Participation and Advancement in the Workplace, in recognition of our efforts to promote women’s empowerment.</p> <p>(1)Promoting women’s careers</p> <p>We consider it particularly important to ensure diversity in the decision-making level as a foundation for corporate growth, and set the ratio of female managers as a sustainability indicator in the Medium-term Management Plan “Road to Vision 2030: Transformation and Challenges”. Positioning the low number of female employees as the important issue, we are persistently working to maintain and enhance our human resource pipeline starting from the hiring phase to developing and promoting core personnel. In terms of development and promotion, each department is working closely with the HR division to align their understanding of the talent pool and future position opportunities. Based on this shared perspective, we are formulating and implementing individualized development plans for potential female managerial candidates. With regard to the gender pay gap, our compensation system is designed to minimize disparities within each job grade and classification. However, we recognize that the primary factor contributing to the overall gap is the higher proportion of women in general staff positions compared to managerial roles. This is particularly influenced by differences in working styles between men and women during the child-rearing stage. To address this issue, we will continue to strengthen the talent pipeline and focus on improving the workplace environment from a work-life balance perspective. At the same time, we are engaging in proactive communication and awareness-raising efforts for employees to support better understanding and participation in these initiatives.</p> <p>(2)Work-style reform</p> <p>As part of our workstyle reform initiatives aimed at enabling a broader range of individuals to thrive and enhancing overall productivity, we are promoting measures from both the “work-style reform” and “organizational culture reform” perspectives. We are expanding flexible work systems to support better work-life balance for employees. These include initiatives to support balancing work with life events such as childcare and nursing care, the introduction of remote work arrangements for employees in distant locations, and the continued encouragement of hybrid work models—combining telework and in-office attendance—since the COVID-19 pandemic. Since 2007, we have been proactively working to enhance our childcare support as a business with a “Kurumin” certification, a certification for companies that are proactively working to support balancing work and childcare. Looking ahead, we have set a target of achieving a 100% paternity leave utilization rate from FY2025 and are planning specific initiatives to meet this goal.</p> <p>(3)Promoting employment of people with disabilities</p> <p>We are actively promoting the employment of persons with disabilities not only as part of our social responsibility, but also from the perspective of diversity and inclusion (D&amp;I), with the aim of contributing to a more inclusive society. We are expanding employment opportunities across Group companies, including our special-purpose subsidiary Furukawa New Leaf Co., Ltd., while also improving workplace accessibility—such as barrier-free</p>
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	<p>facilities and the introduction of remote work options—to create a more accommodating and inclusive working environment.</p> <p>■ Promoting KENKO Investment for Health We define “KENKO Investment for Health” as the aim for each employee to achieve good physical, mental and social conditions (well-being). Based on the belief that improving the vitality and performance of employees will lead to the growth of organizations and companies, we are promoting various KENKO Investment for Health measures as a unified organization. From the managerial viewpoint, “Furukawa Electric Group KENKO Investment for Health Declaration” was established in 2017, in order to promote “KENKO Investment for Health” which strategically strives for the KENKO Investment for Health and the health promotion of the employees. We assist our employees in raising their health consciousness and actively engaging in their own health promotion. Specifically, we have formulated a “KENKO Investment of Health” Strategy Map, through which we promote initiatives based on five key pillars: health literacy, mental health, lifestyle habits, physical activity, and smoking cessation. Various programs and measures are being developed and implemented around these focus areas.</p> <p>In recognition of these activities, the company has been recognized as a “KENKO Investment for Health Outstanding Organization” for nine consecutive years since 2017.</p> <p>Detailed information on the Group’s initiatives concerning human capital is disclosed on the Company’s website.</p> <p>Our website “Human Resources Management”: <a href="https://furukawaelectric.disclosure.site/en/themes/186">https://furukawaelectric.disclosure.site/en/themes/186</a></p>
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## IV. Matters Concerning the Internal Control System

### 1. Basic Views on Internal Control System and Status of Development **[Updated]**

The Company believes that internal control is intended for maintaining/improving the efficiency of execution of duties, ensuring compliance, risk management, information management and group company management, and established and implements the internal control system as follows:

#### (1) Efficient execution of duties

After management targets are set in budgets, each executive officer fulfills his/her duties to achieve such targets, and regularly reports the progress to the Board of Directors. Such achievements are adequately reflected in his/her remuneration. As for matters to be decided by the Board of Directors or the Management Committee, or by means of requests for management approval, the Company established detailed and specific standards for deliberations. The Company has in place internal rules to clarify administrative authorities of executive officers and General Managers, as well as division of duties; and also has a mechanism to constantly review them upon an organizational change and the like.

#### (2) Compliance system

The Company regards “Furukawa Electric Group Purpose”, “Core Values” and “The Furukawa Electric Group CSR Code of Conduct” as the basis for complying with ethical standards as well as laws and regulations; and according to the “Compliance Regulations”, the Company promotes such compliance activities as internal education and programs to prevent/detect legal violations, while Risk Management Committee chaired by President and Risk Management Division play central roles. Furthermore, each key division appoints a risk management officer within the division, aiming at effectively promoting risk management activities including compliance. Especially, to prevent a recurrence of cartel behavior, the Company has reinforced the control over contacts with other companies in the same industry and the pricing procedures, and strengthened oversight, for example, by receiving advice from external experts as needed. The Company also introduced a whistleblowing system, aiming at early detection and correction of compliance violations. Furthermore, Auditing Department, which is responsible for internal audits, monitors the execution of duties in each division, verifies whether the internal control system, including the compliance system, is working effectively, and reports the results to President, the Board of Directors, and the Audit & Supervisory Committee. The Company has such a compliance system in place.

#### (3) Risk management system

The Company stipulated its risk management system and management method in the “Basic Regulations on Risk Management and Internal Control”, and the Risk Management Committee identifies overall risks associated with business operations of the Group, and verifies the adequacy of such risk assessment and risk management methods. The Committee focuses mainly on addressing major risks associated with compliance at affiliated companies and internal divisions, large-scale disasters, information security, and infectious diseases, etc., while putting emphasis on managing significant risks in such areas as disaster prevention & business continuity management, quality management, health & safety, and safe environment by establishing special committees. In addition to the above-mentioned framework, when an important decision is to be made by the Board of Directors or the Management Committee, or by means of requests for management approval, expected risks associated with the subject in question are clarified in the reference material, and the decision is made only upon recognizing such risks.

#### (4) Information management system

Records and documents related to important decisions by the Board of Directors, the Management Committee, or via requests for management approval are properly managed/retained in accordance with laws and regulations as well as the Company’s “Regulations on Retention of Documents”. As for other information on the execution of duties, from the perspective of the importance as information assets and the necessity for protection, the Company established uniform standards and has implemented an information management system.

#### (5) Group company management

In accordance with the “Regulations on Group Management Control”, an administrative manager is appointed for each Group company; and the Company requests the Group companies to regularly report information necessary for grasping their business conditions, provides guidance on business management,

and requires them to obtain the Company's approval before making decisions on certain matters. Budgets are prepared for the entire Group, setting specific management targets to be achieved by subsidiaries. As for the risk management at subsidiaries, Risk Management Division plays a central role to provide training, advice, and guidance on risk management, internal control, and compliance. Subsidiaries are required to appoint their own compliance officers. The Company sends part-time officers to key Group companies, and monitors overall management, including compliance and risk management, of the Group companies through audits by the Company's Audit & Supervisory Committee and Auditing Department.

(6) Securing appropriateness of financial reporting

In accordance with the "Basic Regulations on Risk Management and Internal Control", the Company established "Furukawa Electric Group Basic Policy for the development and evaluation of an internal control system, to ensure the appropriateness of financial reporting" (J-SOX Core Policy), and clarified the establishment, development, and operation of the internal control system, monitoring mechanism, and responsibilities. As for preparation and submission of the Internal Control Reports stipulated in the Financial Instruments and Exchange Act, we deliberate important matters at our J-SOX Council as necessary, aiming at maintaining and improving the reliability of the Group's financial reporting.

## 2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development **[Updated]**

(1) Basic views

As described in "The Furukawa Electric Group CSR Code of Conduct", the Company's basic views are as follows: "Adopt a resolute approach to and cut off all relations with antisocial individuals or groups."

(2) Establishment of relevant structure

As mentioned above, the Company described its basic approach in "The Furukawa Electric Group CSR Code of Conduct" and ensures that all officers and employees follow the approach. The Company designated Administration Department, Risk Management Division as the department in charge, and appointed an officer in charge of preventing unreasonable demands, who completed the training course sponsored by the Tokyo Metropolitan Public Safety Commission. Moreover, the Company is a member of the Federation on Prevention of Special Organized Crimes (TOKUBOREN) under the Tokyo Metropolitan Police Department to collect information. In addition, the officer in charge of preventing unreasonable demand participates in training programs, etc. to collect the latest information and closely collaborate with TOKUBOREN and neighboring companies.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
Supplementary Explanation for Applicable Items	
N/A	

### 2. Other Matters Concerning the Corporate Governance System

#### (1) Other matters concerning corporate governance system

The Group defined compliance as “not only observing laws and regulations, but also as acting in accordance with the values and ethics required of the company and its employees as responsible members of the society” and has been engaged in compliance activities. Specifically, the Company established Risk Management Division as well as Risk Management Department under the Division, thus developing a system for enhancing the monitoring of overall corporate activities from CSR perspectives including compliance and risk management, and promoting related activities; and for appropriately and promptly taking necessary actions in case of unexpected problems, including fact-finding, formulation of measures to prevent recurrence, and external announcement. With respect to quality management which is the starting point of manufacturing, the Group established Furukawa Electric Group Quality Management Committee chaired by President, promoting quality management activities. Similarly, Furukawa Electric Group Occupational Health & Safety Committee chaired by President has been conducting activities related to labor, health and safety.

In the past, the Group was inspected by the regulatory authorities for cartel behaviors related to optical fiber cables and automotive products, and then received orders to pay financial penalty, etc. In response, the Group has strived to eradicate any behaviors that violate the Anti-Monopoly Act and the Competition Act by accepting opinions of external experts since 2008. The Group is determined to continue activities for preventing the recurrence by ensuring strict compliance with internal rules regarding contacts with other companies in the same industry and pricing, and also to improve education programs for officers and employees of the Group companies in Japan and abroad corresponding not only to the Anti-Monopoly Act and the Competition Act, but also increasingly stricter laws and regulations in other legal domains in relevant countries/regions, as well as to strengthen the monitoring by the internal audit department. By conducting such activities across the Group this way, the Group strives to ensure compliance and restore the public confidence.

#### (2) Overview of timely disclosure system

##### (i) Basic policy and view on timely disclosure of corporate information

The Company complies with timely disclosure rules stipulated by the Tokyo Stock Exchange (TSE), and has made timely disclosure in accordance with such rules. Even if it does not fall under any category specified in TSE’s timely disclosure rules, the Company makes timely disclosure of information, which is useful for shareholders, investors, and other stakeholders, and has a significant impact on investment decisions, promptly on the Company’s website, etc.

##### (ii) Internal system for timely disclosure of corporate information etc.

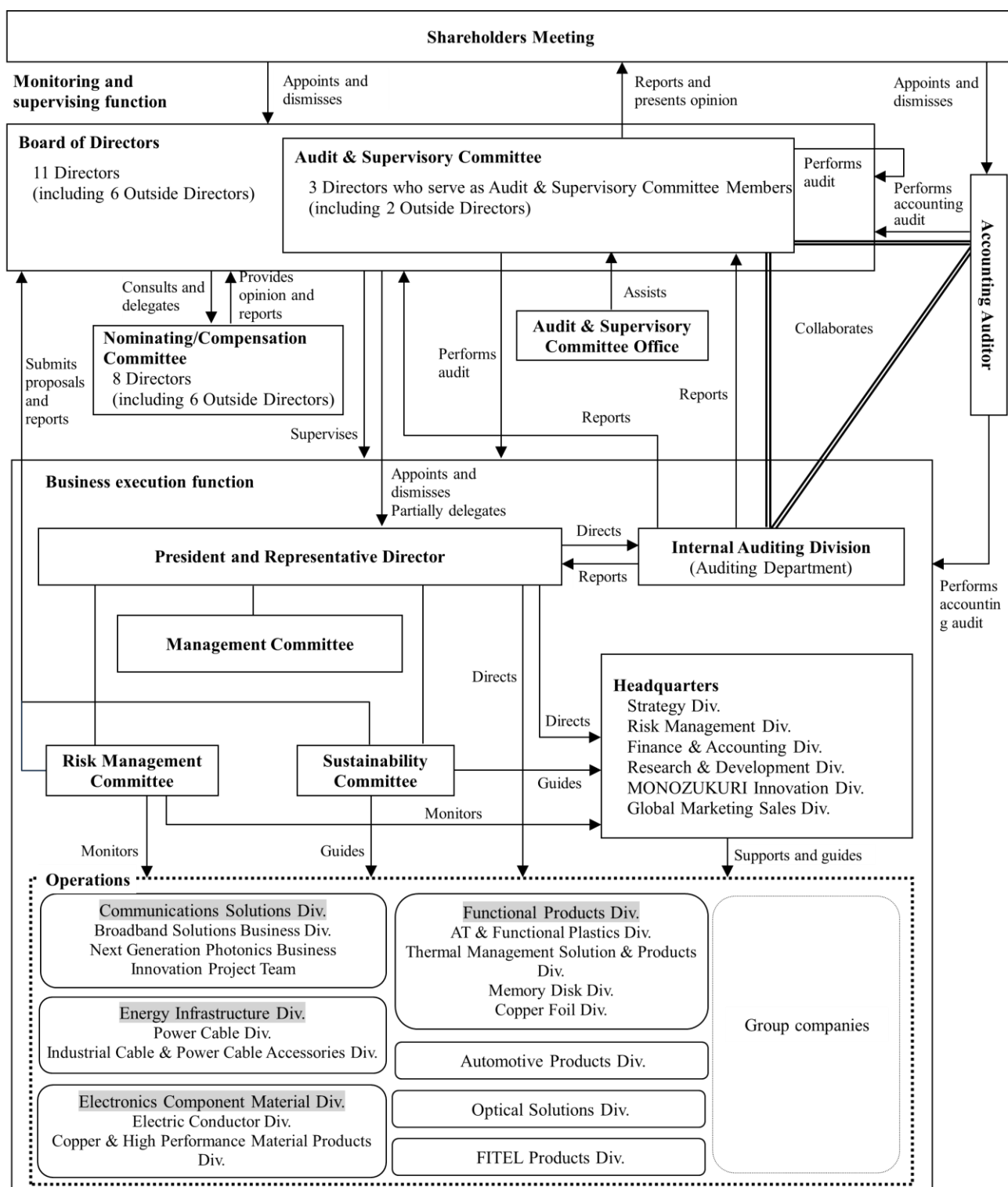
The Company established the “Regulations on the Timely Disclosure of Corporate Information” in order to have in place a framework for disclosing corporate information of the Company and its subsidiaries to investors in a timely and appropriate manner, and has made timely disclosure of corporate information according to the Regulations as follows:

- General Manager of Finance & Accounting Division is responsible for disclosure, and General Manager of Investor Relations Department (IR Dept.) under the above-mentioned Division is in charge of administrative tasks.
- As for information which may fall under disclosure items under the rules on timely disclosure stipulated by TSE, General Manager of division in charge of the matter immediately reports the matter to General Manager of IR Dept. In case of information of subsidiaries, a representative of the subsidiary in question immediately reports the matter to General Manager of the Company’s division in charge of the subsidiary, and the said General Manager immediately reports the matter to General Manager of IR Dept.

- In response to the above-mentioned report, General Manager of IR Dept. checks the information against rules on timely disclosure, and judges whether or not disclosure is required, upon consultation with General Manager of Legal Department, Risk Management Division as necessary. If it is deemed that disclosure is required, upon obtaining approvals from General Manager of the relevant Division and President, the information is disclosed in accordance with the rules on timely disclosure.

The flow of the above-mentioned timely disclosure is shown in the “Schematic Diagram Describing the Outline of the Timely Disclosure System”.

<Schematic Diagram of Corporate Governance Structure>





<Schematic Diagram Describing the Outline of the Timely Disclosure System>

Flow of Timely Disclosure of Corporate Information in the Company and its Subsidiaries

