

Securities code: 6504



**NOTICE OF CONVOCAION OF
THE 133RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

June 5, 2009

**NOTICE OF CONVOCATION OF
THE 133RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 133rd Ordinary General Meeting of Shareholders of Fuji Electric Holdings Co., Ltd. to be held as outlined below.

If you are unable to attend the meeting in person, please exercise your voting rights after reviewing the attached reference materials (pp. 4-14) and referring to “4, Guidelines for the Exercise of Voting Rights” (pp.2). Please exercise your voting rights by Postal Mail or using electronic methods (Internet voting, etc.).

Sincerely,
Haruo Ito
President and Representative Director

Details of Meeting

- 1. Date:** 10:00 a.m., Wednesday June 24, 2009
- 2. Place:** Galaxy Room, 2nd Basement Westin Hotel Tokyo
4-1 Mita 1-chome, Meguro-ku, Tokyo
(within Yebisu Garden Place)

3. Meeting Agenda

Items to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 133rd term (from April 1, 2008 to March 31, 2009), as well as the Results of the audit of Consolidated Financial Statements by the Accounting Auditors and Board of Corporate Auditors

Items to be resolved:

- Item 1:** Partial Revision to the Articles of Incorporation
Item 2: Election of ten (10) Directors
Item 3: Election of one (1) Corporate Auditor

4. Guidelines for the Exercise of Voting Rights:

If you are attending the meeting:

Please present the enclosed ballot form to the receptionist.

If you are not attending the meeting:

Please use one of the following methods:

(1) Exercising voting rights by mail

- Please fill out and send the enclosed ballot by post. In the ballot, please indicate your approval or disapproval for each agenda item after reviewing the attached reference material. The ballot should reach the Company no later than 6:00 p.m., Tuesday June 23, 2009.

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

(2) Exercising voting rights using electronic methods

i) Internet voting

Please access the Company’s designated website to exercise your voting rights online (<http://www.web54.net>). Please ensure the process has been completed by no later than 6:00 p.m., Tuesday June 23, 2009. If you choose to use this method, please refer to “Instructions Concerning the Exercise of Voting Rights via the Internet” on page three.

ii) Electronic voting platform for institutional investors

Nominal shareholders or their standing proxies may use the electronic voting platform for institutional investors operated by Investor Communications Japan Inc. (ICJ), a company jointly established by the Tokyo Stock Exchange, Inc. and its partners. You must be pre-registered with ICJ to use this service.

iii) Duplication of voting rights

If voting rights are exercised multiple times, the last vote will be regarded as the valid vote.

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

(3) Exercising voting rights by using an agent

If you are unable to attend the Ordinary General Meeting of Shareholders, you may exercise your voting rights by using an agent who is also a shareholder. In this case, the agent should submit the following three documents to the reception on the day of the meeting: the agent authorization form, the form for exercising your shareholder voting rights, and the agent’s form for exercising his or her voting rights.

Note: The “Explanatory Note for Consolidated Financial Statements” and the “Explanatory Note for Non-consolidated Financial Statements” accompanying this notice have been posted on the Company’s website (<http://www.fujielectric.co.jp>) in compliance with the Corporation Law and the Articles of Incorporation of the Company.

Up to the day before the Ordinary General Meeting of Shareholders, if there are any revisions to the reference materials for the Ordinary General Meeting of Shareholders or the 133rd Business Report, or to the business reports, consolidated financial statements or non-consolidated financial statements posted on the Company’s website on the Internet, these revisions will be posted on the company’s website (<http://www.fujielectric.co.jp>).

Instructions Concerning the Exercise of Voting Rights via the Internet

How to exercise voting rights

1. If you are voting via the Internet, please use the code and password printed on the right-hand side of the enclosed ballot form.
*Encoding and other security measures have been taken on the website.
2. After accessing the website, you will be requested to select a new password.

Handling of passwords

1. This new password is a means to verify that you are entitled to vote. Please keep it secure. If you forget or lose your password, including the new one, you will not be able to exercise your voting rights or change your voting preferences (the Company does not accept inquiries regarding passwords, including new ones).
2. If you fail to enter the correct password, including your new one, for more than the allowed number of attempts, access to the website will be blocked. In this event, please follow on-screen guidance for further processing.
3. The code and password issued on this occasion will only be valid for this meeting. (A new voting right exercise code and new password will be issued for the next Ordinary General Meeting of Shareholders onwards. Also, shareholders may change the password they have chosen.)

System requirements

1. Internet access
2. A monitor with screen resolution of 800 × 600 pixels (SVGA) or higher.
3. The following applications must be installed:
 - (1) Microsoft[®] Internet Explorer Ver. 5.01 SP2 or later
 - (2) Adobe[®] Reader[®] Ver. 4.0 or later(Except in the case that you do not see this Notification of Convocation and the reference materials for the Ordinary General Meeting of Shareholders on your computer screen.)
*Microsoft[®] and Internet Explorer are trademarks or registered trademarks of Microsoft Corporation in the U.S. and/or other countries. Adobe[®] and Adobe[®] Reader[®] are trademarks or registered trademarks of Adobe Systems Incorporated in the U.S. and/or other countries.
4. A connection charge to an Internet service provider and/or a telecommunication charge (telephone charge) to a telecommunications company may be incurred when accessing the above websites. Users are responsible for the payment of these charges.
5. The above websites cannot be accessed from Internet-enabled mobile phones.

Computer-related and other inquiries regarding operation procedure for exercising voting rights via the Internet should be directed to:

Chuo Mitsui Securities Agency Web Support (dedicated line)

Toll-free number: 0120-65-2031
(9:00 to 21:00, JST, Monday through Friday except holidays)

Reference Materials for Exercise of Voting Rights

Details of Resolutions and Relevant Information

Item 1: Partial Revision to the Articles of Incorporation

1. Reasons for Changes

The “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities” (Law No. 88 of 2004, hereafter the “Settlement Rationalization Law”) was enforced on January 5, 2009. As a result, all shares of publicly listed corporations, including of FUJI ELECTRIC HOLDINGS CO., LTD., are being converted to the book-entry transfer system (becoming “electronic stock certificates”).

In accordance with the Settlement Rationalization Law, Article 7 of the prior-to-revision Articles of Incorporation (Issue of Stock Certificates) is deemed to have been abolished as of the enforcement day of the Settlement Rationalization Law.

In addition, various necessary revisions have been made to the Articles of Incorporation, including the deletion of provisions on the assumption that the physical existence of stock certificates is not necessary, the establishment of a new supplementary provision as a transitional measure for the custody of the registry of lost stock certificates, and the updating of the numbering of Articles.

2. Details of Changes

(Revised portions are underlined.)

Prior to Revision	Revised
<p>(Issue of Stock Certificates) <u>Article 7</u> <u>The Company shall issue stock certificates for its shares.</u></p>	(Deleted)
<p>(Trading Unit and Non-issue of Stock Certificates on Shares Less than the Trading Unit) Article <u>8</u> (Omitted) <u>2 Notwithstanding the preceding article, the Company may not issue stock certificates on shares less than the trading unit. However, this does not apply to provisions stipulated in the stock handling rules.</u></p>	<p>(Trading Unit) Article <u>7</u> (No change) (Deleted)</p>
<p>(Rights on Shares Less than the Trading Unit) Article <u>9</u> The Company’s shareholders (including actual owner of shares; hereinafter the same) shall not exercise any rights other than the rights listed below on shares possessed in numbers less than the trading unit. (1) - (4) (Omitted)</p>	<p>(Rights on Shares Less than the Trading Unit) Article <u>8</u> The Company’s shareholders shall not exercise any rights other than the rights listed below on shares possessed in numbers less than the trading unit. (1) - (4) (No change)</p>



Prior to Revision	Revised
<p>Article <u>10</u> (Omitted)</p> <p>(Shareholder Register Custodian)</p> <p>Article <u>11</u> (Omitted)</p> <p>2. The shareholder register custodian and the administration location shall be established by resolution of the Board of Directors and a public notification shall be made thereon.</p> <p>3. Preparation and custody of the Company's register of shareholders (<u>including the register of actual owner of shares; hereinafter the same</u>), registry of the right to subscribe for new shares, <u>and registry of lost stock certificates</u>, and other activities in connection with the register of shareholders, registry of the right to subscribe for new shares <u>and registry of lost stock certificates</u> shall be entrusted to the register of shareholders custodian and shall not be handled by the Company.</p> <p>Article <u>12</u> (Omitted)</p> <p>§</p> <p>Article <u>42</u> (Omitted)</p> <p>(Newly-established)</p> <p>(Newly-established)</p> <p>(Newly-established)</p>	<p>Article <u>9</u> (No change)</p> <p>(Shareholder Register Custodian)</p> <p>Article <u>10</u> (No change)</p> <p>2. (No change)</p> <p>3. Preparation and custody of the Company's register of shareholders <u>and</u> registry of the right to subscribe for new shares, and other activities in connection with the register of shareholders <u>and</u> registry of the right to subscribe for new shares shall be entrusted to the register of shareholders custodian and shall not be handled by the Company.</p> <p>Article <u>11</u> (No change)</p> <p>§</p> <p>Article <u>41</u> (No change)</p> <p><u>Supplementary Provision</u></p> <p>Article <u>1</u> <u>Preparation and custody of the Company's registry of lost stock certificates and other activities in connection with the registry of lost stock certificates shall be entrusted to the register of shareholders custodian and shall not be handled by the Company.</u></p> <p>Article <u>2</u> <u>This supplementary provision shall be applied starting from January 6, 2009 for a period of one year, at which time it will be deleted.</u></p>




Item 2: Election of Ten (10) Directors



The terms of office for twelve members of the Board of Directors expire at the close of this Ordinary General Meeting of Shareholders. We therefore propose the election of ten members of the Board of Directors.

The candidates for the position of member of the Board of Directors are as follows:

Director Candidates (Excluding Outside Director Candidates)

No.	Name (Date of birth)	Brief personal record and posts representing other companies	Ownership of the Company's shares
1	 Haruo Ito (Nov. 9, 1943)	<p>Apr. 1968: Joined the Company Jun. 1998: Director Jun. 1999: Resigned from Director's post Associate Senior Corporate Executive Officer Apr. 2000: Senior Associate Senior Corporate Executive Officer Apr. 2001: President, Energy & Electric Systems Company Jun. 2001: Director Apr. 2002: Senior Corporate Executive Officer Jun. 2003: Resigned from Director's post Oct. 2003: President and Representative Director, Fuji Electric Systems Co., Ltd. Jun. 2006: President and Representative Director of the Company (up to the present)</p> <p>[Direct duties in the Company] General Manager, Business Structural Reforms Office</p> <p>(Note) Mr. Ito is scheduled to assume the post of President and Representative Director at Fuji Electric Device Technology Co., Ltd. on June 19, 2009.</p>	116,000
2	 Katsushi Nakayama (July 26, 1945)	<p>Apr. 1968: Joined the Company Apr. 1996: Manager, Human Resources Apr. 2000: Associate Senior Corporate Executive Officer Oct. 2003: Executive Officer Jul. 2004: Senior Managing Director, Fuji Electric Systems Co., Ltd. Jun. 2007: Director Senior Executive Officer Jun. 2008: Executive Vice President and Representative Director of the Company (up to the present)</p> <p>[Direct duties in the Company] General Manager, Corporate Planning Office General Manager, Fuji Electric Group CSR Promotion Office</p>	71,000

3	 <p>Michihiro Kitazawa (Feb. 10, 1952)</p>	<p>Apr. 1974: Joined the Company Jun. 2001: President and Representative Director, Fuji Electric Imaging Device Co., Ltd. Oct. 2003: Director, Fuji Electric Device Technology Co., Ltd. Jun. 2004: Managing Director, Fuji Electric Device Technology Co., Ltd. Jun. 2006: Senior Managing Director, Fuji Electric Device Technology Co., Ltd. Apr. 2008: Senior Executive Officer Jun. 2008: Executive Vice President and Representative Director of the Company (up to the present)</p> <p>[Direct duties in the Company] General Manager, Technology & Business Strategy Office</p>	65,000
4	 <p>Mitsunori Shirakura (July 24, 1945)</p>	<p>Apr. 1968: Joined the Company Apr. 2000: General Manager, Power Supply Systems & Control Division, ED&C Drive Systems Company Apr. 2001: Associate Senior Corporate Executive Officer Oct. 2003: Managing Director, Fuji Electric FA Components & Systems Co., Ltd. Jun. 2005: Senior Managing Director, Fuji Electric FA Components & Systems Co., Ltd. Jun. 2006: President and Representative Director, Fuji Electric FA Components & Systems Co., Ltd. Jun. 2008: President and Representative Director, Fuji Electric Systems Co., Ltd. (up to the present) Director of the Company (up to the present)</p> <p>[Direct duties in the Company] Responsible for Energy & Electric Systems Group [Post Representing Other Company] President and Representative Director, Fuji Electric Systems Co., Ltd.</p>	68,000
5	 <p>Hisao Shigekane (Jan. 6, 1951)</p>	<p>Apr. 1974: Joined the Company Oct. 2003: General Manager, Production Division, Semiconductor Devices Group, Fuji Electric Device Technology Co., Ltd. Jun. 2004: Director, Fuji Electric Device Technology Co., Ltd. Jun. 2006: Managing Director, Fuji Electric Device Technology Co., Ltd. Apr. 2008: Executive Vice President, Fuji Electric Device Technology Co., Ltd. Jun. 2008: President and Representative Director, Fuji Electric Device Technology Co., Ltd. (up to the present) Director of the Company (up to the present)</p> <p>[Direct duties in the Company] Responsible for Electronic Devices Group Manager, Technology Strategy Office, Technology & Business Strategy Office [Post Representing Other Company] President and Representative Director, Fuji Electric Device Technology Co., Ltd.</p> <p>(Note) Mr. Shigekane is scheduled to retire from the post of President and Representative Director at Fuji Electric Device Technology Co., Ltd. on June 19, 2009.</p>	44,000

6	 <p>Hiroshi Nishigaki (Jan. 5, 1949)</p>	<p>Apr. 1972: Joined the Company Apr. 1999: Deputy General Manager, Thermal Power and Nuclear Power Division, Energy & Electric Systems Company Jun. 2003: President and Representative Director, Fuji Electric Power Engineering & Service Co., Ltd. Jun. 2004: Director, Fuji Electric Systems Co., Ltd. Jun. 2007: Managing Director Apr. 2008: Executive Vice President, Fuji Electric Retail Systems Co., Ltd. Jun. 2008: President & Representative Director (up to the present) Director of the Company (up to the present)</p> <p>[Direct duties in the Company] Responsible for Retail Systems Group [Post Representing Other Company] President and Representative Director, Fuji Electric Retail Systems Co., Ltd.</p>	48,000
7	 <p>Takamichi Hamada (Aug. 14, 1950)</p>	<p>Apr. 1975: Joined Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry) May 1989: Manager, Middle East and Africa Trade Policy Center, Ministry of International Trade and Industry Jul. 2001: Minister's Secretariat, Ministry of Economy, Trade and Industry Jul. 2002: Retired from office at Ministry of Economy, Trade and Industry Oct. 2002: Managing Director, The Tokyo Commodity Exchange May 2006: Director, Venture Enterprise Center (up to the present) Jun. 2008: Director of the Company (up to the present) Senior Executive Officer (up to the present)</p> <p>[Direct duties in the Company] Assistant General Manager, Technology & Business Strategy Office (in charge of Business Strategy) In charge of China Business Expansion Support</p>	30,000

Note: 1. There are no special interests between the candidates and the Company.

Outside Director Candidates

No.	Name (Date of birth)	Brief personal record and posts representing other companies	Ownership of the Company's shares
8	 Eisuke Masada (Dec. 9, 1937)	Dec. 1982: Professor, Department of Engineering, Faculty of Engineering, the University of Tokyo Apr. 1993: Professor, Department of Electrical Engineering, Graduate School of Engineering, the University of Tokyo Apr. 1998: Professor, Department of Electrical Engineering Faculty of Science and Technology, the Tokyo University of Science May 1998: Honorary Professor, the University of Tokyo (up to the present) Jun. 2003: Outside Director of the Company (up to the present) Apr. 2007: Chairman, Railway Technical Research Institute (up to the present) [Post Representing Other Organization] Chairman, Railway Technical Research Institute	7,000

Mr. Eisuke Masada is presently engaged as Outside Director and will have served for six years in this position as of the end of the 133rd General Meeting of Shareholders.

In his post as Outside Director, he has attended 11 of the 12 directors' meetings held during term of office. Although he has not previously been directly involved in the management of other companies, Mr. Masada has extensive experience in his professional capacity as a specialist in electrical engineering, a field that is deeply related to the businesses of the Fuji Electric Group, and consistently provides valuable and objective opinions and recommendations. We ask that he be elected as Outside Director so that we may continue to benefit from his useful opinions and recommendations.

Details of limited responsibility agreement between the candidate and the Company

In accordance with the Corporation Law and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Masada. In the event of his reelection as Outside Director, his agreement with the Company shall continue in effect with the following provisions:

- In the event that Mr. Masada bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Corporation Law, whichever is the higher, so long as he has carried out his duties to the best of his abilities and has not committed any serious errors.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.

No.	Name (Date of birth)	Brief personal record and posts representing other companies	Ownership of the Company's shares
9	 Tadashi Kudo (July 9, 1943)	Apr. 1967: Joined The Dai-ichi Bank, Limited Jun. 1995: Director, The Dai-ichi Kangyo Bank, Limited May 1997: Managing Director, The Dai-ichi Kangyo Bank, Limited May 1998: Senior Managing Director, The Dai-ichi Kangyo Bank, Limited Apr. 1999: Deputy President, The Dai-ichi Kangyo Bank, Limited Jan. 2002: Director, Mizuho Holdings, Inc. Apr. 2002: President & CEO, Mizuho Bank, Ltd. Apr. 2004: Advisor, Mizuho Bank, Ltd. Jun. 2006: Outside Director of the Company (up to the present) Apr. 2009: Special Advisor, Chuo Fudosan Co., Ltd. (up to the present)	7,000

Mr. Tadashi Kudo is presently engaged as Outside Director and will have served for three years in this position as of the end of the 133rd General Meeting of Shareholders.

In his post as Outside Director, he has attended 10 of the 12 directors' meetings held during term of office. Mr. Kudo has extensive experience in management in financial institutions and possesses considerable insight. On this basis, he provides valuable and objective opinions and recommendations. We ask that he be elected as Outside Director so that we may continue to benefit from his useful opinions and recommendations.

Details of limited responsibility agreement between the candidate and the Company

In accordance with the Corporation Law and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Kudo. In the event of his reelection as Outside Director, his agreement with the Company shall continue in effect with the following provisions:

- In the event that Mr. Kudo bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Corporation Law, whichever is the higher, so long as he has carried out his duties to the best of his abilities and has not committed any serious errors.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.

Business irregularities that occurred at other companies while the candidate was serving as Director or Auditor within the past five years, and actions taken by the candidate to prevent further occurrences and resolve the issue

The following incidents of irregularities in business execution have come to light at companies where Mr. Kudo was serving as Director or Auditor within the past five years. Although Mr. Kudo was serving as Director or Auditor when the incidents occurred, he was not involved in any way. Furthermore, after the issues were discovered he followed up as outlined below. We believe, therefore, that this presents no issue in relation to his serving as Outside Director with the Company.

1. Incident while serving as Outside Statutory Auditor of Itochu Corporation:

Summary of incident

In October 2008, it was revealed, when accounting treatment as a sales transaction was applied, that a trading transaction in which Itochu Corporation sold heavy machinery and equipment obtained from dealers overseas to users in Mongolia was substantially a financial-support transaction (funding transaction) not accompanied by physical distribution.

Follow-up by the candidate

Before the revelation of the above incident, Mr. Kudo provided his advice regarding strengthening compliance and internal controls mainly at meetings of the Board of Directors, and after the revelation of the incident, he followed

up by giving his opinions regarding the importance of implementing measures based on survey results to prevent reoccurrences.


2. Incident while serving as Outside Statutory Auditor of Furukawa Electric Co., Ltd.:

Summary of incident

- In October 2005, it was revealed that overtime compensation was not paid to some employees of The Furukawa Electric Co., Ltd., while Mr. Kudo was serving as Outside Statutory Auditor, in contravention of the Labor Standards Act.
- In August 2008, an internal investigation by The Furukawa Electric Co., Ltd. revealed that tests were being conducted for some of its copper and copper alloy products in ways that differed from the Japan Industrial Standards (JIS) standards for calculating the performance values that relate to quality. Consequently, the company's JIS Mark Certificate for applicable products was cancelled.
- In March 2009, The Furukawa Electric Co., Ltd. received a cease-and-desist order and a surcharge payment order from the Japanese Fair Trade Commission (JFTC) regarding violations of the Antimonopoly Act in relation to unfair restrictions on transactions of expanded polyethylene sheets for bridges.

Follow-up by the candidate

Before the revelation of the above incident, Mr. Kudo had been providing his advice and reminders regarding strengthening compliance on a daily basis. After the revelation of the incident, he followed up at meetings of the Board of Directors by calling for the clarification of the incident and the need for a rigorous understanding of compliance, and gave his opinions regarding the system of compliance with applicable laws and regulations for the entire corporate group..

No.	Name (Date of birth)	Brief personal record and posts representing other companies	Ownership of the Company's shares
10	 Hiroaki Kurokawa (April 9, 1943)	Apr. 1967: Joined Fuji Tsushinki Manufacturing Corporation (now FUJITSU LIMITED) Jun. 1999: Director, FUJITSU LIMITED Apr. 2001: Managing Director Jun. 2002: Senior Managing Director Apr. 2003: Corporate Senior Executive Vice President Jun. 2003: President Jun. 2008: Advisor (up to the present) Outside Director of the Company (up to the present)	7,000

Mr. Hiroaki Kurokawa is presently engaged as Outside Director and will have served for one year in this position as of the end of the 133rd General Meeting of Shareholders.

In his post as Outside Director he has attended all the 10 meetings of the Board of Directors held during term of office. Hiroaki Kurokawa has extensive managerial experience in the electronic telecommunications manufacturing industry and possesses considerable insight, as well as an in-depth understanding of the Company's business operations. We ask that he be elected as Outside Director so that we may benefit from his useful opinions and recommendations.

Details of limited responsibility agreement between the candidate and the Company

In accordance with the Corporation Law and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Kurokawa. In the event of his reelection as Outside Director, his agreement with the Company shall continue in effect with the following provisions:

- In the event that Mr. Kurokawa bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Corporation Law, whichever is the higher, so long as he has carried out his duties to the best of his abilities and has not committed any serious errors.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Director with due diligence.

Notes:

1. The above candidates are candidates for the position of Outside Director as defined in Item 7, Paragraph 3, Article 2 of the Corporation Law.
2. There is no particular conflict of interest between the above candidates and the Company.
3. The above candidates are not operators of the company or specified related businesses of the Company as defined by the Company or the Corporation Law enforcement regulations and have not been operators of the company or specified related business of the Company within the past five years.
4. The above candidates do not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Directors' remuneration, and have not received such payments within the past two years.


Item 3: Election of One (1) Auditor

The term of office of one Auditor, Mr. Hiroshi Wada, is scheduled to expire at the conclusion of the 133rd Ordinary General Meeting of Shareholders. Accordingly, the Company is proposing the election of one new Auditor.

This item has been approved by the Board of Auditors.

A Candidate for the position of Auditor is as follows.

Outside Auditor Candidate

Name (Date of birth)	Brief personal record and posts representing other companies	Ownership of the Company's shares
 Takahiko Ito (Jul. 24, 1951)	Apr. 1974: Joined The Furukawa Electric Co., Ltd. Jun. 2003: Executive Officer, Manager, Human Resources, The Furukawa Electric Co., Ltd Jun. 2005: President, FURUKAWA LIFE SERVICE, Inc. Jun. 2008: Standing Statutory Auditor, Furukawa Electric Co., Ltd. (up to the present)	0

Mr. Takahiko Ito has extensive experience as a corporate manager and possesses considerable insight, as well as specialized knowledge and experience derived from holding a number of positions of managerial responsibility in human resources and administrative divisions, as well as a position as a statutory auditor, at a listed company. Based on this, we ask that he be elected as Outside Auditor so that we may benefit from his useful opinions and recommendations.

Details of planned limited responsibility agreement between the candidate and the Company

In accordance with the Corporation Law and the Articles of Incorporation of the Company, in the event of his election as Outside Auditor, the Company will conclude a limited liability agreement with Mr. Ito with the following provisions:

- In the event that Mr. Ito bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Corporation Law, whichever is the higher, so long as he has carried out his duties to the best of his abilities and has not committed any serious errors.
- After entering into the agreement, he will continue to fulfill his duty with care and carry out his duties as Outside Auditor with due diligence.

Business irregularities that occurred at other companies while the candidate was serving as Director or Auditor within the past five years, and actions taken by the candidate to prevent further occurrences and resolve the issue

The following irregularity in management practices came to light at The Furukawa Electric Co., Ltd. while Mr. Ito was serving as Statutory Auditor. Mr. Ito was not involved in any way and after the issues were discovered he followed up as outlined below. We believe, therefore, that this presents no issue in relation to his serving as Outside Auditor with the Company.

Summary of incident

In August 2008, an internal investigation by The Furukawa Electric Co., Ltd. revealed that tests were being conducted for some of its copper and copper alloy products in ways that differed from the Japan Industrial Standards (JIS) standards for calculating the performance values that relate to quality. Consequently, the company's JIS Mark Certificate for applicable products was cancelled.

Follow-up by the candidate

This incident was discovered one month after Mr. Ito took the position of Statutory Auditor of the company. Until the incident came to light, he had been working to create a framework to ensure compliance with all relevant laws and regulations. After the incident came to light, Mr. Ito requested the Company's Board of Directors to ascertain the cause of the incident, to rigorously enhance compliance awareness among employees and to take

appropriate measures to prevent any reoccurrence.

Notes:

1. The above candidate is candidate for the position of Outside Statutory Auditor as defined in Item 8, Paragraph 3, and Article 2 of the Corporation Law.
2. He is no special interests between the candidates and the Company.
3. The above candidate is not operators of the company or specified related businesses of the Company as defined by the Company or the Corporation Law enforcement regulations and have not been operators of the company or specified related business of the Company within the past five years.
4. The above candidate does not intend to receive large payments or other forms of transfers of assets from the Company or specified related businesses of the Company, and has not received such payments within the past two years.

Access to the Venue

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

Access by Train (JR)

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

Access by Subway

Take the Hibiya Line to Ebisu Station (JR Exit). The venue is about thirteen minutes from the station via the well-marked “Yebisu Skywalk” moving walkway.

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

Access by Car

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