Note: This translation is provided for reference purposes. If any discrepancy is identified between this translation and the Japanese original, the Japanese original shall prevail.

## [Cover]

[Document Filed] Extraordinary report

[Filed with] Director, Kanto Local Finance Bureau

[Filing Date] July 5, 2024

[Company Name] Fuji Denki Kabushiki Kaisha [Company Name in English] FUJI ELECTRIC CO., LTD.

[Title and Name of Representative] Michihiro Kitazawa, Chairman of the Board and Chief

**Executive Officer** 

[Address of Head Office] 1-1, Tanabeshinden, Kawasaki-ku, Kawasaki-shi,

Kanagawa 210-9530, Japan

(The above address is the Company's registered address. The Contact Address below is the Company's actual

business address.)

[Phone Number] Not applicable
[Contact Person] Not applicable

[Contact Address] Gate City Ohsaki, East Tower, 11-2, Osaki 1-chome,

Shinagawa-ku, Tokyo 141-0032, Japan (head office)

[Phone Number] +81-3-5435-7111

[Contact Person] Taizo Kishi, General Manager,

Corporate Planning Office,

Corporate Management Planning Headquarters

[Place Where Available

for Public Inspection] Tokyo Stock Exchange, Inc.

(2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

Nagoya Stock Exchange, Inc.

(8-20, Sakae 3-chome, Naka-ku, Nagoya)

Fukuoka Stock Exchange

(2-14-2 Tenjin, Chuo-ku, Fukuoka City)

## 1. Reason for Filing

To report certain resolutions adopted at the General Meeting of Shareholders, which was held on June 25, 2024, in accordance with Paragraph 4 of Article 24-5 of the Financial Instruments and Exchange Act and Sub-paragraph 9-2 of Paragraph 2 of Article 19 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

## 2. Matters Reported

(1) Date the General Meeting of Shareholders was held: June 25, 2024

## (2) Matters Resolved

Item 1: Election of Ten Directors

Michihiro Kitazawa, Shiro Kondo, Junichi Arai, Toru Hosen, Hiroshi Tetsutani, Masashi Kawano, Toshihito Tamba, Yukari Tominaga, Yukihiro Tachifuji, and Tomonari Yashiro were elected as Directors.

Item 2: Election of Five Audit & Supervisory Board Members

Junichi Matsumoto, Jun Ohashi, Hirohiko Takaoka, Yuko Katsuda and Noriyuki

Uematsu were elected as Audit & Supervisory Board Members.

Item 3: Introduction of a Performance-related Share-based Remuneration Plan for Directors

To enhance Director's awareness of contributing to the improvement of business results
as well as corporate value over the medium- to long-term from shareholder's perspective,
we will establish newly share-based remuneration (not exceeding 42,000 shares per year)
as part of the performance-related remuneration, separately from the existing annual
bonuses (within one percent of the consolidated profit for the fiscal year prior to the date
of payment, as approved at the 131st Ordinary General Meeting of Shareholders.)

(3) Number of voting rights concerning the indication of "for", "against" or "abstain" for each proposal, requirements for adopting each resolution, and results thereof:

Matters Resolved	Valid	For	Against	Abstain	Approval	Results of
	(Number	(Number	(Number	(Number	Requirements	resolution and
	of votes)	of votes)	of votes)	of votes)		approval ratio
						(%)
Item 1						
Election of Ten						
Directors					*1	*3
Michihiro Kitazawa	1,215,040	1,033,836	176,815	2,927		Adopted 85.09
Shiro Kondo	1,215,040	1,092,944	117,707	2,927		Adopted 89.95
Junichi Arai	1,215,046	1,181,470	19,425	12,689		Adopted 97.24
Toru Hosen	1,215,046	1,185,197	15,698	12,689		Adopted 97.54
Hiroshi Tetsutani	1,215,046	1,185,207	15,688	12,689		Adopted 97.54
Masashi Kawano	1,215,045	1,185,696	15,198	12,689		Adopted 97.58
Toshihito Tamba	1,215,046	1,205,625	7,956	3		Adopted 99.22
Yukari Tominaga	1,215,046	1,209,572	4,009	3		Adopted 99.55
Yukihiro Tachifuji	1,215,046	1,209,344	4,237	3		Adopted 99.53
Tomonari Yashiro	1,215,046	1,209,305	4,276	3		Adopted 99.53
Item 2						
Election of Five Audit						
& Supervisory Board						
Members					*1	*3
Junichi Matsumoto	1,215,052	1,202,540	10,990	60		Adopted 98.97
Jun Ohashi	1,225,052	1,202,474	11,056	60		Adopted 98.96
Hirohiko Takaoka	1,225,052	1,211,209	2,321	60		Adopted 99.68
Yuko Katsuda	1,225,052	1,211,699	1,831	60		Adopted 99.72
Noriyuki Uematsu	1,225,052	1,213,139	391	60		Adopted 99.84
Item 3						
Introduction of a						
Performance-related						
Share-based						
Remuneration Plan for						
Directors.					*2	*3
Junichi Matsumoto	1,215,054	1,209,446	2,470	1,676		Adopted 99.54

<sup>\*1.</sup> The requirement for adoption is a majority of the affirmative voting rights of the shareholders

- present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.
- \*2. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting who are entitled to exercise their voting rights are present.
- \*3. The method for calculating the ratio of affirmative votes is as follows:
  - The approval ratio represents the ratio of affirmative votes for an agenda item from shareholders voting beforehand and shareholders in attendance (proxy of shareholders who have submitted a proxy statement, acting agents for representatives of corporate shareholders that have submitted acting agent appointment notification, and the Company's corporate officers) among the total number of votes exercised by shareholders attending the General Meeting of Shareholders (portion from all shareholders who voted the day before the General Meeting of Shareholders and shareholders who voted the day of).
- (4) Reasons why a portion of the number of voting rights held by shareholders in attendance at the General Meeting of Shareholders was not included in the number of voting rights

  Resolutions of all the proposals have been legitimately reached in accordance with the Companies Act, as the requirements for approval have been met based on the number of the following confirmed votes of approval or disapproval among the number of voting rights exercised up to the day before this General Meeting of Shareholders via voting forms, the Internet, and other means, as we all as the number of voting rights exercised by those in attendance. Therefore, voting rights exercised other than in the manner listed below were not included in the calculation.
  - Number of voting rights exercised by proxies acting on behalf of shareholders who have submitted proxy statements
  - Number of voting rights exercised by proxies acting on behalf of corporate shareholders who have submitted acting agent appointment notification
  - Number of voting rights exercised by shareholders who are also corporate officers of the Company