

May 23, 2025

Company Name: Fuji Electric Co., Ltd.

Representative: Michihiro Kitazawa, Chairman of the Board and Chief Executive Officer

Code Number: 6504, listed on the TSE Prime and NSE Premier; and on FSE

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Notice Regarding Absorption of Wholly Owned Subsidiary

At a meeting convened today, the Board of Directors of Fuji Electric Co., Ltd. (the “Company”) resolved to convert subsidiary Takayanagi Fuji Co., Ltd., into a wholly owned subsidiary and conclude a merger agreement that will entail the absorption of this company post conversion.

This merger is a simple absorption-type merger of a wholly owned subsidiary, and accordingly certain disclosure items and details have been omitted.

1. Objective of the merger

Takayanagi Fuji has continued to contribute to the development of Fuji Electric’s automation businesses as a subsidiary responsible for the wire coiling processing for medium-sized industrial motors for induction and power generation equipment. Incorporating this subsidiary’s sophisticated and specialized wire coiling techniques into the Company will allow for these techniques to be rationalized, standardized, and automated, which in turn is anticipated to contribute to the acceleration of in-house production and subsequently reductions in costs and improvements in quality. The resolution to conduct this merger was made based on these projected benefits.

2. Outline of the merger

(1) Schedule for the merger

Date of merger resolution by the Board of Directors	May 23, 2025 (Friday)
Date of conversion of Takayanagi Fuji to wholly owned subsidiary	May 30, 2025 (Friday, Tentative)
Conclusion of merger agreement	June 2, 2025 (Monday, Tentative)
Planned effective date of merger	October 1, 2025 (Wednesday, Tentative)

Note: The Company plans to follow procedures for a simple merger in accordance with the provisions of Paragraph 2, Article 796, of the Companies Act while Takayanagi Fuji Co., Ltd., is scheduled to be converted into a wholly owned subsidiary on May 30, 2025, and will thus follow procedures for a short-form merger in accordance with the provisions of Paragraph 1, Article 784, of the Companies Act. Accordingly, the merger agreement does not require approval from a general meeting of shareholders and will thus be concluded without receiving approval.

(2) Form of the merger

The merger is expected to take the form of an absorption-type merger, with Fuji Electric Co., Ltd., as the surviving company and Takayanagi Fuji Co., Ltd., being dissolved.

(3) Allotments related to the merger

As Takayanagi Fuji Co., Ltd., is a wholly owned subsidiary of the Company, no plans exist to issue new shares or augment paid-in capital in relation to the merger, nor is any money expected to be delivered due to the merger.

- (4) Handling of share options and bonds with share options in the company to be absorbed Takayanagi Fuji Co., Ltd., has issued no share options or bonds with share options.

3. Overview of companies involved in the merger

(1) Company name	Fuji Electric Co., Ltd. (Surviving company)	Takayanagi Fuji Co., Ltd. (Company to be absorbed)
(2) Business activities	Development, manufacture, sale, and service of various equipment and systems related to social infrastructure in energy, industrial, transportation, and other fields as well as of semiconductor devices, vending machines, and store equipment and provision of solutions in relation to these items	Wire coiling processing for medium-sized industrial motors for induction and power generation equipment
(3) Established	August 29, 1923	July 1, 1967
(4) Head office	1-1, Tanabeshinden, Kawasaki-ku, Kawasaki-shi	400-1, Takayanagi, Daiancho, Inabe-shi, Mie-ken
(5) Representative name, position	Michihiro Kitazawa, Chairman of the Board and Chief Executive Officer Shiro Kondo, President and Chief Operating Officer	Keiji Asai, President and Representative Director
(6) Paid-in capital	¥47,586 million	¥10 million
(7) Shares issued	149,296,991 shares	20,000 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and percentage ownership (As of March 31, 2025)	The Master Trust Bank of Japan, Ltd. (Trust Account) 16.00% Custody Bank of Japan, Ltd. (Trust Account) 9.62% State Street Bank and Trust Company 505001 3.36%	Fuji Electric Co., Ltd. 65% Seiki Deguchi 35%
(10) Financial position and performance in most recent fiscal year	Fiscal year ended March 31, 2025 (consolidated)	Fiscal year ended March 31, 2025 (non-consolidated)
Net assets	¥730,658 million	¥55 million
Total assets	¥1,312,175 million	¥110 million
Net assets per share	¥4,695.56	¥2,738.84
Net sales	¥1,123,407 million	¥292 million
Operating profit	¥117,646 million	¥0.8 million
Ordinary profit	¥118,759 million	¥0.8 million
Profit attributable to owners of parent	¥92,239 million	¥0.5 million
Profit per share	¥642.69	¥40.00

Note: The Company plans to acquire all shares of Takayanagi Fuji Co., Ltd., on May 30, 2025.

4. Post-merger status

There will be no change to the company name, head office, representative name or position, business activities, paid-in capital, or fiscal year-end of the Company as a result of the merger.

5. Future outlook

The impact of the merger on consolidated operating performance is projected to be minimal. If it becomes apparent that this merger is likely to materially affect consolidated operating performance, the Company will provide timely notice of this matter.