

**NOTICE OF CONVOCATION OF  
THE 136th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

June 4, 2012

**NOTICE OF CONVOCATION OF  
THE 136th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 136th Ordinary General Meeting of Shareholders of FUJI ELECTRIC 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. 4-21) and referring to “4. Guidelines for the Exercise of Voting Rights” (p. 2). Please exercise your voting rights by postal mail or using electronic methods (Internet voting, etc.).**

Sincerely,  
Michihiro Kitazawa  
President and Representative Director

**Details of Meeting**

- 1. Date:** 10:00 a.m., Tuesday, June 26, 2012
- 2. Place:** Galaxy Room, 2nd Basement, Westin Hotel Tokyo  
4-1 Mita 1-chome, Meguro-ku, Tokyo  
(within Yebisu Garden Place)

**3. Meeting Agenda**

**Items to be reported:**

Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 136th term (from April 1, 2011 to March 31, 2012), as well as the results of the audit of Consolidated Financial Statements by the Accounting Auditors and Board of Auditors

**Item to be resolved:**

- Item 1: Election of Nine (9) Directors**  
**Item 2: Election of Four (4) Auditors**

Notes: We sincerely ask you to come to the meeting place a little early as the reception will be extremely crowded immediately before the opening of the meeting. The reception is scheduled to open at 9 a.m. Because the Company plans to refrain from setting the air conditioners in the room of the Ordinary General Meeting of Shareholders at low temperatures to save energy, we would like to ask shareholders to attend the meeting in light attire. Please be aware that the Company's Directors, Auditors, and persons in charge are also encouraged to be without a necktie and in light attire (the so-called Cool Biz).

#### 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 postal 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 materials. The ballot should reach the Company no later than 6:00 p.m., Monday June 25, 2012.**
- 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., Monday June 25, 2012.** If you choose to use this method, please refer to “Instructions Concerning the Exercise of Voting Rights via the Internet” on page 3.

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.

Notes: 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 laws and regulations and the Articles of Incorporation of the Company.

Up to the day before the Ordinary General Meeting of Shareholders, if there are any revisions to the Reference Materials for Exercise of Voting Rights or the 136th 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.  
\*Encryption 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 Corporation Microsoft® Internet Explorer Ver. 5.01 SP2 or later
  - (2) Adobe Systems Incorporated Adobe® Acrobat® Reader™ Ver. 4.0 or later and/or Adobe® Reader® Ver. 6.0 or later  
(Except in the case that you do not see this NOTICE OF CONVOCATION and the Reference Materials for Exercise of Voting Rights 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® Acrobat® Reader™ 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:**

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

**Toll-free number: 0120-652-031**

**(9:00 a.m. to 9:00 p.m., JST, Monday through Friday except holidays)**

## Reference Materials for the Ordinary General Meeting of Shareholders

### Details of Resolutions and Relevant Information

#### Item 1: Election of Nine (9) Directors

##### Reasons for Proposal

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

We will run a business in accordance with the management policies “Contribute to realization of safe, serene, sustainable society in energy-related businesses” and “Build overseas businesses to expand our business on a global scale” in fiscal 2012.

Candidates for Directors have been selected based on the following ideas in association with the execution of business.


Candidates for Managing Directors (No. 1-6) have been selected on the basis of the skills and experience necessary to follow the management policy above. To further specify the responsibility of each Director and increase the efficiency of execution of business, the number of Managing Directors has been reduced from eight to six.

Candidates for Outside Directors (No. 7-9) have been selected based on comprehensive consideration of their insights and experience necessary for multidimensional management analysis, understanding of the management of Fuji Electric and independence from the Company to strengthen the management supervisory function of Fuji Electric, and to ensure the validity and appropriateness of important decision-making and the number is maintained at three.

As mentioned above, we would ask you to approve the election of these nine Directors to increase the component ratio of Outside Directors and establish a transparent management system.

Note: As used in this Reference Materials for the Ordinary General Meeting of Shareholders, the expression “Fuji Electric” refers to the company group comprising the Company, its subsidiaries, and affiliates.


Director Candidates

No.	Name and date of birth	Brief personal record, position and direct duties in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
1	 <p>Michihiro Kitazawa (Feb. 10, 1952) (60 years old)</p>	<p>[Brief personal record]</p> <p>Apr. 1974: Joined the Company            Apr. 1998: President and Director, U.S. FUJI ELECTRIC INC.            Jun. 2001: President and Representative Director, Fuji Electric Imaging Device Co., Ltd.            Oct. 2003: Director, Fuji Electric Device Technology Co., Ltd.            Jun. 2004: Managing Director, Fuji Electric Device Technology Co., Ltd.            Jun. 2006: Senior Managing Director, Fuji Electric Device Technology Co., Ltd.            Apr. 2008: Senior Executive Officer of the Company            Jun. 2008: Representative Director, Vice President and Director of the Company            Apr. 2010: Representative Director, President and Director of the Company (up to the present)            Apr. 2011: President and Chief Executive Officer of the Company (up to the present)</p> <p>[Direct duties in the Company]            Chief Executive</p> <p>[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)]            13/13</p>	166,000
<p>Mr. Michihiro Kitazawa was elected Director in 2008, and his tenure of office is four years. In addition, he has been President and Representative Director since April 2010. We would ask shareholders to reelect him to perform the duties of President and Representative Director, to take a leading role in the reform of Fuji Electric. This is based on his experience of working abroad for many long years and in the electronic devices business, where outstanding progress of technological innovation is seen, and insights into business management.</p>			

No.	Name and date of birth	Brief personal record, position and direct duties in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
2	 <p data-bbox="304 840 470 929">Yoshio Okuno (Mar. 30, 1955) (57 years old)</p>	<p data-bbox="539 286 778 315">[Brief personal record]</p> <p data-bbox="539 320 906 349">Apr. 1978: Joined the Company</p> <p data-bbox="539 353 1161 465">Aug. 2001: General Manager, Overseas Thermal Power Division, Electric Power System Department, Energy &amp; Electric Systems Company of the Company</p> <p data-bbox="539 470 1102 499">Apr. 2008: Director, Fuji Electric Systems Co., Ltd.</p> <p data-bbox="539 504 1214 593">Apr. 2009: Managing Director, Fuji Electric Systems Co., Ltd. General Manager, Drive System Business Department, Fuji Electric Systems Co., Ltd.</p> <p data-bbox="539 598 1230 710">Apr. 2010: Director and Executive Vice President, Fuji Electric Systems Co., Ltd. General Manager, Sales Department, Fuji Electric Systems Co., Ltd.</p> <p data-bbox="539 714 1155 743">Apr. 2011: Managing Executive Officer of the Company</p> <p data-bbox="539 748 1150 777">Jun. 2011: Director of the Company (up to the present)</p> <p data-bbox="539 781 1235 833">Apr. 2012: Executive Vice President of the Company (up to the present)</p> <p data-bbox="539 869 863 898">[Direct duties in the Company]</p> <p data-bbox="539 902 1102 992">Assistant to President Sales Management Corporate General Manager, Global Business Group</p> <p data-bbox="539 1028 1230 1117">[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)] 10/10</p> <p data-bbox="539 1122 1235 1234">Note: Since he has newly assumed office as Director after the conclusion of the 135th Ordinary General Meeting of Shareholders held on June 24, 2011, the number of attendances and the number of the Board of Directors meetings are counted after such assumption.</p>	63,000

Mr. Yoshio Okuno was elected Director in 2011, and his tenure of office is one year. In addition, he has been Executive Vice President since this April.

We would ask shareholders to reelect him to perform the duties of Executive Vice President as a person responsible for promoting expansion of business scale in the global market. This is based on his experience in sales mainly in overseas plants and insights into business management.


No.	Name and date of birth	Brief personal record, position and direct duties in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
3	 <p data-bbox="300 795 481 884">Hisao Shigekane (Jan. 6, 1951) (61 years old)</p>	<p data-bbox="539 286 778 313">[Brief personal record]</p> <p data-bbox="539 318 906 344">Apr. 1974: Joined the Company</p> <p data-bbox="539 349 1232 434">Oct. 2003: General Manager, Production Division, Semiconductor Devices Headquarters, Fuji Electric Device Technology Co., Ltd.</p> <p data-bbox="539 439 1216 465">Jun. 2004: Director, Fuji Electric Device Technology Co., Ltd.</p> <p data-bbox="539 470 1232 524">Jun. 2006: Managing Director, Fuji Electric Device Technology Co., Ltd.</p> <p data-bbox="539 528 1200 582">Apr. 2008: Vice President and Director, Fuji Electric Device Technology Co., Ltd.</p> <p data-bbox="539 586 1216 640">Jun. 2008: President and Representative Director, Fuji Electric Device Technology Co., Ltd.</p> <p data-bbox="539 645 1152 672">Director of the Company (up to the present)</p> <p data-bbox="539 676 1120 703">Jun. 2009: Senior Executive Officer of the Company</p> <p data-bbox="539 707 1232 734">Apr. 2011: Senior Managing Executive Officer of the Company</p> <p data-bbox="539 739 1232 792">Apr. 2012: Executive Vice President of the Company (up to the present)</p> <p data-bbox="539 837 865 864">[Direct duties in the Company]</p> <p data-bbox="539 869 785 896">Assistant to President</p> <p data-bbox="539 900 1098 954">General Manager, Corporate Management Planning Headquarters</p> <p data-bbox="539 958 1040 985">General Manager, Export Administration Office</p> <p data-bbox="539 990 801 1016">In charge of compliance</p> <p data-bbox="539 1021 880 1048">In charge of crisis management</p> <p data-bbox="539 1084 1232 1137">[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)]</p> <p data-bbox="539 1142 603 1169">13/13</p>	111,000

Mr. Hisao Shigekane was elected Director in 2008, and his tenure of office is four years. In addition, he has been Executive Vice President since this April. We would ask shareholders to reelect him to perform the duties of Executive Vice President as a person responsible for the promoting the establishment of a profitable structure. This is based on his experience in technological development mainly in electronic devices and insights into business management.




No.	Name and date of birth	Brief personal record, position and direct duties in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
4	 <p>Michio Abe (June 7, 1953) (58 years old)</p>	<p>[Brief personal record]  Apr. 1972: Joined the Company  Apr. 2000: General Manager, Thermal Power Design Department, Power Plant Equipment Factory, Energy &amp; Electric Systems Company, the Company  Jul. 2009: Executive Officer of the Company  General Manager, Monotsukuri Strategy Division of the Company  Apr. 2010: Senior Executive Officer of the Company  Jun. 2010: Director of the Company (up to the present)  Apr. 2011: Managing Executive Officer of the Company  Apr. 2012: Senior Managing Executive Officer of the Company (up to the present)</p> <p>[Direct duties in the Company]  General Manager, Production and Procurement Group</p> <p>[Significant concurrent positions]  Director (non-standing), Fuji Electric Retail Systems Co., Ltd.</p> <p>[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)]  13/13</p>	63,000
<p>Mr. Michio Abe was elected Director in 2010, and his tenure of office is two years.  We would ask shareholders to reelect him to perform the duties of a person responsible for promoting the establishment of a global supply chain. This is based on his experience in manufacture mainly in power plant and insights into business management.</p>			

No.	Name and date of birth	Brief personal record, position and direct duties in the Company, and significant concurrent positions	Ownership of the Company's shares
5	 <p>Takamichi Hamada (Aug. 14, 1950) (61 years old)</p>	<p>[Brief personal record]</p> <p>Apr. 1975: Joined Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry)</p> <p>May 1989: Manager, Middle East and Africa Trade Policy Center, Ministry of International Trade and Industry</p> <p>Jul. 2001: Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>Jul. 2002: Retired from office at Ministry of Economy, Trade and Industry</p> <p>Oct. 2002: Managing Director, The Tokyo Commodity Exchange</p> <p>May 2006: Director, Venture Enterprise Center</p> <p>Jun. 2008: Director of the Company Senior Executive Officer of the Company</p> <p>Apr. 2011: Senior Managing Executive Officer of the Company (up to the present)</p> <p>Jun. 2011: Retired from office of Director of the Company</p> <p>[Direct duties in the Company] In charge of external affairs and marketing</p>	98,000
<p>Mr. Takamichi Hamada is a new candidate for Director, however he had been Director of the Company from 2008 to 2011.</p> <p>We would ask shareholders to elect him to perform the duties of a person responsible for the promotion of participation in and expansion of a new field of business. This is based on his experience in planning and formulation of industrial policies at the Ministry of Economy, Trade and Industry and insights into business management.</p>			

No.	Name and date of birth	Brief personal record, position and direct duties in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
6	 <p data-bbox="300 857 483 947">Naoto Yoneyama (Sep. 24, 1949) (62 years old)</p>	<p data-bbox="539 297 778 320">[Brief personal record]</p> <p data-bbox="539 331 1241 779"> Apr. 1972: Joined the Company  Jun. 1995: General Manager, Technology, Hydroelectric Power Division, Electric Power Department of the Company  Jul. 2007: Director, Fuji Electric Systems Co., Ltd. General Manager, Power Generation Plant Department, Fuji Electric Systems Co., Ltd.  Apr. 2010: Director and Executive Officer, Fuji Electric Systems Co., Ltd. General Manager, Energy Solutions Department, Fuji Electric Systems Co., Ltd.  Apr. 2011: Executive Officer of the Company  Jun. 2011: Director of the Company (up to the present)  Apr. 2012: Managing Executive Officer of the Company (up to the present) </p> <p data-bbox="539 813 1082 936"> [Direct duties in the Company]  General Manager, Power and Social Infrastructure Business Group  In charge of the Construction Business Act </p> <p data-bbox="539 969 1233 1059"> [Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)]  10/10 </p> <p data-bbox="539 1070 1241 1182"> Note: Since he has newly assumed office as Director after the conclusion of the 135th Ordinary General Meeting of Shareholders held on June 24, 2011, the number of attendances and the number of the Board of Directors meetings are counted after such assumption. </p>	75,000
<p data-bbox="180 1227 1409 1350"> Mr. Naoto Yoneyama was elected Director in 2011, and his tenure of office is one year. We would ask shareholders to reelect him to perform the duties of a person responsible for the power generation and social infrastructure business and the overall management related to the construction business. This is based on his experience in engineering mainly in power plants and insights into business management. </p>			

Note: There are no special interests between the above candidates numbered 1-6 and the Company.

## Outside Director Candidates

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
7	 <p>Hiroaki Kurokawa (Apr. 9, 1943) (69 years old)</p>	<p>[Brief personal record]</p> <p>Apr. 1967: Joined Fuji Tsushinki Manufacturing Corporation (now FUJITSU LIMITED)</p> <p>Jun. 1999: Director, FUJITSU LIMITED</p> <p>Apr. 2001: Managing Director, FUJITSU LIMITED</p> <p>Jun. 2002: Corporate Senior Vice President, FUJITSU LIMITED</p> <p>Apr. 2003: Corporate Senior Executive Vice President, FUJITSU LIMITED</p> <p>Jun. 2003: President and Representative Director, FUJITSU LIMITED</p> <p>Jun. 2008: Senior Advisor, FUJITSU LIMITED (up to the present) Outside Director of the Company (up to the present)</p> <p>[Significant concurrent positions] Senior Advisor, FUJITSU LIMITED</p> <p>[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)] 13/13</p>	42,000

Mr. Hiroaki Kurokawa was elected Outside Director in 2008, and his tenure of office is four years. We would ask shareholders to reelect him because he provides valuable opinions and recommendations with regard to the overall management of the Company based on extensive experience and considerable insights into the management in the electronic telecommunications manufacturing industry, which is closely related to Fuji Electric's businesses.

### Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. 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 Companies Act, 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.


Independence of the Outside Director Candidate

*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

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

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

5. The Company has reported Mr. Kurokawa as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected as and assumes the office of Outside Director, the Company will continue to report him as such.
6. One of the former employees of the Company has assumed the office of Outside Director of FUJITSU LIMITED for which Mr. Kurokawa acts as Senior Advisor. There is a business relationship between FUJITSU LIMITED and the Company. In fiscal 2011, the total sales amount between FUJITSU and the Company was approximately 2.0 billion yen

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
8	 Motoyuki Suzuki (Feb. 7, 1941) (71 years old)	<p>[Brief personal record]</p> <p>Sep. 1984: Professor, Institute of Industrial Science, the University of Tokyo</p> <p>Apr. 1995: Director-General, Institute of Industrial Science, the University of Tokyo</p> <p>May 2001: Professor Emeritus at the University of Tokyo (up to the present)</p> <p>Apr. 2003: Professor, the Open University of Japan</p> <p>Jan. 2005: Chairman, Central Environmental Council, Ministry of the Environment (up to the present)</p> <p>Jun. 2010: Outside Director of the Company (up to the present)</p> <p>Apr. 2011: Guest professor at the Open University of Japan (up to the present)</p> <p>[Significant concurrent positions]</p> <p>Guest professor, the Open University of Japan</p> <p>Chairman, Central Environmental Council, Japan</p> <p>[Status of attendance at the Board of Directors meetings in fiscal 2011 (the number of attendance / the number of meetings)]</p> <p>13/13</p>	19,000

Mr. Motoyuki Suzuki was elected Outside Director in 2010, and his tenure of office is two years. He has not engaged in business management otherwise than as Outside Director of the Company, but he has provided valuable opinions and recommendations with regard to the overall management of the Company based on extensive experience and considerable insights as an expert in environmental engineering related to the Company's management policies, we would ask shareholders to reelect him.

#### **Details of limited liability agreement between the candidate and the Company**

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Suzuki. 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. Suzuki bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties 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.


#### **Independence of the Outside Director Candidate**

##### *Matters stipulated by the Ordinance for Enforcement of the Companies Act*

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

##### *Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.*

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

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions	Ownership of the Company's shares
9	 <p data-bbox="311 645 494 734">Takashi Okimoto (Nov. 14, 1950) (61 years old)</p>	<p data-bbox="550 271 790 297">[Brief personal record]</p> <p data-bbox="550 304 1220 633">Apr. 1973: Joined The Dai-Ichi Kangyo Bank, Limited  Jun. 2001: Executive Officer, The Dai-Ichi Kangyo Bank, Limited  Apr. 2002: Executive Officer, Mizuho Corporate Bank, Ltd.  Oct. 2002: Managing Executive Officer, Mizuho Corporate Bank, Ltd.  Apr. 2005: Deputy President, Mizuho Corporate Bank, Ltd.  Jun. 2007: Representative Director, Chairman and Executive Officer, Orient Corporation  Jun. 2011: Chairman, Seiwa Sogo Tatemono Co., Ltd. (up to the present)</p> <p data-bbox="550 667 1173 846">[Significant concurrent positions]  Chairman, Seiwa Sogo Tatemono Co., Ltd.  Outside Director, DAIICHI SANKYO COMPANY, LIMITED (scheduled to retire in June 2012)  Outside Director, FUJITSU LIMITED  Outside Corporate Auditor, Kobe Steel, Ltd.</p>	0
<p data-bbox="199 898 1412 1014">Mr. Takashi Okimoto is a new candidate for Outside Director. Because we believe he provides valuable opinions and recommendations with regard to overall management based on extensive experience and considerable insights into the management of financial institutions, we would ask shareholders to elect him.</p>			
<p data-bbox="199 1037 1085 1064"><b>Details of limited liability agreement between the candidate and the Company</b></p>			
<p data-bbox="199 1081 1372 1171">If Mr. Takashi Okimoto is elected as and assumes the office of Outside Director, in accordance with laws and regulations and the Articles of Incorporation of the Company, the Company is scheduled to conclude a limited liability agreement with Mr. Okimoto as follows:</p> <ul data-bbox="199 1178 1420 1361" style="list-style-type: none"> <li>- In the event that Mr. Okimoto bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties to the best of his abilities and has not committed any serious errors.</li> <li>- After entering into the agreement, he will continue to fulfill his duties with care and carry out his duties as Outside Director with due diligence.</li> </ul>			

#### Independence of the Outside Director Candidate

*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

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

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

5. If Mr. Okimoto is elected as and assumes the office of Outside Director, he will be an independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.
6. The Company has the business relationship such as money borrowing with Mizuho Corporate Bank, Ltd. for which Mr. Okimoto acted as Deputy President and the balance of borrowings made by the Company from Mizuho Corporate Bank at the end of fiscal 2011 were approximately 28.4 billion yen.



## **Item 2: Election of Four (4) Auditors**

### **Reasons for Proposal**

The terms of office of one Standing Auditor, Mr. Keiichi Hirata and three Outside Auditors, Mr. Yuzuru Fujita, Mr. Takahiko Ito and Mr. Kunio Morikiyo expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of the following four Auditors (three of whom are Outside Auditors).

The candidates for Auditors have been selected based on the following considerations in light of such factors as recent heightened societal demand aimed towards the managements of companies regarding compliance with laws and regulations.


One candidate for Standing Auditor (No. 1) has been selected on the basis of his comprehensive knowledge of the overall business of Fuji Electric, as well as professional knowledge and experience necessary for auditing.

The other candidates for Outside Auditors (No. 2-4) have been selected on the basis of a comprehensive consideration of strengthening the management auditing function of Fuji Electric and the valuable advice and opinions concerning management decisions they can offer based on professional knowledge necessary for auditing and multi-dimensional insight and experience necessary for corporate management, as well as their understanding of the management of Fuji Electric and their independence from Fuji Electric.

We request you to approve the election of these four Auditors for the purpose of strengthening compliance through transparent auditing.


Further, we have obtained the consent of the Board of Auditors to submit this agenda.

### Auditor Candidate

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
1	 Keiichi Hirata (Sep. 22, 1948) (63 years old)	<p>[Brief personal record]</p> <p>Apr. 1972: Joined the Company</p> <p>Jul. 1999: General Manager, Human Resources, Business Headquarter, Electric Business Department of the Company</p> <p>Jul. 2001: Director, Fuji Electric Systems Co., Ltd.</p> <p>Oct. 2003: Managing Executive Officer, Fuji Electric Systems Co., Ltd.</p> <p>Jun. 2004: Managing Director, Fuji Electric Construction Co, Ltd. (now FUJI FURUKAWA ENGINEERING &amp; CONSTRUCTION CO., Ltd.)</p> <p>Jun. 2005: Senior Managing Director, Fuji Electric Construction Co., Ltd.</p> <p>Jun. 2008: Standing Auditor of the Company (up to the present)</p> <p>[Status of attendance at the Board of Directors meetings and the Board of Auditors meetings in fiscal 2011 (the number of attendance / the number of meetings)]            the Board of Directors meetings : 13/13            the Board of Auditors meetings : 9/ 9</p>	72,000
<p>Mr. Keiichi Hirata was elected Auditor in 2008, and his tenure of office as a Standing Auditor is four years. With his thorough familiarity with the execution of business at Fuji Electric due to his experience, particularly with respect to human resources and general affairs, and with his expertise and experience necessary to conduct audits, we believe that he can perform the duties of Standing Auditor, and we would ask shareholders to elect him.</p>			

Note: There is no particular conflict of interest between Mr. Hirata and the Company.

## Outside Auditor Candidates

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions and status of attendance at the Board of Directors meetings	Ownership of the Company's shares
2	 <p>Takahiko Ito (Jul. 24, 1951) (60 years old)</p>	<p>[Brief personal record]            Apr. 1974: Joined Furukawa Electric Co., Ltd.            Jun. 2003: Director, General Manager of Human Resources, Furukawa Electric Co., Ltd.            Jun. 2005: President and Representative Director, FURUKAWA LIFE SERVICE Inc.            Jun. 2008: Standing Auditor, Furukawa Electric Co., Ltd. (up to the present)            Jun. 2009: Outside Auditor of the Company (up to the present)</p> <p>[Significant concurrent positions]            Standing Auditor, Furukawa Electric Co., Ltd.            Outside Auditor, Fuji Furukawa Engineering &amp; Construction Co., Ltd.</p> <p>[Status of attendance at the Board of Directors meetings and the Board of Auditors meetings in fiscal 2011 (the number of attendance / the number of meetings)]            the Board of Directors meetings : 11/13            the Board of Auditors meetings : 8/ 9</p>	14,000

Mr. Takahiko Ito was elected Outside Auditor in 2009, and his tenure of office is three years. With his expertise and experience necessary to conduct audits through working as a Standing Auditor for listed companies, we believe that he can fulfill the role of auditing management at Fuji Electric and continue to provide valuable advice and suggestions in relation to overall management, and we would ask shareholders to reelect him.

### Details of limited liability agreement between the candidate and the Company

In accordance with laws and regulations and the Articles of Incorporation of the Company, the Company has concluded a limited liability agreement with Mr. Takahiko Ito. In the event of his reelection as Outside Auditor, his agreement with the Company shall continue in effect 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 Companies Act, 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 and from the fair and neutral standpoint.

### Business irregularities that occurred within the past five years at other companies while the candidate was serving as Director or Auditor, actions taken by the candidate to prevent the incident and response of the candidate to the incident after the occurrence thereof

The following irregularities in business execution have come to light at Furukawa Electric Co., Ltd. for which Mr. Takahiko Ito acts as Auditor. Although Mr. Ito was serving as Auditor when the incidents occurred, he was not involved in any of them. Furthermore, before and after the issues were discovered he followed them up as outlined below. We believe, therefore, that this presents no issue in relation to his eligibility as Outside Auditor with the Company.

#### Summary of incidents

- In August 2008, an internal investigation by 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, 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.
- In May 2010, 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 fiber optic cables and related products.
- In September 2011, Furukawa Electric Co., Ltd. agreed with plea bargaining that, with regard to the cartel formed with competitor companies pertaining to wire harness for automobiles, the company will, in the foregoing criminal proceeding, admit to the fact charged by US Department of Justice and pay US\$ 200 million.

#### Summary of actions taken by the candidate

Before the revelation of the above incidents, Mr. Ito had been providing advice and reminders regarding strengthening legal compliance on a daily basis.

After the revelation of the incidents, he followed up, at meetings of the board of directors of the company, by calling for the clarification of the incident and the need for a rigorous understanding of compliance, and sought to take proper measures to prevent recurrence of such incidents.


#### Independence of the Outside Auditor Candidate

##### *Matters stipulated by the Ordinance for Enforcement of the Companies Act*

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

##### *Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.*

5. The Company has reported Mr. Ito as independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc. If he is reelected and assumed as Outside Auditor, the Company will continue to report him as such.
6. There is a business relationship between Furukawa Electric Co., Ltd., for which Mr. Ito acts as a Standing Auditor, and the Company. In fiscal 2011, the total sales amount between the two companies was approximately 0.9 billion yen.

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions	Ownership of the Company's shares
3	 <p data-bbox="308 712 459 797">Yoshiki Sato (Dec. 5, 1949) (62 years old)</p>	<p data-bbox="523 315 762 342">[Brief personal record]</p> <p data-bbox="523 347 1161 374">Apr. 1972: Joined Asahi Mutual Life Insurance Company</p> <p data-bbox="523 378 1161 432">Apr. 2003: Executive Officer, Asahi Mutual Life Insurance Company</p> <p data-bbox="523 436 1161 490">Apr. 2004: Managing Executive Officer, Asahi Mutual Life Insurance Company</p> <p data-bbox="523 495 1137 548">Jul. 2004: Director, Managing Executive Officer, Asahi Mutual Life Insurance Company</p> <p data-bbox="523 553 1153 647">Jul. 2008: President and Representative Director, Asahi Mutual Life Insurance Company (up to the present)</p> <p data-bbox="523 683 874 710">[Significant concurrent positions]</p> <p data-bbox="523 714 1137 768">President and Representative Director, Asahi Mutual Life Insurance Company</p> <p data-bbox="523 772 1082 826">Outside Auditor, NIPPON PISTON RING CO., LTD. (scheduled to retire in June 2012)</p> <p data-bbox="523 831 962 884">Outside Auditor, FURUKAWA CO., LTD. (scheduled to retire in June 2012)</p> <p data-bbox="523 889 1185 943">Outside Corporate Auditor, The Yokohama Rubber Company, Limited</p>	0

Mr. Yoshiki Sato is a new candidate for Outside Auditor. With his abundant experience and deep knowledge as a manager of a financial institution, we believe that he can fulfill the role of improving the management auditing function at Fuji Electric and provide valuable advice and suggestions in relation to overall management, and we would ask shareholders to elect him.

**Details of limited liability agreement between the candidate and the Company**

If Mr. Yoshiki Sato is elected as and assumes the office of Outside Auditor, in accordance with laws and regulations and the Articles of Incorporation of the Company, the Company is scheduled to conclude a limited liability agreement with Mr. Sato as follows:

- In the event that Mr. Sato bears liability with regard to the Company, the maximum amount of his liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as he has carried out his duties 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 and from the fair and neutral standpoint.

**Business irregularities that occurred within the past five years at other companies while the candidate was serving as Director or Auditor, actions taken by the candidate to prevent the incident and response of the candidate to the incident after the occurrence thereof**

The following irregularity in business execution has come to light at Asahi Mutual Life Insurance Company for which Mr. Yoshiki Sato acts as President and Representative Director.  
After the issue was discovered he followed it up as outlined below. We believe, therefore, that this presents no issue in relation to his eligibility as Outside Auditor with the Company.

**Summary of incident**

A re-examination of insurance claims and benefits paid during the five fiscal years from fiscal 2001 to fiscal 2005 revealed that the company had failed to pay some insurance claims. Consequently, the company received an order for business improvement issued by the Financial Services Agency in July 3, 2008 concerning the management structure of payments of insurance claims and others in accordance with the provisions of Article 132, Paragraph 1 of the Insurance Business Act.

The order for business improvement issued against the company was later cancelled as of December 16, 2011 as it was recognized that the company took sufficient measures to improve business.

**Summary of actions taken by the candidate**

Mr. Sato fulfilled his role by instructing the company, at meetings of the company's board of directors at which the incident and relevant measures were reported and discussed and at other occasions, to take proper measures to secure the appropriateness of the response to such an incident and prevent recurrence.


**Independence of the Outside Auditor Candidate**

*Matters stipulated by the Ordinance for Enforcement of the Companies Act*

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

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

5. If Mr. Sato is elected as and assumes the office of Outside Auditor, he will be an independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.
6. The Company has the business relationship such as money borrowing with Asahi Mutual Life Insurance Company for which Mr. Sato acted as President and Representative Director and the balance of borrowings made by the Company from Asahi Mutual Life Insurance Company at the end of fiscal 2011 was approximately 4.6 billion yen.

No.	Name and date of birth	Brief personal record and position in the Company, significant concurrent positions	Ownership of the Company's shares
4	 <p data-bbox="300 613 459 703">Akiko Kimura (Apr. 17, 1947) (65 years old)</p>	<p data-bbox="520 315 762 342">[Brief personal record]</p> <p data-bbox="520 342 1139 405">Apr. 1973: Registered as a Lawyer (Daichi Tokyo BAR Association)</p> <p data-bbox="520 405 1182 468">Jan. 1977: Partner, Nishimura Komatsu &amp; Tomotsune (now Anderson Mori &amp; Tomotsune)</p> <p data-bbox="520 468 1190 530">Oct. 1997: Member of Committee on Foreign Exchange and Other Transactions, the Ministry of Finance</p> <p data-bbox="520 530 1171 620">Jan. 2001: Member of Committee on Customs, Tariff, Foreign Exchange and Other Transactions, the Ministry of Finance</p> <p data-bbox="520 620 1179 683">Jan. 2011: Advisor, Anderson Mori &amp; Tomotsune (up to the present)</p> <p data-bbox="520 712 871 739">[Significant concurrent positions]</p> <p data-bbox="520 739 927 766">Advisor, Anderson Mori &amp; Tomotsune</p>	0
<p data-bbox="186 819 799 846">Ms. Akiko Kimura is a new candidate for Outside Auditor.</p> <p data-bbox="186 853 1374 972">Although she has no prior experience of direct management involvement in a company, with her experience of being involved in multiple corporate legal matters, particularly with respect to international financing, we believe that she can fulfill the role of improving the management auditing function at Fuji Electric and provide valuable advice and suggestions in relation to the overall management, and we would ask shareholders to elect her.</p>			
<p data-bbox="186 994 1075 1021"><b>Details of limited liability agreement between the candidate and the Company</b></p>			
<p data-bbox="186 1055 1358 1144">If Ms. Akiko Kimura is elected as and assumes the office of Outside Auditor, in accordance with laws and regulations and the Articles of Incorporation of the Company, the Company is scheduled to conclude a limited liability agreement with Ms. Kimura as follows:</p> <ul data-bbox="186 1151 1398 1339" style="list-style-type: none"> <li>- In the event that Ms. Kimura bears liability with regard to the Company, the maximum amount of her liability to the Company will be the amount of six million yen or the minimum amount for damages stipulated in the Companies Act, whichever is the higher, so long as she has carried out her duties to the best of her abilities and has not committed any serious errors.</li> <li>- After entering into the agreement, she will continue to fulfill her duty with care and carry out her duties as Outside Auditor with due diligence and from the fair and neutral standpoint.</li> </ul>			
<p data-bbox="186 1406 699 1433">Independence of the Outside Auditor Candidate</p>			
<p data-bbox="186 1451 991 1478"><i>Matters stipulated by the Ordinance for Enforcement of the Companies Act</i></p> <ol data-bbox="186 1485 1398 1765" style="list-style-type: none"> <li>1. There is no particular conflict of interest between Ms. Akiko Kimura and the Company.</li> <li>2. Ms. Kimura is not operators of specified related businesses of the Company as defined by the Ordinance for Enforcement of the Companies Act and has not been operators of specified related businesses of the Company within the past five years.</li> <li>3. Ms. Kimura does not intend to receive large payments or transfers of assets in other forms from the Company or specified related businesses of the Company except for Auditors' remuneration, and has not received such payments within the past two years.</li> <li>4. Ms. Kimura is not a spouse, a family member within the third degree of kinship, or a member having similar relationship thereof of operators of the Company or specified related businesses of the Company.</li> </ol> <p data-bbox="186 1800 1398 1827"><i>Matters stipulated by the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.</i></p> <ol data-bbox="186 1834 1369 1890" style="list-style-type: none"> <li>5. If Ms. Kimura is elected as and assumes the office of Outside Auditor, she will be an independent officer as stipulated in the Securities Listing Regulations of the Financial Instruments and Securities Exchange etc.</li> </ol>			

## 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 Exit No. 1 of the station via the “Yebisu Skywalk” moving walkway.

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

### Access by Car

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