

Systems for ensuring compliance of directors' execution of duties with laws, regulations and the Articles of Incorporation and soundness of other operations

(1) Systems for ensuring compliance of the execution of duties by directors and employees with laws, regulations and the Articles of Incorporation

- ① Upholding the basic philosophy of compliance with ethics and prevailing laws as laid out in "The Furukawa Electric Group Purpose", "Core Values" and "Furukawa Electric Group CSR Code of Conduct", the Company, with the President assuming the highest responsibility, promotes compliance activities including in-house education and efforts to prevent and detect legal violations through the CSR and Risk Management Committee and the Risk Management Division.
- ② To ensure ongoing compliance activities throughout the Group, General Manager of each division or equivalent have overall responsibility for compliance for that division and in some main divisions, Compliance management officers will be appointed to effectively promote compliance activities.
- ③ To prevent any future involvement in cartels, the Company will ensure thorough monitoring functions through ongoing educational and enlightening activities relating to the Antimonopoly Act of Japan and competition laws of various countries, strengthening of controls on contacts with industry peers and pricing processes, and advice from external professionals to be received from time to time.
- ④ To enable early discovery of and correction to compliance infringements, active use shall be made of the whistle blowing system. In response to any notice of suspected violation, the Risk Management Division and related divisions shall promptly take the appropriate action consistent with the protection of the whistle blower and submit a report to the Board of Directors as appropriate.
- ⑤ Serving as the section for internal auditing, the Auditing Division shall monitor the execution of duties in individual segments, verify whether the international control framework including the internal control system is operating properly and report the findings to the President and Board of Directors, and Audit & Supervisory Committee.
- ⑥ With a basic philosophy of adopting a resolute approach and cutting out all relations with antisocial individuals or groups as defined in paragraph 7-4 of "Furukawa Electric Group CSR Code of Conduct", comprehensive compliance with the provisions is ensured under the supervision of Administration Department in the Risk Management Division.

(2) Systems for storage and control of information on directors' execution of duties

- ① Records and documents relating to critical decisions made by the Board of Directors, management committee and under the *ringi* decision-making system shall be stored in accordance with "Regulations on Document Storage" and other internal regulations.

② Information relating to directors' execution of duties shall be controlled in accordance with the Basic Regulations on Information Security and other internal regulations and appropriately treated from the perspective of its importance as information assets and necessity of protection.

(3) Regulations and other systems relating to control of possibilities of making losses (hereinafter referred to as "risks")

① The Company's risk management system and management method will be established in "Basic Regulations on Risk Management and Internal Controls". In addition, to build more systematic and comprehensive risk management system, the Risk Management Committee chaired by the President, shall be established to grasp the Group's risks in general operations, and verify the appropriateness of its evaluation and management methods.

② The Risk Management Committee shall establish special committees such as quality management, health & safety, environment preservation, disaster prevention, business continuity management among the risks to strengthen the risk management system.

③ When any critical decision is made by the Board of Directors, management committee or under the *ringi* system, any risk that may be expected to be associated with the matter with which the decision is concerned shall be stated in materials and the decision shall be made after developing awareness of the risk. If any risk is recognized that may have a serious impact on the Company, a system shall be established to ensure that its details and countermeasures against it are reported to the Board of Directors as needed.

④ Risk control conducted by individual divisions that perform business operations shall be subject to internal audit performed by the Auditing Division. The findings thereof shall be periodically reported to the President and Board of Directors, and Audit & Supervisory Committee.

(4) The system for securing appropriateness of financial reporting

Based on the Basic Regulations on Risk Management and Internal Control, the Company's Group will establish a basic policy for the development and evaluation of an internal control system, to ensure the appropriateness of financial reporting (J-SOX Core Policies). At the same time, the system and responsibilities shall be clarified for the system's construction, development, operation, and monitoring.

(5) Systems for ensuring effectiveness of directors' execution of duties

① The mid-term management plan and the single-year budget shall set specific targets. General Manager of Business Divisions of each shall execute their duties to attain the target and report the progress to the Board of Directors on a regular basis. The evaluation for remuneration and other purposes shall appropriately reflect the result.

- ② The standards for referring matters to the Board of Directors and the ringi system for making decisions shall be established in detail and specifically. The "Regulations on Duties, Powers and the Like of Operating Officers" shall ensure a clear allocation of duties and powers to General Manager of each Divisions or equivalent.
- ③ With respect to the division of duties for division, a system to constantly review the division with organizational changes will be established based on "Basic Regulations on Segregation of Duties and the Regulations Regarding Positional Responsibilities and Authority".

(6) Systems for ensuring the soundness of operations of the Group, consisting of the Company and its subsidiaries

- ① In accordance with "Regulations on Group Management Control", General Manager of each relevant division or equivalent shall be appointed as the administrative managers of individual subsidiaries, and they shall require own subsidiaries reporting subsidiaries' business conditions on a regular basis, and offer management guidance to subsidiaries. Predetermined matters shall require approval of the Company.
- ② Concrete management goals that subsidiary companies should achieve shall be set out in mid-term management plans as well as budgets for single fiscal years, and General Manager of each division or equivalent shall report on the progress toward such goals at Board of Directors' meetings on a regular basis.
- ③ A risk management system and method shall be provided for in the "Rule of Risk Management and Basic Rule of Internal Control." In addition, the Risk Management Committee will assess the risk for the Group in operating businesses and verify the reasonableness of the management method.
- ④ According to "The Furukawa Electric Group Purpose", "Core Values" and "Furukawa Electric Group CSR Code of Conduct", the placement of representatives for administering compliance will be made obligatory for subsidiary companies in "Compliance Manual". In addition, under the leadership of the Risk Management Division, education, advice and guidance on risk management, internal control and compliance will be provided to subsidiary companies.
- ⑤ Part-time officers shall be dispatched to major subsidiaries to monitor their overall management status, including compliance and risk control. The Auditing Division shall perform an audit of subsidiaries from the standpoint of the auditing section of their parent company.

(7)Provisions concerning directors and employees who assist in duties of the Audit & Supervisory Committees

The Company shall establish the Audit & Supervisory Committee Office to assist in duties of the Audit & Supervisory Committee, and assign appropriate personnel upon consultation with the Audit & Supervisory Committee.

- (8) Provisions concerning ensuring the independence of the directors and employees stipulated in the preceding paragraph from other directors (excluding those who serve as Audit & Supervisory Committee Members) of the Company, and the effectiveness of instructions from the Audit & Supervisory Committee to such directors and employees
- ① The assistant employee of Audit & Supervisory Committee shall work to assist in auditing by the Audit & Supervisory Committee in accordance with the "Code of Audit and Supervisory Committee Auditing and Supervising Standards". Furthermore, under directions and orders of the Audit & Supervisory Committee, the assistant employees shall assist in the Audit & Supervisory Committee work as well as administrative affairs of the Audit & Supervisory Committee.
- ② Pursuant to the Internal Regulations on Assistant Employees to Audit & Supervisory Committee, assistant employees shall be guaranteed independence from Directors (excluding those who serve as Audit & Supervisory Committee Members). Transfer, appraisal, disciplinary action and other matters involving assistant employees shall require the prior approval of the Audit & Supervisory Committee.
- (9) Systems for reporting from officers and employees of the Company and its subsidiaries or those who received reports from them to Audit & Supervisory Committee
- ① It shall be ensured that the Audit & Supervisory Committee has constant access to any meeting or any material it deems necessary for auditing purposes.
- ② Executive Directors including Representative Director, Corporate Vice Presidents or Division Managers shall report to Audit & Supervisory Committee the Group's status of development and operation of internal control, compliance and risk control as appropriate.
- ③ Executive Directors including Representative Director and Corporate Vice Presidents, and Division Managers shall provide swift notification to Audit & Supervisory Committee should they discover any fact with the potential to severely damage the Company or any critical fact that constitutes a breach of laws, regulations or the Articles of Incorporation committed by a Director or a Division Manager among the Group, should they conduct an investigation into the notification under the whistle blowing system or should government authorities issue any caution or take disciplinary action against the Company.
- ④ Audit & Supervisory Committee may request Executive Directors including Representative Director, Corporate Vice Presidents, and employees of the Company as well as officers and employees of its subsidiaries, or those who received reports from them to report matters related to business execution.
- (10) Systems for securing the person from treating unfavorably because of the reporting stipulated in the preceding paragraph

"Furukawa Electric Group CSR Code of Conduct" and "the Compliance Manual" have a provision stating that Executive Directors including Representative Director, Corporate Vice Presidents, and employees of the Company as well as officers and employees of its subsidiaries shall not be treated unfavorably because they have undertaken reporting pursuant to the preceding paragraph.

(11) Matters concerning the policy on procedures for prepayment and repayment for expenses arising in relation to the fulfillment of duties, as well as expenses arising in relation to the fulfillment of other relevant duties, by the Company's Audit & Supervisory Committee or the handling of obligations thereof.

If Directors who serve as Audit & Supervisory Committee Members make a request to the Company such as the prepayment of expenses for the execution of their duties pursuant to Article 399-2 (4) of the Corporation Law, the Company will deal with the relevant expenses or obligations promptly, except when expenses or obligations pertaining to such request are not deemed necessary for the relevant Directors who serve as Audit & Supervisory Committee Members to fulfill their duties.

(12) Other systems for ensuring effectiveness of auditing performed by Audit & Supervisory Committee

- ① The Audit & Supervisory Committee shall report its auditing policy and plan to the Board of Directors. They shall be made known throughout the entire Company. The status of auditing shall also be reported to the president and the Board of Directors on a regular basis.
- ② "Code of Audit and Supervisory Committee Auditing and Supervising Standards" shall be made known to Directors(excluding those who serve as Audit & Supervisory Committee Members), Corporate Vice Presidents and employees to deepen internal awareness and understanding of the importance of auditing performed by Audit & Supervisory Committee.
- ③ Auditing Department, responsible for internal audits, shall be strengthened and it shall have closer ties with Audit & Supervisory Committee.
- ④ In case Audit & Supervisory Committee instructed Auditing Department to provide a report or conduct an investigation, Auditing Department shall follow such an instruction.

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