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(Securities Code 6814) May 8, 2019

To Shareholders with Voting Rights:

Yukio Furuno President FURUNO ELECTRIC CO., LTD. 9-52 Ashihara-cho, Nishinomiya City, Hyogo, Japan

NOTICE OF THE 68th ANNUAL SHAREHOLDERS' MEETING

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 68th Annual Shareholders' Meeting of FURUNO ELECTRIC CO., LTD. (hereinafter the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the Shareholders' Meeting and exercise your voting rights by no later than 5:20 p.m. on Wednesday, May 22, 2019, Japan time.

1. Date and Time: Thursday, May 23, 2019 at 10:00 a.m. JST (Japan Standard Time)

2. Place: 5F, Plela Nishinomiya (PLELA HALL)

4-8 Takamatsu-cho, Nishinomiya City, Hyogo, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

68th Fiscal Year (March 1, 2018 to February 28, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the

Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 68th Fiscal Year (March 1, 2018 to February 28, 2019)

Proposals to be resolved:

Proposal 1: Distribution of Surplus

Proposal 2: Election of Eleven (11) Directors

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

- © When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk to confirm your identity. In addition, we ask that you kindly print out this Notice by yourselves, only when it is considered necessary, to reduce paper consumption.
- The following items are posted on the Company's website (https://www.furuno.co.jp), in accordance with the provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation, and are therefore not included in the documents accompanying this Notice.
 - 1. "Systems for Ensuring the Appropriateness of Business Activities" and "Operational Status of Systems for Ensuring the Appropriateness of Business Activities" in the Business Report
 2. "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in
 - the Consolidated Financial Statements
 - 3. "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - Accordingly, the documents accompanying this Notice comprise part of the documents audited by Audit & Supervisory Board Members and the Accounting Auditor when preparing their respective audit reports.
- © Should the Reference Documents for the Shareholders' Meeting, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (https://www.furuno.co.jp).
- ① The results of this meeting will be posted on the Company's website (https://www.furuno.co.jp), in place of sending a Notice of Shareholders' Meeting Resolutions.
- Shareholders are cordially invited to browse the Company's product exhibition that will be installed in the "FOYER" space behind the reception desk on the day of the meeting, from 9:00 to 9:55 a.m. and after the Shareholders' Meeting.

Reference Documents for the Shareholders' Meeting

Proposals and References

Proposal 1: Distribution of Surplus

The Company considers its dividend policy one of its most important management policies. The Company's basic policy when making decisions about the distribution of profits is to comprehensively take into consideration the Company's financial position, level of profitability, dividend payout ratio, and other factors while keeping in mind continuous and stable dividend. In addition, the Company intends to utilize internal reserves for far-sighted investment and further strengthening of the Company's corporate structure.

The Company proposes a year-end dividend for the fiscal year under review as follows, in order to reward shareholders for their support while taking into consideration the management environment surrounding the Company and business performance in the fiscal year under review.

The Company previously paid out 10 yen per share as an interim dividend and the aggregate amount of annual dividends will therefore amount to 25 yen per share.

Items Related to the Year-end Dividend

- (1) Type of dividend property Cash
- (2) Items related to the allocation of dividend property to shareholders and its total amount 15 yen per common share of the Company, for a total of 472,671,525 yen
- (3) Date on which the distribution of surplus comes into effect May 24, 2019

Proposal 2: Election of Eleven (11) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this Shareholders' Meeting. Accordingly, the election of eleven (11) Directors is proposed.

The candidates for Director are as follows:

No.	Name	Position	Responsibilities	Attendance at meetings of the Board of Directors	Candidate attributes
1	Yukio Furuno	President	General Manager, Security Assurance & Export Control Committee Chief AEO (Authorized Economic Operator) Control Officer	100% (12 out of 12 meetings)	Reappointment
2	Muneyuki Koike	Senior Managing Director	Head of Marine Electronic Products Divisional General Manager, Marine Electronic Products Division	100% (12 out of 12 meetings)	Reappointment
3	Shinji Ishihara	Managing Director	Integration Chief Manager, Product Designing, Development & Value-engineering Headoffice, Marine Electronic Products Division	100% (12 out of 12 meetings)	Reappointment
4	Kazuma Waimatsu	Director	General Manager, Products Planning & Marketing Department, Marine Electronic Products Division	100% (12 out of 12 meetings)	Reappointment
5	Tatsuyuki Okamoto	Director	Head of System Products, and Avionics and Defense Electronics Divisional General Manager, System Products Division	100% (12 out of 12 meetings)	Reappointment
6	Yasushi Nishimori	Director	Head of Research and Innovation Center, R&D Planning & Management Center, and Company-wide Technology General Manager, Research and Innovation Center	100% (12 out of 12 meetings)	Reappointment
7	Satoshi Ohya	Director	Head of Personnel & General Affairs Department and Legal Office General Manager, Personnel & General Affairs Department	100% (12 out of 12 meetings)	Reappointment
8	Naosumi Fujita	Director	Factory General Manager, MIKI Factory, Marine Electronic Products Division	100% (12 out of 12 meetings)	Reappointment
9	Hidenori Yamamiya	Director	Head of Quality Commanding & Supervisory Office, Management Planning & Intelligence Department, Information Technology Department, Accounting & Financing Department, and Environment General Manager, Management Planning & Intelligence Department Energy Management Control Officer	100% (10 out of 10 meetings)	Reappointment
10	Takao Terayama	Director		100% (12 out of 12 meetings)	Reappointment External Independent
11	Hideo Higuchi	Director		92% (11 out of 12 meetings)	Reappointment External Independent
Candidate for reappointment as External Director Reappointment Director Reappointment as External Director External Director					

(Note) Mr. Hidenori Yamamiya's attendance at meetings of the Board of Directors shows only the number of meetings held on and after his appointment on May 24, 2018.

Director

External Director

Exchange

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		
1	Yukio Furuno (February 2, 1948) Reappointment	March 1987 Deputy General Manager, Administration Division, the Company May 1987 Director and Deputy General Manager, Administration Division March 1990 Director and General Manager, Administration Division May 1990 Managing Director and General Manager, Administration Division March 1997 Managing Director and Divisional General Manager, SI Division May 1999 Senior Managing Director and General Manager, TOKYO Regional Head Office March 2007 President (present) [Responsibilities at the Company] General Manager, Security Assurance & Export Control Committee and Chief AEO (Authorized Economic Operator) Control Officer		
	[Number of shares of the Company held] 341,100 [Term of office as Director] 32 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	[Reason for nomination as candidate for Director] Mr. Yukio Furuno has driven the management of the Group with leadership based on his abundant experience and achievements as a manager, and contributed to the further development of the Group. We propose his election as Director with an expectation that he will continue contributing to the Company's management.		
2	Muneyuki Koike (March 7, 1957) Reappointment	March 2002 General Manager, International Marketing Department, Marine Electronic Products Division, the Company May 2005 Director and General Manager, International Marketing Department, Marine Electronic Products Division March 2009 Director and Deputy Divisional General Manager, Marine Electronic Products Division May 2009 Managing Director and Deputy Divisional General Manager, Marine Electronic Products Division March 2012 Managing Director and Divisional General Manager, Marine Electronic Products Division May 2016 Senior Managing Director and Divisional General Manager, Marine Electronic Products Division (present) [Responsibilities at the Company] Head of Marine Electronic Products		
	[Number of shares of the Company held] 42,700 [Term of office as Director] 14 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	[Reason for nomination as candidate for Director] Mr. Muneyuki Koike has abundant experience as a manager as well as knowledge of all aspects of operations in the marine business, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue contributing to the Company's management.		

Name (Date of birth)	Past experience, positions, responsibilities,		
(Date of offili)	Echmony 2006	and significant concurrent positions General Manager, Research & Development Department, Marine	
Shinji Ishihara (January 30, 1961) Reappointment	rebruary 2006	Electronic Products Division, the Company	
	May 2007	Director and General Manager, Research & Development Department,	
	Way 2007	Marine Electronic Products Division	
	May 2016	Managing Director and General Manager, Research & Development	
		Department, Marine Electronic Products Division	
	March 2018	Managing Director and Integration Chief Manager, Product Designing,	
		Development & Value-engineering Headoffice, Marine Electronic	
		Products Division (present)	
=	[Reason for nomination as candidate for Director]		
	Mr. Shinji Ishihara has abundant experience as a manager as well as knowledge of all		
	aspects of operations concerning development and technology, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose		
	his election as Director with an expectation that he will continue contributing to the		
of this Shareholder's	Company's management.		
Meeting)			
[Attendance at meetings of			
12 out of 12 meetings	g . 1 2000		
	September 2003	B General Manager, Products Planning & Marketing Office, Marine Electronic Products Division, the Company	
Kazuma Waimatsu (January 6, 1960)	March 2006	General Manager, Products Planning & Marketing Department, Marine	
	Waren 2000	Electronic Products Division	
	May 2009	Director and General Manager, Products Planning & Marketing	
	•	Department, Marine Electronic Products Division	
Reappointment	April 2012	Director; General Manager, Products Planning & Marketing Department,	
reappointment		Marine Electronic Products Division and General Manager, Satellite	
	1 2017	Communication Business Department	
	March 2017	Director and General Manager, Products Planning & Marketing	
[Number of shares of the	Department, Marine Electronic Products Division (present) [Reason for nomination as candidate for Director]		
=	Mr. Kazuma Waimatsu has leadership qualities based on abundant experience centered on		
21,000	products planning and marketing departments as well as his wide-ranging knowledge, and		
[Term of office as Director]	has contributed to the enhancement of the Company's corporate value as Director of the		
10 years (at the conclusion	Company. We propose his election as Director with an expectation that he will continue		
	contributing to the Company's management.		
8,			
12 out of 12 meetings			
	Shinji Ishihara (January 30, 1961) Reappointment [Number of shares of the Company held] 25,800 [Term of office as Director] 12 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings Kazuma Waimatsu (January 6, 1960) Reappointment [Number of shares of the Company held] 21,000 [Term of office as Director] 10 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors]	Shinji Ishihara (January 30, 1961) Reappointment [Number of shares of the Company held] 25,800 [Term of office as Director] 12 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings Kazuma Waimatsu (January 6, 1960) Reappointment [Number of shares of the Company held] 21,000 [Term of office as Director] 10 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Company held] 21,000 [Term of office as Director] 10 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] [Attendance at meetings of the Board of Directors] [Attendance at meetings of the Board of Directors]	

No.	Name	Past experience, positions, responsibilities,		
	(Date of birth)	June 2004 Executive Officer and Senior General Manager, Production Division,		
5	Tatsuyuki Okamoto (January 26, 1960) Reappointment	NORITSU KOKI Co., Ltd. June 2005 Director and CTO (Chief Technical Officer) November 2008 Assistant to Factory General Manager, MIKI Factory, Marine Electronic Products Division, the Company		
		December 2009 Deputy Divisional General Manager, System Products Division and General Manager, Production Department, ITS Business Unit, System Products Division December 2010 Divisional General Manager, System Products Division and General Manager, Production Department, ITS Business Unit, System Products		
		Division March 2011 Divisional General Manager, System Products Division May 2011 Director and Divisional General Manager, System Products Division (present) [Responsibilities at the Company]		
	[Number of shares of the Company held] 14,600 [Term of office as Director] 8 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	Head of System Products, and Avionics and Defense Electronics [Reason for nomination as candidate for Director] Mr. Tatsuyuki Okamoto has abundant experience related to manufacturing as a manager in the manufacturing industry as well as knowledge of all aspects of operations in the industrial business, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue contributing to the Company's management.		
6	Yasushi Nishimori (November 1, 1958) Reappointment [Number of shares of the Company held] 11,500 [Term of office as Director] 7 years (at the conclusion of	March 2006 General Manager, Research Department, Research and Innovation Center, the Company March 2012 General Manager, Research and Innovation Center May 2012 Director and General Manager, Research and Innovation Center (present) [Responsibilities at the Company] Head of Research and Innovation Center, R&D Planning & Management Center, and Company-wide Technology [Reason for nomination as candidate for Director] Mr. Yasushi Nishimori has leadership qualities based on abundant experience centered on research and development departments as well as his wide-ranging knowledge, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue		
	this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	contributing to the Company's management.		
7	Satoshi Ohya (January 29, 1962) Reappointment	May 2007 General Manager, Personnel & General Affairs Department, the Company May 2012 Director and General Manager, Personnel & General Affairs Department (present) [Responsibilities at the Company] Head of Personnel & General Affairs Department and Legal Office		
	[Number of shares of the Company held] 13,800 [Term of office as Director] 7 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	[Reason for nomination as candidate for Director] Mr. Satoshi Ohya has leadership qualities based on abundant experience centered on personnel and general affairs departments as well as his wide-ranging knowledge, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue contributing to the Company's management.		

N	Name		Past experience, positions, responsibilities,		
No.	(Date of birth)	and significant concurrent positions			
	Naosumi Fujita (July 20, 1952) Reappointment	November 1999 February 2004	President, Panasonic AVC Networks Taiwan Co., Ltd. General Manager, Product Center, IT Products Business Division, AVC Network Company, Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)		
		April 2007	General Counselor Responsible for Avionics Business Unit, AVC Network Company		
		July 2011	Counselor Responsible for Special Projects, Avionics Business Unit, AVC Network Company		
		February 2012	Assistant to Factory General Manager, MIKI Factory, Marine Electronic Products Division, the Company		
		-	Factory General Manager, MIKI Factory, Marine Electronic Products Division		
		May 2016	Director and Factory General Manager, MIKI Factory, Marine Electronic Products Division		
8		April 2018	Director; Factory General Manager, MIKI Factory, Marine Electronic Products Division and General Manager, Production & Factory Management Department, MIKI Factory, Marine Electronic Products Division		
		September 2018	Director and Factory General Manager, MIKI Factory, Marine Electronic Products Division (present)		
	[Number of shares of the	[Reason for nomination as candidate for Director]			
	Company held] 4,000	Mr. Naosumi Fujita has abundant experience related to manufacturing developed over many years in the manufacturing industry as well as knowledge of all aspects of operations in			
	[Term of office as Director] 3 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of	manufacturing industry as well as knowledge of all aspects of operations in manufacturing departments, and has contributed to the enhancement of the Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue contributing to the Company's management.			
	the Board of Directors] 12 out of 12 meetings				
	8	February 2011	Branch Manager, Dojima Branch, Mizuho Bank, Ltd.		
		September 2015	General Manager, Administration Department, Avionics and Defense		
	Hidenori Yamamiya	March 2018	Electronics Division, the Company General Manager Responsible for Management Planning & Intelligence		
	(October 29, 1963)		Department		
		May 2018	Director; General Manager, Management Planning & Intelligence		
	Reappointment	[Responsibilities	Department and Energy Management Control Officer (present) at the Company		
		Head of Quality	Commanding & Supervisory Office, Management Planning & Intelligence		
9		Department, Information Technology Department, Accounting & Financing Department, and			
	[Number of shares of the	Environment [Reason for nomination as candidate for Director]			
	Company held]	Mr. Hidenori Yamamiya has expertise as someone who previously served at a financial			
	700	institution as well as knowledge of all aspects of operations, mainly in management planning			
	[Term of office as Director]	and other administrative departments, and has contributed to the enhancement of the			
	1 year (at the conclusion of this Shareholder's Meeting)	Company's corporate value as Director of the Company. We propose his election as Director with an expectation that he will continue contributing to the Company's management.			
	[Attendance at meetings of	in expectati			
	the Board of Directors] 10 out of 10 meetings				

N T -	Name	Past experience, positions, responsibilities,		
No.	(Date of birth)	and significant concurrent positions		
10	Takao Terayama (October 22, 1946)	August 1991 General Manager, Machine Research Laboratory Department II, Hitachi, Ltd. June 1996 Deputy Head Engineer, Measuring Instruments Group July 2002 Executive Consultant, iTiD Consulting, Ltd.		
	Reappointment External	September 2005 Representative, Terayama Professional Engineer Office (present) December 2005 Specially Appointed Professor (Part-time), Tokyo Institute of Technology, National University Corporation April 2007 Specialist Supporting Research & Development, Organization for Small		
	Independent	& Medium Enterprises and Regional Innovation, JAPAN May 2015 External Director, the Company (present) [Significant concurrent positions] Representative, Terayama Professional Engineer Office		
	[Number of shares of the Company held]	[Reason for nomination as candidate for External Director] Although Mr. Takao Terayama has no experience of being directly engaged in corporate management, he has provided appropriate advice and views, mainly from a specialist		
	[Term of office as External Director] 4 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 12 out of 12 meetings	viewpoint based on his qualification as a professional engineer (machinery) and his advanced knowledge as a specialist in the area of machinery. We propose his election as External Director based on the judgment that he will contribute to strengthening the supervisory function of the Board of Directors of the Company.		
11	Hideo Higuchi (March 5, 1950) Reappointment External Independent [Number of shares of the Company held] — [Term of office as External Director]	June 2007		
	3 years (at the conclusion of this Shareholder's Meeting) [Attendance at meetings of the Board of Directors] 11 out of 12 meetings	supervisory function of the Board of Directors of the Company.		

(Notes) 1. There are no special conflict of interest between each candidate and the Company.

- 2. Mr. Takao Terayama and Mr. Hideo Higuchi are candidates for External Director. Furthermore, the Company has designated Mr. Takao Terayama and Mr. Hideo Higuchi as Independent Directors as defined by the Tokyo Stock Exchange, and if these candidates are reelected, the Company intends for them to continue acting as Independent Directors.
- 3. The Company has entered into liability limitation agreements with Mr. Takao Terayama and Mr. Hideo Higuchi, who are candidates for External Director, and the maximum amount of liability based on this agreement is the minimum amount of liability provided for in Article 425, Paragraph 1 of the Companies Act. If both candidates are elected, the Company intends to continue these agreements.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

In order to prepare for cases where there is a shortfall in the number of Audit & Supervisory Board Members prescribed by laws and regulations, the election of one (1) Substitute Audit & Supervisory Board Member is proposed.

Furthermore, the effectiveness of the election of this candidate may be canceled by a resolution of the Board of Directors, with the consent of the Audit & Supervisory Board, provided it is before his appointment.

The consent of the Audit & Supervisory Board has been obtained in regard to this Proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name	Past experience, positions,		
(Date of birth)	and significant concurrent positions		
	September 1980	Registered as certified public accountant	
Toshifumi Kurahashi	September 1996	Employee, Asahi Audit Corp. (currently KPMG AZSA LLC)	
(February 18, 1954)	August 2008	Representative Partner, Ernst & Young Shinnihon Tax	
	July 2010	Representative, Kurahashi General Accounting Office (present)	
External	September 2010	Representative Director, The Strategic M&A Institute Co., Ltd. (present)	
	February 2013	Audit & Supervisory Board Member, Hayashi Pure Chemical Ind., Ltd. (present)	
	[Significant concurrent positions]		
Independent	Representative, K	urahashi General Accounting Office; Representative Director, The Strategic M&A	
	Institute Co., Ltd.	; and Audit & Supervisory Board Member, Hayashi Pure Chemical Ind., Ltd.	
[Number of shares of the	[Reason for nomin	nation as candidate for Substitute External Audit & Supervisory Board Member]	
Company held]	Mr. Toshifumi Kurahashi has advanced knowledge as a certified public accountant. Therefore, we		
_	propose his election as Substitute External Audit & Supervisory Board Member based on the		
	will sufficiently fulfill his role as Audit & Supervisory Board Member.		

- (Notes) 1. There are no special conflict of interest between the candidate and the Company.
 - 2. Mr. Toshifumi Kurahashi is a candidate for Substitute External Audit & Supervisory Board Member. Furthermore, if Mr. Toshifumi Kurahashi is appointed External Audit & Supervisory Board Member, the Company intends to designate him as an Independent Auditor as defined by the Tokyo Stock Exchange.
 - 3. If Mr. Toshifumi Kurahashi, who is a candidate for Substitute External Audit & Supervisory Board Member, is appointed External Audit & Supervisory Board Member, the Company intends to enter into a liability limitation agreement with him to limit his liability to the minimum amount provided for in Article 425, Paragraph 1 of the Companies Act.