

May 24, 2022

## **Notice of Partial Amendments of Articles of Incorporation**

FUJIFILM Holdings Corporation (“the Company”) announces that the Company has resolved at the meeting of the Board of Directors held today to submit a proposal regarding partial amendments of the Articles of Incorporation to the 126th Ordinary General Meeting of Shareholders scheduled on June 29, 2022, as described below.

### **1. Reasons for amendments of Articles of Incorporation**

- (1) With the enactment of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021) on June 16, 2021, the Company proposes to add Article 13, Paragraph 3 to the Articles of Incorporation, and to make necessary changes in Paragraph 2 of the same Article so that the Company may hold a general meeting of shareholders as a general meeting of shareholders without a designated location in cases where the Board of Directors has determined that holding a general meeting of shareholders with a designated location would not be in the interests of shareholders due to the spread of infectious disease, occurrence of natural disaster, or some other reasons. The Company has obtained confirmation from the Minister of Economy, Trade and Industry as well as the Minister of Justice that these changes to the Articles of Incorporation meet the requirements stipulated in the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice under Article 66, Paragraph 1 of the Industrial Competitiveness Enhancement Act.
- (2) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
  - ① Article 16, Paragraph 1 in “Revision Draft” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
  - ② Article 16, Paragraph 2 in “Revision Draft” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
  - ③ Since the provisions for the internet disclosure and deemed provision of reference documents for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary, they will be deleted.
  - ④ Accompanying the aforementioned establishment and deletion of provisions for Article 16, supplementary provisions regarding the effective date, etc. will be established.

## 2. Details of amendments

Details of amendments are as follows:

(Underlining denotes amendments.)

| Current (Extract)  | Revision Draft   |
|--|--|
| <p data-bbox="199 367 742 398">Chapter III: General Meeting of Shareholders</p> <p data-bbox="199 434 327 465">Article 13.</p> <p data-bbox="199 470 786 631">(1) The ordinary general meeting of shareholders of the Company shall be convened in June each year and extraordinary general meeting of shareholders shall be convened from time to time when necessary.</p> <p data-bbox="199 636 786 698">(2) The Company will convene the general meeting of shareholders in Tokyo.</p> <p data-bbox="375 837 614 869">(Newly established)</p> <p data-bbox="199 1173 327 1205"><u>Article 16.</u></p> <p data-bbox="199 1209 786 1541"><u>In cases where the general meeting of shareholders is convened, if the Company discloses information relating to matters stated or indicated in reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements via the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice, the Company may deem that it has provided the same to shareholders.</u></p> <p data-bbox="375 1576 614 1608">(Newly established)</p> | <p data-bbox="812 367 1348 398">Chapter III: General Meeting of Shareholders</p> <p data-bbox="812 434 940 465">Article 13.</p> <p data-bbox="812 470 1007 501">(1) (Unchanged)</p> <p data-bbox="812 636 1394 833">(2) The Company will convene the general meeting of shareholders in Tokyo; provided, <u>however, that this shall not apply when a general meeting of shareholders without a designated location is held, based on the following paragraph.</u></p> <p data-bbox="812 837 1394 1169">(3) <u>The Company may hold a general meeting of shareholders as a general meeting of shareholders without a designated location in cases where the Board of Directors has determined that holding a general meeting of shareholders with a designated location would not be appropriate in light of the interests of shareholders due to the spread of infectious disease, occurrence of natural disaster, or some other reason.</u></p> <p data-bbox="1045 1205 1157 1236">(Deleted)</p> <p data-bbox="812 1545 940 1576"><u>Article 16.</u></p> <p data-bbox="812 1581 1394 1778">(1) <u>In cases where the general meeting of shareholders is convened, the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p data-bbox="812 1783 1394 2011">(2) <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ordinance of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested</u></p> |

| Current (Extract)   | Revision Draft  |
|---------------------|---|
| (Newly established) | <p><u>the delivery of paper-based documents by the record date for the voting rights.</u></p> <p>(Supplementary Provisions)<br/> <u>Article 1.</u><br/> (1) <u>The deletion of Article 16 in the pre-amended Articles of Incorporation and the establishment of the new Article 16 in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u><br/> (2) <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u><br/> (3) <u>These supplementary provisions shall be deleted after the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders provided in the preceding paragraph, whichever is later.</u></p> |

### 3. Schedule

Scheduled date of the General Meeting of Shareholders to amend the Articles of Incorporation:

June 29, 2022

Scheduled effective date of amendments of Articles of Incorporation

① Effective date of changes to Article 13 of the Articles of Incorporation:

June 29, 2022

② Effective date of changes to Article 16 of the Articles of Incorporation:

As stipulated of Article 1 in the Supplementary Provisions above