



FUJIFILM Holdings Corporation
Teiichi Goto
President and Chief Executive Officer

March 28, 2024

Notice of New Share-Based Remuneration Plan for Directors

FUJIFILM Holdings Corporation (hereinafter, the “Company”) hereby announces that it has decided to introduce a new share-based remuneration plan for the directors of the Company, having reviewed the remuneration system for its directors, at the meeting of its Board of Directors held today. A proposal for the introduction of the new plan will be submitted to the 128th Ordinary General Meeting of Shareholders to be held on June 27, 2024 (hereinafter, the “Meeting”).

1. Purpose and System of New Share-Based Remuneration Plan for Directors

The new share-based remuneration for directors is aimed at (i) responding to the further globalization of the business and organization of the Company and fostering a sense of unity for the company group by applying the global common concept of share-based remuneration and (ii) enhancing the consciousness of directors to contribute to improving medium-term to long-term performance and increasing corporate value by further clarifying the linkage between directors' remuneration and the Company's performance and share value through share-based remuneration for directors, including outside directors, and by having directors appropriately share profits and risks from share price fluctuations with shareholders according to their responsibilities.

With the introduction of the above new share-based remuneration, the remuneration for directors excluding outside directors (hereinafter, the “Internal Directors”), including the salaries/bonuses-for-employee to directors who concurrently serve as executive officers, will consist of “Fixed Remuneration” “Non-Performance-Linked Share-Based Remuneration (Restricted Share-Based Remuneration)” “Short-Term Performance-Linked Remuneration” and “Medium-Term Performance-Linked Share-based Remuneration (Share Delivery Trust for Directors)”. Remuneration for outside directors will consist of “Fixed Remuneration” and “Non-Performance-Linked Share-Based Remuneration (Restricted Share-Based Remuneration)”.

<System of Remuneration Plan for Directors>

(Before the change)

	Non-Performance-Linked Remuneration, etc.		Performance-Linked Remuneration, etc.	
	Monetary Remuneration	Non-Monetary Remuneration, etc.	Monetary Remuneration	Non-Monetary Remuneration, etc.
	Fixed Remuneration	Restricted Share-based Remuneration (RS)	Short-Term Performance-Linked Remuneration	Medium-Term Performance-Linked Share-based Remuneration (PSU)
Internal Directors	○	○	○ (※1)	○
Outside Directors	○	—	—	—

(After the change)

	Non-Performance-Linked Remuneration, etc.		Performance-Linked Remuneration, etc.	
	Monetary Remuneration	Non-Monetary Remuneration, etc.	Monetary Remuneration	Non-Monetary Remuneration, etc.
	Fixed Remuneration	Non-Performance-Linked Share-Based Remuneration (Restricted Share-Based Remuneration)	Short-Term Performance-Linked Remuneration	Medium-Term Performance-Linked Share-based Remuneration (Share Delivery Trust for Directors)
Internal Directors (Domestic Residents)	○	○	○ (※1)	○ (※2)
Internal Directors (Non-Domestic Residents)	○	○ (※2・4)	○ (※1)	○ (※2・5)
Outside Directors	○	○ (※3・4)	—	—

- ※1 Short-Term Performance-Linked Remuneration is paid annually at certain time as bonuses-for-employee to directors who also serve as executive officers.
- ※2 This change is made to apply the global common concept of share-based remuneration.
- ※3 This change is made to use share-based remuneration for the remuneration of directors, including outside directors.
- ※4 Eligibles for the Restricted Share-Based Remuneration may include directors who are non-domestic residents. However, in the case that the Board of Directors of the Company deems it reasonable due to legislation in the country of residence or other reasons, the Company may deliver shares by means of “Restricted Share Unit (RSU)” or pay cash after the expiration of three years (equivalent to three years of tenure as a director) in lieu of delivering Non-Performance-Linked Share-Based Remuneration (Restricted Share-Based Remuneration). In this case, the method of payment of remuneration, etc. shall be (i) the method whereby cash is paid from the Company to the Directors, (ii) the method whereby monetary remuneration claims are given to directors of the Company based on a resolution of the Board of Directors of the Company on the condition that they have agreed to the contribution-in-kind, and common stock of the Company are issued or disposed of to such directors by having all of such monetary remuneration claims contributed in kind, or (iii) the method of combining the above (i) and (ii).
- ※5 Eligibles for the Share Delivery Trust for Directors may include Internal Directors who are non-domestic residents. However, in the case that the Board of Directors of the Company deems it reasonable due to legislation in the country of residence or other reasons, the Company may deliver shares or cash equivalent to the said shares or cash directly from the Company in accordance with the same concept in lieu of the delivery of shares and cash of the Company through the Stock Delivery Trust for Directors. In this case, the method of payment of remuneration ,etc. shall be (i) the method whereby cash is paid from the Company to the Internal Directors, (ii) the method whereby monetary remuneration claims are given to the Internal Directors of the Company based on a resolution of the Board of Directors of the Company on the condition that they have agreed to the contribution-in-kind, and common stock of the Company are issued or disposed of to such Internal Directors by having all of such monetary remuneration claims contributed in kind, or (iii) the method of combining the above (i) and (ii).

The amount of remuneration, etc. paid to the directors of the Company has been approved at the 122th Ordinary General Meeting of Shareholders held on June 28, 2018, with an upper limit of 730 million yen per year, including the upper limit of 70 million yen for outside directors, and excluding salaries/bonuses-for-employee to directors who also serve as employees (hereinafter, the “Current Maximum Annual Remuneration Amount”). In addition, at the 125th Ordinary General Meeting of Shareholders held on June 29, 2021, the total amount of monetary remuneration claims to be given as

remuneration, etc. under the Restricted Share-Based Remuneration Plan was approved as one billion yen or less for each business year, and the total amount of monetary remuneration claims and cash to be given or paid as remuneration, etc. under the Performance Share Unit (hereinafter, the “PSU”) was approved as 1.5 billion yen or less for each applicable period of PSU (three business years) (in both of the above cases, outside directors are excluded from the eligibles).

At the Meeting, the total amount of monetary remuneration claims to be given to the directors of the Company, including Outside Directors, as remuneration, etc. based on Non-Performance-Linked Share-Based Remuneration shall be 1.1 billion yen or less for each business year, which is separate from the Current Maximum Annual Remuneration Amount, taking into consideration various factors including the degree of contribution of the directors to the Company, etc.. In addition, being separate from the Current Maximum Annual Remuneration Amount, Medium-Term Performance-Linked Share-Based Remuneration (Share Delivery Trust for Directors) shall be paid to Internal Directors within the maximum amount stated in 3. (4) below. The current Restricted Share-Based Remuneration Plan will be abolished and no shares will be newly issued based on this remuneration plan. The current PSU will be abolished and no shares or cash will be newly delivered based on the PSU after the last payment of shares and cash covering the period from the business year ending March 31, 2022 to the business year ending March 31, 2024.

The introduction of the new Non-Performance-Linked Share-Based Remuneration Plan and Medium-Term Performance-Linked Share Remuneration Plan (Share Delivery Trust for Directors) are subject to approval at the Meeting. In the event that proposals related to the Non-Performance-Linked Share-Based Remuneration Plan and Medium-Term Performance-Linked Share-Based Remuneration Plan are approved as proposed, the Company will also introduce a similar non-performance-linked share-based remuneration plan and a medium-term performance-linked share-based remuneration plan for directors of certain companies in the group of the Company and executive officers of the Company and certain companies in the group of the Company (hereinafter, the “Executive Officers, etc.”). In addition, in the event the proposal for the Medium-Term Performance-Linked Share-Based Remuneration Plan is approved as proposed, the Company will also introduce a similar plan for employees of the Company and its major subsidiaries who are equal to or above a certain position as determined by the Company.

2. Outline of Non-Performance-Linked Share-Based Remuneration Plan (Restricted Share-Based Remuneration Plan)

The Non-Performance-Linked Share-Based Remuneration Plan is a remuneration plan that utilizes a scheme of restricted share-based remuneration. Under the Restricted Share-Based Remuneration Plan, the directors, pursuant to a resolution of the Board of Directors of the Company, and in principal, each business year, shall have all the monetary remuneration claims given for the grant of restricted shares contributed in kind and shall receive issuance or disposition of common shares of the Company (hereinafter, the “Company’s Shares”). The total amount of monetary remuneration claims to directors

in consideration of the execution of their duties in each business year shall be 1.1 billion yen or less (of which the amount for outside directors shall be 100 million yen or less), and the total number of shares granted in consideration of the execution of their duties in each business year shall be 825,000 shares or less (of which the shares for outside directors shall be 75,000 shares or less). Provided, however, that in the case it is considered reasonable to adjust the number of the Company's Shares to be issued or disposed of pursuant to the Restricted Share-Based Remuneration Plan, including a stock split and stock consolidation, etc., the total number of such shares shall be adjusted in accordance with such split ratio, consolidation ratio, etc.

NOTE : In the "Notice Regarding Stock Split and Partial Amendment to the Articles of Incorporation" dated February 8, 2024, the Company has disclosed a stock split with an effective date of April 1, 2024 (hereinafter, the "Stock Split" . The outline of the Stock Split is that based on the record date of Sunday, March 31, 2024 (since the day is a holiday for the shareholder registry administrator, the substantial record date is Friday, March 29, 2024.), each share of common stock owned by shareholders listed or recorded in the closing register of shareholders on such date, will be split into three shares.).

The upper limit of the total number of shares granted per business year stated above takes the Stock Split into account, and the total number of the above shares will not be adjusted by the Stock Split. The amount to be paid per share (the share price at the time of delivery) shall be the average closing price (fractions less than one yen shall be rounded up) of the Company's common stock on the Tokyo Stock Exchange from the first day of the second month prior to the month in which the meeting of the Board of Directors of the Company relating to the issuance or disposition of the shares is held to the last day of the same month (excluding the day on which the transaction is not concluded). Provided, however, that in the case where the price of the Company's Shares on the Tokyo Stock Exchange immediately prior to the meeting of the Board of Directors relating to the issuance or disposition by the Company is significantly different from such average price, if the amount to be paid in is determined by the Board of Directors to the extent that the amount is not specifically favorable to the directors, then the amount to be paid per share shall be such amount.

When granting restricted shares under the Restricted Share-Based Remuneration Plan, the Company and the directors shall enter into an agreement on the allotment of restricted shares (hereinafter, the "Allotment Agreement") containing the following content in summary.

1) Restriction Period on Transfer

The Directors shall not transfer, create a security interest on or otherwise dispose of the restricted shares received as an allotment (hereinafter, the "Allotted Shares") until the day on which the directors lose the position of director of the Company and other positions determined by the Board of Directors of the Company (hereinafter, the "Transfer Restriction", and such period shall be referred to as the "Restriction

Period”).

2) Lifting of Transfer Restriction

The Company shall lift the Transfer Restriction on all Allotted Shares when the Restriction Period has expired subject to the directors who received an allotment of Restricted Shares continuing to hold the position of director of the Company or other positions determined by the Board of Directors, from the day on which the Restriction Period commenced until the day on which the Company's Ordinary General Meeting of Shareholders first arrives thereafter.

3) Treatment of Acquisitions of Shares without Contribution

When the director resigns or retires from the position of director of the Company and other positions determined by the Board of Directors without cause deemed justifiable by the Company on and after the day on which the Restriction Period commenced and so on, the Company shall automatically acquire all or part of Allotted Shares without contribution.

3. Outline of Medium-Term Performance-Linked Share-Based Remuneration Plan (Share Delivery Trust Plan for Directors)

(1) Structure of Share Delivery Trust Plan for Directors

The Medium-Term Performance-Linked Share-Based Remuneration Plan will be a remuneration plan that utilizes a scheme of Share Delivery Trust Plan for Directors. The Share Delivery Trust Plan for Directors is in summary a share-based remuneration plan under which a trust established by the Company by contributing money (hereinafter, the “Trust”) will acquire the Company’s shares and a number of the Company’s shares corresponding to the number of points which the Company grants to Internal Directors will be delivered to such Internal Directors through the Trust.

Points under the Plan shall be granted in consideration for the execution of duties during the period of three years beginning on the date of the Company's Ordinary General Meeting of Shareholders in 2024 and each year thereafter, and ending on the date of the Company's Ordinary General Meeting of Shareholders three years later (hereinafter, the “Service Period”. The initial Service Period will be from the date of the Company's Ordinary General Meeting of Shareholders in 2024 to the date of the Company's Ordinary General Meeting of Shareholders in 2027), in accordance with the position, tenure, business performance during three consecutive business years from the business year beginning immediately before the start date of the relevant Service Period to the business year ending immediately before the end of the relevant Service Period, etc. In principle, these points shall be granted every time each Service Period ends, and the number of the Company's shares corresponding to the number of such points shall be delivered from the Trust to each Internal Director.

However, in case of resignation in the middle of the Service Period, etc., points may be granted prior to

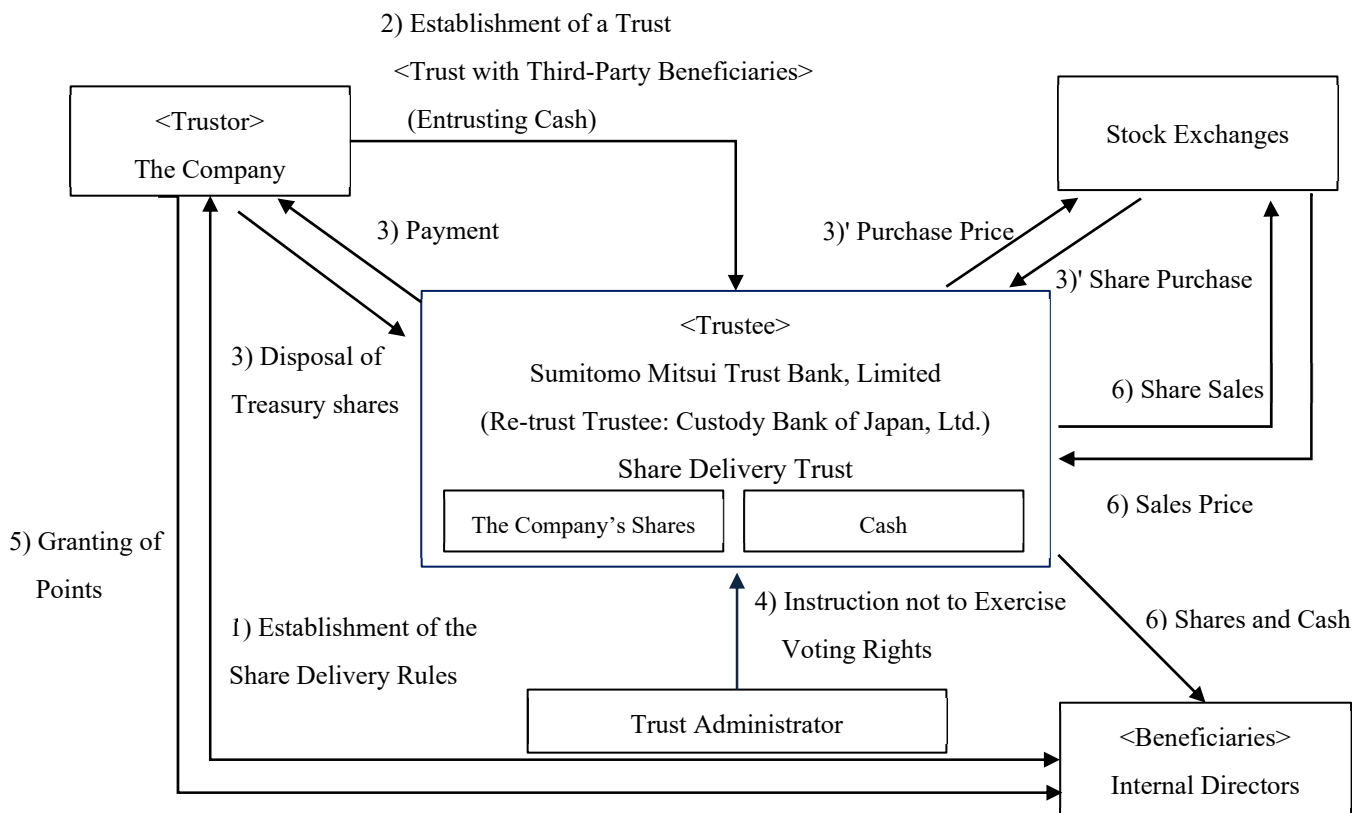
the end of the Service Period according to the position, tenure, business performance during the Service Period, etc.

<Image of Service Period and Grant Date of Points/Delivery Date of Shares>

	2024	2025	2026	2027	2028	2029	2030	...
	General Meeting	General Meeting	General Meeting	General Meeting	General Meeting	General Meeting	General Meeting	
1st Time					★			
2nd Time					★			
3rd Time						★		
4th Time							★	
...								

... Service Period
 ... Grant Date of Points and Delivery Date of Shares

<Outline of the Structure of Share Delivery Trust Plan for Directors>



- 1) The Company will establish Share Delivery Rules for the Internal Directors.
- 2) The Company will establish a share delivery trust (trust with third-party beneficiaries) with the directors who will acquire the beneficiary right in accordance with 6) below as beneficiaries (the Trust). In doing so, the Company will entrust an amount of cash equivalent to funds for the acquisition of shares (however, funds shall be within an amount approved by a general meeting of shareholders) to the trustee.
- 3) The trustee will acquire the number of the Company's Shares that are expected to be delivered in the future in a lump sum by acquiring shares through disposition of treasury shares or through trading on stock exchanges (including off-auction trading).
- 4) The Company will appoint a trust administrator (who shall be a person independent from the Company and its directors) who works to protect the interests of the beneficiaries who are the eligibles under the Share Delivery Rules and supervise the trustee throughout the trust period. The trust administrator shall give an instruction to the trustee not to exercise voting rights with respect to the Company's Shares in the Trust, and the trustee shall not exercise voting rights throughout the trust period based on such instruction.
- 5) The Company will grant points to the Internal Directors in accordance with the Share Delivery Rules.
- 6) Internal Directors who satisfy the requirements set forth in the Share Delivery Rules and a trust agreement pertaining to the Trust will acquire the beneficiary right and receive the delivery of the Company's Shares from the trustee in accordance with the granted points as the beneficiaries of the Trust. In the case that certain events specified in advance in the Share Delivery Rules or the trust agreement occur, a portion of the Company's Shares to be delivered will be sold on stock exchanges and cash will be delivered.

Of the residual assets of the Trust upon the termination of the Trust, all of the Company's Shares will be acquired by the Company without contribution and cancelled by resolution of the Board of Directors.

In addition, the Share Delivery Rules and the trust agreement will provide in advance that a certain amount of cash from the residual assets of the Trust upon its termination will be donated to a special public interest corporation in which the directors have no interest.

Sumitomo Mitsui Trust Bank, Limited, which will be the trustee under the Plan, will entrust (re-entrust) the administration of the trust assets to the Custody Bank of Japan, Ltd.

(2) Establishment of the Trust

Subject to approval of the introduction of the Plan at the Meeting, the Company will establish the Trust by contributing funds necessary for the Trust to acquire, in advance, the Company's shares in a number reasonably expected to be necessary for the delivery over a certain period of time in accordance with (6) below. As described in (5) below, the Trust will acquire the Company's Shares using funds contributed by the Company.

Sumitomo Mitsui Trust Bank, Limited, which will be the trustee under the Plan, will entrust (re-entrust) the administration of the trust assets to the Custody Bank of Japan, Ltd.

(3) Trust Period

The trust period shall be approximately three years from August 2024 (planned) to August 2027 (planned). However, the trust period may be extended as described in (4) below.

(4) Maximum Amount of Money to be Contributed to the Trust as Funds for the Acquisition of Shares

The maximum amount of money that the Company will contribute to fund the acquisition of the Company's Shares to be delivered to directors under the Plan per year shall be 500 million yen which is for the acquisition of the Company's Shares equivalent to the total number of points to be granted from a maximum of three overlapping Service Periods. This maximum amount of money is the maximum amount of money that the Company will contribute to fund the acquisition of the Company's Shares equivalent to the total number of points to be granted from the relevant Service Periods in consideration for the execution of duties during each year (one year starting on the date of the Company's Ordinary General Meeting of Shareholders and ending on the date of the Company's Ordinary General Meeting of Shareholders in the year following such year) of the relevant Service Periods.

The initial period of the Trust shall be approximately three years. An amount of money within the upper limit of the above amounts shall be contributed as remuneration to Internal Directors, and the Trust shall be established with directors who meet specified requirements as beneficiaries.

NOTE: The actual amount of money entrusted by the Company to the Trust will be a sum of the estimated amounts for necessary costs including trust fees and trust administrator fees, in addition to the funds to acquire the Company's Shares as above. In addition, if a share-based remuneration plan similar to the Plan is introduced for Executive Officers, etc. as described above, funds for the acquisition of the Company's Shares, which are required to be delivered to the Executive Officers, etc. under such plan, will also be entrusted to the Trust.

With a decision by the Company's Board of Directors, the trust period of the Trust may be extended (including virtual extension of the trust period by transferring the trust assets of the Trust to a trust set by

the Company, the purpose of which is the same as that of the Trust; hereinafter the same applies.) and the Plan may be continued. In this case, the Company shall contribute extra cash within the range of the upper limit amount above to the Trust as the fund to additionally acquire the Company's Shares for delivery to Internal Directors based on the Plan and continue to grant points and deliver the Company's Shares as described in (6) below.

(5) Method, etc. of the Acquisition of the Company's Shares by the Trust

It is planned for the Trust to initially acquire the Company's Shares through the acquisition of treasury shares disposed of by the Company or acquisition on stock exchanges within the upper limit of funds for the acquisition of shares described in (4) above. Details of the acquisition method will be determined and disclosed after the resolution of the Meeting.

(6) Method for Determining the Company's Shares to be Delivered to the Internal Directors and the Upper Limit

1) Method, etc. of Granting Points to the Internal Directors

The Company shall grant points to each Internal Director on the grant date of points stipulated in the Share Delivery Rules during the trust period based on the position, tenure, business performance during three consecutive business years from the business year beginning immediately before the start date of the tenure to the business year ending immediately before the end date of tenure, in accordance with the Share Delivery Rules established by the Board of Directors of the Company. The performance indicators for the initial Service Period (from the date of the Company's Ordinary General Meeting of Shareholders in 2024 to the date of the Company's Ordinary General Meeting of Shareholders in 2027) will be financial indicators including operating income, revenue, ROIC, etc. to improve profitability, growth, and capital efficiency, as well as non-financial indicators including engagement, CO2 emissions reduction, etc. to provide incentives to achieve a sustainable society.

However, the total number of points to be granted to Internal Directors shall be limited to 375,000 points per year, taking into consideration the fact that points may be granted from a maximum of three overlapping Service Periods in the event of resignation in the middle of a Service Period. This maximum number of points is the maximum number of points which are granted from the Service Periods in consideration for the execution of duties during each year (one year starting on the date of the Company's Ordinary General Meeting of Shareholders and ending on the date of the Company's Ordinary General Meeting of Shareholders in the following year) of the relevant Service Periods.

2) Delivery of the Company's Shares Corresponding to the Number of Points Granted

Internal Directors shall be delivered with the Company's Shares based on the number of points granted in 1) above in accordance with the procedure in 3) below. However, in case of Internal Directors' resignation without a reason deemed justifiable by the Company, etc., all or part of the points granted up to that point of time shall be forfeited, and no Company's Shares corresponding with the forfeited points shall be delivered to the Internal Directors.

In addition, one point shall be equal to one Company's Share. However, in the cases it is considered reasonable to adjust the number of the Company's Shares to be delivered, including a stock split and stock consolidation, etc., the number of the Company's Share per point shall be adjusted in accordance with such split ratio, consolidation ratio, etc.

NOTE: The maximum number of points per year stated in (6) 1) above is the number based on the Stock Split. In addition, the idea that one point shall be equal to one Company's Share described in (6) 2) above premises shares after the Stock Split, and the number of the Company's Shares per point will not be adjusted by the Stock Split.

3) Delivery of the Company's Shares to the Internal Directors

In principle, each Internal Director shall acquire the beneficiary right of the Trust by following the prescribed procedures each time he/she receives the point granted after the end of each Service Period, and receive the Company's Shares described in 2) above from the Trust, as a beneficiary of the Trust.

However, a certain percentage of the Company's Shares may be sold and converted into cash by the Trust and delivered in cash in lieu of the Company's Shares, for the purpose of collecting funds for the withholding tax and others by the Company. In addition, in the case that the Company's shares in the Trust have been liquidated for cash, including where the Company's Shares in the Trust have been applied for a tender offer and settled, cash may be delivered in lieu of the Company's Shares.

(7) Exercise of Voting Rights

None of the voting rights with respect to the Company's Shares in the Trust shall be exercised based on an instruction of the trust administrator who is independent of the Company and its directors. This is intended to ensure neutrality to the Company's corporate management with respect to the exercise of voting rights regarding the Company's Shares in the Trust.

(8) Treatment of Dividends

Dividends with respect to the Company's Shares in the Trust shall be received by the Trust and used to acquire the Company's Shares, to pay trust fees for the trustee of the Trust and so on.

(9) Treatment of the Company's Shares and Cash upon the Termination of the Trust

Of the residual assets of the Trust upon the termination of the Trust, all of the Company's Shares will be acquired by the Company without contribution and cancelled by resolution of the Board of Directors.

In addition, the Share Delivery Rules and the trust agreement will provide in advance that a certain amount of cash from the residual assets of the Trust upon its termination will be donated to a special public interest corporation in which the directors have no interest.

(Reference) Outline of the Trust Agreement Pertaining to the Trust

Trustor	The Company
Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trust Trustee: Custody Bank of Japan, Ltd.)
Beneficiaries	Those who satisfy the beneficiary requirements among the Company's Internal Directors
Trust Administrator	Plan to select a third party independent from the Company and its directors
Exercise of Voting Rights	No voting rights pertaining to the shares in the Trust shall be exercised throughout the term of the Trust
Type of the Trust	Cash in trust other than money trusts (with third-party beneficiaries)
Trust Agreement Date	August 2024 (planned)
Trust Period	August 2024 – August 2027 (planned)
Purpose of the Trust	To deliver the Company's Shares to beneficiaries in accordance with the Share Delivery Rules