

August 7, 2024

Notice of Disposal of Treasury Shares

as Medium-Term Performance-Linked Share-Based Remuneration

FUJIFILM Holdings Corporation (hereinafter, the "Company") hereby announces that it has resolved at the meeting of its Board of Directors held today to dispose of treasury shares as medium-term performance-linked share-based remuneration (hereinafter, the "Disposal of Treasury Shares") as follows:

1. Overview of Disposal

(1)	Payment Date	September 2, 2024	
(2)	Class and Number of Shares to be Disposed of	174,500 shares of the Company's common stock	
(3)	Disposal Value	3,200 yen per share	
(4)	Total Disposal Value	558,400,000 yen	
(5)	Recipients of Disposed Shares	Directors of the Company	5 persons
		Corporate vice presidents of the Company	10 persons
		Employees of the Company	6 persons
		Directors of the Company's subsidiaries	10 persons
		Corporate vice presidents and fellows of the Company's	
		subsidiaries	23 persons
		Employees of the Company's subsidiaries 32 persons	
		* The above includes people who were eligible during the Service Period.	
		* One resigned person is included among the corporate vice	
		presidents of the Company.	
		* One resigned person is included among the directors of the	
		Company's subsidiaries.	
(6)	Other	The Disposal of Treasury Shares will be conducted on condition that the notification under the Financial Instruments and Exchange Act takes effect.	

2. Purposes and Reasons for Disposal

The Company has introduced a medium-term performance-linked share-based remuneration for the Company's directors (excluding the outsider directors; hereinafter, the "Eligible Directors") at the Company's 125th Ordinary General Meeting of Shareholders held on June 29, 2021, with the aims at further promoting the sharing of interests with shareholders as a result of stock price fluctuations, and enhancing the consciousness of the Eligible Directors to contribute to increasing corporate value and improving medium-to-long-term performance. In addition, the Company has also introduced a similar plan for the Company's corporate vice presidents and key employees, as well as for directors, corporate vice presidents, fellows, and key employees of the Company's major subsidiaries (hereinafter, Eligible Directors and these people are collectively to be called the "Eligible Director, etc."), at the meeting of the Board of Directors of the Company held on the same day (hereinafter, the plans for the Company and its subsidiaries are collectively to be called the "Plan"). At the General Meeting of Shareholders mentioned above, it was approved that the total amount of monetary remuneration claims and monies to be paid by the Company to the Eligible Directors as remuneration, etc. shall be up to 1.5 billion yen for each subject period (three fiscal years), and the total number of shares to be delivered shall be up to 1,125,000 shares for each subject period (three fiscal years), based on the Plan. (Since the Company has implemented a stock split on its common stock at a rate of three shares per one share on April 1, 2024, the upper limit of the number of shares is indicated after the adjustment for the stock split.)

The Company has resolved to dispose of treasury shares and to grant a total of 174,500 shares of the Company's common stocks for the subject period of three fiscal years from April 1, 2021 to March 31, 2024 to 5 directors, 10 corporate vice presidents, 6 employees of the Company, and 10 directors, 23 corporate vice presidents and fellows, 32 employees of the Company's subsidiaries, by having the Eligible Directors, etc. to contribute monetary remuneration claims (total: 558,400,000 yen) granted to them in kind, based on the plan, at the meeting of the Company's Board of Directors held on August 7, 2024 after deliberation by the Nomination and Compensation Committee. Since the shares to be granted relate to the service period pertaining to the subject period (hereinafter, the "Service Period"), the Eligible Directors, etc. include people who were eligible for the Plan during the Service Period but are now away from such positions, one person who has resigned from the position of corporate vice president of the Company and one person who has resigned from the position of director of the Company's subsidiary.

The Plan was abolished upon the approval of the introduction of a new "Medium-Term Performance-Linked Share-Based Remuneration Plan" (share delivery trust for directors, etc.), which is an annual grant type and based on the common global concept at the Company's 128th Ordinary General Meeting of Shareholders held on June 27, 2024. No shares and no money will be newly delivered based on the Plan after the last delivery of shares and/or money corresponding to the period from the fiscal year ending March 31, 2022 to the fiscal year ending March 31, 2024 is made this time.

[Overview of the Plan]

The Plan is a performance-linked share-based remuneration plan under which the Company delivers its common stocks and money to the Eligible Directors, etc. after the lapse of a period of three fiscal years related to the medium-term business plan. Upon the delivery of shares and payment of money, the Company will adjust the number predetermined by the Board of Directors according to the position, etc. of the Eligible Directors, etc. in the range of 0 to 150% according to the achievement ratio of consolidated revenue, consolidated operating income and return on invested capital (ROIC), etc., which are indicators of the Company's medium-term business plan, and a number of shares of the Company's common stock equivalent to 50% of the number after such adjustment shall be delivered and a cash payment equivalent to the share price at the time of delivery of the same number of shares of the Company's common stock shall be paid. The structure of the Plan is as follows:

(1) Subject Period

The initial subject period is from the fiscal year ending March 31, 2022 to the fiscal year ending March 31, 2024 (April 1, 2021 to March 31, 2024). Thereafter, the Plan may be implemented for a new subject period in three consecutive fiscal years beginning with the fiscal year following the last fiscal year of the immediately preceding subject period.

(2) Requirements for Delivery of Medium-term Performance-Linked Share-based Remuneration to Eligible Directors, etc.

Under the Plan, in the event the period from the first July 1 in the subject period to the first June 30 after the expiration of the subject period (hereinafter, the "Term of Service") expires and the following conditions are satisfied, a monetary remuneration claim shall be paid to each of the Eligible Directors, etc. on the condition that they have agreed to contribution in kind of the monetary remuneration claim. The Company shall deliver the Company's common stocks to each of the Eligible Directors, etc. by having all such monetary remuneration claims contributed in kind and pay them money. The Eligible Directors, etc., to whom the Company's common stocks will be granted and monies will be paid, and the number of shares to be granted as well as the amount of monies to be paid, shall be determined by the Board of Directors of the Company after the expiration of the subject period.

- a. The Eligible Directors, etc. continued to be in position of directors, Audit & Supervisory Board Members, corporate vice presidents, fellows, or employees of the Company and its consolidated subsidiaries during the Term of Service;
- b. Certain misconduct as determined by the Company's Board of Directors did not occur; and
- c. Other requirements deemed necessary for achieving the purpose of the Plan have been satisfied.

Provided, however, that in the event of resignation, retirement, or assumption of office during the Term of Service,

the number of the Company's common stocks to be delivered or the amount of money to be paid to the Eligible Directors, etc. or their heirs, etc., and the timing of delivery of the Company's common stocks or payment of money shall be reasonably adjusted as determined by the Board of Directors of the Company.

(3) Treatment in Reorganization, etc.

In the event of a merger or other reorganization, etc. in which the Company becomes a disappearing company during the subject period, the Company may, by resolution of its Board of Directors, deliver the number of common stocks of the Company and pay the amount of money reasonably determined based on the period from the first July in the subject period to the effective date of the reorganization, etc., within the above limit amount of the remuneration pertaining to the Plan, prior to the effective date of the reorganization, etc..

3. Basis of Calculation and Specific Details of amount to be paid in

The disposal value for the Disposal of Treasury Shares is set at 3,200 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on August 6, 2024, the business day immediately prior to the date of the resolution of the Board of Directors, in order to eliminate arbitrariness. The Company considers the disposal value is appropriate and not a particularly favorable price.