



FUJIFILM Holdings Corporation

Teiichi Goto

President and Chief Executive Officer

August 7, 2024

**Notice of Decision on Matters Relating to the Acquisition of Shares
under the Medium-Term Performance-Linked Share-Based Remuneration Plan**

FUJIFILM Holdings Corporation (hereinafter, the “Company”) hereby announces that it has resolved to introduce a medium-term performance-linked share-based remuneration plans for directors (excluding outside directors; hereinafter the same applies), corporate vice presidents and fellows of the Company and certain companies in the group of the Company (hereinafter, collectively the “Directors, etc.”), and for employees of the Company and its major subsidiaries who are equal to or above a certain position as determined by the Company (hereinafter, collectively the “Employees”), at the meeting of its Board of Directors held on March 28, 2024 (hereinafter, the medium-term performance-linked share-based remuneration plan for Directors, etc. shall be called the “Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors”, and the trust established for the introduction of the Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors shall be called the “Share Delivery Trust for Directors”; the medium-term performance-linked share-based remuneration plan for Employees shall be called the “Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees”, and the trust established for the introduction of the Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees shall be called the “Share Delivery Trust for Employees”).

The introduction of the Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors that is for directors of the Company has been approved at the Company’s 128th Ordinary General Meeting of Shareholders held on June 27, 2024. In addition, the introduction of the Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors that is for directors of certain companies in the group of the Company has been approved at each company's Ordinary General Meeting of Shareholders.

In light of these circumstances, at the meeting of Board of Directors held today, the Company has resolved the matters relating to the acquisition of the Company’s shares by the trustee of the Share Delivery Trust for Directors and the Share Delivery Trust for Employees, as follows:

1. Outline of the Trust

	Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors	Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees
(1) Name	Share Delivery Trust for Directors	Share Delivery Trust for Employees
(2) Trustor	The Company	
(3) Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-Trust Trustee: Custody Bank of Japan, Ltd.)	
(4) Beneficiaries	The Directors, etc. who satisfy the beneficiary requirements	The Employees who satisfy the beneficiary requirements
(5) Trust Administrator	Planning to select a third party independent from the Company and its	

	directors and corporate vice presidents.	
(6) Exercise of Voting Rights	The Trustee will not exercise any voting rights relating to the Company's shares in the Trust throughout the trust period.	The Trustee will exercise the voting rights throughout the trust period in accordance with instructions from the Trust Administrator.
(7) Type of the Trust	Trust of money other than money trusts (with third-party beneficiaries)	
(8) Trust Agreement Date	August 23, 2024	
(9) Date on which Money is Placed in Trust	August 23, 2024	
(10) Trust Ending Date	September 30, 2027 (planned)	

2. Matters Relating to the Acquisition of the Company's Shares by the Trustee of the Trust

	Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors	Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees
(1) Class of Shares	Common stock	
(2) Amount Placed in Trust by the Company to Fund the Acquisition of Shares	1,439,520,000 yen	760,320,000 yen
(3) Number of Shares to be Acquired	449,850 shares	237,600 shares
(4) Method of the Acquisition of Shares	Acquisition through disposal of treasury shares	
(5) Time of the Acquisition of Shares	August 23, 2024	