



FUJIFILM Holdings Corporation

Teiichi Goto

President and Chief Executive Officer

August 7, 2024

Notice of Disposal of Treasury Shares by Third-Party Allotment
in Connection with the Introduction of
the Medium-Term Performance-Linked Share-Based Remuneration Plan

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 share-based remuneration (hereinafter, the “Disposal of Treasury Shares”) as follows:

1. Overview of Disposal

(1) Disposition Date	August 23, 2024
(2) Class and Number of Shares to be Disposed of	687,450 shares of the Company’s common stock
(3) Disposal Value	3,200 yen per share
(4) Total Disposal Value	2,199,840,000 yen
(5) Recipients of Disposed Shares	Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Re-Trust Trustee: Custody Bank of Japan, Ltd. (Trust Account))
(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 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”; and the Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors and the Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees shall collectively be called the “Plan”). 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.

The Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors aims 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, and by having directors appropriately share profits and risks from share price fluctuations with shareholders according to their responsibilities. In addition, the Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees aims at expanding the benefit plan for Employees on a global basis, fostering a sense of belonging among Employees, enhancing the consciousness of Employees to participate in management, and raising the Employees’ consciousness to the Company's performance and share price growth, in order to increase the Company's medium-term to long-term corporate value.

For an overview of the Plan, please see “3. Outline of Medium-Term Performance-Linked Share-Based Remuneration Plan (Share Delivery Trust Plan for Directors)” of “Notice of New Share-Based Remuneration Plan for Directors” dated March 28, 2024.

The Disposal of Treasury Shares is made to Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Re-Trust Trustee: Custody Bank of Japan, Ltd. (Trust Account)), which is the trustee of the Share Delivery Trust for Directors and the Share Delivery Trust for Employees established for the introduction of the Plan.

The number of shares to be disposed of (687,450 shares, 6,874 voting rights is equal to the number of shares expected to be delivered to the Participants, taking into account the positions and the transition of the Participants, etc. during the trust period, based on the share delivery rules established by the Company upon the introduction of the Plan. The scale of the dilution is 0.06% of the total number of shares issued (1,243,877,184 shares) as of March 31, 2024 (0.06% of the total number of voting rights (12,028,776 voting rights) as of March 31, 2024. All figures are rounded off to the second decimal place. As the Company implemented a stock split at a rate of three shares per one share on April 1, 2024, the total number of shares issued and the total number of voting rights are calculated as if the stock split had been implemented at the beginning of the previous fiscal year.). The Company considers that the medium-term performance-linked share-based remuneration plan will increase the value of the Company over the medium-term to long-term based on the above purposes, and that the number of shares disposed of and the scale of dilution caused by the Disposal of Treasury Shares are appropriate and that the impact of the Disposal of Treasury Shares on the secondary market is negligible.

(Reference) Outline of the Trust Agreement Relating to the Share Delivery Trust for Directors and the Share Delivery Trust for Employees		
	Medium-Term Performance-Linked Share-Based Remuneration Plan for Directors	Medium-Term Performance-Linked Share-Based Remuneration Plan for Employees
Trustor	The Company	
Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-Trust Trustee: Custody Bank of Japan, Ltd.)	
Beneficiaries	The Directors who satisfy the beneficiary requirements	The Employees who satisfy the beneficiary requirements
Trust Administrator	Planning to select a third party independent from the Company and its directors and corporate vice presidents.	
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.
Type of the Trust	Trust of money other than money trusts (with third-party beneficiaries)	
Trust Agreement Date	August 23, 2024	
Trust Period	August 23, 2024 – September 30, 2027 (planned)	
Purpose of the Trust	To deliver the Company's shares to beneficiaries in accordance with the share delivery rules.	

3. Basis of Calculation and Specific Details of Disposal Value

The disposal value was set at 3,200 yen, which is the closing price 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 in view of the recent share price trends. The closing price on the business day immediately prior to the date of the resolution of the Board of Directors has been chosen because it is the market value immediately prior to the date of the resolution of the Board of Directors and was considered to be a highly objective and appropriate basis for the calculation.

The deviation ratio of the disposal value from the average closing price of 3,615 yen (rounded down to the nearest whole number) for the most recent one-month period (July 8, 2024 to August 6, 2024) is -11.48%, and the deviation ratio from the average closing price of 3,612 yen (rounded down to the nearest whole number) for the most recent three-month period (May 7, 2024 to August 6, 2024) is -11.41 %, and the deviation ratio from the average closing price of 3,465 yen (rounded down to the nearest whole number) for the most recent six-month period (February 7, 2024 to August 6, 2024) is -7.65 % (All the deviation ratios are rounded off to the second decimal place. As the Company implemented a stock split at a rate of three shares per one share on April 1, 2024, the average closing prices and the deviation ratios are calculated as if the stock split had been implemented at the beginning of the previous fiscal year.).

In view of the above, the Company considers that the disposal value relating to the Disposal of Treasury Shares is not particularly favorable to the recipients of disposed shares and is appropriate.

With respect to the disposal value mentioned above, all of the Audit & Supervisory Board Members attending the meeting of the Board of Directors (4 persons, including 2 Outside Audit & Supervisory Board Members) have expressed their opinion that the basis of calculation of the disposal value is appropriate, and that the disposal value is not particularly favorable to the recipients of disposed shares and is lawful.

4. Matters Relating to Procedures for the Corporate Code of Conduct

As the Disposal of Treasury Shares (i) has a dilution ratio of less than 25% and (ii) does not involve a change in the controlling shareholders, it is not necessary to obtain an opinion from an independent third party or to confirm the intent of shareholders as required by Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange.