

**Articles of Incorporation  
of  
FUJIFILM Holdings Corporation**

**Chapter I: General Provisions**  
(As Amended as of June 29, 2022)

Article 1.

The Company shall be called FUJIFILM Holdings Kabushiki Kaisha (FUJIFILM Holdings Corporation in English).

Article 2.

(1) The Company's business purpose is to superintend and control companies (including foreign companies), partnerships (including partnership equivalent overseas) or business entities equivalent thereto which engage in any of the following businesses by way of holding shares or interests of such companies, partnerships or business entities.

- (i) Manufacture and sale of photo sensitive materials and various photo materials;
- (ii) Manufacture and sale of photographic chemicals and various photo equipment and items;
- (iii) Manufacture and sale of optical machines and equipment and lenses;
- (iv) Manufacture and sale of various papers;
- (v) Manufacture and sale of electric and magnetic machines and equipment and various related items;
- (vi) Sales of communication machines and equipment;
- (vii) Manufacture and sale of machines and equipment for office use, medical use, veterinary use, for use of physics and chemistry and for use of industry and related various items;
- (viii) Manufacture and sale of medicines, quasi-medicines, veterinary medicines, agricultural chemicals, reagents and related various items;
- (ix) Manufacture and sale of functional cosmetics and functional foods;
- (x) Manufacture and sale of raw materials, semi-finished products and by-products relating to the products of each of the preceding Items above;
- (xi) Design, manufacture, and sale and technical guidance of various manufacturing facilities and equipment relating to each of the preceding Items above;
- (xii) Electric communication business;
- (xiii) Leasing and renting and management of real estate;
- (xiv) Agency business of non-life insurance and business relating to subscription of life insurance.
- (xv) Manufacture and sale of xerography products and related various products;
- (xvi) Manufacture and sale of electrical transmission equipment and related various products;
- (xvii) Manufacture and sale of inputting and outputting equipment for computer and related various products;
- (xviii) Manufacture and sale of letter and figure digitalizing equipment and related various products;
- (xix) Manufacture and sale of communication equipment and related various products;

## ***Translation for Reference Purpose Only***

- (xx) Manufacture and sale of small size computer, numerical control system and equipment similar thereto, and design, development and sale of program and system relating to these products;
- (xxi) Development of educational program, holding of training course, dispatch of lecturer, and manufacture and sale of educational equipment, educational material and other publication;
- (xxii) Warehousing business;
- (xxiii) Cargo trucking transportation business;
- (xxiv) Cargo transportation agency business;
- (xxv) Dispatch business of workers;
- (xxvi) Work introducing business with charge;
- (xxvii) Subcontract, design and supervision of construction, interior construction, electricity installation and electric communication work; and
- (xxviii) Any business related and pertinent to each of the Items above.

(2) The Company may engage in any business relating to or pertinent to the businesses of Paragraph (1) above.

### **Article 3.**

The Company shall have its head office in Minato-ku, Tokyo.

### **Article 4.**

The Company, in addition to the general meeting of shareholders and the Directors, sets forth the following organizations:

- ①Board of Directors;
- ②Corporate Auditors;
- ③Board of Corporate Auditors;
- ④Accounting Auditor.

### **Article 5.**

The public notice of the Company shall be made electronically; provided, however, that in the event that the electronic public notice cannot be made due to any accident or unavoidable event, the public notice shall be made in the *Nihon Keizai Shimbun*.

## **Chapter II: Shares**

### **Article 6.**

The total number of shares issuable by the Company is 800,000,000 shares.

## *Translation for Reference Purpose Only*

### Article 7.

The Company may purchase its own shares through transactions, etc. in the market upon resolution of the Board of Directors meeting pursuant to Article 165, Paragraph 2 of the Corporate Law.

### Article 8.

The number of one unit of shares of the Company shall be 100 (one hundred) shares.

### Article 9.

Shareholders of the Company shall not exercise the rights other than the rights stated below with respect to shares constituting less than one unit of shares:

- ①the rights stated in Article 189, Paragraph 2, each Item of the Corporate Law;
- ②the right to demand pursuant to Article 166, Paragraph 1 of the Corporate Law;
- ③the right to be allotted offered shares and stock acquisition rights in response to the number of shares owned by shareholders; and
- ④the right to demand pursuant to the following Article.

### Article 10.

Shareholders of the Company may request the Company to sell such number of shares as will constitute one unit of shares together with the shares constituting less than one unit of shares held under the Share Handling Regulations.

### Article 11.

(1) The Company shall have a share registrar.

(2) The share registrar and the place of business shall be determined by resolution of the Board of Directors meeting and public notice thereof shall be made.

(3) Preparation and maintenance of the register of shareholders of the Company and the register of stock acquisition rights and other matters relating to the register of shareholders and the register of stock acquisition rights shall be entrusted to the share registrar and shall not be handled by the Company.

### Article 12.

Handling of shares of the Company and fees therefor shall be governed by the Share Handling Regulations to be established by the Board of Directors in addition to the laws and ordinances and the Articles of Incorporation.

### **Chapter III: General Meeting of Shareholders**

#### **Article 13.**

(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.

(2) The Company will convene the general meeting of shareholders in Tokyo; provided, however, that this shall not apply when a general meeting of shareholders without a designated location is held, based on the following paragraph.

(3) 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 reasons.

#### **Article 14.**

The record date for the voting rights of the ordinary general meeting of shareholders of the Company shall be March 31 each year.

#### **Article 15.**

(1) The Director and President shall convene and preside over the general meeting of shareholders.

(2) In the event that the Director and President is prevented from so acting, other Director shall convene and preside over the general meeting of shareholders in accordance with the order determined in advance by the Board of Directors.

#### **Article 16.**

(1) 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.

(2) 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 the delivery of paper-based documents by the record date for the voting rights.

#### **Article 17.**

(1) Any resolution of the general meeting of shareholders shall, except as otherwise provided in

***Translation for Reference Purpose Only***

the laws and ordinances and the Articles of Incorporation, be adopted by a majority of the voting rights of shareholders present and exercisable thereat.

(2) Resolutions provided in Article 309, Paragraph 2 of the Corporate Law shall be adopted by two-thirds or more of the voting rights of shareholders present at the general meeting of shareholders where the shareholders holding a proportion of one-third or more of all the exercisable voting rights of shareholders are present.

**Article 18.**

(1) A shareholder may exercise the voting rights through appointing another shareholder having voting rights as a proxy.

(2) A shareholder or his/her proxy shall deliver a document showing the power of attorney to the Company at each general meeting of shareholders.

**Chapter IV: Directors and Board of Directors**

**Article 19.**

The number of Directors of the Company shall be twelve (12) or less.

**Article 20.**

(1) Directors shall be elected by the general meeting of shareholders.

(2) Resolution electing Directors shall be adopted by a majority of the voting rights of shareholders present at the general meeting of shareholders where the shareholders holding a proportion of one-third or more of all the exercisable voting rights of shareholders are present.

(3) Resolution electing Directors shall not be by cumulative voting.

**Article 21.**

The term of office of Directors shall be until the close of the ordinary general meeting of shareholders held with respect to the final business term ending within one year after the election.

**Article 22.**

(1) The Board of Directors shall appoint Representative Director by its resolution.

(2) The Board of Directors may set forth one Director and Chairman, one Director and Vice Chairman, one Director and President and a few Directors and Vice Presidents by its resolution.

*Translation for Reference Purpose Only*

Article 23

(1) The Board of Directors meeting shall, except as otherwise provided in the laws and ordinances, be convened and presided over by the Director and Chairman.

(2) In the event that the Director and Chairman is absent or prevented from so acting, other Director shall convene and preside over the Board of Directors meeting in accordance with the order determined in advance by the Board of Directors.

Article 24.

Notice to convene the Board of Directors meeting shall be dispatched to each Director and each Corporate Auditor three (3) days prior to the date of meeting; provided, however, that in the event of urgency, this period may be shortened.

Article 25.

The Company will deem resolution adopted at the Board of Directors meeting when the requirements of Article 370 of the Corporate Law are met.

Article 26.

Matters relating to the Board of Directors shall, except as provided in the laws and ordinances and the Articles of Incorporation, be governed by the Regulations of the Board of Directors to be established by the Board of Directors.

Article 27.

(1) The Company may exempt liabilities of Director (including retired Director) due to his/her negligence by resolution of the Board of Directors meeting to the extent permitted by the laws and ordinances pursuant to Article 426, Paragraph 1 of the Corporate Law.

(2) The Company may restrict liabilities of Director (excluding those who are executive directors, etc.) due to his/her negligence by executing an agreement with the Director (excluding those who are executive directors, etc.) to Article 427, Paragraph 1 of the Corporate Law; provided, however, that the restriction on the amount of compensation pursuant to the agreement shall be to the extent permitted by the laws and ordinances.

**Chapter V: Corporate Auditors and Board of Corporate Auditors**

Article 28.

The number of Corporate Auditors shall be five (5) or less.

*Translation for Reference Purpose Only*

Article 29.

(1) Corporate Auditors shall be elected at the general meeting of shareholders.

(2) Resolution electing Corporate Auditors shall be adopted by a majority of the voting rights of shareholders present at the general meeting of shareholders where the shareholders holding a proportion of one-third or more of all the exercisable voting rights of shareholders are present.

Article 30.

(1) The term of office of Corporate Auditors shall be until the close of the ordinary general meeting of shareholders held with respect to the final business term ending within four years after the election.

(2) The term of office of Corporate Auditor elected to fill a vacancy caused by resignation of Corporate Auditor shall be until expiration of the term of office of the Corporate Auditor so resigned.

Article 31.

The Board of Corporate Auditors shall appoint Full-time Corporate Auditors by its resolution.

Article 32.

Notice to convene the Board of Corporate Auditors shall be dispatched three (3) days prior to the date of meeting to each Corporate Auditor; provided, however, that in the event of urgency, this period may be shortened.

Article 33.

Matters relating to the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors to be established by the Board of Corporate Auditors, in addition to the laws and ordinances and the Articles of Incorporation.

Article 34.

(1) The Company may exempt liabilities of Corporate Auditor (including resigned Corporate Auditor) due to his/her negligence by resolution of the Board of Directors meeting to the extent permitted by the laws and ordinances pursuant to Article 426, Paragraph 1 of the Corporate Law.

(2) The Company may restrict liabilities of Audit & Supervisory Board Member due to his/her negligence by executing an agreement with the Audit & Supervisory Board Member pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, that the restriction on the amount of compensation pursuant to the agreement shall be to the extent permitted by the laws and ordinances.

**Chapter VI: Accounting**

Article 35.

The business year of the Company shall be one year from April 1 of each year to March 31 of the next year.

Article 36.

- (1) The record date for year-end dividend shall be March 31 each year.
- (2) The Company may distribute an interim dividend upon resolution of the Board of Directors meeting on September 30 each year as the record date.
- (3) In the event that assets to be distributed as dividend are cash, the Company shall be exempt from the obligation to pay dividend if it is not received for full three (3) years following the payment commencing date.
- (4) Unpaid dividend shall not accrue interest.



**(Supplementary Provisions)**

Article 1.

(1) 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”).

(2) 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.

(3) 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 set forth in the preceding paragraph, whichever is later.

- End -