



SECOND PARTY OPINION

FUJIFILM HOLDINGS CORPORATION SOCIAL BOND FRAMEWORK PRE-ISSUANCE

Prepared by: DNV Business Assurance Japan K.K.

Location: Kobe, Japan

Date: March 23, 2022

Ref. Nr.: PRJN-340459-2022-ASTJPN-01



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Revision History

Revision number	Date of issue	Remarks
0	March 23, 2022	Initial

Disclaimer

Our assessment relies on the premise that the data and information provided by Issuer to us as part of our review procedures have been provided in good faith. Because of the selected nature (sampling) and other inherent limitation of both procedures and systems of internal control, there remains the unavoidable risk that errors or irregularities, possibly significant, may not have been detected. Limited depth of evidence gathering including inquiry and analytical procedures and limited sampling at lower levels in the organization were applied as per scope of work. DNV expressly disclaims any liability or co-responsibility for any decision a person or an entity may make based on this Statement.

Statement of Competence and Independence

DNV applies its own management standards and compliance policies for quality control, in accordance with ISO/IEC 17021:2011 - Conformity Assessment Requirements for bodies providing audit and certification of management systems, and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have complied with the DNV Code of Conduct¹ during the assessment and maintain independence where required by relevant ethical requirements. This engagement work was carried out by an independent team of sustainability assurance professionals. DNV was not involved in the preparation of statements or data included in the Framework except for this Statement. DNV maintains complete impartiality toward stakeholders interviewed during the assessment process.



¹ DNV Code of Conduct is available from DNV website (www.DNV.com)

Executive Summary

FUJIFILM Holdings Corporation (hereinafter, "FUJIFILM Holdings") was established as Fuji Photo Film Co., Ltd. (which transitioned to a holding company structure in 2006 as FUJIFILM Holdings Corporation) by spinning off all operations of the photographic film division of Dainippon Celluloid Company Limited. Since 2000, FUJIFILM Holdings has boldly changed its business structure and innovated the technology cultivated in the photographic film business, as the market for photographic film, which was its main business, has shrunk due to the rapid progress of digitalization. By expanding the business domain, FUJIFILM Holdings will provide innovative technologies, products and services in the four business domains of "Healthcare," "Materials," "Business Innovation," and "Imaging," through its business, and has been working to solve social issues.

FUJIFILM Holdings formulated the "FUJIFILM Holdings Corporation Social Bond Framework" and plans to allocate the entire amount of proceeds from the issuance of social bonds to projects with social benefits.

DNV Business Assurance Japan K.K. (hereinafter, "DNV"), as an external reviewer, provided the assessment of the eligibility of the Social Bond. The eligibility criteria to be implemented by the Social Bond are shown in the table below, which also directly and indirectly contribute to the Sustainable Development Goals (SDGs 3,17) as defined by the United Nations.

Business Category	Eligibility Criteria	Target Populations	Contribution to the SDGs
Bio-CDMO Business Business category in SBPs and SBGLs: Access to essential services (health, healthcare)	Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high efficiency and high productivity technologies, etc. , on Bio CDMO business	Biopharmaceutical users	3. Good health and well-being 17. Partnerships for the goals  

DNV provides eligibility assessment of "FUJIFILM Holdings Corporation Social Bond Framework" and its social projects against to 4 core components (principle 1.~ principle 4.) in the Social Bond Principles (International Capital Markets 2021, SBP) and Social Bond Guidelines (FSA 2021, SBGLs) which are widely recognized in the capital market for secure the transparency of financial tool, information disclosure, and reporting related to the social issues. DNV also especially evaluated and confirmed that the social project is solution for the objective social issue, that local characteristics are taken into account, and that the target population and social contribution (outcome) of the project are clearly identified by the issuer.

Assessment summary against four elements in the SBP and SBGLs is as follows.

Principle 1. Use of Proceeds

Proceeds will be allocated to new investments or refinancing of existing investments in new or existing projects that meet the eligibility criteria. In the case of refinancing, the project must have been spent within 36 months retroactively from the issuance of the Social Bond. By expanding the Bio-CDMO business through the allocation of proceeds to target projects, the project will contribute to addressing emerging unmet medical needs and improving access to medical services through the development of production processes and stable supply of biopharmaceuticals.

Principle 2. Process for Project Evaluation and Selection

Based on the CSR Plan "Sustainable Value Plan 2030," the FUJIFILM Holdings Accounting & Finance Division consults with the Corporate Communication Division, ESG Division, and related Business Divisions, selects eligible projects that meet the eligible criteria. Upon the issuance of Social Bonds, the Corporate Vice President in charge of the Accounting & Finance Division will make the final decision on the selected eligible projects and report the results to the Board of Directors.

For all candidate eligible projects, FUJIFILM Holdings will implement risk management based on the Fujifilm Group's Risk Management Regulations to reduce environmental and social risks, including human rights and environmental regulations.

The Fujifilm Group has an organization in place to address ESG risks and ensure the effectiveness of the above processes at the start of new projects such as M&A and large-scale investments.

Principle 3. Management of Proceeds

The FUJIFILM Holdings Accounting & Finance Division will allocate and manage the proceeds from the Social Bonds to ensure that the entire amount is allocated to eligible projects. The Accounting & Finance Division will confirm the allocation status of the proceeds on an annual basis. If unallocated proceeds are generated, eligible projects will be selected and allocated.

Until the proceeds from the Social Bond are allocated to eligible projects, the proceeds will be managed in cash or cash equivalents and will be fully allocated within approximately 2 years after the funds are raised.

Principle 4. Reporting

FUJIFILM Holdings plans to disclose the status of the allocation status or proceeds on an annual basis on the FUJIFILM Holdings website until the proceeds from the Social Bond are fully allocated to the project and the production facilities are operational. In addition, the social impact effects will be disclosed on an annual basis on FUJIFILM Holdings' website as indicators of "project overview", "production capacity of Bio-CDMO business," and "addressing unmet medical needs and improving access to medical services through stable supply of high-quality biopharmaceuticals" within the scope of confidentiality and nondisclosure. These are consistent with the various criteria for social bonds.

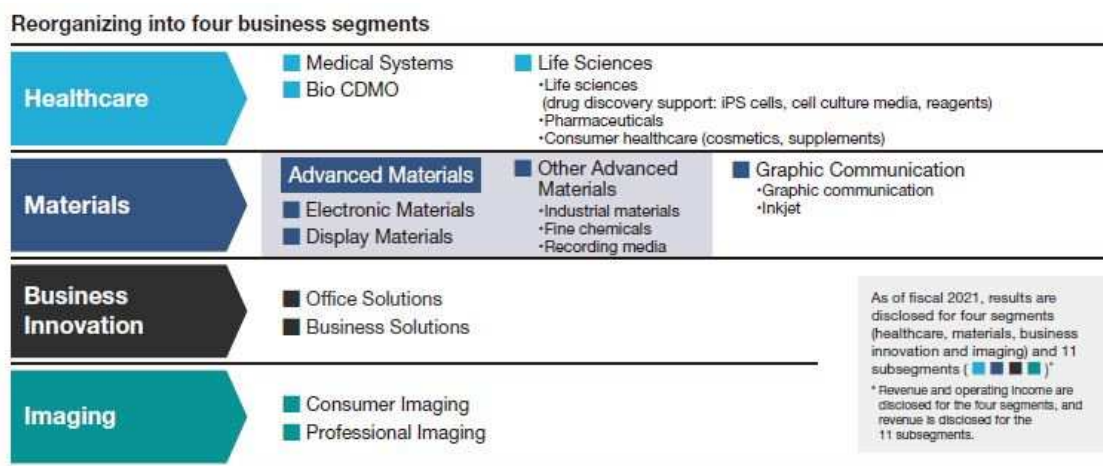


DNV confirmed from the documents and information, including the FUJIFILM Holdings Corporation Social Bond Framework, that the FUJIFILM Holdings Corporation Social Bond meets the key requirements of the four elements set out in the criteria above-mentioned, and that FUJIFILM Holdings will properly plan and implement.

I. Introduction

i. About the Issuer

FUJIFILM Holdings was established as Fuji Photo Film Co., Ltd. (which transitioned to a holding company structure in 2006 as FUJIFILM Holdings Corporation) by spinning off all operations of the photographic film division of Dainippon Celluloid Company Limited. Since 2000, FUJIFILM Holdings has boldly changed its business structure and innovated the technology cultivated in the photographic film business, as the market for photographic film, which was its main business, has shrunk due to the rapid progress of digitalization. By expanding the business domain, FUJIFILM Holdings will provide innovative technologies, products and services in the four business domains of "healthcare," "materials," "business innovation," and "imaging," through its business, and has been working to solve social issues.



ii. Issuer's Initiatives for Social Issues

The Bio-CDMO business, which is positioned in "Healthcare," one of the Fujifilm Group's four business areas mentioned above, contributes to addressing the following social issues such as improved access to healthcare and unmet medical needs through the stable supply of high-quality biopharmaceuticals and contracted process development and manufacturing of gene therapy drugs, an advanced medical field, and plays a part in the Fujifilm Group's corporate philosophy of "help enhance the quality of life of people".

For background of social issues such as improved access to medical care and unmet medical needs in "healthcare", as indicated in the "JPMA Industry Vision 2025" of the Japan Pharmaceutical Manufacturers Association, unmet medical needs, including intractable and rare diseases, are becoming increasingly apparent worldwide, and the importance of developing effective therapeutics for these diseases is growing.

Furthermore, as stated in the Ministry of Economy, Trade and Industry's "Fifth Industrial Revolution Cultivated with Biotechnology" and the Ministry of Health, Labour and Welfare's

"Pharmaceutical Industry Vision 2021", the production of biopharmaceuticals requires advanced technology and large-scale capital investment. In addition, with the expansion of the global supply chain, as global supply chain issues become more apparent, improving access to healthcare services through the stable production and supply of biopharmaceuticals is becoming an increasingly important issue, and the role and importance of Bio-CDMO in solving unmet medical needs is further increasing.

FUJIFILM Holdings Corporation has established "Sustainable Value Plan 2030" as the vision of the Fujifilm Group based on its corporate philosophy. In the "Healthcare" segment, which will accelerate growth under "VISION 2023", its Medium-term Management Plan that serves as a concrete action plan to realize these goals, Fujifilm believes that the elements of high quality and stable supply are essential to address unmet medical needs and improve access to medical services through the development of its Bio-CDMO business, a business that develops and manufactures biopharmaceuticals on contract, and that increasing manufacturing capacity at each site in the Bio-CDMO business is one effective way to address social issues.

In addition, FUJIFILM Holdings will continue to support pharmaceutical companies by providing a stable supply of high-quality biopharmaceuticals, and through this, we will work to solve social issues such as addressing unmet medical needs and improving access to medical services by leveraging its strengths in contract development of production processes for all types of biopharmaceuticals, including antibody drugs, recombinant proteins, gene therapy drugs, genetically-modified cell therapy drugs, and vaccines, as well as in contract manufacturing from clinical to commercial scale for drug substances, drug products, and packaging.

- Japan Pharmaceutical Manufacturers Association "JPMA Industry Vision 2025"
https://www.jpma.or.jp/policy/vision/lofurc00000019kr-att/industry_vision2025.pdf
- Ministry of Health, Labour and Welfare "Pharmaceutical Industry Vision 2021"
<https://www.mhlw.go.jp/content/10800000/000831973.pdf>
- Ministry of Economy, Trade and Industry, "Fifth Industrial Revolution Cultivated with Biotechnology".
<https://www.meti.go.jp/press/2020/02/20210202001/20210202001-1.pdf>

iii. Issuer's Initiatives for the SDGs

FUJIFILM Holdings has the following corporate philosophy.












“We will use leading-edge, proprietary technologies to provide top-quality products and services that contribute to the advancement of culture, science, technology and industry, as well as improved health and environmental protection in society. Our overarching aim is to help enhance the quality of life of people worldwide.”

FUJIFILM Holdings' initiatives in the Bio-CDMO business are linked to the priority issues 1 "Fulfill unmet medical needs" and 2 "Improve accessibility to medical services" in the priority area "Health" in the Sustainable Value Plan 2030. The development and manufacture of biopharmaceuticals to meet the world's growing needs for biopharmaceuticals through "high productivity technology" that combines industry-leading culture technology, advanced facilities, and advanced production, analysis, and engineering technologies cultivated in the photographic film business will be an initiative that contributes to the Sustainable Development Goals (SDGs) established by the United Nations in September 2015, which include the following.

Goal 3: "Good health and well-being"

Target 3.8: Achieve universal health coverage, including financial risk protection, access to quality essential healthcare services and access to safe, effective, quality and affordable essential medicines and vaccines for all

Business Category	Eligibility Criteria	Contribution to the SDGs*
<p>Bio-CDMO Business</p> <p>Business category in SBPs and SBGLs: Access to essential services (health, healthcare)</p>	<p>Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high efficiency and high productivity technologies, etc., on Bio CDMO business</p>	<p>3. Good health and well-being 17. Partnerships for the goals</p>  

Priority Areas	Priority Issues	Resolving social issues through business activities	Considering society and the environment in our business processes	Business Segments	Goals in the SDGs
		Contribution (Opportunities)	Impact (Risks)		
 Environment	<ol style="list-style-type: none"> 1. Address climate change 2. Promote recycling of resources 3. Address energy issues toward a decarbonized society 4. Ensure product and chemical safety 	● ● ● ●	● ● ●	<ul style="list-style-type: none"> ▶ Healthcare ▶ Materials ▶ Business Innovation ▶ Imaging 	
 Health	<ol style="list-style-type: none"> 1. Fulfill unmet medical needs 2. Improve accessibility to medical services 3. Contribute to early disease detection 4. Contribute to health promotion and beauty 5. Promote management of a healthy workplace 	● ● ● ● ●	● (Employees)	▶ Healthcare	
 Daily Life	<ol style="list-style-type: none"> 1. Contribute to creating a safe and secure society 2. Contribute to enriching humanity and relationships between people 	● ●		<ul style="list-style-type: none"> ▶ Materials ▶ Imaging 	
 Work Style	<ol style="list-style-type: none"> 1. Create environments that lead to a motivated workplace (provision of solution services) 2. Develop and utilize diverse human resources 	●	● (Employees) ● (Employees)	▶ Business Innovation	
Basis of Business Activities					
 Supply Chain	Strengthen CSR foundations across the entire supply chain including factors of the environment, ethics, and human rights				
 Governance	Improve and maintain governance structures by further disseminating an open, fair and clear corporate culture				

FUJIFILM Holdings “Sustainable Value Plan 2030” Priority Area/Priority Issues (Materiality)

* The relevance of the SDGs is complementary to the issuance of social bond, referring to Green, Social and Sustainability Bonds: A High-Level Mapping to the Sustainable Development Goals published by ICMA, which defines the Social Bond Principles. This is a complementary to the issuance of social bond and is not directly related to the purpose for the use of proceeds.

iv. About the Social Bond Framework

FUJIFILM Holdings is promoting the Bio-CDMO business by utilizing FUJIFILM Holdings' strengths in culture technology and high production technology, which are linked to Priority issues 1 "Fulfill unmet medical needs." and Priority issues 2 "Improve accessibility to medical services." in the priority area "Health" in its CSR Plan and Medium-term Management Plan.

FUJIFILM Holdings will use the newly formulated Social Bond Framework (hereinafter, "Framework") to issue social bonds to raise funds for new investments or refinancing of existing investments in Bio-CDMO business that contribute to solving the social issues described in section ii.

In other words, the proceeds will be allocated to social projects in line with the following eligible social project categories.

■ Access to essential services (health, healthcare)

Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high-efficiency and high-productivity technologies, etc., on Bio-CDMO business

Issuer Name: FUJIFILM Holdings Corporation

Framework Name: FUJIFILM Holdings Corporation Social Bond Framework

Name of external review organization: DNV Business Assurance Japan K.K.

Date of report: March 23, 2022

II. Scope and Objectives

FUJIFILM Holdings has commissioned DNV to conduct a pre-issuance assessment of the "FUJIFILM Holdings Corporation Social Bond". The objective of the pre-issuance assessment by DNV is to conduct an assessment to confirm that FUJIFILM Holdings Corporation Social Bond meets the criteria such as SBP, SBGLs, which will be described later, and to provide a second party opinion on the eligibility of this Social Bond.

DNV, as an independent external reviewer, has identified no real or perceived conflict of interest associated with the delivery of this second-party opinion for FUJIFILM Holdings. In this paper, no assurance is provided regarding the financial performance of the BOND, the value of any investment in the BOND, or the long-term environmental benefits of the transaction.

(1) Scope of Review

The review assessed the following elements and confirmed their alignment with four core elements in SBP

- Use of Proceeds
- Management of Proceeds
- Process for Project Evaluation and Selection
- Reporting

(2) Role(s) of review provider

- Consultancy (incl. 2nd opinion)
- Verification
- Other:
- Certification
- Rating

(3) Standards/guidelines to be applied

No.	Standards/Guidelines	Scheme owner	Applied level*1*2
1.	Social Bond Principles	International Capital Market Association (ICMA), 2021	Apply
2.	Social Bond Guidelines	Financial Services Agency, 2021	Apply
3.	Green and Social Bonds: A High-Level Mapping to the Sustainable Development Goals	International Capital Market Association (ICMA), 2020	Refer
4.	Handbook Harmonized Framework for Impact Reporting	International Capital Market Association (ICMA), 2021	Refer

*1 Apply: Eligibility for all four core common elements to each principle or guideline was assessed.

*2 Refer: Based on the social project and implementation plans, relevant contents were partially considered.



III. Responsibilities of FUJIFILM Holdings Corporation and DNV

FUJIFILM Holdings has provided the information and data used by DNV during the delivery of this review. DNV's second party opinion represents an independent opinion and is intended to inform FUJIFILM Holdings and other interested stakeholders in the Social Bond as to whether the established criteria have been met, based on the information provided to us. In our work we have relied on the information and the facts presented to us by FUJIFILM Holdings. DNV is not responsible for any aspect of the selected assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by FUJIFILM Holdings and used as a basis for this assessment were not correct or complete.

IV. Basis of DNV's Opinion

To provide as much flexibility as possible for FUJIFILM Holdings, DNV has adapted our social bond assessment methodologies, which incorporates the requirements of SBP, to create FUJIFILM Holdings-specific Social Bond Eligibility Assessment Protocol (hereinafter "DNV's Protocol"). Please refer to Schedule-2. The Protocol is applicable to Social Bonds under the SBP.

DNV's Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion. The overarching principle behind the criteria is that a social bond should "enable capital-raising and investment for new and existing projects with environmental benefits".

As per DNV's Protocol, the criteria against which the Social Bond has been reviewed are grouped under the four Principles.

- **Principle One: Use of Proceeds:** The Use of Proceeds criteria are guided by the requirement that an issuer of a social bond must use the proceeds to eligible activities. The eligible activities should produce clear environmental benefits.
- **Principle Two: Process for Project Evaluation and Selection:** The Project Evaluation and Selection criteria are guided by the requirements that an issuer of a social bond should outline the process it follows when determining eligibility of an investment using social bond proceeds, and outline any impact objectives it will consider.
- **Principle Three: Management of Proceeds:** The Management of Proceeds criteria are guided by the requirements that a social bond should be tracked within the issuing organization, that separate portfolios should be created when necessary and that a declaration of how unallocated funds will be handled should be made.
- **Principle Four: Reporting:** The Reporting criteria are guided by the recommendation that at least Sustainability Reporting to the bond investors should be made of the use of bond proceeds and that quantitative and/or qualitative performance indicators should be used, where feasible.

V. Work Undertaken

Our work constituted a high level of review of the available information, based on the understanding that this information was provided to us by FUJIFILM Holdings in good faith. We have not performed an audit or other tests to check the veracity of the information provided to us. The work undertaken to form our opinion included:

i. Pre-Issuance Assessment of Social Bond

- Creation of the Issuer-specific DNV's Protocol, adapted to the purpose of the Social Bond, as described above and in Schedule-2 to this Assessment.
- Assessment of documentary evidence provided by FUJIFILM Holdings on the Bond and supplemented assessment by a comprehensive desktop research. These checks refer to current assessment best practices and standards methodology;
- Discussions with FUJIFILM Holdings, and review of relevant documentation;
- Documentation of findings against each element of the criteria.

ii. Post-Issuance Assessment of Social Bond (**not included in this report*)

- Assessment of evidential documents provided by the Issuer after issuance of the BOND, and supplemental assessment by desk review from a higher perspective;
- Interview with key personnel of the Issuer, and review of the relevant documentation;
- Field research and inspection (if necessary);
- Review of the nominated projects and assets at the time of the post-issuance verification (update of the details mentioned in Schedule-1);
- Document creation of post-issuance assessment result.

VI. Findings and DNV's Opinion

DNV's findings and opinions are as follows.

(1) Use of Proceeds

DNV has confirmed that all of the net proceeds from FUJIFILM Holdings Social Bond, excluding expenses, are planned to be allocated to one or more of the social project portfolios shown in Table-1, which meet the following typical eligible social project categories and eligible criteria as identified in the SBP.

<Social Project Category>

- **Access to essential services (health, healthcare)**

Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high efficiency and high productivity technologies, etc., on Bio CDMO business

The selected projects are initiatives that have the following secondary social benefits and contribute to the two SDGs shown in Table-2.



DNV also especially evaluated and confirmed that the social project is solution for the objective social issue, that local characteristics are taken into account, and that the target population and social contribution (outcome) of the project are clearly identified by the issuer.

In conducting the eligibility assessment, DNV confirmed that FUJIFILM Holdings had clearly identified the social issues that would be addressed in consideration of local characteristics, the people who would benefit from the implementation of the project, and the social issues that would be addressed.

Table-1 Social Project Portfolio (See Schedule-1 for details)

Project	Project Overview
Social Category	Access to essential services (health, healthcare) (Contribution to SDGs Goal 3 and 17, See Table-2)
Target Population	Biopharmaceutical users
Major Project Activities	Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high-efficiency and high-productivity technologies, etc., on Bio-CDMO business (Including but not limited to related activities)
Representative Projects and Time of allocation	<ul style="list-style-type: none"> ① 【M&A】 Acquisition of Denmark Manufacturing site Time of allocation: August 2019 (completion) ② 【Capital Investment】Capacity expansion of Denmark Manufacturing site Time of allocation: 2021-2023 (planned) ③ 【Capital Investment】 New manufacturing facility in North Carolina, U.S.A. Time of allocation: 2021-2025 (planned) ④ 【Capital Investment】 Capacity expansion of production bases in the U.S. and U.K. Time of allocation: 2021-2023 (planned) ⑤ 【M&A】 Acquisition of Dedicated Cell Therapy Manufacturing Facility in the U.S. Time of allocation: April 2022 (planned)

Table-2 Sustainable Development Goals (SDGs) initiatives*
to be achieved by FUJIFILM Holdings.

SDGs Goals	FUJIFILM Holding Corporation Initiatives
 3. Good health and well-being	Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high-efficiency and high-productivity technologies, etc., on Bio-CDMO business
 17. Partnerships for the goals	

* The relevance of the SDGs is complementary to the issuance of social bond, referring to Green, Social and Sustainability Bonds: A High-Level Mapping to the Sustainable Development Goals published by ICMA, which defines the Social Bond Principles. This is a complementary to the issuance of social bond and is not directly related to the purpose for the use of proceeds.

Use of Proceeds categories as per SBP

- | | |
|--|---|
| <input type="checkbox"/> Affordable basic infrastructure | <input checked="" type="checkbox"/> Access to essential services |
| <input type="checkbox"/> Affordable housing | <input type="checkbox"/> Employment generation, and programs designed to prevent and/or alleviate unemployment stemming from socioeconomic crises, including through the potential effect of SME financing and microfinance |
| <input type="checkbox"/> Food security and sustainable food systems | <input type="checkbox"/> Socioeconomic advancement and empowerment |
| <input type="checkbox"/> Considered to meet the SBP classification or is not listed in the SBP but is an eligible area | <input type="checkbox"/> Other (please specify): |

(2) Process for Project Evaluation and Selection

Through the review, DNV has confirmed that FUJIFILM Holdings Corporation Social Bond projects have been selected based on the "Sustainable Value Plan 2030"/"Materiality", and that the Accounting & Finance Division will consult with the Corporate Communication Division, ESG Division, and related Business Division, and will select eligible projects that meet the eligible criteria. DNV also confirmed that when FUJIFILM Holdings issues the Social Bonds, the Corporate Vice President in charge of the Accounting & Finance Division will make the final decision on the selected eligible projects, and the results of the decision will be reported to the Board of Directors.

In addition, DNV has confirmed that FUJIFILM Holdings meets the eligibility criteria set forth in "Section II Scope and Objectives (3) Standards/guidelines to be applied" in selecting the project. Along with that, DNV confirmed that the following environmental and social risk mitigation initiatives are in place or have established processes and criteria to be implemented when it is deemed necessary to consider negative impacts associated with project implementation.

- Identification of risks, formulation and implementation of action plans on a global basis for all companies under FUJIFILM Holdings, based on the Fujifilm Group's risk management regulations. Risk items include the impact of economic conditions and exchange rate fluctuations on business performance, environmental changes and competition by business, production activities, public regulations, and environmental regulations.
- As stipulated in the Fujifilm Group's Green Policy (Environmental Policy), FUJIFILM Holdings comply with the rules established in each country and region where FUJIFILM Holdings operates, as well as with voluntary regulations, standards, and individually agreed-upon requirements of Group companies. When acquiring land or buildings through M&A, FUJIFILM Holdings conducts environmental due diligence and evaluates soil and groundwater contamination.
- Conduct due diligence on occupational safety, labour and human rights. The Fujifilm Group supports international principles on human rights, including the United Nations International Bill of Human Rights and the United Nations Guiding Principles on Business and Human Rights, and declares in its Fujifilm Group Human Rights Statement that it will take necessary measures to assess and reduce the risk of human rights violations in its business activities. Evaluating the suitability of investments at the time of M&A from the perspective of occupational safety and labour risks, as well as conducting periodic human rights due diligence on all operations.

The Fujifilm Group has appointed a person responsible for compliance and risk management at each operating company and group company, and a system is in place for each organization to report regularly to the ESG Committee, which is chaired by the president. The ESG Committee also reports regularly to the Board of Directors. The Board of Directors is responsible for overseeing the compliance and risk management of the entire group, and provides instructions and advice in response to reports from the ESG Committee to ensure the effectiveness of the process.

Evaluation and Selection

- | | |
|---|---|
| <input checked="" type="checkbox"/> Conforms to the issuer's achievement of social contribution goals | <input checked="" type="checkbox"/> Documented process to determine that projects fit within defined categories |
| <input checked="" type="checkbox"/> The project is eligible for use of proceeds by social bond and transparency is ensured. | <input checked="" type="checkbox"/> Documented process to identify and manage potential ESG risks associated with the project |
| <input checked="" type="checkbox"/> The project is evaluated and selected based on the published standard summary | <input checked="" type="checkbox"/> Other (please specify): Refer to the four elements of the SBP in the evaluation and selection of projects to which funds to be raised through social bonds will be allocated. |

Information on responsibility and accountability

- | | |
|--|---|
| <input checked="" type="checkbox"/> Evaluation / Selection criteria subject to external advice or verification | <input checked="" type="checkbox"/> In-house assessment |
| <input type="checkbox"/> Other (please specify): | |



(3) Management of Proceeds

DNV confirmed how FUJIFILM Holdings will track and manage the proceeds from bond issuance to redemption period.

DNV confirmed that FUJIFILM Holdings plans to allocate the proceeds to new investments or refinancing of eligible projects in a timely manner after the financing.

The Accounting & Finance Division of FUJIFILM Holdings will allocate and manage the proceeds so that the entire amount of proceeds from the Social Bonds will be allocated to eligible projects, and will confirm the allocation status of the proceeds on an annual basis. In the event that unallocated proceeds arise, projects that meet the eligibility criteria will be selected and allocated.

Until the proceeds from the Social Bond are allocated to eligible projects, the proceeds will be managed in cash or cash equivalents and will be fully allocated within approximately 2 years after the funds are raised.

- FUJIFILM Holdings has established internal controls to ensure the appropriateness of operations in accordance with the basic policy of the internal control system, and is equipped with controls to track the allocation of proceeds in accordance with the operational procedures and flowcharts based on this policy.
- The proceeds from the social bonds are deposited in the same account as other funds, and are managed separately in Excel so that they can be allocated to targeted social projects. This ensures that the amount of social bond proceeds does not exceed the actual investment amount to be allocated at the fundraising stage.
- Documents related to fund management shall be retained for at least 10 years in accordance with the document management rules established by FUJIFILM Holdings.

Tracking of proceeds:

- Some or all of the proceeds by social bonds that are planned to be allocated are systematically distinguished or tracked by the issuer.
- Disclosure of intended types of temporary investment instruments for unallocated proceeds
- Other (please specify):

Additional disclosure:

- | | |
|--|---|
| <input type="checkbox"/> Allocations to future investments only | <input checked="" type="checkbox"/> Allocations to both existing and future investments |
| <input type="checkbox"/> Allocation to individual disbursements | <input checked="" type="checkbox"/> Allocation to a portfolio of disbursements |
| <input type="checkbox"/> Disclosure of portfolio balance of unallocated proceeds | <input type="checkbox"/> Other (please specify): |

(4) Reporting



DNV has confirmed that FUJIFILM Holdings would report annually on the FUJIFILM Holdings website regarding social bond specific information required by the SBP.

The following allocation status and social benefits will be reported on an annual basis until the proceeds are allocated to the project and the production facilities are in commercial operation. The social benefits will be disclosed on a portfolio-by-portfolio basis, as far as is reasonably feasible and with considering confidentiality and nondisclosure requirements. If there are material changes in the project, FUJIFILM Holdings will disclose them on its website in a timely manner.

Key reporting items will include:

<Allocation status>

- Allocated amount, unallocated amount, scheduled allocation period and management method during the unallocated period
- Approximate refinance amount (or share)

<Social benefits>

- Project outline (location, size, etc.)
- Production capacity of Bio-CDMO business (L)

Use of proceeds reporting:

- Project-by-project
- On a project portfolio basis
- Linkage to individual bond(s)
- Other (please specify):

Information reported:

- Allocated amounts
- Social Bond refinanced share of total investment
- Other (please specify):

Frequency:

- Annual
- Semi-annual
- Other (please specify):



Impact Reporting (Social Benefits):

- Project-by-project
- On a project portfolio basis
- Linkage to individual bond(s)
- Other (please specify):

Frequency:

- Annual
- Semi-annual
- Other (please specify):

Information reported (expected or ex-post):

- Number of beneficiaries
- beneficiary
- Other (please specify): Production capacity of Bio-CDMO business (L)

Disclosure Method

- Information published in financial report
- Information published in social report
- Information published in ad hoc documents
- Other (please specify): FUJIFILM Holdings Corporation website
- Reporting reviewed (if yes, please specify which parts of the reporting are subject to external review)

(5) External Review

FUJIFILM Holdings will obtain a review by DNV before 1 year has passed from the Social Bond issue date in order to ensure that the reporting of the eligible project conforms to the FUJIFILM Holdings Social Bond Framework and to enhance objectivity.



Assessment Conclusion

On the basis of the information provided by FUJIFILM Holdings and the work undertaken, it is DNV's opinion that the FUJIFILM Holdings Social Bond meets the criteria established in the DNV's Protocol and that it is aligned with the stated definition or purpose of social bond within the SBP, which is to "enable capital-raising and investment for new and existing projects with social benefits".

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March 23, 2022

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About DNV

Driven by our purpose of safeguarding life, property and the environment, DNV enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight.

With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.

Disclaimer

Responsibilities of the Management of the Issuer and the Second-Party Opinion Providers, DNV: The management of Issuer has provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform the Issuer management and other interested stakeholders in the Bond as to whether the established criteria have been met, based on the information provided to us. In our work we have relied on the information and the facts presented to us by the Issuer. DNV is not responsible for any aspect of the nominated assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by the Issuer's management and used as a basis for this assessment were not correct or complete

Schedule-1 FUJIFILM Holdings Corporation Social Bond Nominated Projects

The projects listed in the table are representative projects (nominated project list) prior to the implementation of the Social Bond.

The representative projects listed in the Representative Project Overview column in the table are a list of several nominated social projects that have been evaluated for eligibility at the time of pre-issue eligibility assessment (as of February 2022).

In the future, bonds issued under the FUJIFILM Holdings Social Bond Framework will be selected from one or more of the eligible project candidates and reported in periodic reports. If additional social projects are included, eligibility will be evaluated in advance by FUJIFILM Holdings in accordance with the FUJIFILM Holdings Social Bond Framework and, if necessary, DNV will evaluate them in a timely manner.

Social Projects	Social Projects Category	Target Population	Representative Project Overview
<p>Building new manufacturing bases, M&A, capital investment for production capacity enhancement, development for high efficiency and high productivity technologies, etc., on Bio CDMO business</p>	<p>Access to essential services (Health, Healthcare)</p> <p>Sub category (Secondary and additional benefits) :</p> <p>Responding to unmet medical needs and improving access to medical services through a stable supply of high-quality biopharmaceuticals</p>	<p>Biopharmaceutical users</p>	<p>① [M&A] Acquisition of Denmark Manufacturing site Time of allocation: August 2019 (completion) https://www.fujifilm.co.jp/corporate/news/articleffnr_1451.html</p> <p>② [Capital Investment] Capacity expansion of Denmark Manufacturing site Time of allocation: 2021-2023 (planned) https://www.fujifilm.com/jp/ja/news/list/5049</p> <p>③ [Capital Investment] New manufacturing facility in North Carolina, U.S.A. Time of allocation: 2021-2025 (planned) https://www.fujifilm.com/jp/ja/news/list/5874</p> <p>④ [Capital Investment] Capacity expansion of production bases in the U.S. and U.K. Time of allocation: 2021-2023 (planned) https://www.fujifilm.com/jp/ja/news/list/6719</p> <p>⑤ [M&A] Acquisition of Dedicated Cell Therapy Manufacturing Facility in the U.S. Time of allocation: April 2022 (planned) https://www.fujifilm.com/jp/ja/news/list/7501</p> <p>Look-back will be applied to the expenditures of 2019-2021 (planned) in ① through ④ above.</p>



Schedule-2 Social Bond Eligibility Assessment Protocol

The following SBP-1 ~ SBP-4 are DNV's Social Bond Eligibility Assessment Protocol created for FUJIFILM Holdings based on the requirements of SBP (2021). The "Confirmed documents" in the work undertaken includes internal documents of the issuer and are provided by the FUJIFILM Holdings as evidence of eligibility judgement for DNV.

SBP-1 Use of Proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a	Type of bond	The bond must fall in one of the following categories: <ul style="list-style-type: none"> • Use of Proceeds Bond • Revenue Bond • Project Bond • Securitized or covered Bond 	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	Through the evaluation process, DNV confirmed that FUJIFILM Holdings' social bonds fall into the following categories (Standard) Social Bond
1b	Social Project Categories	The cornerstone of a Social Bond is the utilization of the proceeds of the bond which should be appropriately described in the legal documentation for the security.	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	The list of projects identified in the FUJIFILM Holdings Social Bond Framework corresponds to the following representative eligible projects as classified in the SBP. "Access to essential services (health, healthcare)" The project will also make an incidental contribution to " Responding to unmet medical needs and improving access to medical services through a stable supply of high-quality biopharmaceuticals" Information on the use of the proceeds will be included in the Amended Shelf Registration Statement and the Supplemental Shelf Registration Statement and is compliant.
1c	Social benefits	All designated Social Project categories should provide clear socially sustainable	Confirmed Documents:	DNV evaluated and confirmed that the social project is solution for the objective social issue, that local characteristics are taken into account, and that the target population and social

		benefits, which, where feasible, will be quantified or assessed by the issuer.	<ul style="list-style-type: none"> • “JPMA Industry Vision 2025” of the Japan Pharmaceutical Manufacturers Association • "Fifth Industrial Revolution Cultivated with Biotechnology" of the Ministry of Economy, Trade and Industry • "Pharmaceutical Industry Vision 2021" of Ministry of Health, Labour and Welfare • Social Bond Framework • Social Bonds Qualification Assessment Materials 	<p>contribution (outcome) of the project are clearly identified by the issuer.</p> <p>Based on materials from the Ministry of Health, Labour and Welfare, Ministry of Economy, Trade and Industry (METI), and industry associations, it was confirmed that social project is a globally recognized social issue and that the results are quantitatively evaluated against social benefits through the stable production and supply of biopharmaceuticals as the global supply chain of pharmaceuticals becomes more and more problematic. DNV also confirmed that " Biopharmaceutical users" were identified as beneficiaries of the social project.</p>
1d	Refinancing share	In the event that a proportion of the proceeds may be used for refinancing, it is recommended that issuers provide an estimate of the share of financing vs. refinancing, and where appropriate, also clarify which investments or project portfolios may be refinanced.	<p>Confirmed Documents:</p> <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials <p>Interviews with stakeholders</p>	<p>It is planned that the proceeds from the Social Bond will be allocated to refinance several projects on the candidate list of Social Bond projects listed in Schedule-1.</p> <p>In the case of allocation to an existing project, it was confirmed that the project must have been implemented within 36 months retroactively from the issuance of the Social Bond .</p> <p>FUJIFILM Holdings will report the eligible project candidates and refinancing ratios in its annual reporting.</p>

SBP-2 Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a	Investment-decision process	<p>The issuer of a Social Bond should outline the decisionmaking process it follows to determine the eligibility of projects using Social Bond proceeds. This includes, without limitation:</p> <ul style="list-style-type: none"> • A process to determine how the projects fit within the eligible Social Projects categories identified in the ICMA SBP 2020; • The criteria making the projects eligible for using the Social Bond proceeds ; • The social sustainability objectives 	<p>Confirmed Documents:</p> <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials <p>Interviews with stakeholders</p>	<p>It was confirmed from the Social Bond Framework that the FUJIFILM Holdings Accounting & Finance Division will consult with the Corporate Communications Division, ESG Division, and relevant Divisions, and will select eligible projects that meet the eligible criteria, and then, the officer in charge of accounting will make the final decision on the project. It was also confirmed that the results of this process will be reported to the Board of Directors.</p> <p>It was also confirmed that negative effects on the environment and society associated with social projects are extracted and evaluated based on the Fujifilm Group's risk management regulations when evaluating and selecting social projects, and that action plans are formulated and implemented.</p>
2b	Issuer's environment and social governance framework	<p>In addition to information disclosed by an issuer on its Social Bond process, criteria and assurances, Social Bond investors may also take into consideration the quality of the issuer's overall framework and performance regarding social sustainability.</p>	<p>Confirmed Documents:</p> <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials <p>Interviews with stakeholders</p> <p>FUJIFILM Holdings Corporation Website</p>	<p>As a result of a comprehensive review of FUJIFILM Holdings' business activities, including the Social Bond Framework and information disseminated externally, DNV confirmed through the assessment that FUJIFILM Holdings' sustainability management practices, efforts to address SDGs and ESG risks, and the output from its business activities will contribute to social benefits. In an interview with FUJIFILM Holdings officials, DNV confirmed that the social projects that FUJIFILM Holdings has implemented or will implement in its Bio-CDMO business are effective in realizing a sustainable society.</p>

SBP-3 Management of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
3a	Tracking procedure	The net proceeds of Social Bonds should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process that will be linked to the issuer’s lending and investment operations for Social Projects.	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	DNV confirmed through document review and interviews the following required by the cash management. The net proceeds will be credited to the account of FUJIFILM Holdings and allocated through group companies to the eligible projects indicated in Schedule-1. The proceeds from the Social Bond will be managed by the accounting management system, which will specify the recipients and the amount of proceeds to be allocated.
3b	Tracking procedure	So long as the Social Bonds are outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible Social investments or loan disbursements made during that period.	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	DNV confirmed through document review and interviews the following required by the cash management Tracking and management of proceeds from social bonds (deposits, withdrawals, and balance checks) is conducted by the FUJIFILM Holdings Accounting & Finance Division on a quarterly basis, and is controlled by the accounting management system and internal regulations.
3c	Temporary holdings	Pending such investments or disbursements to eligible Social Projects, the issuer should make known to investors the intended types of temporary investment instruments for the balance of unallocated proceeds.	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	DNV confirmed through document review and interviews the following required by the cash management. The proceeds will be managed in cash or cash equivalents until the time of actual allocation.



SBP-4 Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a	Periodical reporting	In addition to reporting on the use of proceeds and the temporary investment of unallocated proceeds, issuers should provide at least annually a list of projects to which Social Bond proceeds have been allocated including - when possible with regards to confidentiality and/or competitive considerations - a brief description of the projects and the amounts disbursed, as well as the expected socially sustainable impact.	Confirmed Documents: <ul style="list-style-type: none"> • Social Bond Framework • Social Bonds eligibility Assessment Materials Interviews with stakeholders	FUJIFILM Holdings plans to disclose information once a year on the FUJIFILM Holdings website regarding specific items required by the Social Bond (reporting of allocation status and impact reporting). Disclosure will include a report on the allocation status, a project overview, and the production capacity that the Bio-CDMO project has, to the extent possible from a confidentiality and nondisclosure standpoint.