

**Notice of Disposal of Treasury Shares as Restricted Share-Based  
Remuneration**

FUJIFILM Holdings Corporation (the “Company”) hereby announces that it has resolved at the meeting of its board of directors today to dispose of its treasury shares as restricted share-based remuneration (hereinafter the “Disposal of Treasury Shares”), as follows.

**1. Overview of disposal**

(1) Payment date	September 28, 2021
(2) Class and number of shares to be disposed of	148,600 shares of the Company’s common stock
(3) Disposal value	9,068 yen per share
(4) Total disposal value	1,347,504,800 yen
(5) Recipients of disposed shares	Directors of the Company (Note 1): 7 persons, 26,400 shares Corporate vice presidents of the Company: 8 persons, 8,800 shares Directors of the Company’s subsidiaries (Note 2): 22 persons, 82,100 shares Corporate vice presidents and fellows of the Company’s subsidiaries (Note 3): 26 persons, 31,300 shares Note 1: Excludes outside directors. Note 2: Includes 11 persons who concurrently serve as directors or corporate vice presidents of the Company. Note 2: Includes 4 persons who concurrently serve as corporate vice presidents of the Company.
(6) Other	The Disposal of Treasury Shares will be conducted on condition that the securities registration statement under the Financial Instruments and Exchange Act takes effect.

**2. Purpose of and reasons for disposal**

The Company received approval at the 125th Ordinary General Meeting of Shareholders convened on June 29, 2021, to introduce a share-based remuneration plan to deliver shares with restriction on transfer (“Restricted Shares”) to the Company’s directors (excluding outside directors; hereinafter “Eligible Directors”) for the purpose of encouraging Eligible Directors to share the interests of stock price fluctuations with the Company’s shareholders and to further enhance their motivation to contribute to improving the Company’s value and the operating performance over the medium term (hereinafter the “Plan”). The meeting also approved the terms and conditions of the Plan, including the following: the total

amount of monetary remuneration receivables provided as remuneration and other payments to Eligible Directors in connection with the Restricted Shares under the Plan shall be set at 1,000 million yen or less per fiscal year; the total number of the Restricted Shares to be allotted to the Eligible Directors per fiscal year shall be up to 250,000 shares; and the transfer restriction period for the Restricted Shares shall be during the period from the day on which the transfer restriction period commences to the day on which the relevant eligible allottee ceases to hold any of the following positions: the position of director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors (excluding the positions of advisers or other officers commissioned to provide services limited to specific areas; hereinafter the same), or the position of employee of the Company or its consolidated subsidiary.

The Company decided at the meeting of its board of directors today to allot 148,600 shares of its common stock as specified shares with restriction on transfer. Specifically, the Company will grant monetary remuneration receivables totaling 1,347,504,800 yen to 7 Eligible Directors and 8 corporate vice presidents of the Company as Restricted Share-based remuneration for the period from the date of the Company's Ordinary General Meeting of Shareholders convened in June 2021 to the date of its Ordinary General Meeting of Shareholders to be convened in June 2022, and 22 directors (including 11 persons who concurrently serve as directors or corporate vice presidents of the Company) and 26 corporate vice presidents and fellows of the Company's subsidiaries (including 4 persons who concurrently serve as corporate vice presidents of the Company) as Restricted Share-based remuneration for the period from the date of those subsidiaries' Ordinary General Meetings of Shareholders convened in June 2021 to the date of their Ordinary General Meetings of Shareholders to be convened in June 2022 (the aforementioned respective directors and corporate vice presidents of the Company and its subsidiaries are hereinafter referred to as the "Eligible Allottees"). Thereafter, the Eligible Allottees will pay all the monetary remuneration receivables so granted in the form of property contributed in kind. The amount of monetary remuneration receivables payable to each Eligible Allottee has been determined, comprehensively taking into account various matters such as the level of contribution by the relevant Eligible Allottee to the Company or the Company's subsidiaries. The aforementioned monetary remuneration receivables are paid subject to the respective Eligible Allottees executing with the Company an allotment agreement for Restricted Shares (hereinafter the "Allotment Agreement") that substantially includes the following details.

A transfer restriction period has been set for the period up to the date that the relevant Eligible Allottee ceases to hold any of the following positions: the position of director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors, or the position of employee of the Company or its consolidated subsidiary, in order to achieve the purpose of encouraging the Eligible Allottees to share the interests of stock price fluctuations with the Company's shareholders and to further enhance their motivation to contribute to improving the Company's value and the operating performance over the medium term.

### 3. Overview of the Allotment Agreement

#### (1) Restriction period

Period from September 28, 2021, the day on which the relevant Eligible Allottee ceases to hold any of the following positions: the position of director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors, or the position of employee of the Company or its consolidated subsidiary.

During the above transfer restriction period (hereinafter the "Restriction Period"), no Eligible Allottees shall transfer, create a pledge or mortgage by transfer on, offer as an inter vivos gift, make a bequest of, or otherwise dispose of, the Restricted Shares allotted to them (hereinafter the "Allotted Shares") to or in favor of any third parties (hereinafter the "Transfer Restrictions").

#### (2) Acquisition of Restricted Shares without contribution

If an Eligible Allottee resigns or retires from his or her position of director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, position at the Company or its consolidated subsidiary determined by the Company's board of directors, or position of employee of the Company or its consolidated subsidiary and ceases to hold any of the aforementioned positions on or after the day on which the Restriction Period commences until the day immediately prior to the day on which the Company's Ordinary General Meeting of Shareholders first arrives thereafter, the Company shall automatically acquire all or part of the Allotted Shares without contribution upon the resignation or retirement, unless there is a reason deemed valid by the Company's board of directors.

If there are Allotted Shares on which Transfer Restrictions have not been lifted at the expiration of the Restriction Period (hereinafter the "**Expiration**") pursuant to any of the Transfer Restriction lifting events set forth in (3) below, the Company shall automatically acquire all or part of those Allotted Shares without contribution, immediately after the Expiration.

#### (3) Lifting of Transfer Restrictions

Upon the Expiration, the Company shall lift the Transfer Restrictions on all Allotted Shares held by an Eligible Allottee at that time, subject to their continuing to hold a position as a director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors, or a position as an employee of the Company or its consolidated subsidiary on and after the day on which the Restriction Period commences until the day on which the Company's Ordinary General Meeting of Shareholders first arrives thereafter. However, if the Eligible Allottee resigns or retires from the position as a director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors, or the position as an employee of the Company or its

consolidated subsidiary and ceases to hold any of the aforementioned positions for any reason deemed valid by the Company's board of directors on or after the day on which the Restriction Period commences until the day immediately prior to the day on which the Company's Ordinary General Meeting of Shareholders first arrives thereafter, then the Transfer Restrictions on the number of Allotted Shares calculated as follows will be lifted immediately after the resignation or retirement: the number of months from July 2021 to the month in which the Eligible Allottee resigns or retires from the position as a director, audit & supervisory board member, corporate vice president or fellow of the Company or its consolidated subsidiary, a position at the Company or its consolidated subsidiary determined by the Company's board of directors, or the position as an employee of the Company or its consolidated subsidiary and ceases to hold any of the aforementioned positions, divided by 12 (if the quotient resulting from the calculation exceeds 1, then the quotient shall be deemed to be 1), multiplied by the number of Allotted Shares then held by the Eligible Allottee (any fractional shares less than one share resulting from the calculation will be discarded).

#### (4) Management of shares

The Eligible Allottees shall complete the opening of an account with SMBC Nikko Securities Inc. to enter or record the Allotted Shares in a manner designated by the Company and shall keep and maintain the Allotted Shares in the account until the Transfer Restrictions are lifted.

#### (5) Treatment during reorganization

If, during the Restriction Period, a proposition relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization or other similar procedures (hereinafter "Reorganization") is approved at the Company's General Meeting of Shareholders (or at a meeting of its board of directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the Reorganization), then the Transfer Restrictions on the number of Allotted Shares calculated as follows will be lifted by a resolution of the Company's board of directors immediately before the business day immediately prior to the date on which the Reorganization becomes effective: the number of months from July 2021 to the month in which the approval is given, divided by 12 (if the quotient resulting from the calculation exceeds 1, then the quotient shall be deemed to be 1), multiplied by the number of Allotted Shares held by the Eligible Allottees on the date of approval (any fractional shares less than one share resulting from the calculation will be discarded). In that case, the Company shall, as of the business day immediately prior to the date on which the Reorganization becomes effective, automatically acquire without contribution all Allotted Shares on which Transfer Restrictions have not been lifted on that day pursuant to the above provision.

### **4. Basis of calculation and specific details of amount to be paid in**

To eliminate any arbitrariness in the disposal value in the Disposal of Treasury Shares, the closing price 9,068 yen of shares of the Company's common stock on the Tokyo Stock Exchange on the second business day (August 31, 2021) prior to the date of resolution by

the Company's board of directors is used as the disposal value. The Company considers that the value is rational and not particularly favorable.