

**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 17, 2024
(2) Class and number of shares to be disposed of	352,400 shares of the Company’s common stock
(3) Disposal value	3,702 yen per share
(4) Total disposal value	1,304,584,800 yen
(5) Recipients of disposed shares	<p>Directors of the Company (Note 1): 11 persons, 158,700 shares Corporate vice presidents of the Company: 7 persons, 53,000 shares Directors of the Company’s subsidiaries (Note 2): 18 persons, 75,900 shares Corporate vice presidents and fellows of the Company’s subsidiaries (Note 3): 23 persons, 64,800 shares</p> <p>Note 1: Includes 5 outside directors of the Company. Note 2: Includes 8 persons who concurrently serve as directors or corporate vice presidents of the Company. Note 3: Includes 5 persons who concurrently serve as corporate vice presidents of the Company.</p>

2. Purpose of and reasons for disposal

The Company received approval at the 128th Ordinary General Meeting of Shareholders convened on June 27, 2024, to introduce a non-performance-linked share-based remuneration plan to the Company’s directors (including outside directors; hereinafter the “Eligible Directors”) for the purpose of fostering a sense of unity for the company group by providing share-based remuneration for directors residing either inside or outside Japan commonly as the Company’s business and organization has become more globalized and enhancing the consciousness of Eligible Directors to contribute to improving medium-term to long-term performance and increasing corporate value, and the same plan has been

introduced to corporate vice presidents and important employees of the Company, and directors, corporate vice presidents, fellows and important employees of the Company's major subsidiaries (hereinafter the "Plan"). The meeting also approved the terms and conditions of the Plan, including the following matters, in summary: (i) under the Plan, the total amount of remuneration, etc. (including the amount of monetary remuneration claims) delivered to Eligible Directors in consideration of the execution of their duties in each business year shall be 1.1 billion yen or less (of which the amount for outside directors shall be 100 million yen or less), and the total number of shares granted in consideration of the execution of their duties in each business year shall be 825,000 shares or less (of which the shares for outside directors shall be 75,000 shares or less); (ii) the transfer restriction period of restricted shares to be granted under the Plan shall be the period from the date of allotment of restricted shares until the date on which the Eligible Director loses the position of director of the Company and other positions determined by the board of directors of the Company; and (iii) in the case that eligibles for the Plan include Eligible Directors who are non-domestic-residents, the Company may, due to the laws and regulations of their country of residence or other reasons, deliver shares by means of "Restricted Stock Units (RSU)" or pay cash after the expiration of three years (term equivalent to three years of tenure as a director) in lieu of delivering restricted shares.

The Company decided at the meeting of its board of directors today to allot 352,400 shares of its common stock as specified shares with restriction on transfer to 11 Eligible Directors (including 5 outside directors of the Company) and 7 corporate vice presidents of the Company, as well as 18 directors (including 8 persons who concurrently serve as directors or corporate vice presidents of the Company, and excluding outside directors of the Company's subsidiaries) and 23 corporate vice presidents and fellows of the Company's subsidiaries (including 5 persons who concurrently serve as corporate vice presidents of the Company; the aforementioned respective directors and corporate vice presidents and fellows of the Company and its subsidiaries are hereinafter referred to as the "Eligible Allottees"), by having the Eligible Allottees to contribute in kind all of the monetary remuneration claims granted to the Eligible Allottees with a total amount of 1,304,584,800 yen to the Company. The amount of monetary remuneration claims payable to each Eligible Allottee by the Company and the Company's subsidiaries has been respectively 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 claims 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 based on 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, as well as a position at or employee of the Company or its consolidated subsidiary determined by the Company's board of directors (hereinafter the "Designated Positions"), in order to achieve the purpose of introducing the Plan to enhance the consciousness of Eligible Directors to contribute to improving medium-term to long-term performance and increasing corporate value over the longest possible period of time.

3. Overview of the Allotment Agreement

(1) Restriction period

Period from September 17, 2024 to the day on which the relevant Eligible Allottee ceases to hold any of the Designated Positions (in the case that the time immediately following the expiration of three months after the end of the business year that includes the date of delivery of the Allotted Shares, as defined below (the time immediately following the arrival of July 1, 2025) is later than such date, then at that time).

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 any of the Designated Positions 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 of the latest of the Ordinary General Meeting of Shareholders of the Company or its consolidated subsidiaries, to which the Eligible Allottees belonged, which first arrives thereafter, the Company shall automatically acquire all of the Allotted Shares without contribution upon the resignation or retirement, unless there is a reason deemed justifiable 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 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 any of the Designated Positions on and after the day on which the Restriction Period commences until the day immediately prior to the day of the latest of the Ordinary General Meeting of Shareholders of the Company or its consolidated subsidiaries, to which the Eligible Allottees belonged, which first arrives thereafter. However, if the Eligible Allottee resigns or retires from any of the Designated Positions and ceases to hold any of the aforementioned positions for any reason deemed justifiable by the Company (including retirement or resignation due to death), then the Transfer Restrictions on the number of Allotted Shares calculated as follows will be lifted on the day immediately after the resignation or retirement: the number of months from July 2024 to the month in which the Eligible Allottee resigns or retires from any of the Designated Positions 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, etc.

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, etc. 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, etc.), 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, etc. becomes effective: the number of months from July 2024 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, etc. 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 3,702 yen of shares of the Company's common stock on the Tokyo Stock Exchange on the second business day (June 25, 2024) 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.