

Corporate Governance

Adapting to the Corporate Governance Code

The Company has taken steps to respond to the Corporate Governance Code enacted in June 2015. In October 2015, the Company broadly defined its basic approach to corporate governance and formulated the FUJIFILM Holdings Corporation Corporate Governance Guidelines with the goal of maintaining accountability to stakeholders.

In the Guidelines, the company discloses some items

such as evaluation of the effectiveness of the Board of Directors, selection criteria for Director Candidates and Audit & Supervisory Board Member Candidates, criteria for independence of Outside Directors and Outside Audit and Supervisory Board Members, and policy on training of Directors and Audit & Supervisory Board Members.

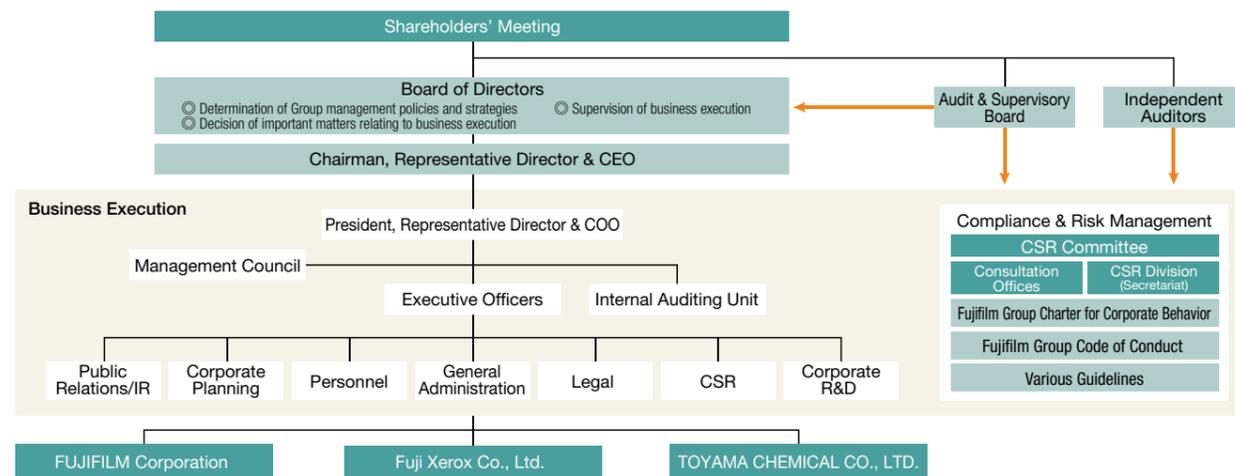
Corporate Governance Structure

FUJIFILM Holdings has positioned the board of directors as the organization for determining basic Group management policies and strategies and other important matters relating to business execution, as well as supervising the implementation of business affairs. The company's Articles of Incorporation stipulate that the board can consist of up to 12 directors. Currently, the board has 12 directors, including two outside directors. To better clarify their missions and responsibilities, the directors have a one-year term of office. The attendance of outside directors to the board of directors meetings held during the term ended March 2016 was 89% (nine meetings in total). Additionally, FUJIFILM Holdings has adopted an executive officer system to facilitate speedier business execution. The Company currently has 12 executive officers, including six concurrently serving as Board members. The executive officers

have a one-year term of office, the same as the Company's Directors. The Company discloses the number of individuals to whom remuneration is paid and the total amount of remuneration by Directors as well as Audit and Supervisory Board members. Meanwhile, we have adopted a remuneration system under the stock option program to make its directors and executive officers, excluding outside directors, share a mutual interest—the effect of stock price fluctuations—with its shareholders. In this way, the directors and executive officers are in actual fact encouraged to have stronger drive and morale toward achieving higher corporate value.

For further details of the Corporate Governance Guidelines and the Corporate Governance, please refer to <http://www.fujifilmholdings.com/en/about/governance/index.html>

▼ Corporate Governance Structure



Audit

FUJIFILM Holdings has adopted a system of Audit & Supervisory Board, which currently consists of four members, including two outside members. Each Audit & Supervisory Board member attends the board of directors, while full-time members attend all Management Council meetings in order to assess our overall business operations.

The attendance of outside auditors to the board of directors meetings held during the term ended March 2016 was 100% (nine meetings in total). Also, the attendance

of outside auditors to the Audit & Supervisory Board meetings held during the term ended March 2016 was 100% (11 meetings in total). In addition, FUJIFILM Holdings has the Internal Audit Division with a staff of eight, which is independent of the business execution divisions. The division is responsible for auditing the Group companies, in cooperation with or sharing tasks with the internal audit divisions of such companies, in order to assess and verify that the execution of these processes is fair and valid.

CSR Management

The Fujifilm Group's CSR Promotion System and Related Policies

We established our Approach to CSR in 2006 in view of the importance of CSR in achieving sustainable growth in an age of tumultuous changes in the business environment, and of its value not only to top management but to each and every employee. Subsequently, seven policy statements (the Green Policy, Social Contribution Policy, Guidelines for Biodiversity, Procurement Policy, Quality Policy, Occupational Health and Safety Policy and Global Security Trade Control Policy) have been established and implemented.

The Fujifilm Group established the CSR Committee chaired by the President of FUJIFILM Holdings. The Committee takes decisions to promote the CSR activities of the entire Group. The CSR Department of FUJIFILM Holdings,

which is the Secretariat of the CSR Committee, is responsible ensuring rigorous CSR management by the Fujifilm Group. The CSR Department prepares the ground for various activities, discloses information outside, communicates with stakeholders, supports the CSR activities of Group companies, and audits the CSR activities of the entire Group.

The CSR department in each Group company prepares and implements specified plans according to the overall Group CSR plan. It reviews the annual results and reports on activities to the FUJIFILM Holdings CSR Committee. The Group as a whole moves our CSR activities forward with a sense of unity.

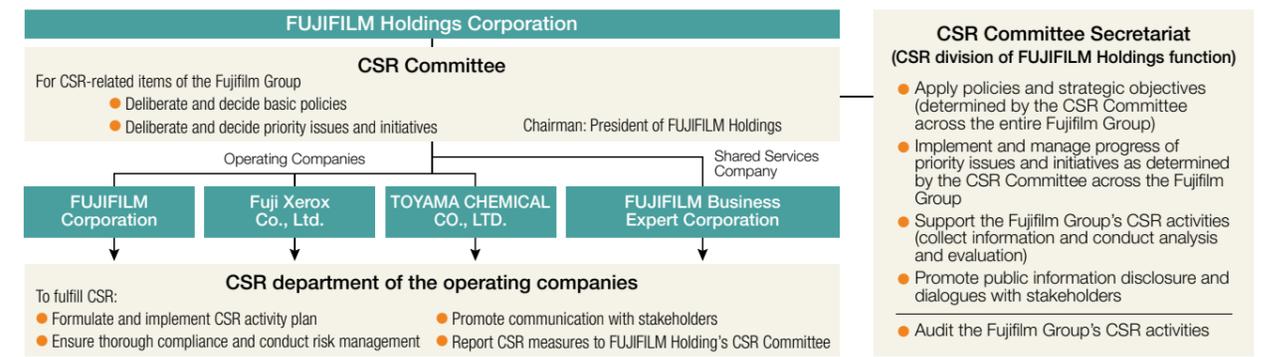
Communication with Stakeholders

Companies conduct their activities while interacting and maintaining relations with a wide variety of stakeholders, and it is important to listen carefully to their various views and expectations. At the Fujifilm Group, we ensure that we make appropriate information disclosures as well as verifying, at various opportunities, whether or not our business activities are responding to the demands and expectations of all our stakeholders, and reflecting our findings in our business activities. To ensure that our stakeholders' views are reflected in our CSR activities, we also review them in our Sustainability Report.

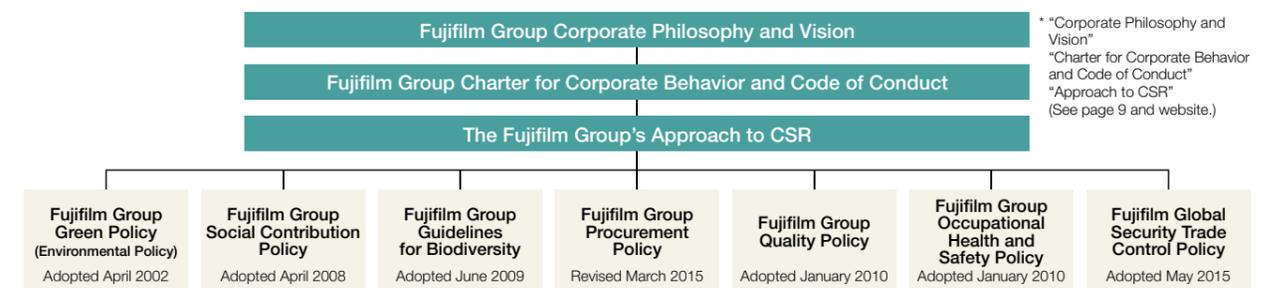
In addition to opinions relating to our CSR activities as a whole, regarding priority issues such as the promotion of anti-global warming measures, the promoting body for each issue conducts briefings on the content of the activities and presents the respective report to external parties, to receive their advice and evaluation.* Looking back over our activities and obtaining the views of external parties in this way provides a good opportunity to reexamine our activities. We plan to continue these efforts to make them better activities in the future.

*See pages 29, 45, 70, 71.

▼ The Fujifilm Group's CSR Promotion System



▼ The Fujifilm Group's Approach to CSR and Related Policies



* "Corporate Philosophy and Vision"
 "Charter for Corporate Behavior and Code of Conduct"
 "Approach to CSR"
 (See page 9 and website.)

*Visit our website for each Policy

CSR Management

▼ The Fujifilm Group's Communications with Stakeholders

★: Further details are included in the Sustainability Report.

Main Stakeholders	Main Issues and Areas of Responsibility	Methods of Communication
Customers We have a diverse range of customers, from individuals, businesses, corporations to government offices, etc., since we have business deployed all over the world, and we offer such a wide lineup of products, ranging from digital cameras and cosmetics to office printers, medical systems, medicine, highly functional materials and equipment and materials for graphic arts.	<ul style="list-style-type: none"> ● Securing the safety and quality of products ● Design for the Environment ★page 28 ● Provision of appropriate information on services & products ● Improvement of customer satisfaction levels ★page 50 ● Customer response & support ★page 50 	<ul style="list-style-type: none"> ● Customer Center (liaison office for responding to inquiries) ● Usability evaluation meetings and monitor surveys ● Customer satisfaction surveys ● Questionnaires at product purchase ● Showrooms, exhibitions ● Holding seminars ● Websites and social media
Employees Employees working for the Fujifilm Group total approx. 80,000 people in 271 companies. They are active all over the world and their composition by country is Japan 50.0%, the U.S. 8.4%, Europe 5.2% and Asia 36.4% (as of end-March 2016).	<ul style="list-style-type: none"> ● Ensuring occupational health and safety ★page 38 ● Respect for human rights ★page 39 ● Utilization and training of human resources ★page 40 ● Respect for diversity ★page 42 	<ul style="list-style-type: none"> ● Providing opportunities for dialogue with top management ● Personnel management division liaison & interviews ● Compliance & Sexual Harassment Helpline ● Regular meetings between the company and labor unions/Health & Safety Committee ● Intranet; in-house magazines
Shareholders & investors FUJIFILM Holdings has 122,607 shareholders, characterized by a high proportion of overseas and institutional investors. Japanese financial institutions account for 35.1% of our shareholders, while foreign companies constitute 33.4% (as of end-March 2016).	<ul style="list-style-type: none"> ● Maintenance and expansion of corporate value ● Appropriate redistribution of profits ● Timely & appropriate information disclosure ● Measures for Socially Responsible Investment (SRI) ★page 67 	<ul style="list-style-type: none"> ● General shareholders meetings/Business report briefings/Briefings for investors ● IR conferences/Individual meetings ● Annual reports/Shareholder communications ● IR information website ● Liaison office for responding to inquiries (Corporate Communication Office)
Transaction partners The Fujifilm Group conducts transactions worldwide with suppliers of raw materials and components and retailers of our products, etc.	<ul style="list-style-type: none"> ● Thorough implementation of fairness & transparency in transactions ● Promotion of CSR issues in the supply chain, such as human rights and the environment ★page 43 	<ul style="list-style-type: none"> ● Briefings to suppliers (on CSR procurement including green supply, management of chemical substances contained, etc.) ● CSR Self-Check (self-audited) ● Website for exclusive use of transaction partners ● Regular discussions with partners ● Liaison office for responding to inquiries (in each procurement and sales division)
Future generations & local societies The Fujifilm Group has bases in approx. 40 countries across the world and conducts its activities by treating the local culture and customs with respect, as well as putting efforts into educational support for future generations.	<ul style="list-style-type: none"> ● Contribution activities which make use of our main business strengths ★page 53 ● Respecting local culture & customs and environmental conservation ★page 53 ● Prevention of fires and accidents in the workplace ● Educational support for future generations ★page 53 	<ul style="list-style-type: none"> ● Environmental communication meetings/Factory tours ● Community volunteer activities ● Regular discussions with local governments (city hall, mayor, community association presidents, etc.) ● Liaison offices (at each factory & office) ● Dispatch of lecturers to the academic organization & endowed chairs ● Environmental education activities in cooperation with NGOs & NPOs
Government organizations & industrial associations The Fujifilm Group has businesses in countries all over the world. Each of these businesses belongs to several industrial associations and has active relations with the respective government organizations, including participating in collaborations and information exchanges, etc.	<ul style="list-style-type: none"> ● Legal compliance ★page 36 ● Joint research & development and cooperation in public policy aimed at the resolution of social issues 	<ul style="list-style-type: none"> ● Participation in various industrial committees ● Participation in the development of industry guidelines ● Announcement of public comments through industry associations ● Joint research & development of government or industry association ● Proposals aimed at the resolution of social issues
NGOs & NPOs We are conducting dialogues with NGOs & NPOs who are actively aiming for a sustainable society, for the resolution of social issues and environmental conservation.	<ul style="list-style-type: none"> ● Dialogue, collaboration and support aimed at the resolution of social and environmental issues ★page 57 	<ul style="list-style-type: none"> ● Obtain views on the Sustainability Report ● Participate in stakeholder dialogue ● Administration committee of Public Trust Fujifilm Green Fund ● Review meetings on various CSR issues ● Afflicted area support activities with NPO

Stakeholder Communication

Dialogue on activities in human rights due diligence



Held a dialogue with international CSR experts from the U.S., Germany, Denmark, etc.

Fujifilm participated in the Business and Human Rights Conference in Tokyo hosted by the Caux Round Table Japan (co-hosted by the Institute for Human Rights and Business, etc.) in September 2015, and held an individual dialogue with foreign experts promoting human rights activities regarding our Group's CSR policy and its activities aimed at due diligence in human rights, focusing chiefly on CSR procurement.

Our wide-ranging business activities and aggressive effort to resolve social issues drew great interest from the experts. We also won high praise also for our CSR Procurement Guidelines that lay out its requirements for suppliers. At the same time, the experts expressed the hope for appropriate assessment and management of suppliers' status for our CSR procurement activities, including on-site audits, and greater action to make corrections in case of problems at suppliers. The suggestions received from the experts will be utilized to meet the expectations of society and to further expand our activities.

Family office tours for better communication between employees and their families

Fujifilm Omiya Office holds "Omiya Family Day" (office tours for employees' family members and summer festival), an event hosted by the management and labor union aimed at fostering greater solidarity at the worksite. Held for the second time, there was greater employee interest in participating in 2015, drawing 170 people from 51 families to the workplace open house, and 617 participating in the summer festival.

The office tour featured a "Photo Adventure," in which participants take pictures at designated locations while exploring the offices where employees work, and opportunities to touch and experience products being developed at Fujifilm. The summer festival held after the office tour offers games involving family members and contests between workplaces, fostering mutual communication. Such opportunities to promote greater understanding from family members toward

the workplaces and work of the employees are expected to foster greater employee incentive and to create a foundation for mutual assistance and ease at work.



Children discover Fujifilm products, including a professional-use telescope, broadcast TV camera, and a virtual-studio for a VR experience of the moon's surface, etc.

One-day ID cards issued for children



Dialogue on the environment with regional stakeholders for a direct exchange opinions

To participate as a member of the local community, Fujifilm Group discloses its environmental conservation activities and at the same time holds events in various parts of the country to listen to the opinions of local residents.

FUJIFILM Corporation, Fuji Xerox, FUJIFILM Techno Products and Fuji Xerox Manufacturing based in the Kaisei area of Kanagawa Prefecture jointly hold environmental communication meetings with local community associations each year. In FY2015, 28 citizens were participated and presented various opinions on the Group's environmental conservation and regional communication activities. The four companies plan to continue working together for active communication with the local communities.

At Fujifilm Fujinomiya Factory, environmental dialogue sessions are being held with the citizens of the surrounding community of the Factory. The FY2015 meeting, as the 11th annual meeting, was held in February 2016, attracting a total of 52 participants consisting of local residents including junior high school students, as well as administrative officers representing Shizuoka Prefecture and Fujinomiya City. Lively exchange took place, including questions and answers on the deregulation of the electric power business currently attracting public attention in Japan. Fujinomiya Factory will continue promotion of deeper exchange with local governments and companies and fostered a greater communication focusing on the environmental conservation with the local communities.



Environmental communication meetings have been held in the Kaisei area since 2012.



Fujinomiya Factory meeting highlighted the deregulation of electric power and the mechanism of in-house wheeling of electric power system.



ASTALIFT Roppongi Store offering direct communication with customers



In-house magazines for internal communication



IR information on the web



Fujifilm employees and local residents cleaning the stream inside factory premises for the past 25 years (Fujifilm Fujinomiya Factory)