(Translation)

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Announcement Regarding the Introduction of Restricted Share Unit Policy

Fuji Media Holdings, Inc. (the "Company") hereby announces that the Company, at a meeting of the Board of Directors held on May 17, 2024, made a resolution to introduce a restricted share unit policy (hereinafter the "Policy") after reviewing the officer compensation policy, and to submit a proposal related to the Policy at the 83rd Ordinary General Meeting of Shareholders (hereinafter the "General Meeting of Shareholders") to be held on June 26, 2024, as below.

1. Objectives and conditions for the introduction of the Policy

(1) Objectives

The Policy will be introduced to provide incentives to Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) including Directors to be elected in the future (hereinafter "Eligible Directors"), to achieve sustainable improvement of the Group's corporate value and further promote value sharing between Directors and shareholders. The Company has been granting the Eligible Directors stock price-linked compensation (compensation for the purpose of acquiring treasury stock), allowing them to acquire shares of common stock of the Company through the Officers Stock Ownership Plan. However, this policy shall be transitioned to the newly launched restricted share unit compensation system.

(2) Conditions

The Policy is designed to pay monetary compensation claims for the purpose of granting restricted shares unit granted to Eligible Directors, and therefore the Policy shall be introduced on the condition that the payment of such compensation is approved by the shareholders at the General Meeting of Shareholders.

The maximum amount of compensation of Directors of the Company was approved to be no more than ¥960 million per annum (including ¥200 million for Outside Directors) at the Ordinary General Meeting of Shareholders held on June 25, 2020. The Company intends to obtain the shareholders' approval at the General Meeting of Shareholders for introducing the Policy and establishing a compensation scheme for the Eligible Directors under the Policy within the existing ceiling of the monetary compensation for Directors of the Company.

2. Outline of the Plan

The Eligible Directors shall pay in as in-kind contribution of property all monetary compensation claims paid by the Company under the Policy, and shall receive common stock of the Company through issuance or disposal.

The maximum aggregate amount of monetary compensation claims to be paid for the purpose of granting restricted shares granted to Eligible Directors shall be no more than ¥200 million per annum, which is within the existing ceiling of the monetary compensation for Directors of the Company, while the maximum aggregate number of shares of common stock of the Company to be issued or disposed of under the Policy shall be no more than 200,000 shares per annum, provided, however, that if a share split (including the allotment of common stock of the Company without contribution), or share consolidation of common stock of the Company is implemented, or otherwise if there arise needs to adjust the total number of shares of common stock of the Company to be issued or disposed as restricted shares, such maximum aggregate number of shares shall be adjusted within a reasonable extent.

The transfer restriction period shall be the period between the date of delivery of the restricted shares and the date of expiration of position as a Director of the Company or other position as defined by the Board of Directors of the Company to enable the mid- to long-term sustainable value sharing with shareholders, one of the objectives of introducing the Policy. Specific time schedule and the allocation of this new comensation to each of the Eligible Directors shall be decided based on the resolution of the Board of Directors and in accordance with advice and recommendations of the Management Advisory Committee.

The amount to be paid in for each such share under the Policy shall be determined by the Board of Directors within the range not particularly beneficial to the Eligible Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding each date of such resolution of the Board of Directors (or the closing price on the immediately preceding trading day if no transaction is done on such business day).

Upon issuance or disposal of shares of common stock of the Company under the Policy, the Company shall enter into a restricted share unit allotment agreement including the following provisions with the Eligible Directors (hereinafter the "Allotment Agreement").

(1) An Eligible Director shall not be allowed to transfer, attach security interest thereon, or otherwise dispose shares of common stock of the Company allotted to him/her based on the Allotment Agreement for the predetermined period.

(2) The Company shall acquire such shares of common stock of the Company without compensation if there arise certain situation.

3. Application to Directors of the Company's subsidiaries

The Company intends to apply a restricted shares unit compensation system similar to the Plan to Directors of the subsidiaries of the Company on the condition that the introduction of the Policy is approved at the General Meeting of Shareholders.

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