

(Translation)

Securities Code: 4676  
June 10, 2021

To the Shareholders:

NOTICE OF THE 80TH ORDINARY GENERAL MEETING  
OF SHAREHOLDERS

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Dear Shareholders:

We would like to express our appreciation for your continued good offices.

Please take notice that the 80th Ordinary General Meeting of Shareholders of Fuji Media Holdings, Inc. (the “Company”) will be held as described below.

**The situation continues to call for vigilance against the novel coronavirus infection (COVID-19). As a result of careful consideration of the present conditions, the Company has decided to hold this General Meeting of Shareholders after taking appropriate measures to prevent the spread of the disease.**

**However, there is a concern that a large number of shareholders attending the meeting may result in increasing the risk of infection for shareholders.**

**Shareholders are urged to, as much as possible, exercise their voting rights in writing or via the Internet in advance and to refrain from attending the meeting in person.**

Please go over the Reference Documents for the General Meeting of Shareholders set forth below and exercise your voting rights by 5:30 p.m. on June 24 (Thursday), 2021, Japan time.

Yours very truly,

Masaki Miyauchi,  
Chairman and Representative Director

Fuji Media Holdings, Inc.

4-8, Daiba 2-chome, Minato-ku, Tokyo

## Description

1. Date and hour:

June 25 (Friday), 2021, at 10:00 a.m. (Reception will start at 9:00 a.m.)

2. Place:

Forum on 22nd Floor of Office Tower of Fuji Media Holdings, Inc.  
4-8, Daiba 2-chome, Minato-ku, Tokyo

**Since seats are spaced sufficiently wide apart from each other in order to prevent the spread of the infectious disease, the number of seats available this year will be limited. For this reason, you may be denied admission even if you come to the venue. Thank you very much for your understanding and cooperation.**

3. Matters forming the objects of the meeting:

Matters to be reported:

1. Report on the business report, the consolidated financial statements and the results of audit of the consolidated financial statements by the account auditors and the Audit & Supervisory Committee for the 80th fiscal year (from April 1, 2020 to March 31, 2021)
2. Report on the non-consolidated financial statements for the 80th fiscal year (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- |                    |  |
|--------------------|--|
| Proposition No. 1: | Appropriation of retained earnings   |
| Proposition No. 2: | Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) |
| Proposition No. 3: | Election of one (1) Director who is an Audit & Supervisory Committee Member                        |

4. Exercise of voting rights:

The summary of the exercise of voting rights is described in the “Information on the Methods of Exercise of Voting Rights” below.

Please kindly note that no souvenir for shareholders present at this 80th Ordinary General Meeting of Shareholders of the Company will be provided.

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- Website of the Company:** <https://www.fujimediahd.co.jp/>

## **Information on the Method of Exercise of Voting Rights**

### **Exercise of voting rights via the Internet**

Deadline: Must reach us no later than 5:30 p.m., June 24 (Thursday), 2021

Please access the website for the exercise of voting rights specified by the Company and exercise your voting rights for the approval or disapproval of the propositions by the deadline. (Please refer to page 5 for details.)

#### **“Smart Exercise”**

By scanning the “QR code to log in to the smartphone website for the exercise of voting rights” shown in the enclosed voting form, you can access the website without entering a “code for the exercise of voting rights” or “password.”

\* You can only exercise your vote once through the method above.

A portion of the postage that is to be reduced by means of “Smart Exercise” will be used for cherry tree-planting activities.

In support of the aims of the “Fukushima-Hamakaido Sakura Project” that started in Fukushima Prefecture after it suffered the Great East Japan Earthquake and the ensuing tsunami as well as the effects of radiation, the Company has continued to provide support to this project since 2013.

If you use the Smart Exercise to exercise your voting rights, a portion of the reduced postage will be used for this activity.

The use of the Smart Exercise by shareholders will lead to rows of cherry trees that we all can be proud to show the world. Your use of the Smart Exercise is appreciated.

### **Exercise of voting rights by mail**

Deadline: Must reach us no later than 5:30 p.m., June 24 (Thursday), 2021

Please return to us by mail the enclosed voting form indicating your approval or disapproval of the propositions by the deadline.

If you exercise your voting rights by mail, please note that it may take longer than usual for the mail to arrive. We would appreciate it if you could post the mail as early as possible.

### **When attending the meeting**

Date and hour of the general meeting of shareholders:

June 25 (Friday), 2021, at 10:00 a.m.  
(Reception will start at 9:00 a.m.)

In attending the meeting, please present the enclosed voting form to a receptionist at the place of meeting.

Please note that you may be denied admission depending on the situation. Thank you very much for your understanding and cooperation.

### **How to read a QR code with “Smart Exercise”**

You can log in to the website for the exercise of voting rights without entering your code for the exercise of voting rights or password.

1. Please scan the QR code shown in the lower right of the voting form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Hereafter, please follow the instructions on the screen and enter your approval or disapproval.

You can only exercise your vote **once** with “Smart Exercise.”

If you wish to change your vote after exercising your voting rights, please access the PC website, enter your “code for the exercise of voting rights” and “password” stated on the voting form to log in, and exercise your voting rights again.

\* You can access the PC website by scanning the QR code again.

### **How to enter your voting exercise code and password**

1. Access the website for the exercise of voting rights

Website for the exercise of voting rights: <https://soukai.mizuho-tb.co.jp/>  
Click “Proceed”

2. Log in

Enter the “code for the exercise of voting rights” and click “Proceed”

Hereafter, please follow the instructions on the screen and enter an approval or disapproval.

\* The “code for the exercise of voting rights” and the “password” are printed in the enclosed voting form.

#### **To institutional investors:**

The “ICJ Platform,” a platform for electronic exercise of voting rights for institutional investors operated by ICJ Inc., is also available.

If you are unsure how to operate a computer, smartphone, or mobile phone when exercising your voting rights via the Internet, please contact the following contact point.

**Internet Help Line of Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department**

Tel: **0120-768-524**

Office hours: 9:00 – 21:00 on weekdays

## **Information on Exercise of Voting Rights**

(1) Handling of approvals and disapprovals of propositions:

If no approval or disapproval of any of the propositions is indicated upon exercise of the voting rights in a voting form, via the Internet or otherwise, it shall be deemed to be for an approval thereof.

(2) Duplicate exercise of voting rights:

- (i) If voting rights are exercised both by a voting form and via the Internet or otherwise, the voting rights exercised via the Internet or otherwise shall be treated as effective.
- (ii) If voting rights are exercised twice or more via the Internet or otherwise or by a voting form, the latest exercise thereof shall be treated as effective.

(3) Exercise of voting rights by proxy:

If any shareholder exercises his/her voting rights by proxy, the proxy authorized to exercise his/her voting rights must present the enclosed voting form to a receptionist at the place of meeting, together with a document evidencing his/her proxy's power of attorney. The proxy must be another shareholder (being one person) of the Company having voting rights.

(4) Diverse exercise of voting rights:

Any shareholder who intends to exercise his/her voting rights diversely must give notice in writing of such intention and the reason therefor to the Company no later than three days prior to the date of this General Meeting of Shareholders.

### **Contact for inquires**

If you have any question, please contact the administrator of shareholder registry **Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department** (as listed below):

(1) Inquiries about operations, etc. of the website for the exercise of voting rights:

Tel: **0120-768-524** (toll-free)  
Office hours: 9:00 – 21:00 on weekdays

(2) Inquiries about other than those in item (1) above:

Tel: **0120-288-324** (toll-free)  
Office hours: 9:00 – 17:00 on weekdays

## REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

### **Propositions and explanatory information:**

#### **Proposition No. 1: Appropriation of retained earnings**

The Company regards the redistribution of profits to its shareholders as one of its most important management responsibilities. The Company's basic policy, under the certified broadcast holding company structure, is to provide distributions to its shareholders commensurate with performance, while making proactive investments for the growth of the Group's businesses, and entry into new business fields, in order to enhance its corporate value.

The Company's policy regarding the distribution of retained earnings is to determine the disbursement based on a target of a payout ratio of 40% on a consolidated basis, with consideration to the stability of dividends from the standpoint of emphasizing the redistribution of profits to its shareholders. Based on this policy, the Company hereby proposes to pay the year-end dividend for the 80th fiscal year as follows:

<Matters concerning year-end dividends>

(1) Kind of property to be distributed:

Cash

(2) Matters concerning the allocation of property to be distributed and the aggregate amount thereof:

¥18 per share of common stock of the Company

Aggregate amount: ¥4,056,383,988

(Annual dividend: ¥36 per share, including ¥18 per share in interim dividends)

(3) Effective date of the distribution of retained earnings:

June 28, 2021

**Proposition No. 2: Election of ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members)**

As the terms of office of all of the current ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the close of this Ordinary General Meeting of Shareholders, it is hereby proposed that ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) be elected.

The candidates for Director (excluding Director who is an Audit & Supervisory Committee Member) are as set forth below:

Candidate No.	Name	Current position	Meetings of the Board of Directors attended
1	[Reelection] Masaki Miyauchi	Chairman and Representative Director	7/7
2	[Reelection] Osamu Kanemitsu	President and Representative Director	7/7
3	[Reelection] Kenji Shimizu	Executive Managing Director	7/7
4	[Reelection] Hisashi Hieda	Executive Managing Advisor	7/7
5	[Reelection] Ryunosuke Endo	Executive Managing Director	7/7
6	[Reelection] Takehiko Kiyohara	Executive Managing Director	7/7
7	[Reelection] Yoshishige Shimatani [Outside] [Independent officer]	Executive Managing Director	7/7
8	[Reelection] Akihiro Miki [Outside] [Independent officer]	Executive Managing Director	7/7
9	[New appointment] Noriyuki Kawashima	—	—
10	[New appointment] Junji Okunogi	—	—



Candidate No.	Name	Brief history and position in the Company	
1	Masaki Miyauchi  [Reelection]  (Date of birth) January 28, 1944  Number of shares of the Company held by Candidate  38,036 shares	April 1967	Joined the Company
		June 1999	General Manager, Programming and Production Department, Programming and Production Division of the Company
		July 2000	Executive Managing Officer and General Manager, Programming and Production Department, Programming and Production Division of the Company
		June 2001	Senior Executive Managing Director of the Company
		June 2006	Executive Vice President of the Company
		June 2007	President and Representative Director, Okayama Broadcasting Co., Ltd.
		July 2015	President and Representative Director, Fuji Satellite Broadcasting, Inc. (BS Fuji)
		June 2016	Executive Managing Director of the Company
		June 2017	Executive Managing Director, Fuji Television Network, Inc. President and Representative Director of the Company
		June 2019	President and Representative Director, Fuji Television Network, Inc.
		June 2019	Chairman and Representative Director of the Company (to date) Chairman and Representative Director, Fuji Television Network, Inc. (to date)
		Important concurrent office	
	Chairman and Representative Director, Fuji Television Network, Inc.		
[Reason for selecting him as a candidate for Director] Currently, as the Chairman and Representative Director of the Company and its core subsidiary Fuji Television Network, Inc., he has played an appropriate role in determining important managerial matters and supervising business operations. In addition, he has engaged in the sectors of Programming, Production and General Affairs of the Company and served as the representative director of a television operating company. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to continue to select him as a candidate for Director as he is expected to make greater contributions in the future.			

[Note 1] Mr. Masaki Miyauchi and the Company are not special interested parties to each other.

[Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.

[Note 3] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Masaki Miyauchi is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
2	Osamu Kanemitsu  [Reelection]  (Date of birth) October 28, 1954  Number of shares of the Company held by Candidate  24,888 shares	April 1983	Joined the Company
		June 2009	General Manager, Management Planning Department, Fuji Television Network, Inc.
		June 2011	General Manager, Corporate Planning Department of the Company
		June 2012	Executive Managing Officer and General Manager, Corporate Planning Department of the Company; Executive Managing Officer and General Manager, Corporate Planning Department, Fuji Television Network, Inc.
		June 2013	Senior Executive Managing Director of the Company Director, Dinos Inc. (currently known as DINOS CORPORATION) (to date)
		June 2015	Executive Vice President of the Company Director, Space Shower Network Inc. (to date)
		June 2017	Executive Vice President, Fuji Television Network, Inc. Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date)
		June 2019	President and Representative Director of the Company (to date) Executive Managing Director, Fuji Television Network, Inc. (to date) Director, Nippon Broadcasting System, Inc. (to date) Audit & Supervisory Member, Sankei Shimbun Co., Ltd. (to date)
		Important concurrent offices	
		Executive Managing Director, Fuji Television Network, Inc. Director, Nippon Broadcasting System, Inc. Audit & Supervisory Board Member, Sankei Shimbun Co., Ltd. Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji) Director, DINOS CORPORATION Director, Space Shower Network Inc.	
[Reason for selecting him as a candidate for Director] Currently, as the President and Representative Director of the Company, he has played an appropriate role in determining important managerial matters and supervising business operations. In addition, he has engaged in the sectors of Programming, Business Development & Enterprises, Public Relations, Corporate Planning and Finance of the Company and Fuji Television Network, Inc. in the past. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to continue to select him as a candidate for Director as he is expected to make greater contributions in the future.			

[Note 1] Mr. Osamu Kanemitsu and the Company are not special interested parties to each other.

[Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.

[Note 3] Mr. Osamu Kanemitsu is scheduled to be appointed as President and Representative Director of Fuji Television Network, Inc. on June 25, 2021. In addition, he is scheduled to resign as Director of DINOS CORPORATION on June 14, 2021, Audit & Supervisory Board Member of Fuji Satellite Broadcasting, Inc. (BS Fuji) on June 18, 2021, Director of Nippon Broadcasting System, Inc. on June 22, 2021, and Director of Space Shower Network Inc. on June 29, 2021.

[Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Osamu Kanemitsu is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
3	Kenji Shimizu  [Reelection]  (Date of birth) January 3, 1961  Number of shares of the Company held by Candidate  9,351 shares	April 1983	Joined the Company
		June 2012	General Manager, Media Development Department, Fuji Television Network, Inc.
		June 2013	General Manager, Business Development & Enterprises Department, Fuji Television Network, Inc.
		June 2014	Executive Managing Officer and General Manager, Business Development & Enterprises Department, Fuji Television Network, Inc.
		July 2017	Director, Toei Animation Co., Ltd (to date)
			Senior Executive Managing Officer, in charge of Corporate Planning of the Company
			Senior Executive Managing Officer and General Manager, Corporate Planning Department, Fuji Television Network, Inc.
		June 2019	Executive Managing Director of the Company (to date)
			Executive Managing Director, Fuji Television Network, Inc. (to date)
			Audit & Supervisory Board Member, Pony Canyon Inc. (to date)
	Business in charge in the Company		
	Corporate Planning and Public &Investor Relations		
	Important concurrent offices		
	Executive Managing Director, Fuji Television Network, Inc.		
	Audit & Supervisory Board Member, Pony Canyon Inc.		
	Director, Toei Animation Co., Ltd.		
<p>[Reason for selecting him as a candidate for Director]</p> <p>Currently, he is in charge of Corporate Planning and Public &amp; Investor Relations as the Executive Managing Director of the Company, as well as in charge of Corporate Planning as the Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, and has played an appropriate role in its business operations. In addition, he has engaged in the sectors of Programming, Motion Picture, and General Development of the Company and Fuji Television Network, Inc. in the past. Thus, he has wide knowledge and special expertise in media business. The Company has determined to continue to select him as a candidate for Director as he is expected to use his wide experience and knowledge for the Company.</p>			

[Note 1] Mr. Kenji Shimizu and the Company are not special interested parties to each other.

[Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.

[Note 3] Mr. Kenji Shimizu is scheduled to be appointed as Audit & Supervisory Board Member of Fuji Satellite Broadcasting, Inc. (BS Fuji) on June 18, 2021, Director of Nippon Broadcasting System, Inc. and Board Director of WOWOW Inc. on June 22, 2021, Senior Executive Managing Director of Fuji Television Network, Inc. and Board Director of SKY Perfect JSAT Holdings Inc. on June 25, 2021, and Director of Space Shower Network Inc. on June 29, 2021.

[Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Kenji Shimizu is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
4	Hisashi Hieda  [Reelection]  (Date of birth) December 31, 1937  Number of shares of the Company held by Candidate  219,235 shares	April 1961	Joined the Company
		May 1980	General Manager, Programming Department of the Company
		June 1983	Executive Managing Director of the Company
		June 1986	Senior Executive Managing Director of the Company
		June 1988	President and Representative Director of the Company
		June 1989	Director, The Sankei Building Co., Ltd. (to date)
		June 1991	Director, Hokkaido Cultural Broadcasting Co., Ltd. (to date)
		June 1993	Director and Adviser, Sankei Shimbun Co., Ltd. (to date); Director, Tokai Television Broadcasting Co., Ltd. (to date); Director, Television Nishinippon Corporation (to date)
		June 1994	Director, Kansai Telecasting Corporation (to date)
		June 2001	Chairman and Chief Executive Officer of the Company
		October 2008	Chairman and Chief Executive Officer, Fuji Television Network, Inc.
		June 2017	Executive Managing Advisor of the Company (to date) Executive Managing Advisor, Fuji Television Network, Inc. (to date)
		Important concurrent offices	
		Executive Managing Advisor, Fuji Television Network, Inc.	
		Director and Advisor, Sankei Shimbun Co., Ltd.	
		Director, The Sankei Building Co., Ltd.	
		Director, Kansai Telecasting Corporation	
		Director, Tokai Television Broadcasting Co., Ltd.	
		Director, Television Nishinippon Corporation	
		Director, Hokkaido Cultural Broadcasting Co., Ltd.	
		[Reason for selecting him as a candidate for Director] Currently, as the Executive Managing Advisor of the Company and its core subsidiary Fuji Television Network, Inc., he has played an appropriate role in offering advice on management in general, among others. In addition, he has long served as Representative Director of the Company, and materialized a shift to the first certified broadcast holding company in Japan. Thus, he has accumulated wide experience and special expertise in the management of media business. The Company has determined to continue to select him as a candidate for Director as he is expected to make greater contributions in the future.	

- [Note 1] Mr. Hisashi Hieda and the Company are not special interested parties to each other.
- [Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.
- [Note 3] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Hisashi Hieda is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
5	Ryunosuke Endo	April 1981	Joined the Company
		June 2006	General Manager, Public Relations Department of the Company
		June 2007	Executive Managing Director of the Company (to date)
	[Reelection]	October 2008	Executive Managing Director, Fuji Television Network, Inc.
		June 2010	Senior Executive Managing Director, Fuji Television Network, Inc.
	(Date of birth)	June 2013	Executive Vice President, Fuji Television Network, Inc.
	June 3, 1956	June 2014	Director, Hokkaido Cultural Broadcasting Co., Ltd. (to date)
		June 2019	President and Representative Director, Fuji Television Network, Inc. (to date)
	Number of shares of the Company held by Candidate		
	55,128 shares	Important concurrent offices	
		President and Representative Director, Fuji Television Network, Inc.	
		Director, Hokkaido Cultural Broadcasting Co., Ltd.	
[Reason for selecting him as a candidate for Director] Currently, as the President and Representative Director of Fuji Television Network, Inc., the Company’s core subsidiary, he has played an appropriate role in determining important managerial matters and supervising business operations, while playing an appropriate role as the Executive Managing Director of the Company. In addition, he has engaged in the sectors of Programming, Production, Public Relations and Network of the Company and Fuji Television Network, Inc. in the past. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to continue to select him as a candidate for Director as he is expected to make greater contributions in the future.			

- [Note 1] Mr. Ryunosuke Endo and the Company are not special interested parties to each other.
- [Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.
- [Note 3] Mr. Ryunosuke Endo is scheduled to resign as President and Representative Director of Fuji Television Network, Inc. and to be appointed as Vice Chairman of the company on June 25, 2021.
- [Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Ryunosuke Endo is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
6	Takehiko Kiyohara  [Reelection]  (Date of birth) October 31, 1937  Number of shares of the Company held by Candidate  19,292 shares	June 1990	Director, Sankei Shimbun Co., Ltd.
		June 1992	Managing Director, Sankei Shimbun Co., Ltd.
		June 1994	Senior Managing Director, Sankei Shimbun Co., Ltd.
		June 1997	President and Representative Director, Sankei Shimbun Co., Ltd.
		June 2004	Chairman and Representative Director, Sankei Shimbun Co., Ltd.
		June 2005	Executive Managing Director of the Company (to date)
		October 2008	Executive Managing Director, Fuji Television Network, Inc. (to date)
		June 2011	Chairman and Director, Sankei Shimbun Co., Ltd.
		June 2015	Director and Advisor, Sankei Shimbun Co., Ltd.
		June 2017	Advisor, Sankei Shimbun Co., Ltd.
July 2019	Special Advisor, Sankei Shimbun Co., Ltd. (to date)		
	Important concurrent offices		
	Special Advisor, Sankei Shimbun Co., Ltd. Executive Managing Director, Fuji Television Network, Inc.		
[Reason for selecting him as a candidate for Director] As a former representative director of a newspaper business corporation, he has accumulated special expertise in the management of media business. In addition, at and outside of meetings of the Board of Directors, he has presented advice and recommendations based on his wide experience and knowledge. Thus, he has played an appropriate role as an Executive Managing Director of the Company. The Company has determined to continue to select him as a candidate for Director as he is expected to make greater contributions in the future.			

- [Note 1] Mr. Takehiko Kiyohara and the Company are not special interested parties to each other.
- [Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.
- [Note 3] The Company has, in accordance with Article 427, paragraph 1 of the Companies Act, entered into an agreement with Mr. Takehiko Kiyohara to limit the liability for damages as provided for in Article 423, paragraph 1 of the said act. The maximum amount of the liability for damages under such agreement shall be the higher of (i) ¥10,000,000 and (ii) such amount as provided for in laws and ordinances.
- [Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Takehiko Kiyohara is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
7	Yoshishige Shimatani	May 2001	Director, Toho Co., Ltd.
		May 2005	Managing Director, Toho Co., Ltd.
		May 2007	Senior Managing Director, Toho Co., Ltd.
	[Reelection]	May 2011	President and Representative Director, Toho Co., Ltd. (to date)
	[Outside]	April 2012	Director, Tokyo Rakutenchi Co., Ltd. (to date)
	[Independent officer]	June 2015	Director, Hankyu Hanshin Holdings Inc. (to date)
		June 2017	Executive Managing Director of the Company (to date)
	(Date of birth)		Executive Managing Director, Fuji Television Network, Inc. (to date)
	March 5, 1952	June 2019	Director, Tokyo Kaikan Co., Ltd. (to date)
		Important concurrent offices	
Number of shares of the Company held by Candidate	President and Representative Director, Toho Co., Ltd. Executive Managing Director, Fuji Television Network, Inc. Director, Tokyo Rakutenchi Co., Ltd. Director, Hankyu Hanshin Holdings Inc.		
3,230 shares	Director, Tokyo Kaikan Co., Ltd.		
<p>[Reason for selecting him as a candidate for outside Director and outline of expected role]</p> <p>As a representative director of a listed movie and drama business corporation, he has accumulated special expertise in media business. In addition, at and outside of meetings of the Board of Directors, he has presented advice and recommendations based on his wide experience and knowledge. He has exerted an appropriate supervisory function as an outside Director and made a considerable contribution to the Company. The Company has determined to continue to select him as a candidate for outside Director as he is expected to use his wide experience and knowledge for the management of the Company in the future and supervise management with an objective perspective independent from persons executing business operations.</p>			

[Note 1] Mr. Yoshishige Shimatani and the Company are not special interested parties to each other.

[Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.

[Note 3] Mr. Yoshishige Shimatani is a candidate for outside Director.

[Note 4] Mr. Yoshishige Shimatani will have served as outside Director of the Company for four years at the close of this General Meeting of Shareholders. He is an Executive Managing Director of Fuji Television Network, Inc., which is a company having specific relationships with the Company. He had been an outside Director of Kansai Telecasting Corporation, which is a company having specific relationships with the Company, from June 2011 to June 2017.

[Note 5] The Company has, in accordance with Article 427, paragraph 1 of the Companies Act, entered into an agreement with Mr. Yoshishige Shimatani to limit the liability for damages as provided for in Article 423, paragraph 1 of the said act. The maximum amount of the liability for damages under such agreement shall be the higher of (i) ¥10,000,000 and (ii) such amount as provided for in laws and ordinances.

[Note 6] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Yoshishige Shimatani is approved, he will become one of the insured under this insurance contract.

[Note 7] The Company has registered Mr. Yoshishige Shimatani with the Tokyo Stock Exchange as an independent officer as provided for by the exchange. The Company plans to continue to appoint him as an independent officer if he is reelected.

[Note 8] Although there is a business relationship between Toho Co., Ltd., of which Mr. Yoshishige Shimatani serves as the Representative Director, and Fuji Television Network, Inc., a core subsidiary of the Company, the amount of transactions for the fiscal year ended March 31, 2021 was less than 2% of net sales of Fuji Television Network, Inc.



Candidate No.	Name	Brief history and position in the Company	
8	Akihiro Miki	June 2001	Director, Nippon Cultural Broadcasting, Inc.
	[Reelection] [Outside] [Independent officer]	June 2004	Managing Director, Nippon Cultural Broadcasting, Inc.
		June 2007	President and Representative Director, Nippon Cultural Broadcasting, Inc.
		June 2009	Executive Managing Director of the Company (to date); Executive Managing Director, Fuji Television Network, Inc. (to date)
	(Date of birth) July 15, 1947	June 2017	Chairman and Representative Director, Nippon Cultural Broadcasting, Inc.
Number of shares of the Company held by Candidate	0 shares	April 2019	Chairman and Director, Nippon Cultural Broadcasting, Inc.
		June 2019	Advisor, Nippon Cultural Broadcasting, Inc.
		Important concurrent offices	
		Executive Managing Director, Fuji Television Network, Inc.	
[Reason for selecting him as a candidate for outside Director and outline of expected role] As a former representative director of a radio broadcasting business corporation, he has accumulated special expertise in media business. In addition, at and outside of meetings of the Board of Directors, he has presented advice and recommendations based on his wide experience and knowledge. He has exerted an appropriate supervisory function as an outside Director and made a considerable contribution to the Company. The Company has determined to continue to select him as a candidate for outside Director as he is expected to use his wide experience and knowledge for the management of the Company in the future and supervise management with an objective perspective independent from persons executing business operations.			

- [Note 1] Mr. Akihiro Miki and the Company are not special interested parties to each other.
- [Note 2] Mr. Akihiro Miki is a candidate for outside Director.
- [Note 3] Mr. Akihiro Miki will have served as outside Director of the Company for twelve years at the close of this General Meeting of Shareholders. He is an Executive Managing Director of Fuji Television Network, Inc., which is a company having specific relationships with the Company.
- [Note 4] The Company has, in accordance with Article 427, paragraph 1 of the Companies Act, entered into an agreement with Mr. Akihiro Miki to limit the liability for damages as provided for in Article 423, paragraph 1 of the said act. The maximum amount of the liability for damages under such agreement shall be the higher of (i) ¥10,000,000 and (ii) such amount as provided for in laws and ordinances.
- [Note 5] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Akihiro Miki is approved, he will become one of the insured under this insurance contract.
- [Note 6] The Company has registered Mr. Akihiro Miki with the Tokyo Stock Exchange as an independent officer as provided for by the exchange. The Company plans to continue to appoint him as an independent officer if he is reelected.
- [Note 7] Although there is a business relationship between Nippon Cultural Broadcasting, Inc., of which Mr. Akihiro Miki served as the Representative Director in the past, and Fuji Television Network, Inc., a core subsidiary of the Company, the amount of transactions for the fiscal year ended March 31, 2021 was less than 1% of net sales of Fuji Television Network, Inc.

Candidate No.	Name	Brief history and position in the Company	
9	Noriyuki Kawashima	April 1985	Joined the Company
	[New appointment]	June 2015	General Manager, General Technical Department, Fuji Television Network, Inc.
		June 2017	Executive Managing Director, Fuji Television Network, Inc.
		June 2019	Senior Executive Managing Director, Fuji Television Network, Inc. (to date)
	(Date of birth) November 28, 1962	June 2020	Chairman and Chief Executive Officer, TVer Inc. (to date)
	Number of shares of the Company held by Candidate	Important concurrent offices	
9,402 shares	Senior Executive Managing Director, Fuji Television Network, Inc. Chairman and Chief Executive Officer, TVer Inc.		
[Reason for selecting him as a candidate for Director] Currently, he is in charge of technology as Senior Executive Managing Director of Fuji Television Network, Inc., the Company’s core subsidiary. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to nominate him as a new candidate for Director as he is expected to make contributions based on his wide experience and knowledge.			

[Note 1] Mr. Noriyuki Kawashima and the Company are not special interested parties to each other.

[Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.

[Note 3] Mr. Noriyuki Kawashima is scheduled to be appointed as Executive Vice President of Fuji Television Network, Inc. on June 25, 2021.

[Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the company. If the election of Mr. Noriyuki Kawashima is approved, he will become one of the insured under this insurance contract.

Candidate No.	Name	Brief history and position in the Company	
10	Junji Okunogi  [New appointment]  (Date of birth) December 26, 1958  Number of shares of the Company held by Candidate  7,223 shares	April 1990	Joined the Company
		June 2013	General Manager, Treasury and Finance Department of the Company
		June 2014	Executive Managing Officer of the Company
		July 2017	Executive Managing Officer and General Manager, Treasury and Finance Department of the Company
			Executive Managing Officer and General Manager, Treasury and Finance Department, Fuji Television Network, Inc.
		June 2018	Audit & Supervisory Board Member, TSS-TV Co., Ltd. (to date)
		June 2019	Audit & Supervisory Board Member, Quaras Inc. (to date)
	June 2020	Senior Executive Managing Officer and General Manager, Treasury and Finance Department of the Company (to date)	
		Senior Executive Managing Officer and General Manager, Treasury and Finance Department, Fuji Television Network, Inc. (to date)	
		Important concurrent offices	
		Audit & Supervisory Board Member, TSS-TV Co., Ltd.	
		Audit & Supervisory Board Member, Quaras Inc.	
	[Reason for selecting him as a candidate for Director] Currently, he serves as Senior Executive Managing Officer and General Manager of the Treasury and Finance Department of the Company and Fuji Television Network, Inc., its core subsidiary. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to nominate him as a new candidate for Director as he is expected to make contributions based on his wide experience and knowledge.		

- [Note 1] Mr. Junji Okunogi and the Company are not special interested parties to each other.
- [Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.
- [Note 3] Mr. Junji Okunogi is scheduled to be appointed as Audit & Supervisory Board Member of The Sankei Building Co., Ltd. on June 11, 2021 and Executive Managing Director of Fuji Television Network, Inc. on June 25, 2021. In addition, he is schedule to resign as Audit & Supervisory Board Member of TSS-TV Co., Ltd. on June 21, 2021.
- [Note 4] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Junji Okunogi is approved, he will become one of the insured under this insurance contract.

**Proposition No. 3: Election of one (1) Director who is an Audit & Supervisory Committee Member**

As Mr. Hiroshi Seta, a Director who is an Audit & Supervisory Committee Member, will resign from office at the close of this Ordinary General Meeting of Shareholders, it is hereby proposed that one (1) Director who is an Audit & Supervisory Committee Member be newly elected. The Audit & Supervisory Committee has consented to this proposition.

The candidate for Director who is an Audit & Supervisory Committee Member is as set forth below:

	Name	Current position	Meetings of the Board of Directors attended
[New appointment]	Takashi Wagai	Executive Vice President	7/7

	Name	Brief history and position in the Company	
	Takashi Wagai  [New appointment]  (Date of birth) October 6, 1952  Number of shares of the Company held by Candidate  27,458 shares	May 1986	Joined the Company
		June 2009	General Manager, Information System Department, Fuji Television Network, Inc.
		June 2011	General Manager, General Affairs Department of the Company; General Manager, General Affairs Department, Fuji Television Network, Inc.
		June 2012	Executive Managing Director, Fuji Television Network, Inc.
		June 2013	Senior Executive Managing Director of the Company
		June 2017	Senior Executive Managing Director, Fuji Television Network, Inc. Audit & Supervisory Board Member, Sendai Television Incorporated (to date)
		June 2019	Executive Vice President of the Company (to date) Executive Vice President, Fuji Television Network, Inc. (to date)
	Important concurrent offices		
	Executive Vice President, Fuji Television Network, Inc. Audit & Supervisory Board Member, Sendai Television Incorporated		
<p>[Reason for selecting him as a candidate for Director who is an Audit &amp; Supervisory Committee Member]</p> <p>Currently, he is in charge of Corporate Compliance Office, General Affairs and Human Resources as the Executive Vice President of the Company as well as in charge of TV Code Affairs Office, Corporate Compliance Office, General Affairs and Human Resources as the Executive Vice President of Fuji Television Network, Inc., the Company’s core subsidiary, and has played an appropriate role in its business operations. In addition, he has engaged in the sectors of Information Systems and General Affairs of the Company and Fuji Television Network, Inc. in the past. Thus, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to nominate him as a new candidate for Director who is an Audit &amp; Supervisory Committee Member as he is expected to make contributions, including audit engagements, advice and recommendations to ensure the proper execution by the Directors of their duties, as well as supervisory work through the exercise of voting rights at the meetings of the Board of Directors in the future.</p>			

- [Note 1] Mr. Takashi Wagai and the Company are not special interested parties to each other.
- [Note 2] The “number of shares of the Company held by Candidate” is shown by the substantial number of shares that includes the shares held by such candidate in the Officers Stock Ownership Plan.
- [Note 3] Mr. Takashi Wagai is scheduled to resign as Executive Vice President of Fuji Television Network, Inc., and be appointed as Audit & Supervisory Board Member of the company on June 25, 2021. In addition, he is scheduled to resign as Audit & Supervisory Board Member of Sendai Television Incorporated on June 30, 2021.
- [Note 4] If this proposal is approved, the Company will, in accordance with Article 427, paragraph 1 of the Companies Act, enter into an agreement with Mr. Takashi Wagai to limit the liability for damages as provided for in Article 423, paragraph 1 of the said act. The maximum amount of the liability for damages under such agreement shall be the higher of (i) ¥10,000,000 and (ii) such amount as provided for in laws and ordinances.
- [Note 5] The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance will cover litigation expenses and damages to be borne by the insured arising from lawsuits by third parties, shareholders or the Company. If the election of Mr. Takashi Wagai is approved, he will become one of the insured under this insurance contract.

(Attached documents)

## BUSINESS REPORT

(For the period from April 1, 2020 to March 31, 2021)

### **I. Matters concerning the current state of the Fuji Media Holdings Group (the “Group”):**

#### **1. Development and results of business activities:**

The Japanese government’s Monthly Economic Report on the Japanese economy for the fiscal year ended March 31, 2021 (April 1, 2020 to March 31, 2021) states, “Concerning short-term prospects, the economy is expected to pick up, supported by the effects of the policies and improvement in overseas economies, while the socio-economic activities will be resumed with taking measures to prevent the spread of infectious diseases. However, full attention should be given to the movement of the infections which would affect the domestic and foreign economies.” It also states that firms’ judgments on business conditions “show movements of picking up, although some severe aspects remain.”

The Group was also affected to no small extent by the impact of the novel coronavirus infection (COVID-19) during the fiscal year under review, including a decline in advertising revenue, a drop in travel and tourism demand, and the cancellation and postponement of events. However, there was also demand arising from an increase in opportunities to stay at home.

Amid this economic environment, the consolidated net sales of the Group decreased overall during the fiscal year under review, down 17.7% from the previous fiscal year to ¥519,941 million, as there were decreases in both the Media & Content segment and the Urban Development, Hotels & Resorts segment.

In terms of earnings, operating income decreased 38.2% year-on-year to ¥16,274 million, as there were revenue decreases in both the Media & Content segment and the Urban Development, Hotels & Resorts segment. Recurring profit decreased 36.0% year-on-year to ¥22,295 million, and net income attributable to owners of the parent decreased 75.5% year-on-year to ¥10,112 million, due to a reactionary decrease as a result of posting a gain on return of substitutional portion of employees’ pension fund in the previous fiscal year, and an increase in impairment loss recorded as an extraordinary loss, despite an increase in gain on sales of investment securities recorded under extraordinary gain.

Results by operating segment are as follows.

	Net sales			Segment operating income		
	79th fiscal year April 1, 2019 - Mar. 31, 2020 (million yen)	80th fiscal year (Current year) April 1, 2020 - Mar. 31, 2021 (million yen)	Comparison with the previous year (%)	79th fiscal year April 1, 2019 - Mar. 31, 2020 (million yen)	80th fiscal year (Current year) April 1, 2020 - Mar. 31, 2021 (million yen)	Comparison with the previous year (%)
Media & Content	515,334	439,466	(14.7)	13,924	13,723	(1.4)
Urban Development, Hotels & Resorts	110,749	76,048	(31.3)	13,706	3,728	(72.8)
Other	19,335	17,510	(9.4)	595	444	(25.3)
Eliminations	(13,936)	(13,083)	—	(1,885)	(1,622)	—
Total	631,482	519,941	(17.7)	26,341	16,274	(38.2)

### <Media & Content>

Broadcasting revenue of Fuji Television Network, Inc. (“Fuji TV”), the core subsidiary of the Group, decreased 12.4% year-on-year to ¥186,666 million as a result of the impact of COVID-19.

Among the mainstay broadcasting businesses, in network time advertising sales (time advertising for nationwide broadcast), contributions were made by the “Japan Figure Skating Championships 2020” and the “World Figure Skating Championships 2021,” but the cancellation and postponement of a number of major one-off programs could not offset a decline in regular program revenues. As a result, network time advertising sales decreased 13.8% year-on-year to ¥67,955 million.

Local time advertising sales (time advertising for the Kanto region) decreased 6.0% year-on-year to ¥11,579 million, due in part to changes of sales categories.

Spot advertising sales declined due to the impact of weak advertising market conditions caused by the deteriorating business performance of companies, and despite showing a recovery trend in the second half of the fiscal year under review, the full-year results were down from the previous fiscal year. By industry category, only four of the 19 industries, including “Alcoholic Beverages” and “Telecommunication Services,” saw year-on-year increases in revenue, while “Transportation/Leisure/Tourism,” “Finance/Insurance” and “Publishing/Entertainment” among others saw year-on-year decreases in revenue. As a result, net sales of spot advertising sales decreased 14.9% year-on-year to ¥76,175 million.

With regard to other businesses, the digital business, where FOD (Fuji TV On Demand) performed well, and the video business posted year-on-year increases in revenue. In the movie business, despite the contribution of distribution revenue from “THE CONFIDENCE MAN JP - EPISODE OF THE PRINCESS -” and secondary use, revenue decreased as it did not reach the level of the previous fiscal year. In the events business, revenue decreased due to the impact of cancellations and postponements. As a result, net sales from other businesses decreased 27.3% year-on-year to ¥30,910 million.

As a result of the above, net sales of Fuji TV as a whole decreased 14.9% year-on-year to ¥217,577 million. Operating income decreased 29.2% year-on-year to ¥5,071 million.

Fuji Satellite Broadcasting, Inc. recorded a decrease in revenue, due to a drop in time advertising and the cancellation and postponement of events, despite strong spot advertising. However, earnings increased due to efforts to curb operating expenses such as cost of programs.

Nippon Broadcasting System, Inc., due to a decline in the mainstay broadcasting revenue despite a strong performance in the radio shopping business, recorded a decrease in revenue and an increase in earnings.

Pony Canyon Inc. saw solid sales of music streaming and old releases, but revenue from package sales as a whole declined due to lack of new releases and event revenue was also affected by COVID-19. As a result, net sales overall decreased. Meanwhile, earnings increased thanks to an improvement in the cost rate and a reduction in selling, general and administrative expenses.

Fujipacific Music Inc. recorded a decrease in revenue and an increase in earnings, as a result of a decline in artist management revenue due to a reactionary decrease in live concert tours held in the previous fiscal year, which offset an increase in revenues from royalties, mainly from streaming, and from robust master disc usage fees.

Dinos Cecile Co., Ltd. sold the Cecile business in March 2021 and has changed its trade name to DINOS CORPORATION.

The Dinos business recorded an increase in revenue as particularly beauty and health products in television shopping continued to perform strongly and household products and furniture also performed steadily on the back of the stay-at-home demand. However, overall revenue of DINOS CORPORATION decreased due to the sale of the Cecile business during the period. Earnings increased significantly thanks to efforts to curb selling, general and administrative expenses.

Quaras Inc. posted decreases in both revenue and earnings, due to weak advertising revenue.

Fuji Games, Inc. posted an operating loss as smartphone games struggled, but the loss was diminished.

As a result of the above, in the Media & Content segment overall, net sales declined 14.7% from the previous fiscal year to ¥439,466 million, and segment operating income decreased 1.4% from the previous fiscal year to ¥13,723 million.



## <Urban Development, Hotels & Resorts>

The Sankei Building Co., Ltd. recorded decreases in both revenue and earnings due to a decrease in sales of the condominiums in the housing business and a decrease in sales revenue of real estate in the asset development business, despite an increase in revenue in the building business.

GRANVISTA Hotels & Resorts Co., Ltd. posted an operating loss as a result of a decrease in revenue due to a decline in demand for travel and tourism, including that of inbound tourists, caused by the impact of COVID-19.

As a result of the above, the Urban Development, Hotels & Resorts segment recorded net sales of ¥76,048 million, down 31.3% from the previous fiscal year, with segment operating income down 72.8% from the previous fiscal year to ¥3,728 million.

## <Other>

Net sales in the Other segment overall decreased 9.4% from the previous fiscal year to ¥17,510 million, and segment operating income decreased 25.3% from the previous fiscal year to ¥444 million.

Affiliates accounted for using the equity method such as ITOCHU Fuji Partners, Inc., the Fuji TV network affiliates, Nihon Eiga Broadcasting Corp., WOWOW Inc. and SANKEI SHIMBUN CO., LTD. contributed to equity in earnings of affiliates.

## 2. Capital investment:

Capital investment during the fiscal year under review totaled ¥48,557 million, which was spent principally on broadcasting-related equipment in the Media & Content segment, and real estate for lease and others in the Urban Development, Hotels & Resorts segment.

## 3. Issues to be addressed:

### (1) The Company's approach to management

The Company's fundamental management policy is to contribute to the people realizing an enriched life through a variety of businesses centered on broadcasting media, while recognizing the public duty and social responsibility of broadcasting at all times. As a producer of content and provider of entertainment, a trusted news organization, and a leader in urban development and hotels & resorts, the Company will strive to accurately respond to changes in the environment and conduct enduring business operations in order to be a corporate group that continues to be sought after by society into the future.

### (2) Recognition of the management environment and the Company's issues

The Group aims to form a well-balanced business portfolio with the aim of minimizing the impact of economic fluctuations and changes in the management environment on its performance and achieving sustainable growth while generating stable earnings. While the

management environment remains uncertain with no prospect in sight for the recovery from the COVID-19 pandemic, the Company will strive to further strengthen its management infrastructure by increasing its management efficiency and working to create new earnings opportunities.

The way people interact with media is changing along with changes in lifestyles, and advertisers are expanding their marketing and advertising methods. Going forward, the expansion of video streaming and the growth of Internet advertising are expected to have an impact on broadcasting media. The Group believes that these changes in the media environment will diversify the methods of content expression and means of communication, and will also provide opportunities for the Group to grow by leveraging its strengths.

On the other hand, in the Urban Development, Hotels & Resorts business, natural disasters such as large typhoons and torrential rains, as well as restrictions on the activities of individuals and companies due to infectious diseases such as the recent COVID-19 pandemic, are expected to have a significant impact on the Company's performance in the future as well. The Company will continue to invest in development based on corporate activities and people's trends in new lifestyles, while ensuring fiscal soundness. In addition, although the Hotels & Resorts business has seen a significant drop in its performance since last year due to the loss of demand, the Company will continue to invest from a long-term perspective with an eye to its growth after the containment of COVID-19.

### **(3) Initiatives in each business**

#### **(i) Media & Content business**

In the previous fiscal year, the Company was strongly affected by COVID-19 up to the second quarter, leading to a decline in TV and radio advertising revenue, as well as a significant drop in event and live entertainment-related sales at many of the Group's business companies. However, in the second half of the fiscal year, in addition to a recovery in spot advertising revenue to a level exceeding that of the same period of the previous year, strong performances were seen in major subsidiaries' revenue from streaming and distribution that leveraged their content and direct marketing business. For the full year, the Media & Content business as a whole was able to secure operating income at almost the same level as the previous fiscal year. The Company will continue to grow its earnings opportunities by leveraging its content production function and its function as a content holder.

On the other hand, demand for video streaming is growing in line with changes in lifestyles, and there is the possibility that real-time TV viewing will gradually decline going forward. Taking this into account, Fuji TV aims to expand its share of the TV and Internet advertising market by delivering program content to viewers and users through a variety of media, including broadcasting and streaming, and meeting the needs of advertisers, such as for data marketing. The Company also intends to generate earnings through the development and utilization of diverse content and IP (intellectual property), including movies, events, animation, and the rights business.

Pony Canyon Inc. has been able to secure high earnings from non-package sales, such as music streaming, production of animation works, and development and sales of artist-related goods, thanks to the reform of its business structure in response to the shrink in package sales of CDs and DVDs. Although the live entertainment business was affected by COVID-19, its performance exceeded that of the previous fiscal year due to the significant contribution of streaming revenue, distribution revenue of its own content, and direct marketing sales of goods.

DINOS CORPORATION seized the expansion of the direct marketing market as a whole as its opportunity, and achieved a significant increase in its performance, as sales of lifestyle-related products and beauty and health products were strong. In March 2021, the former Cecile business was split off and transferred. Going forward, in addition to its conventional catalog shopping, the company plans to concentrate its management resources on its mainstay television shopping as well as Internet shopping, which is expected to grow, in order to further improve efficiency and achieve high earnings.

(ii) Urban Development, Hotels & Resorts business

The Company will continue to invest for future earnings expansion from a long-term perspective, while firmly maintaining a certain level of financial discipline. Although the leasing business for office buildings in urban central areas is strong, the Company needs to closely monitor the trends in office demand due to the further spread and adoption of remote work. The Company's policy is to optimize the portfolio of assets it owns as necessary based on long-term forecasts. At the same time, the Company will work to develop rental housing in urban areas where there is stable demand, identify new needs such as those of the logistics facility business with potential for growth, and create opportunities to attract people to attractive spaces, such as the redevelopment project of Suma Aqualife Park KOBE, which is scheduled to open in 2024.

There is a large potential for inbound tourism demand for Japan's abundant tourism resources, and the Company believes that Hotels & Resorts is an area where high growth can be expected over the medium to long term. The Company will continue to invest in development while controlling risks.

**(4) ESG and sustainability initiatives**

As a highly public media company, the Company is actively promoting the SDGs. Following its signing of the United Nations Global Compact in April 2018, Fuji TV, Fuji Satellite Broadcasting, Inc. and Nippon Broadcasting System, Inc. have signed the "SDG Media Compact" and have taken actions through their TV programs. In March 2021, the Company developed music, variety, documentary, and other programs to be jointly provided by the three media of terrestrial TV, BS TV, and radio.

The Company will strive to strengthen its governance and legal compliance in order to maintain enduring corporate activities and stable management. The Company will also fulfill its role as a media group to address the SDGs, while firmly maintaining a relationship of trust with all its stakeholders, including viewers, customers, business partners, and shareholders.

#### 4. Changes in property and income and loss:

Item	77th fiscal year April 1, 2017 - Mar. 31, 2018	78th fiscal year April 1, 2018 - Mar. 31, 2019	79th fiscal year April 1, 2019 - Mar. 31, 2020	80th fiscal year (current year) April 1, 2020 - Mar. 31, 2021
Net sales (million yen)	646,536	669,230	631,482	519,941
Operating income (million yen)	25,258	34,709	26,341	16,274
Recurring profit (million yen)	35,120	41,975	34,854	22,295
Net income attributable to owners of the parent (million yen)	24,956	23,627	41,307	10,112
Basic earnings per share (yen)	107.80	102.03	178.44	44.31
Total assets (million yen)	1,246,225	1,290,484	1,254,613	1,336,042
Net assets (million yen)	721,733	743,348	745,574	784,429
Net assets per share (yen)	3,051.02	3,150.57	3,179.13	3,479.47

(Note) 77th fiscal year:

Although revenues in the Video and Music and Urban Development segments increased, the mainstay Broadcasting segment posted a decline in revenues, resulting in a decline in net sales on a consolidated basis. Both operating income and recurring profit increased, with all segments but the Life Information segment recording increases in earnings. Net income attributable to owners of the parent decreased due mainly to the rebound effect from negative goodwill recorded in the previous fiscal year.

78th fiscal year:

Although revenues in the Media & Content and Other segments declined, the Urban Development, Hotels & Resorts segment posted a rise in revenues, resulting in an increase in net sales on a consolidated basis. As to earnings, due mainly to increases in earnings in the Media & Content and Urban Development, Hotels & Resorts segments in spite of a decrease in the Other segment, operating income and recurring profit increased. An impairment loss was recorded as an extraordinary loss, and net income attributable to owners of the parent decreased.

The segments classified as “Broadcasting,” “Production,” “Video and Music,” “Life Information,” “Advertising,” “Urban Development,” and “Other” until the 77th fiscal year were changed to “Media & Content,” “Urban Development, Hotels & Resorts,” and “Other” segments as of the 78th fiscal year. In addition, effective from the 78th fiscal year, the Company adopted the “Partial Amendments to Accounting Standard for Tax Effect Accounting” (ASBJ Statement No. 28 of February 16, 2018). As a result, total assets presented for the 77th fiscal year have been retroactively adjusted.

79th fiscal year:

Revenues in the Media & Content and Urban Development, Hotels & Resorts segments declined, resulting in a decline in net sales on a consolidated basis. As for earnings, due mainly to decreases in earnings in the Media & Content and Urban Development, Hotels & Resorts segments, operating income and recurring profit decreased. Net income attributable to owners of the parent increased, due to the recording of a gain on return of substitutional portion of employees' pension fund as an extraordinary gain.

80th fiscal year (current year):

As described in "1. Development and results of business activities."

## 5. State of major subsidiaries:

### (1) State of major subsidiaries:

Name	Capital stock (million yen)	Ratio of equity participation (%)	Principal business
Fuji Television Network, Inc.	8,800	100.0	TV broadcasting business
Nippon Broadcasting System, Inc.	100	100.0	Radio broadcasting business
Pony Canyon Inc.	100	100.0	Sale, etc. of video /music software
DINOS CORPORATION	100	100.0	Direct marketing business
The Sankei Building Co., Ltd.	28,120	100.0	Building leasing and real estate transactions

### (2) Development and results of business combinations:

SKB SEATTLE LLC was excluded from the scope of consolidation from the fiscal year under review because it completed its liquidation in January 2021.

The name of Dinos Cecile Co., Ltd. was changed to DINOS CORPORATION because the Cecile business was transferred in March 2021. In line with this transfer, Dinos Cecile Communications Co., Ltd. was excluded from the scope of consolidation.

In August 2020, the Company underwrote a capital increase by third-party allotment conducted by TVer Inc. and converted it to an affiliate accounted for by the equity method.

As a result, the Company had 36 consolidated subsidiaries, including the above five major subsidiaries and 27 equity-method companies for the fiscal year under review.

## 6. Major businesses:

The Group, with Fuji Media Holdings (the Company) as a certified broadcast holding company, engages mainly in operations of mainstay business of broadcasting as prescribed by Japan's Broadcast Act; production for TV programming, movies, animations, games and events; sale of videos and music software; music publication; advertisement; and direct marketing, etc. through the Media & Content business, and building leasing; real estate transactions; hotels and resorts operation, etc. through the Urban Development, Hotels & Resorts business.

The Group's segments and the business of each segment are shown below:

Segment name	Business
Media & Content	TV broadcasting; radio broadcasting; production for TV programming, movies, animations, games, events, etc.; sale of videos and music software; music publication; advertisement; and direct marketing, etc.
Urban Development, Hotels & Resorts	Building leasing, real estate transactions, hotels and resorts operation, etc.
Other	Temporary agency services, leasing of movables, software development, etc.

## 7. Principal business offices:

### (1) Principal business office of the Company

Head office: Minato-ku, Tokyo

### (2) Principal business offices (head offices) of subsidiaries

Fuji Television Network, Inc.	Minato-ku, Tokyo
Nippon Broadcasting System, Inc.	Chiyoda-ku, Tokyo
Pony Canyon Inc.	Minato-ku, Tokyo
DINOS CORPORATION	Nakano-ku, Tokyo
The Sankei Building Co., Ltd.	Chiyoda-ku, Tokyo

**8. State of employees:**

Segment name	Number of employees	Comparison with the end of the previous fiscal year
Media & Content	4,489	- 505
Urban Development, Hotels & Resorts	2,016	- 137
Other	361	+ 3
All-company	14	+ 1
Total	6,880	- 638

Notes: 1. The number of employees represents the number of persons actually at work.  
2. The number of employees of the Media & Content segment decreased by 505 from the end of the previous fiscal year due mainly to the transfer of the Cecile business by Dinos Cecile Co., Ltd. (currently DINOS CORPORATION) and the exclusion of Dinos Cecile Communications Co., Ltd. from the scope of consolidation. In addition, the number of employees of the Urban Development, Hotels & Resorts segment decreased by 137 due mainly to solicitation of voluntary retirement at GRANVISTA Hotels & Resorts Co., Ltd.

**9. Principal lenders:**

Lender	Balance of borrowings (million yen)
Sumitomo Mitsui Banking Corporation	29,000
Development Bank of Japan Inc.	21,728
Mizuho Bank, Ltd.	19,000
MUFG Bank, Ltd.	14,143
Mizuho Trust & Banking Co., Ltd.	10,250
Sumitomo Mitsui Trust Bank, Limited	10,000

## II. Matters concerning the shares of the Company

1. **Total number of issued shares:** 234,194,500 shares  
(including 8,839,834 shares of treasury stock)
2. **Number of shareholders:** 42,895 persons
3. **Principal shareholders:**

Name of shareholder	Number of shares (shares)	Ratio of equity participation (%)
Toho Co., Ltd.	18,572,100	8.24
The Master Trust Bank of Japan, Ltd. (Trust Account)	15,564,000	6.91
Custody Bank of Japan, Ltd. (Trust Account)	10,043,000	4.46
Nippon Cultural Broadcasting, Inc.	7,792,000	3.46
NTT DOCOMO Co., Ltd.	7,700,000	3.42
Kansai Telecasting Corporation	6,146,100	2.73
State Street Bank and Trust Company 505001	4,812,524	2.14
The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account for Dentsu Inc.)	4,650,000	2.06
Yakult Honsha Co., Ltd.	3,969,000	1.76
NORTHERN TRUST CO. (AVFC) RE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST	3,942,500	1.75

Note: The ratio of equity participation represents the ratio of the number of shares held to the total number of issued shares, excluding shares of treasury stock.

(For reference) Distribution of shares by owner:

Individual and other	28.9%	(67,794 thousand shares)	42,076 shareholders
Financial institution	21.7%	(50,785 thousand shares)	50 shareholders
Other corporation	30.5%	(71,358 thousand shares)	344 shareholders
Foreigner	16.3%	(38,076 thousand shares)	395 shareholders
Financial instrument service operator	2.6%	(6,180 thousand shares)	30 shareholders

- Notes:
1. Shares held by "Individual and other" include 8,839 thousand shares of treasury stock and 34,978 thousand shares in respect of which the registration for transfer of shares has been denied pursuant to the Broadcast Act of Japan (adjusted shares held by foreigners).
  2. The ratio of the number of voting rights held by foreigners, etc. as provided for in the Broadcast Act to the total number of voting rights of the Company is 19.99%.



### III. Matters concerning the officers of the Company

#### 1. Names of Directors, etc.:

(As of March 31, 2021)

Position	Business in charge	Name	Important concurrent office
Chairman and Representative Director		Masaki Miyauchi	Chairman and Representative Director, Fuji TV
President and Representative Director		Osamu Kanemitsu	Executive Managing Director, Fuji TV Director, Nippon Broadcasting System, Inc. Audit & Supervisory Board Member, Sankei Shimbun Co., Ltd. Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji) Director, DINOS CORPORATION Director, Space Shower Network Inc.
Executive Vice President	Corporate Compliance Office, General Affairs and Human Resources	Takashi Wagai	Executive Vice President, Fuji TV Audit & Supervisory Board Member, Sendai Television Incorporated
Executive Vice President	Finance	Tsuyoshi Habara	Executive Vice President, Fuji TV Audit & Supervisory Board Member, The Sankei Building Co., Ltd.
Executive Managing Director	Corporate Planning and Public & Investor Relations	Kenji Shimizu	Executive Managing Director, Fuji TV Audit & Supervisory Board Member, Pony Canyon Inc. Director, Toei Animation Co., Ltd.
Executive Managing Advisor		Hisashi Hieda	Executive Managing Advisor, Fuji TV Director and Advisor, Sankei Shimbun Co., Ltd. Director, The Sankei Building Co., Ltd. Director, Kansai Telecasting Corporation Director, Tokai Television Broadcasting Co., Ltd. Director, Television Nishinippon Corporation Director, Hokkaido Cultural Broadcasting Co., Ltd.
Executive Managing Director		Ryunosuke Endo	President and Representative Director, Fuji TV Director, Hokkaido Cultural Broadcasting Co., Ltd.
Executive Managing Director		Takehiko Kiyohara	Special Advisor, Sankei Shimbun Co., Ltd. Executive Managing Director, Fuji TV
Executive Managing Director		Yoshishige Shimatani	President and Representative Director, Toho Co., Ltd. Executive Managing Director, Fuji TV Director, Tokyo Rakutenchi Co., Ltd. Director, Hankyu Hanshin Holdings Inc. Director, Tokyo Kaikan Co., Ltd.
Executive Managing Director		Akihiro Miki	Executive Managing Director, Fuji TV

Position	Business in charge	Name	Important concurrent office
Executive Managing Director (Full-time Audit & Supervisory Committee Member)		Kiyoshi Onoe	Audit & Supervisory Board Member, Fuji TV
Executive Managing Director (Full-time Audit & Supervisory Committee Member)		Hiroshi Seta	Audit & Supervisory Board Member, Fuji TV
Executive Managing Director (Audit & Supervisory Committee Member)		Yuzaburo Mogi	Honorary Chairman and Director, and Chairman of the Board of Directors, Kikkoman Corporation Audit & Supervisory Board Member, Fuji TV Director, Calbee, Inc. Director, Oriental Land Co., Ltd. Audit & Supervisory Board Member, Tobu Railway Co., Ltd.
Executive Managing Director (Audit & Supervisory Committee Member)		Nobuya Minami	Audit & Supervisory Board Member, Fuji TV
Executive Managing Director (Audit & Supervisory Committee Member)		Takayasu Okushima	Audit & Supervisory Board Member, Fuji TV

- Notes:
1. Executive Managing Directors Messrs. Yoshishige Shimatani, Akihiro Miki, Yuzaburo Mogi, Nobuya Minami and Takayasu Okushima are outside directors as provided for in Article 2, item 15 of the Companies Act.
  2. Executive Managing Directors Messrs. Yoshishige Shimatani, Akihiro Miki, Yuzaburo Mogi, Nobuya Minami and Takayasu Okushima have been registered with the Tokyo Stock Exchange as independent officers.
  3. The Audit & Supervisory Committee of the Company elected Messrs. Kiyoshi Onoe and Hiroshi Seta as full-time Audit & Supervisory Committee Members in order to improve the environment for auditing, etc., collect internal information, and monitor and verify the status of formulation and operation of internal control systems on a daily basis.
  4. Audit & Supervisory Committee Member Mr. Yuzaburo Mogi, who has built up his experience in accounting at Kikkoman Corporation, has considerable knowledge of financing and accounting.
  5. Audit & Supervisory Committee Member Mr. Nobuya Minami, who has built up his experience in accounting at Tokyo Electric Power Company, Incorporated, has considerable knowledge of financing and accounting.

6. Fuji TV is a consolidated subsidiary of the Company.
7. There are no conflicts of interest between the Company and any of companies of which the Outside Directors hold positions other than those stated above.

**2. Outline of the content of liability limitation agreements:**

In accordance with Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with each of non-executive Directors Messrs. Takehiko Kiyohara, Yoshishige Shimatani, Akihiro Miki and all Executive Managing Directors who are Audit & Supervisory Committee Members to limit the liability for damages as provided for in Article 423, paragraph 1 of the said act. The maximum amount of the liability for damages under such agreement shall be the higher of (i) ¥10,000,000 and (ii) such amount as provided for in laws and ordinances.

**3. Outline of the content of directors and officers liability insurance contract:**

The Company has entered into a directors and officers liability insurance contract, as stipulated in Article 430-3, paragraph 1 of the Companies Act, to cover legal damages and litigation expenses arising from a claim made against the insured (including the case of a shareholder lawsuit) during the insurance period due to an act committed by the insured in his/her position. Provided, however, that there are certain exemptions in order not to impair the appropriateness of duties of the insured; for example, the act of obtaining illegal gains or benefits, criminal acts, wrongful acts, fraudulent acts, or acts committed while knowing that the conduct is in violation of laws, regulations, or regulatory laws shall not be covered under the insurance contract. In addition, provisions for deductible amounts and reduced payout ratios are stipulated thereunder.

This insurance contract shall insure Executive Managing Directors of the Company and Executive Managing Directors and Audit & Supervisory Board Members of Fuji Television Network, Inc., the Company's subsidiary. The Company shall bear the entire premium for all the insured.

**4. Amount of remuneration, etc. of Executive Managing Directors and Audit & Supervisory Board Members:**

(1) Amount of remuneration, etc. of Executive Managing Directors and Audit & Supervisory Board Members for the fiscal year under review

Officers by category	Total amount of remuneration, etc. (Million yen)	Total amount of remuneration, etc. by type (Million yen)			Number of eligible officers
		Basic remuneration	Performance-linked remuneration, etc.	Non-monetary remuneration, etc.	
Executive Managing Directors (excluding Executive Managing Directors who are Audit & Supervisory Committee Members) (of which, Outside Executive Managing Directors)	299 (14)	299 (14)	– (–)	– (–)	18 (5)
Executive Managing Directors who are Audit & Supervisory Committee Members (of which, Outside Executive Managing Directors)	42 (14)	42 (14)	– (–)	– (–)	5 (3)
Audit & Supervisory Board Members (of which, Outside Audit & Supervisory Board Members)	14 (4)	14 (4)	– (–)	– (–)	5 (3)

Notes: 1. Based on the resolution of the 79th Ordinary General Meeting of Shareholders held on June 25, 2020, the Company transitioned to a company with an Audit & Supervisory Committee effective as of the same date.

2. In addition to the above amount of remuneration, etc., the amount of remuneration, etc. the outside officers received from the Company's subsidiaries in their capacity as officers for the fiscal year under review was ¥57 million.

(2) Officer remuneration policy, etc.

The maximum amount of remuneration for officers (per annum) were resolved at the 79th Ordinary General Meeting of Shareholders held on June 25, 2020 to be ¥960 million for Executive Managing Directors (excluding Executive Managing Directors who are Audit & Supervisory Committee Members) (of which, ¥200 million are for Outside Executive Managing Directors), and ¥180 million for Executive Managing Directors who are Audit & Supervisory Committee Members. At the time of the resolution, the Company had 10 Executive Managing Directors (excluding Executive Managing Directors who are Audit & Supervisory Committee Members) (of which, 2 were Outside Executive Managing Directors), and 5 Executive Managing Directors

who are Audit & Supervisory Committee Members.

The Company resolved a policy on the determination of the amount of remuneration, etc. for Executive Managing Directors at its Board of Directors meetings, as follows. The amount of remuneration, etc. for Executive Managing Directors who are Audit & Supervisory Committee Members shall be determined through discussion among Executive Managing Directors who are Audit & Supervisory Committee Members.

1. Policy on determination of amount or calculation method of fixed remuneration

The amount of fixed remuneration for Executive Managing Directors (excluding Executive Managing Directors who are Audit & Supervisory Committee Members; the same shall apply hereinafter) shall be determined based on the “fixed amount portion” set for each position, within the range of the total amount of remuneration approved at the General Meeting of Shareholders, and by adding to it the “evaluation portion,” which is determined according to whether the person has a representative right or not, term of office, degree of contribution, etc.

For Executive Managing Directors excluding Outside Executive Managing Directors, stock price-linked remuneration (remuneration for the purpose of acquiring treasury stock) shall be adopted as part of the remuneration plan. Each of the eligible Executive Managing Directors shall acquire shares of treasury stock by contributing an amount within a certain range every month from the monthly remuneration paid as fixed remuneration to the Officers Stock Ownership Plan.

2. Policy on determination of amount or calculation method of performance-linked remuneration

Executive Managing Directors excluding Outside Executive Managing Directors shall be eligible to receive performance-linked remuneration (bonus).

Payment of performance-linked remuneration (bonus) shall be determined by a Representative Director, who has been delegated by the Board of Directors. The Representative Director shall comprehensively consider the profitability management indicators such as operating income and net income for each fiscal year, and other performance results, etc. within the range of total remuneration resolved at the General Meeting of Shareholders, and submit the content of bonus payment to the Board of Directors for approval.

3. Policy on determination of the ratio of fixed remuneration, performance-linked remuneration, etc. to the amount of individual remuneration, etc. of Executive Managing Directors

When making payments of performance-linked remuneration, the Representative Director, who has been delegated by the Board of Directors, shall determine the details of individual remuneration, etc. by taking into consideration profitability management indicators and other performance results, etc. for the relevant fiscal year, so that the performance-linked portion constitutes a larger proportion for officers in higher positions.

4. Policy on determination of timing or condition of paying remuneration, etc.

Fixed remuneration shall be paid monthly, and bonus as performance-linked remuneration shall be paid annually. When making payments of bonus, the Representative Director shall comprehensively take into consideration profitability management indicators and other performance results, etc. for each fiscal year, and prepare a draft for the total amount of bonus to be paid for the relevant fiscal year. The draft shall be deliberated at the Board of Directors meeting, and prior approval of the Board of Directors shall be obtained before payment of bonus is made.

5. Policy on determination of the details of individual remuneration, etc. of Executive Managing Directors

The determination of the amount of individual fixed remuneration, etc. and the amount of payment relating to the performance-linked remuneration for each Executive Managing Director shall be left to the discretion of a Representative Director by resolution of the Board of Directors.

In order to ensure that such authority is properly exercised by the Representative Director, the advice of Independent Outside Executive Managing Directors shall be obtained as appropriate when considering important matters concerning remuneration. In addition, a system shall be established to obtain appropriate involvement of, and advice from Independent Outside Executive Managing Directors through the Audit & Supervisory Committee, the majority of which consists of Independent Outside Executive Managing Directors, in the way of exchange of opinions with the Representative Director.

In the fiscal year under review, Chairman and Representative Director Masaki Miyauchi determined the specific details of the amount of individual remuneration of Executive Managing Directors, based on the delegated resolution of the Board of Directors. The details of this authority include the amount of fixed remuneration for each Executive Managing Director, as well as the payment of bonus based on the performance of the fiscal year under review and the evaluation portion thereof. This authority was delegated to Chairman and Representative Director due to his accurate understanding of the management situation of the Company and since he is deemed to be the most suitable person to evaluate each Executive Managing Director's performance and duties.

In order to ensure that such authority is properly exercised by Chairman and Representative Director, the Company has taken measures such as obtaining appropriate involvement and advice from Independent Outside Executive Managing Directors. Since the amount of individual remuneration of Executive Managing Directors is determined through these procedures, the Board of Directors believes that the details of the remuneration are in line with the decision-making policy.

**5. Matters concerning outside officers:**

**(1) State of important concurrent offices**

As stated in “1. Names of Directors, etc.”

**(2) Major activities during the fiscal year under review:**

Name	Meetings of the Board of Directors attended	Speeches and outline of duties, etc.
Executive Managing Director Yoshishige Shimatani	7/7	At the meetings of the Board of Directors, Mr. Shimatani spoke whenever necessary and at and outside of such meetings, supervised management and presented advice and recommendations based on his wide experience and expertise as representative director of a listed movie and drama business corporation, from an objective perspective independent from persons executing business operations.
Executive Managing Director Akihiro Miki	7/7	At the meetings of the Board of Directors, Mr. Miki spoke whenever necessary and at and outside of such meetings, supervised management and presented advice and recommendations based on his wide experience and expertise as a former representative director of a radio broadcasting business corporation, from an objective perspective independent from persons executing business operations.

Name	Meetings of the Board of Directors attended	Meetings of the Audit & Supervisory Board attended	Meetings of the Audit & Supervisory Committee attended	Speeches and outline of duties, etc.
Executive Managing Director (Audit & Supervisory Committee Member)  Yuzaburo Mogi	6/7	1/1	4/5	At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Mogi spoke whenever necessary and at and outside of the Board of Directors and the Audit & Supervisory Committee, supervised management, conducted audits to secure the appropriateness of the execution by the Directors of their duties, and presented advice and recommendations based on his wide experience and expertise as a former representative director of a listed corporation, from an objective perspective independent from persons executing business operations.
Executive Managing Director (Audit & Supervisory Committee Member)  Nobuya Minami	7/7	1/1	5/5	At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Minami spoke whenever necessary and at and outside of the Board of Directors and the Audit & Supervisory Committee, supervised management, conducted audits to secure the appropriateness of the execution by the Directors of their duties, and presented advice and recommendations based on his wide experience and expertise as a former representative director of a listed corporation, from an objective perspective independent from persons executing business operations.
Executive Managing Director (Audit & Supervisory Committee Member)  Takayasu Okushima	4/7	1/1	5/5	At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Okushima spoke whenever necessary and at and outside of the Board of Directors and the Audit & Supervisory Committee, supervised management, conducted audits to secure the appropriateness of the execution by the Directors of their duties, and presented advice and recommendations based on his wide experience and expertise as a former president of a university and doctor of jurisprudence, from an objective perspective independent from persons executing business operations.



#### **IV. Account auditors**

##### **1. Name of the account auditors:**

Ernst & Young ShinNihon LLC

##### **2. Amount of remuneration, etc. :**

- (1) Amount of remuneration, etc. for the fiscal year under review: ¥38 million
- (2) Total of cash and other property benefits payable by the Company and its subsidiaries to the account auditors: ¥176 million

- Notes:
- 1. In its audit contract with its accounting auditors, the Company has not established separate categories for audit fees for audits in accordance with the Companies Act and audits in accordance with the Financial Instruments and Exchange Act. As the categorization is not possible in a substantive manner, the figure shown above is a total of these two fees.
  - 2. The Audit & Supervisory Committee of the Company obtained necessary materials and received reports on the remuneration, etc. for the account auditors from Executive Managing Directors, internal related departments and the account auditors. Then it confirmed the previous activity and remuneration records of the account auditors, and made necessary verification and deliberation on the activity plan, and the appropriateness and other matters of the basis for calculating the remuneration estimate of the account auditors for the fiscal year under review. As a result, it has determined that such are appropriate, and consented to the remuneration, etc. for the account auditors pursuant to Article 399, paragraph 1 of the Companies Act.
  - 3. Subsidiaries of the Company have paid the account auditors remuneration for advisory services on accounting matters, other than the services set forth in Article 2, paragraph 1 of the Certified Public Accountant Act of Japan.

##### **3. Policy on the determination of dismissal and non-reappointment of the account auditors:**

In the event that the account auditors are found to fall under any event under the items of Article 340, paragraph 1 of the Companies Act, the Audit & Supervisory Committee shall, upon unanimous consent of the Audit & Supervisory Committee Members, dismiss the account auditors. In addition, the Audit & Supervisory Committee will evaluate the account auditors comprehensively from the perspective of their eligibility, expertise, independence from the Company, and other evaluation standards, and in the event that it deems necessary to change the account auditors, such as in cases where it judges that there is a difficulty in the execution by the account auditors of their duties, it shall determine the content of a proposition for the dismissal or non-reappointment of the account auditors to be submitted to a General Meeting of Shareholders.

## CONSOLIDATED FINANCIAL STATEMENTS

### CONSOLIDATED BALANCE SHEET

(As of March 31, 2021)

(million yen)

#### ASSETS

<b>Current assets:</b>	<b>412,709</b>
Cash on hand and in banks.....	104,851
Trade notes and trade accounts receivable.....	91,194
Marketable securities .....	88,806
Inventories.....	89,841
Other current assets .....	38,619
Allowance for doubtful accounts .....	(603)
<b>Fixed assets</b>	<b>923,333</b>
<b>Tangible fixed assets:</b>	<b>447,484</b>
Buildings and structures.....	150,175
Machinery, equipment and vehicles .....	13,385
Land .....	261,148
Construction in progress .....	8,970
Other tangible fixed assets .....	13,803
<b>Intangible fixed assets:</b>	<b>21,231</b>
Goodwill .....	707
Leasehold rights .....	7,357
Software .....	8,103
Other intangible fixed assets .....	5,063
<b>Investments and other assets:</b>	<b>454,616</b>
Investment securities.....	408,767
Net defined benefit asset.....	943
Deferred tax assets .....	10,955
Other investments and other assets .....	35,580
Allowance for doubtful accounts .....	(1,629)
<b>TOTAL ASSETS</b>	<b>1,336,042</b>

(million yen)

**LIABILITIES**

<b>Current liabilities:</b>	<b>140,013</b>
Trade notes and trade accounts payable .....	34,803
Electronically recorded obligations - operating .....	10,530
Short-term borrowings .....	16,668
Accrued corporate income taxes, etc.....	5,610
Allowance for returned goods .....	414
Allowance for bonuses for officers .....	423
Provision for point card certificates .....	9
Other current liabilities .....	71,553
<b>Long-term liabilities:</b>	<b>411,599</b>
Bonds.....	10,000
Long-term borrowings .....	247,529
Deferred tax liabilities.....	82,097
Deferred tax liabilities upon revaluation.....	11,795
Reserve for officers' retirement gratuities .....	2,474
Net defined benefit liability .....	32,403
Negative goodwill .....	2,333
Other long-term liabilities .....	22,966
<b>TOTAL LIABILITIES</b>	<b>551,612</b>
<b><u>NET ASSETS</u></b>	
<b>Shareholders' equity:</b>	<b>653,467</b>
Paid-in capital.....	146,200
Capital surplus .....	173,797
Retained earnings.....	347,506
Treasury stock .....	(14,037)
<b>Accumulated other comprehensive income:</b>	<b>120,543</b>
Valuation difference on available-for-sale securities .....	122,069
Deferred gains or losses on hedges .....	(216)
Revaluation differences of land.....	1,453
Translation adjustment .....	(2,579)
Remeasurements of defined benefit plans.....	(182)
<b>Non-controlling interests:</b>	<b>10,418</b>
<b>TOTAL NET ASSETS</b>	<b>784,429</b>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>1,336,042</b>

# CONSOLIDATED STATEMENT OF INCOME

(April 1, 2020 to March 31, 2021)

		(million yen)
<b>Net sales</b>		<b>519,941</b>
<b>Cost of sales</b>		<b>361,548</b>
<b>Gross profit</b>		<b>158,393</b>
<b>Selling, general and administrative expenses</b>		<b>142,118</b>
<b>Operating income</b>		<b>16,274</b>
Non-operating income		
Interest income and dividend income	3,287	
Equity in earnings of affiliates	2,347	
Gain on investment associations	401	
Other income	2,515	8,550
Non-operating expenses		
Interest expenses	1,438	
Loss on investment associations	458	
Others	633	2,530
<b>Recurring profit</b>		<b>22,295</b>
Extraordinary gain		
Gain on sales of investment securities	11,926	
Others	530	12,457
Extraordinary loss		
Impairment loss	7,384	
Loss on sales of investment securities	1,813	
Loss on COVID-19	1,955	
Others	2,330	13,484
<b>Income before income taxes</b>		<b>21,268</b>
Income and enterprise taxes	11,807	
Adjustment for income taxes	(1,477)	10,329
<b>Net income</b>		<b>10,938</b>
Net income attributable to non-controlling interests		825
<b>Net income attributable to owners of the parent</b>		<b>10,112</b>

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, ETC.**  
(April 1, 2020 to March 31, 2021)

(million yen)

	Shareholders' equity					Accumulated other comprehensive income
	Paid-in capital	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities
Balance at April 1, 2020	146,200	173,794	346,693	(3,997)	662,691	76,475
Changes during the year						
Distribution of retained earnings			(9,325)		(9,325)	
Net income attributable to owners of the parent			10,112		10,112	
Purchase of treasury stock				(9,999)	(9,999)	
Change of treasury stock due to change in equity in affiliates accounted for by equity method				(39)	(39)	
Reversal of revaluation differences of land			26		26	
Change in the parent's ownership interest related to transactions with non-controlling shareholders		2			2	
Net change of items other than shareholders' equity						45,594
Total changes	-	2	813	(10,039)	(9,224)	45,594
Balance at March 31, 2021	146,200	173,797	347,506	(14,037)	653,467	122,069

	Accumulated other comprehensive income					Non-controlling interests	Total net assets
	Deferred gains or losses on hedges	Revaluation differences of land	Translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at April 1, 2020	(218)	1,479	(1,310)	(3,686)	72,739	10,143	745,574
Changes during the year							
Distribution of retained earnings							(9,325)
Net income attributable to owners of the parent							10,112
Purchase of treasury stock							(9,999)
Change of treasury stock due to change in equity in affiliates accounted for by equity method							(39)
Reversal of revaluation differences of land							26
Change in the parent's ownership interest related to transactions with non-controlling shareholders							2
Net change of items other than shareholders' equity	1	(26)	(1,269)	3,504	47,804	275	48,079
Total changes	1	(26)	(1,269)	3,504	47,804	275	38,855
Balance at March 31, 2021	(216)	1,453	(2,579)	(182)	120,543	10,418	784,429

## NON-CONSOLIDATED FINANCIAL STATEMENTS

### NON-CONSOLIDATED BALANCE SHEET

(As of March 31, 2021)

(million yen)

#### ASSETS

<b>Current assets:</b>	<b>149,244</b>
Cash on hand and in banks .....	35,448
Marketable securities .....	88,806
Prepaid expenses .....	179
Income tax refund receivable .....	2,061
Other current assets .....	22,748
<b>Fixed assets:</b>	<b>675,958</b>
<b>Tangible fixed assets:</b>	<b>69,288</b>
Buildings .....	37,979
Structures .....	89
Machinery and equipment .....	0
Motor vehicles .....	17
Tools, furniture and fixtures .....	2,354
Land .....	28,847
<b>Intangible fixed assets:</b>	<b>23</b>
Software .....	23
Other intangible fixed assets .....	0
<b>Investments and other assets:</b>	<b>606,646</b>
Investment securities .....	237,797
Investment in shares of affiliates .....	359,936
Investment in other associated companies' securities .....	5,244
Long-term loans receivable .....	1,870
Prepaid pension costs .....	16
Other investments and other assets .....	1,829
Allowance for doubtful accounts .....	(48)
<b>TOTAL ASSETS</b>	<b>825,203</b>

(million yen)

**LIABILITIES**

<b>Current liabilities:</b>	<b>181,880</b>
Current portion of bonds payable .....	10,000
Trade accounts payable .....	129
Accrued expenses .....	237
Accrued income taxes.....	1,134
Advance received .....	575
Deposit received .....	169,633
Other current liabilities .....	170
<b>Long-term liabilities:</b>	<b>72,367</b>
Bonds payable .....	10,000
Deferred tax liabilities .....	54,614
Reserve for employee retirement benefits .....	15
Negative goodwill.....	1,422
Guarantee deposit .....	5,579
Other long-term liabilities .....	735
<b>TOTAL LIABILITIES</b>	<b>254,247</b>

**NET ASSETS**

<b>Shareholders' equity:</b>	<b>452,991</b>
<b>Paid-in capital .....</b>	<b>146,200</b>
<b>Capital surplus.....</b>	<b>173,664</b>
Capital reserve .....	173,664
<b>Retained earnings .....</b>	<b>143,126</b>
Earned surplus reserve.....	4,385
Other retained earnings.....	138,741
Reserve for open innovation promotion .....	37
General reserve.....	98,300
Retained earnings carried forward .....	40,403
<b>Treasury stock .....</b>	<b>(9,999)</b>
<b>Valuation and translation adjustments:</b>	<b>117,963</b>
Valuation difference on available-for-sale securities .....	117,963
<b>TOTAL NET ASSETS</b>	<b>570,955</b>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>825,203</b>

# NON-CONSOLIDATED STATEMENT OF INCOME

(April 1, 2020 to March 31, 2021)

(million yen)

<b>Operating revenue</b>		<b>27,182</b>
<b>Operating expenses</b>		<b>6,621</b>
<b>Operating income</b>		<b>20,561</b>
<b>Non-operating income</b>		
Interest income and dividend income	2,631	
Gain on investment associations	280	
Write-off of negative goodwill	355	
Other income	7	3,274
<b>Non-operating expenses</b>		
Interest expenses	114	
Loss on investment associations	331	
Sundry loss	51	497
<b>Recurring profit</b>		<b>23,338</b>
<b>Extraordinary gain</b>		
Gain on sales of investment securities	9,827	9,827
<b>Extraordinary loss</b>		
Loss on valuation of shares of affiliates	650	
Others	10	660
<b>Income before income taxes</b>		<b>32,504</b>
Income and enterprise taxes	3,769	
Adjustment for income taxes	(392)	3,376
<b>Net income</b>		<b>29,128</b>



NON-CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, ETC.

(April 1, 2020 to March 31, 2021)

(million yen)

	Shareholders' equity					
	Paid-in capital	Capital surplus	Retained earnings			
		Capital reserve	Earned surplus reserve	Other retained earnings		
				Reserve for open innovation promotion	General reserve	Retained earnings carried forward
Balance at April 1, 2020	146,200	173,664	4,385	-	98,300	20,638
Changes during the year						
Distribution of retained earnings						(9,325)
Net income						29,128
Purchase of treasury stock						
Provision of reserve for open innovation promotion				37		(37)
Net change of items other than shareholders' equity						
Total changes	-	-	-	37	-	19,765
Balance at March 31, 2021	146,200	173,664	4,385	37	98,300	40,403

	Shareholders' equity		Valuation and translation adjustments	Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	
Balance at April 1, 2020	(0)	443,188	74,455	517,643
Changes during the year				
Distribution of retained earnings		(9,325)		(9,325)
Net income		29,128		29,128
Purchase of treasury stock	(9,999)	(9,999)		(9,999)
Provision of reserve for open innovation promotion				-
Net change of items other than shareholders' equity			43,508	43,508
Total changes	(9,999)	9,803	43,508	53,311
Balance at March 31, 2021	(9,999)	452,991	117,963	570,955

## AUDIT REPORTS

### Copy of Account Auditors' Audit Report on the Consolidated Financial Statements

#### INDEPENDENT AUDITOR'S REPORT

May 17, 2021

To: The Board of Directors  
Fuji Media Holdings, Inc.

Ernst & Young ShinNihon LLC  
Tokyo Office

By Mineo Kanbayashi (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Hideyuki Fujita (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Yoshio Honma (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

#### Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Fuji Media Holdings, Inc. (the "Company") for the fiscal year from April 1, 2020 through March 31, 2021.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of Fuji Media Holdings, Inc., which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

#### Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

## Responsibilities of Management and the Audit & Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the presentation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess

the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.

- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence and any safeguards that are in place to reduce or eliminate obstacles.

#### Interest

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

- END -

Copy of Account Auditors' Audit Report

INDEPENDENT AUDITORS' REPORT

May 17, 2021

To: The Board of Directors  
Fuji Media Holdings, Inc.

Ernst & Young ShinNihon LLC  
Tokyo Office

By Mineo Kanbayashi (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Hideyuki Fujita (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Yoshio Honma (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the accompanying supplementary schedules of Fuji Media Holdings, Inc. (the "Company") for the 80th fiscal year from April 1, 2020 through March 31, 2021.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2021, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules." We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

## Responsibilities of Management and the Audit & Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing whether it is appropriate to prepare the financial statements and the accompanying supplementary schedules in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

## Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our responsibility is to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the financial statements and the accompanying supplementary schedules from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the financial statements and the accompanying supplementary schedules.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the financial statements and the accompanying supplementary schedules on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the financial statements and the accompanying supplementary schedules in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the financial statements and the

accompanying supplementary schedules. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.

- Besides assessing whether the presentation of and notes to the financial statements and the accompanying supplementary schedules are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the financial statements and the accompanying supplementary schedules including related notes, and whether the financial statements and the accompanying supplementary schedules fairly present the transactions and accounting events on which they are based.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence and any safeguards that are in place to reduce or eliminate obstacles.

#### Interest

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

- END -

## Copy of the Audit & Supervisory Committee's Audit Report

### AUDITORS' REPORT

We, the Audit & Supervisory Committee of the Company, audited the execution by the Directors of their duties during the 80th fiscal year from April 1, 2020 to March 31, 2021. The methods and results of the audit are hereby reported as follows:

1. Method of audit and the particulars thereof:
  - (1) With regard to the details of the resolutions of the Board of Directors regarding matters provided for in Article 399-13, paragraph 1, item 1 (b) and (c) of the Companies Act of Japan, as well as the systems to secure the properness of business activities (internal control systems), which was established pursuant to such resolutions, the Audit & Supervisory Committee periodically received from the Directors and employees, etc. reports, requested explanations whenever necessary and expressed its opinions on the state of formulation and operation thereof, as well as conducted audits in accordance with the following methods:
    - (i) Pursuant to the rules of audits by the Audit & Supervisory Committee determined by the Audit & Supervisory Committee, and in accordance with the audit policy, allocation of duties, etc., we attended important meetings in cooperation with the internal control sections of the Company, utilizing online meeting systems, received from the Directors and employees, etc., reports on matters concerning the execution of their duties, requested explanations whenever necessary, inspected important decision documents, etc., and made investigation into the state of activities and property. With regard to the subsidiaries, we maintained constant communication and exchanged information with the directors, audit & supervisory board members, etc. thereof using online meeting systems, and required the subsidiaries to render reports on their business operations whenever necessary.
    - (ii) We monitored and verified whether the account auditors had maintained an independent position and conducted adequate audits, and received from the account auditors reports on the state of execution of their duties and requested explanations whenever necessary. In addition, we received from the account auditors a notice that the “systems to secure adequate execution of duties” (matters listed in each item of Article 131 of the Ordinance on Company Accounting) had been established in accordance with the “Standard for Quality Control Concerning Audits” (Business Accounting Council on October 28, 2005) and requested explanations whenever necessary.

In accordance with such methods, we investigated the business report and its supplementary schedules, the non-consolidated financial statements (the balance sheet, the statement of income, the statement of changes in net assets and the related notes) and their accompanying supplementary schedules, as well as the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements), for the fiscal year under review.



2. Results of audit:

(1) Results of audit of the business report, etc.:

We are of the opinion:

- (i) that the business report and its supplementary schedules present fairly the state of the Company in accordance with laws and ordinances and the Articles of Incorporation;
- (ii) that in connection with the execution by the Directors of their duties, no dishonest act or material fact of violation of laws or ordinances or the Articles of Incorporation exists; and
- (iii) that the details of the resolutions of the Board of Directors on internal control systems are proper and that the descriptions in the business report and the execution by the Directors of their duties concerning such internal control systems contain nothing to be pointed out. The spread of COVID-19 is having a significant impact on corporate activities, and the Audit & Supervisory Committee will continue to monitor and verify the state of the formulation and operation of internal control systems at the Company and the Group companies in light of this situation.

(2) Results of audit of the non-consolidated financial statements and their accompanying supplemental schedules:

We are of the opinion that the method and results of the audit made by the account auditors, Ernst & Young ShinNihon LLC, are proper.

(3) Results of audit of the consolidated financial statements:

We are of the opinion that the method and results of the audit made by the account auditors, Ernst & Young ShinNihon LLC, are proper.

In addition, it was discovered that there was an error in the handling of voting rights in previous years. As a certified broadcast holding company, we recognize that violations of foreign investment regulations may have serious social impacts. We will therefore closely monitor our executive team as it works to prevent recurrence.

May 17, 2021

The Audit & Supervisory Committee  
Fuji Media Holdings, Inc.

Kiyoshi Onoe (seal)  
Full-time Audit & Supervisory Committee Member

Hiroshi Seta (seal)  
Full-time Audit & Supervisory Committee Member

Yuzaburo Mogi (seal)  
Audit & Supervisory Committee Member

Nobuya Minami (seal)  
Audit & Supervisory Committee Member

Takayasu Okushima (seal)  
Audit & Supervisory Committee Member

- Notes:
1. Audit & Supervisory Committee Members Messrs. Yuzaburo Mogi, Nobuya Minami and Takayasu Okushima are Outside Directors as provided for in Article 2, item 15 and Article 331, paragraph 6 of the Companies Act of Japan.
  2. The Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee by resolution of the 79th Ordinary General Meeting of Shareholders held on June 25, 2020. However, information during the period from April 1, 2020 to June 25, 2020 is based on information taken over from the former Audit & Supervisory Board.

- END -