

(Translation)

Securities Code: 4676

June 1, 2018

To the Shareholders:

NOTICE OF THE 77TH ORDINARY GENERAL MEETING
OF SHAREHOLDERS

Dear Shareholders:

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

Please take notice that the 77th Ordinary General Meeting of Shareholders of Fuji Media Holdings, Inc. (the "Company") will be held as described below and you are cordially invited to attend the meeting.

Since voting rights can be exercised in writing or via the Internet even if you are not present at the meeting, please go over the Reference Documents for the General Meeting of Shareholders set forth below and exercise your voting rights.

Yours very truly,

Shuji Kanoh,
Chairman and Representative Director

Fuji Media Holdings, Inc.

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

Description

1. Date and hour:

June 27 (Wednesday), 2018, at 10:00 a.m. (Reception will start at 9:00 a.m.)

2. Place:

Grand Nikko Tokyo Daiba
B1, Palais Royal
6-1, Daiba 2-chome, Minato-ku, Tokyo

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 Board for the 77th fiscal year (from April 1, 2017 to March 31, 2018)
2. Report on the non-consolidated financial statements for the 77th fiscal year (from April 1, 2017 to March 31, 2018)

Matters to be resolved:

- Proposition No. 1: Appropriation of retained earnings
- Proposition No. 2: Election of 17 Directors
- Proposition No. 3: Election of one (1) Audit & Supervisory Board 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.

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### **Notice**

- Of the documents to be provided upon giving notice of the 77th Ordinary General Meeting of Shareholders, the "Systems to Secure the Properness of Business Activities and the Status of Implementation of the Systems", the "Notes to Consolidated Financial Statements" and the "Notes to Non-Consolidated Financial Statements", which are posted on our website in accordance with applicable laws and ordinances and Article 16 of the Articles of Incorporation of the Company, are not reported in the attached documents to this notice of the Ordinary General Meeting of Shareholders.
- The business report, the consolidated financial statements and the non-consolidated financial statements included in the attached documents to the notice of the 77th Ordinary General Meeting of Shareholders are part of the documents that have been audited by the account auditors and the Audit & Supervisory Board Members in preparing their respective account audit reports and audit reports.
- In the event of the revision of any matter in the Reference Documents for the General Meeting of Shareholders, the business report, the consolidated financial statements and the non-consolidated financial statements, the revision will be posted on our website.
- Some beverages will be available to the shareholders at the place of meeting.
- A gift will be offered to each shareholder present at the meeting, but only one gift will be available irrespective of how many voting forms you may have.

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

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

### **When attending the meeting**

Date and hour of the general meeting of shareholders:

June 27 (Wednesday), 2018, 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 bring this "NOTICE OF THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS" to the place of meeting for resource saving.

### **When not attending the meeting**

Exercise of voting rights by mail

Deadline: Must reach us no later than 5:30 p.m., June 26 (Tuesday), 2018

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

Exercise of voting rights via the Internet:

Deadline: Must reach us no later than 5:30 p.m., June 26 (Tuesday), 2018

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.

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"

After this, 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.

## **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 specified for 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 (not on Saturdays, Sundays and national holidays)

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

Tel: **0120-288-324** (toll-free)

Office hours: 9:00 – 17:00 (not on Saturdays, Sundays and national holidays)

## 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 such policy, the Company hereby proposes to pay year-end dividends for the fiscal year under review 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:

¥20 per share of common stock of the Company

Aggregate amount: ¥4,683,889,980

(Annual dividend: ¥40 per share, including ¥20 per share in interim dividends)

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

June 28, 2018

**Proposition No. 2: Election of 17 Directors**

The term of office of all of the (17) Directors will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that 17 Directors be elected.

The candidates for Director are as set forth below:

| Candidate No. | Name                                | Current position                      | Meetings of the Board of Directors attended |
|---------------|-------------------------------------|---------------------------------------|---------------------------------------------|
| 1             | [Reelection]<br>Shuji Kanoh         | Chairman and Representative Director  | 11/11                                       |
| 2             | [Reelection]<br>Masaki Miyauchi     | President and Representative Director | 11/11                                       |
| 3             | [Reelection]<br>Osamu Kanemitsu     | Executive Vice President              | 11/11                                       |
| 4             | [Reelection]<br>Takashi Wagai       | Senior Executive Managing Director    | 11/11                                       |
| 5             | [Reelection]<br>Tsuyoshi Habara     | Senior Executive Managing Director    | 9/9                                         |
| 6             | [Reelection]<br>Hisashi Hieda       | Executive Managing Advisor            | 11/11                                       |
| 7             | [Reelection]<br>Ryunosuke Endo      | Executive Managing Director           | 11/11                                       |
| 8             | [Reelection]<br>Ichiro Kishimoto    | Executive Managing Director           | 9/9                                         |
| 9             | [Reelection]<br>Atsushi Yokoyama    | Executive Managing Director           | 9/9                                         |
| 10            | [Reelection]<br>Kazutoshi Matsumura | Executive Managing Director           | 9/9                                         |
| 11            | [Reelection]<br>Takashi Ishihara    | Executive Managing Director           | 9/9                                         |
| 12            | [Reelection]<br>Takehiko Kiyohara   | Executive Managing Director           | 11/11                                       |

| Candidate No. | Name                                                                    | Current position            | Meetings of the Board of Directors attended |
|---------------|-------------------------------------------------------------------------|-----------------------------|---------------------------------------------|
| 13            | [Reelection]<br>Yoshishige Shimatani<br>[Outside] [Independent officer] | Executive Managing Director | 7/9                                         |
| 14            | [Reelection]<br>Akihiro Miki<br>[Outside] [Independent officer]         | Executive Managing Director | 11/11                                       |
| 15            | [Reelection]<br>Taizan Ishiguro<br>[Outside]                            | Executive Managing Director | 11/11                                       |
| 16            | [Reelection]<br>Masafumi Yokota<br>[Outside]                            | Executive Managing Director | 10/11                                       |
| 17            | [Reelection]<br>Kazuo Terasaki<br>[Outside]                             | Executive Managing Director | 11/11                                       |

Note: The number of meetings of the Board of Directors attended by Messrs. Tsuyoshi Habara, Ichiro Kishimoto, Atsushi Yokoyama, Kazutoshi Matsumura, Takashi Ishihara and Yoshishige Shimatani comprises those held on or after their respective assumption of office on June 28, 2017.



| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name                                                                                                                                                      | Brief history, position and business in charge in the Company |                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1<br>[Note 1]<br>[Note 2]<br>[Note 11]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Shuji Kanoh<br><br>[Reelection]<br><br>(Date of birth)<br>February 22, 1950<br><br>Number of shares of the Company held by Candidate<br><br>73,318 shares | April 1972                                                    | Joined the Company                                                                                                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 1999                                                     | General Manager, Finance Department, Budget Management Division of the Company                                                                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2001                                                     | Executive Managing Director, in charge of Finance of the Company; Audit & Supervisory Board Member, TSS-TV Co., Ltd. (to date)                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2002                                                     | Audit & Supervisory Board Member, Sankei Shimbun Co., Ltd. (to date)                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | April 2006                                                    | Director, Nippon Broadcasting System, Inc. (to date)                                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2006                                                     | Senior Executive Managing Director, in charge of Finance and Budget Management of the Company                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2007                                                     | Audit & Supervisory Board Member, The Sankei Building Co., Ltd. (to date)                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2008                                                     | Director, Kansai Telecasting Corporation (to date)                                                                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | October 2008                                                  | Senior Executive Managing Director, in charge of Group Finance of the Company;                                                                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           |                                                               | Senior Executive Managing Director, in charge of Finance, Fuji Television Network, Inc.                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2009                                                     | Senior Executive Managing Director, in charge of Finance and Budget Management, Fuji Television Network, Inc.                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2011                                                     | Executive Vice President, in charge of Finance of the Company; Executive Vice President, in charge of Finance and Budget Management, Fuji Television Network, Inc. |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2013                                                     | Executive Vice President, in charge of Finance of the Company                                                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2015                                                     | President and Chief Operating Officer of the Company<br>Executive Managing Director, Fuji Television Network, Inc.                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                           | June 2017                                                     | Chairman and Representative Director of the Company (to date)<br>Chairman and Representative Director, Fuji Television Network, Inc. (to date)                     |
| Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                           |                                                               |                                                                                                                                                                    |
| Chairman and Representative Director, Fuji Television Network, Inc.<br>Director, Nippon Broadcasting System, Inc.<br>Audit & Supervisory Board Member, Sankei Shimbun Co., Ltd.<br>Audit & Supervisory Board Member, The Sankei Building Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Audit & Supervisory Board Member, TSS-TV Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                           |                                                               |                                                                                                                                                                    |
| [Reason for selecting him as a candidate for Director]<br>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 Finance and Budget Management of the Company and Fuji Television Network, Inc. Thus, he has accumulated considerable knowledge of finance and accounting, as well as 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. |                                                                                                                                                           |                                                               |                                                                                                                                                                    |

| Candidate No.             | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Brief history, position and business in charge in the Company                                                                                    |                                                                                                                                                          |
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| 2<br>[Note 1]<br>[Note 2] | Masaki Miyauchi<br><br>[Reelection]<br><br>(Date of birth)<br>January 28, 1944<br><br>Number of shares of the Company held by Candidate<br><br>24,467 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, in charge of Programming and Production, Public Relations of the Company                                             |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2003                                                                                                                                        | Senior Executive Managing Director, in charge of General Affairs, Human Resources, Information Systems, TV Code Affairs of the Company                   |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2005                                                                                                                                        | Senior Executive Managing Director, in charge of Executive Office, General Affairs, Human Resources, Information Systems, TV Code Affairs of the Company |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2006                                                                                                                                        | Executive Vice President, responsible for corporate strategies 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<br>Executive Managing Director, Fuji Television Network, Inc.                                                 |
|                           | June 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | President and Representative Director of the Company (to date)<br>President and Representative Director, Fuji Television Network, Inc. (to date) |                                                                                                                                                          |
|                           | Important concurrent office                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                  |                                                                                                                                                          |
|                           | President and Representative Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                          |
|                           | [Reason for selecting him as a candidate for Director]<br>Currently, as the President 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. |                                                                                                                                                  |                                                                                                                                                          |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Name                                                                                                                                                                                                                | Brief history, position and business in charge in the Company |                                                                                                                                                                                                                                       |
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| 3<br>[Note 1]<br>[Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Osamu Kanemitsu<br><br>[Reelection]<br><br>(Date of birth)<br>October 28, 1954<br><br>Number of shares of the Company held by Candidate<br><br>13,050 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;<br>Executive Managing Officer and General Manager, Corporate Planning Department, Fuji Television Network, Inc.                         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     | June 2013                                                     | Senior Executive Managing Director, in charge of Public Relations Office and Corporate Planning and General Manager, Corporate Planning Department of the Company<br>Director, Dinos Inc., (current Dinos Cecile Co., Ltd.) (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     | June 2015                                                     | Executive Vice President, in charge of Public Relations Office, Corporate Planning and Finance, General Manager, Corporate Planning Department of the Company<br>Director, Space Shower Network Inc. (to date)                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     | June 2016                                                     | Executive Vice President, in charge of Corporate Planning and Finance, and General Manager, Corporate Planning Department of the Company                                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     | June 2017                                                     | Executive Vice President, in charge of Corporate Planning of the Company<br>Executive Vice President, in charge of Corporate Planning of Fuji Television Network, Inc. (to date)                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     |                                                               | Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date)                                                                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                     | April 2018                                                    | Executive Vice President, in charge of Corporate Planning, Corporate PR and Media Strategy of the Company (to date)                                                                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Important concurrent offices                                                                                                                                                                                        |                                                               |                                                                                                                                                                                                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Executive Vice President, Fuji Television Network, Inc.<br>Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Director, Dinos Cecile Co., Ltd.<br>Director, Space Shower Network Inc. |                                                               |                                                                                                                                                                                                                                       |
| [Reason for selecting him as a candidate for Director]<br>Currently, as the Executive Vice President of the Company and its core subsidiary Fuji Television Network, Inc., he is in charge of Corporate Planning and other sectors and has played an appropriate role in its business operations. In addition, he has engaged in the sectors of Programming, Business Development & Enterprises and Corporate Planning of the Company and Fuji Television Network, Inc. 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. |                                                                                                                                                                                                                     |                                                               |                                                                                                                                                                                                                                       |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Name                                                                                                                                                       | Brief history, position and business in charge in the Company              |                                                                                                                                                                          |
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| 4<br>[Note 1]<br>[Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Takashi Wagai<br><br>[Reelection]<br><br>(Date of birth)<br>October 6 , 1952<br><br>Number of shares of the Company held by Candidate<br><br>15,360 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, in charge of General Affairs and General Manager, General Affairs Department, Fuji Television Network, Inc.                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | June 2013                                                                  | Senior Executive Managing Director, in charge of Corporate Social Responsibility Office, Corporate Compliance Office, General Affairs and Human Resources of the Company |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            |                                                                            | Senior Executive Managing Director, in charge of General Affairs, Fuji Television Network, Inc.                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | June 2017                                                                  | Senior Executive Managing Director, in charge of Corporate Compliance Office, General Affairs and Human Resources of the Company (to date)                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            |                                                                            | Senior Executive Managing Director, in charge of General Affairs, Fuji Television Network, Inc. (to date)                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | Audit & Supervisory Board Member, Sendai Television Incorporated (to date) |                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | Important concurrent offices                                               |                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | Senior Executive Managing Director, Fuji Television Network, Inc.          |                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            | Audit & Supervisory Board Member, Sendai Television Incorporated           |                                                                                                                                                                          |
| [Reason for selecting him as a candidate for Director]<br>Currently, he is in charge of Corporate Compliance Office, General Affairs and Human Resources as the Senior Executive Managing Director of the Company, as well as in charge of General Affairs as the Senior 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 Information Systems and General Affairs of the Company and Fuji Television Network, Inc. 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. |                                                                                                                                                            |                                                                            |                                                                                                                                                                          |

| Candidate No.             | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Brief history, position and business in charge in the Company     |                                                                                                   |
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| 5<br>[Note 1]<br>[Note 2] | Tsuyoshi Habara                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | April 1988                                                        | Joined the Company                                                                                |
|                           | [Reelection]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2001                                                         | General Manager, Account Department of the Company                                                |
|                           | (Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | October 2009                                                      | Executive Managing Officer and General Manager, Finance Department of the Company                 |
|                           | October 13, 1953                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 2013                                                         | Managing Director, in charge of Budget Management of Fuji Satellite Broadcasting, Inc. (BS Fuji)  |
|                           | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | June 2017                                                         | Senior Executive Managing Director, in charge of Finance of the Company (to date)                 |
|                           | 3,188 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                   | Senior Executive Managing Director, in charge of Finance, Fuji Television Network, Inc. (to date) |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Important concurrent office                                       |                                                                                                   |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Managing Director, Fuji Television Network, Inc. |                                                                                                   |
|                           | [Reason for selecting him as a candidate for Director]<br>Currently, as the Senior Executive Managing Director of the Company and its core subsidiary Fuji Television Network, Inc., he is in charge of Finance and has played an appropriate role in its business operations. In addition, he has engaged in the sectors of Finance and Corporate Planning of the Company and its subsidiary Fuji Satellite Broadcasting, Inc. (BS Fuji) and accumulated considerable knowledge of finance and accounting, as well as 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. |                                                                   |                                                                                                   |

| Candidate No.             | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Brief history, position and business in charge in the Company                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                     |
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| 6<br>[Note 1]<br>[Note 2] | Hisashi Hieda<br><br>[Reelection]<br><br>(Date of birth)<br>December 31, 1937<br><br>Number of shares of the Company held by Candidate<br><br>205,167 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | April 1961                                                                                                                                                                                                                                                                                                                                                    | Joined the Company                                                                                                                                                                  |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | May 1980                                                                                                                                                                                                                                                                                                                                                      | General Manager, Programming Department of the Company                                                                                                                              |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | June 1983                                                                                                                                                                                                                                                                                                                                                     | Executive Managing Director and General Manager, Programming Department of the Company                                                                                              |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | June 1986                                                                                                                                                                                                                                                                                                                                                     | Senior Executive Managing Director, in charge of Corporate Development Office 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);<br>Director, Tokai Television Broadcasting Co., Ltd. (to date);<br>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)<br>Executive Managing Advisor, Fuji Television Network, Inc. (to date)                                                          |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Important concurrent offices                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                     |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Executive Managing Advisor, Fuji Television Network, Inc.<br>Director and Advisor, Sankei Shimbun Co., Ltd.<br>Director, The Sankei Building Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Director, Tokai Television Broadcasting Co., Ltd.<br>Director, Television Nishinippon Corporation<br>Director, Hokkaido Cultural Broadcasting Co., Ltd. |                                                                                                                                                                                     |
|                           | [Reason for selecting him as a candidate for Director]<br>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 and established a Japan's representative media conglomerate. 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. |                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                     |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Name                                                                                                                                                    | Brief history, position and business in charge in the Company |                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| 7<br>[Note 1]<br>[Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Ryunosuke Endo<br><br>[Reelection]<br><br>(Date of birth)<br>June 3, 1956<br><br>Number of shares of the Company held by Candidate<br><br>43,453 shares | April 1981                                                    | Joined the Company                                                                                                                                                                                                                                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2006                                                     | General Manager, Public Relations Department of the Company                                                                                                                                                                                                                                                                                                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2007                                                     | Executive Managing Director, in charge of Public Relations and General Manager, Public Relations Department of the Company                                                                                                                                                                                                                                                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | October 2008                                                  | Executive Managing Director, in charge of Public Relations Department of the Company;<br>Executive Managing Director, in charge of Public Relations and General Manager, Public Relations Department, Fuji Television Network, Inc.;                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2010                                                     | Executive Managing Director, in charge of General Affairs, Human Resources and Public Relations Office of the Company;<br>Senior Executive Managing Director, in charge of General Affairs, Human Resources and Public Relations and General Manager, Public Relations Department, Fuji Television Network, Inc.                                                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2012                                                     | Executive Managing Director, in charge of Public Relations Office, Corporate Social Responsibility Office, Corporate Compliance Office, General Affairs and Human Resources of the Company;<br>Senior Executive Managing Director, in charge of TV Code Affairs Office, Corporate Social Responsibility Office, Corporate Compliance Office, Human Resources and Public Relations, Fuji Television Network, Inc. |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2013                                                     | Executive Managing Director of the Company (to date);<br>Executive Vice President in chief, in charge of Culture Promotion & Broadcasting Social Accountability, General Affairs, Human Resources, Business Development & Enterprises and Public Relations, Fuji Television Network, Inc.                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2014                                                     | Director, Hokkaido Cultural Broadcasting Co., Ltd. (to date)                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2015                                                     | Executive Vice President, in charge of Culture Promotion & Broadcasting Social Accountability, General Affairs, Human Resources, Public Relations and Special-Zone Planning Office, Fuji Television Network, Inc.                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | June 2017                                                     | Executive Vice President, provides assistance to President and in charge of TV Code Affairs Office, Corporate PR Office, Special-Zone Planning Office, Human Resources and Network, Fuji Television Network, Inc.                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | April 2018                                                    | Executive Vice President, provides assistance to President and in charge of TV Code Affairs Office, Special-Zone Planning Office, Human Resources and Network, Fuji Television Network, Inc. (to date)                                                                                                                                                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                         | Important concurrent offices                                  |                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Executive Vice President, Fuji Television Network, Inc.<br>Director, Hokkaido Cultural Broadcasting Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                         |                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                  |
| [Reason for selecting him as a candidate for Director]<br>He concurrently serves as the Executive Vice President of Fuji Television Network, Inc., the Company's core subsidiary, providing assistance to President and in charge of TV Code Affairs Office, Special-Zone Business Office, Human Resources and Network and has played an appropriate role as an Executive Managing Director of the Company. In addition, he has engaged in the sectors of Programming, Production and Public Relations of the Company and Fuji Television Network, Inc. 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. |                                                                                                                                                         |                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                  |

| Candidate No.                     | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Brief history, position and business in charge in the Company                                                    |                                                                                                                                                                                                                                                |
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| 8<br><br>[Note 1]<br><br>[Note 2] | Ichiro Kishimoto<br><br>[Reelection]<br><br>(Date of birth)<br>August 9, 1955<br><br>Number of shares of the Company held by Candidate<br><br>8,641 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | April 1980                                                                                                       | Joined the Company                                                                                                                                                                                                                             |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2007                                                                                                        | General Manager, News Department of the Company                                                                                                                                                                                                |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2009                                                                                                        | Executive Managing Officer and General Manager, News Department, Fuji Television Network, Inc.                                                                                                                                                 |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2010                                                                                                        | Managing Director and General Manager, Programming and News Department, Fuji Satellite Broadcasting, Inc. (BS Fuji)                                                                                                                            |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2014                                                                                                        | Managing Director, in charge of Programming,, News and Public Relations, Fuji Satellite Broadcasting, Inc. (BS Fuji)                                                                                                                           |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2016                                                                                                        | Senior Executive Managing Director, in charge of Sales, Fuji Television Network, Inc.                                                                                                                                                          |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | June 2017                                                                                                        | Executive Managing Director of the Company (to date)<br>Executive Vice President, in charge of News and Infotainment & Documentary, Fuji Television Network, Inc. (to date)<br>Director, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date) |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Important concurrent offices                                                                                     |                                                                                                                                                                                                                                                |
|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Executive Vice President, Fuji Television Network, Inc.<br>Director, Fuji Satellite Broadcasting, Inc. (BS Fuji) |                                                                                                                                                                                                                                                |
|                                   | [Reason for selecting him as a candidate for Director]<br>He concurrently serves as the Executive Vice President of Fuji Television Network, Inc., the Company's core subsidiary, in charge of News and Infotainment & Documentary and has played an appropriate role as an Executive Managing Director of the Company. In addition, he has engaged in the sectors of News, Programming, Public Relations, Sales, etc. of the Company, Fuji Television Network, Inc. and Fuji Satellite Broadcasting, Inc. (BS Fuji), the Company's subsidiary and 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. |                                                                                                                  |                                                                                                                                                                                                                                                |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Name                                                                                                                                                           | Brief history, position and business in charge in the Company |                                                                                                                                                          |
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| 9<br>[Note 1]<br>[Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Atsushi Yokoyama<br><br>[Reelection]<br><br>(Date of birth)<br>December 20, 1955<br><br>Number of shares of the Company held by Candidate<br><br>21,107 shares | April 1980                                                    | Joined the Company                                                                                                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                | June 2009                                                     | Executive Managing Officer and General Manager, Executive Office, Fuji Television Network, Inc.                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                | June 2013                                                     | Executive Managing Director, in charge of Executive Office, and General Manager, Executive Office, Fuji Television Network, Inc.                         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                | June 2017                                                     | Executive Managing Director of the Company (to date)<br>Senior Executive Managing Director, in charge of Global, Fuji Television Network, Inc. (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                | Important concurrent office                                   |                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Senior Executive Managing Director, Fuji Television Network, Inc.                                                                                              |                                                               |                                                                                                                                                          |
| <div>[Reason for selecting him as a candidate for Director]</div> <div>He concurrently serves as the Senior Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, in charge of Global and has played an appropriate role as an Executive Managing Director of the Company. In addition, he is in charge of Executive Office of the Company and Fuji Television Network, Inc. and provides assistance to management. 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.</div> |                                                                                                                                                                |                                                               |                                                                                                                                                          |



| Candidate No.              | Name                                                                                                                                                             | Brief history, position and business in charge in the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                          |
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| 10<br>[Note 1]<br>[Note 2] | Kazutoshi Matsumura<br><br>[Reelection]<br><br>(Date of birth)<br>October 26, 1957<br><br>Number of shares of the Company held by Candidate<br><br>12,988 shares | April 1982                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Joined the Company                                                                                                                       |
|                            |                                                                                                                                                                  | June 2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | General Manager, Sales Department, Fuji Television Network, Inc.                                                                         |
|                            |                                                                                                                                                                  | June 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Executive Managing Officer and General Manager, Sales Department, Fuji Television Network, Inc.                                          |
|                            |                                                                                                                                                                  | June 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Senior Managing Director, in charge of Sales, Business Promotion and Business Development, Fuji Satellite Broadcasting, Inc. (BS Fuji)   |
|                            |                                                                                                                                                                  | October 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Senior Managing Director, in charge of General Coordination, Sales and Business Development, Fuji Satellite Broadcasting, Inc. (BS Fuji) |
|                            |                                                                                                                                                                  | June 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Executive Managing Director of the Company (to date)                                                                                     |
|                            |                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Senior Executive Managing Director, in charge of Sales, Fuji Television Network, Inc. (to date)                                          |
|                            |                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Director, Dinos Cecile Co., Ltd. (to date)                                                                                               |
|                            |                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Director, Sendai Television Incorporated (to date)                                                                                       |
|                            |                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Director, TSS-TV Co., Ltd. (to date)                                                                                                     |
|                            |                                                                                                                                                                  | Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                          |
|                            |                                                                                                                                                                  | Senior Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                          |
|                            |                                                                                                                                                                  | Director, Dinos Cecile Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                          |
|                            |                                                                                                                                                                  | Director, Sendai Television Incorporated                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                          |
|                            |                                                                                                                                                                  | Director, TSS-TV Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                          |
|                            |                                                                                                                                                                  | [Reason for selecting him as a candidate for Director]<br>He concurrently serves as the Senior Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, in charge of Sales and has played an appropriate role as an Executive Managing Director of the Company. In addition, he has engaged in the sectors of Sales, Business Development, etc. of the Company, its core subsidiary Fuji Television Network, Inc. and its subsidiary Fuji Satellite Broadcasting, Inc. (BS Fuji) and 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. |                                                                                                                                          |

| Candidate No.              | Name                                                                                                                                                         | Brief history, position and business in charge in the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                |
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| 11<br>[Note 1]<br>[Note 2] | Takashi Ishihara<br><br>[Reelection]<br><br>(Date of birth)<br>October 14, 1960<br><br>Number of shares of the Company held by Candidate<br><br>5,193 shares | April 1984                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Joined the Company                                                                                                                                             |
|                            |                                                                                                                                                              | June 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | General Manager, Motion Picture Department, Fuji Television Network, Inc.                                                                                      |
|                            |                                                                                                                                                              | June 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Executive Managing Officer and General Manager, Programming & Production Department, Fuji Television Network, Inc.                                             |
|                            |                                                                                                                                                              | June 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Director, Pony Canyon Inc. (to date)                                                                                                                           |
|                            |                                                                                                                                                              | June 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Executive Managing Director of the Company (to date)                                                                                                           |
|                            |                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Executive Managing Director, in charge of Programming & Production and Art Design, and General Manager, Programming & Production Fuji Television Network, Inc. |
|                            |                                                                                                                                                              | April 2018                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Executive Managing Director, in charge of Programming and Art Production, Fuji Television Network, Inc. (to date)                                              |
|                            |                                                                                                                                                              | Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                |
|                            |                                                                                                                                                              | Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                |
|                            |                                                                                                                                                              | Director, Pony Canyon Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                |
|                            |                                                                                                                                                              | [Reason for selecting him as a candidate for Director]<br>He concurrently serves as the Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, in charge of Programming and Art Design and has played an appropriate role as an Executive Managing Director of the Company. In addition, he has engaged in the sectors of Production, Programming and Motion Picture of the Company and Fuji Television Network, Inc. and 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. |                                                                                                                                                                |
|                            |                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                |



| Candidate No.                                                   | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Brief history, position and business in charge in the Company                                                                         |                                                                                                                               |
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| 14<br>[Note 1]<br>[Note 3]<br>[Note 5]<br>[Note 9]<br>[Note 10] | Akihiro Miki                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | June 2001                                                                                                                             | Director, Nippon Broadcasting System Inc.                                                                                     |
|                                                                 | [Reelection]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | June 2004                                                                                                                             | Managing Director, Nippon Broadcasting System Inc.                                                                            |
|                                                                 | [Outside]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | June 2007                                                                                                                             | President and Representative Director, Nippon Broadcasting System Inc.                                                        |
|                                                                 | [Independent officer]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 2009                                                                                                                             | Executive Managing Director of the Company (to date);<br>Executive Managing Director, Fuji Television Network, Inc. (to date) |
|                                                                 | (Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | June 2017                                                                                                                             | Chairman and Representative Director, Nippon Broadcasting System Inc. (to date)                                               |
|                                                                 | July 15, 1947                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Important concurrent offices                                                                                                          |                                                                                                                               |
|                                                                 | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Chairman and Representative Director, Nippon Cultural Broadcasting Inc.<br>Executive Managing Director, Fuji Television Network, Inc. |                                                                                                                               |
|                                                                 | 0 share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                       |                                                                                                                               |
|                                                                 | [Reason for selecting him as a candidate for outside Director]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                       |                                                                                                                               |
|                                                                 | As a 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. |                                                                                                                                       |                                                                                                                               |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name                                                                                                                                                                  | Brief history, position and business in charge in the Company |                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 15<br>[Note 1]<br>[Note 2]<br>[Note 3]<br>[Note 6]<br>[Note 9]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Taizan Ishiguro<br><br>[Reelection]<br>[Outside]<br><br>(Date of birth)<br>May 19, 1932<br><br>Number of shares of the Company held by Candidate<br><br>11,369 shares | June 1985                                                     | Director, Tokai Television Broadcasting Co., Ltd.                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 1989                                                     | Managing Director, Tokai Television Broadcasting Co., Ltd.                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 1995                                                     | Senior Managing Director, Tokai Television Broadcasting Co., Ltd.                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 1997                                                     | Vice President and Director, Tokai Television Broadcasting Co., Ltd.                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 1999                                                     | Vice President and Representative Director, Tokai Television Broadcasting Co., Ltd. |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 2001                                                     | President and Representative Director, Tokai Television Broadcasting Co., Ltd.      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 2006                                                     | Executive Managing Director of the Company (to date)                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | June 2007                                                     | Chairman and Representative Director, Tokai TV Enterprise Co., Ltd. (to date)       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | October 2008                                                  | Executive Managing Director, Fuji Television Network, Inc. (to date)                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                       | Important concurrent offices                                  |                                                                                     |
| Chairman and Representative Director, Tokai TV Enterprise Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                       |                                                               |                                                                                     |
| [Reason for selecting him as a candidate for outside Director]<br>As a representative director of a TV 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. |                                                                                                                                                                       |                                                               |                                                                                     |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name                                              | Brief history, position and business in charge in the Company        |                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| 16<br><br>[Note 1]<br>[Note 2]<br>[Note 3]<br>[Note 7]<br>[Note 9]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Masafumi Yokota<br>[Reelection]<br>[Outside]      | June 1994                                                            | Director, Kansai Telecasting Corporation                                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | (Date of birth)                                   | June 1996                                                            | Managing Director, Kansai Telecasting Corporation                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   | June 1998                                                            | Senior Managing Director, Kansai Telecasting Corporation                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | March 18, 1936                                    | June 2000                                                            | Full-time Audit & Supervisory Board Member, Kansai Telecasting Corporation                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   | June 2008                                                            | Chairman and Representative Director, Kansai Telecasting Corporation (to date)                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Number of shares of the Company held by Candidate | June 2009                                                            | Executive Managing Director of the Company (to date); Executive Managing Director, Fuji Television Network, Inc. (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   | Important concurrent offices                                         |                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 7,321 shares                                      | Chairman and Representative Director, Kansai Telecasting Corporation |                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   | Executive Managing Director, Fuji Television Network, Inc.           |                                                                                                                            |
| [Reason for selecting him as a candidate for outside Director]<br>As a representative director of a TV 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. |                                                   |                                                                      |                                                                                                                            |

| Candidate No.                                          | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Brief history, position and business in charge in the Company |                                                                                                                               |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| 17<br><br>[Note 1]<br>[Note 3]<br>[Note 8]<br>[Note 9] | Kazuo Terasaki<br>[Reelection]<br>[Outside]<br><br>(Date of birth)<br>August 8, 1940<br><br>Number of shares of the Company held by Candidate<br><br>0 share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | June 1997                                                     | Director, Television Nishinippon Corporation                                                                                  |
|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 1999                                                     | Managing Director, Television Nishinippon Corporation                                                                         |
|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 2003                                                     | Senior Managing Director, Television Nishinippon Corporation                                                                  |
|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 2005                                                     | President and Representative Director, Television Nishinippon Corporation                                                     |
|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 2010                                                     | Executive Managing Director of the Company (to date);<br>Executive Managing Director, Fuji Television Network, Inc. (to date) |
|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | June 2013                                                     | Chairman and Representative Director, Television Nishinippon Corporation (to date)                                            |
|                                                        | Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                               |                                                                                                                               |
|                                                        | Chairman and Representative Director, Television Nishinippon Corporation<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                               |                                                                                                                               |
|                                                        | <p>[Reason for selecting him as a candidate for outside Director]</p> <p>As a representative director of a TV 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.</p> |                                                               |                                                                                                                               |

[Note 1] Any candidate for Director 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] Messrs. Yoshishige Shimatani, Akihiro Miki, Taizan Ishiguro, Masafumi Yokota and Kazuo Terasaki are candidates for outside Director.

[Note 4] Mr. Yoshishige Shimatani will have served as outside Director of the Company for one

year 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] Mr. Akihiro Miki will have served as outside Director of the Company for nine 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 6] Mr. Taizan Ishiguro will have served as outside Director of the Company for 12 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 Kyodo Television, Ltd., which is a company having specific relationships with the Company, from June 2006 to June 2013.
- [Note 7] Mr. Masafumi Yokota will have served as outside Director of the Company for nine years at the close of this General Meeting of Shareholders. He is an executive of Kansai Telecasting Corporation and an Executive Managing Director of Fuji Television Network, Inc., both of which are companies having specific relationships with the Company.
- [Note 8] Mr. Kazuo Terasaki will have served as outside Director of the Company for eight 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 Kyodo Television, Ltd., which is a company having specific relationships with the Company, from June 2005 to June 2017.
- [Note 9] The Company has, in accordance with Article 427, paragraph 1 of the Companies Act, entered into an agreement with each of Messrs. Takehiko Kiyohara, Yoshishige Shimatani, Akihiro Miki, Taizan Ishiguro, Masafumi Yokota and Kazuo Terasaki 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 or ordinances.
- [Note 10] Messrs. Yoshishige Shimatani and Akihiro Miki have met the requirements for independent officers obligated by the Tokyo Stock Exchange to be designated.
- [Note 11] Mr. Shuji Kanoh will retire from the office of Audit & Supervisory Board Member of TSS-TV Co., Ltd. as of June 25, 2018.

### Proposition No. 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Nobuya Minami will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that one (1) Audit & Supervisory Board Member be elected.

The Audit & Supervisory Board has consented to this proposition.

The candidate for Audit & Supervisory Board Member is as set forth below:

| Name                                                             | Current position                 | Meetings of the Board of Directors attended | Meetings of the Audit & Supervisory Board attended |
|------------------------------------------------------------------|----------------------------------|---------------------------------------------|----------------------------------------------------|
| [Reelection]<br>Nobuya Minami<br>[Outside] [Independent officer] | Audit & Supervisory Board Member | 11/11                                       | 7/7                                                |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name<br>(Date of birth)                                                                                                                                                                            | Brief history and position in the Company                                                                 |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| [Note 1]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Nobuya Minami<br>[Reelection]<br>[Outside]<br>[Independent officer]<br><br>(Date of birth)<br>November 15, 1935<br><br>Number of shares of the<br>Company held by<br>Candidate<br><br>9,369 shares | June 1989                                                                                                 | Director, Tokyo Electric Power Company, Incorporated                                      |
| [Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                    | June 1991                                                                                                 | Representative Director and Managing Director, Tokyo Electric Power Company, Incorporated |
| [Note 3]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                    | June 1996                                                                                                 | Vice President and Representative Director, Tokyo Electric Power Company, Incorporated    |
| [Note 4]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                    | June 1999                                                                                                 | President and Representative Director, Tokyo Electric Power Company, Incorporated         |
| [Note 5]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                    | June 2005                                                                                                 | Director, Fuyo General Lease Co., Ltd. (to date)                                          |
| [Note 6]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                    | June 2006                                                                                                 | Audit & Supervisory Board Member of the Company (to date)                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                    | October 2008                                                                                              | Audit & Supervisory Board Member, Fuji Television Network, Inc. (to date)                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                    | (Important concurrent offices)                                                                            |                                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                    | Audit & Supervisory Board Member, Fuji Television Network, Inc.<br>Director, Fuyo General Lease Co., Ltd. |                                                                                           |
| [Reason for selecting him as a candidate for outside Audit & Supervisory Board Member]<br><br>As the former representative director of a electric power company, he has accumulated high expertise and wide knowledge. In addition, from his unbiased and objective viewpoints, he has presented advice and recommendations at and outside of the meetings of the Board of Directors and the Audit & Supervisory Board and made a considerable contribution to ensuring the soundness of management. The Company has determined to continue to select him as a candidate for outside Audit & Supervisory Board Member as management expects him to use his wide experience and knowledge to perform audit engagements and present advice and recommendations to ensure the proper execution by the Directors of their duties in the future. |                                                                                                                                                                                                    |                                                                                                           |                                                                                           |

[Note 1] The candidate for Audit & Supervisory Board Member 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. Nobuya Minami 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 or ordinances.
- [Note 4] Mr. Nobuya Minami is a candidate for outside Audit & Supervisory Board Member.
- [Note 5] Mr. Nobuya Minami will have served as outside Audit & Supervisory Board Member of the Company for 12 years at the close of this General Meeting of Shareholders. He is an Audit & Supervisory Board Member of Fuji Television Network, Inc., which is a company having specific relationships with the Company.
- [Note 6] Mr. Nobuya Minami has met the requirements for independent officer obligated by the Tokyo Stock Exchange to be designated.

- END -

(Attached documents)

## BUSINESS REPORT

(For the period from April 1, 2017 to March 31, 2018)

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

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

The Japanese Cabinet Office's Monthly Economic Report on the Japanese economy for the fiscal year ended March 31, 2018 states, "With the continuing improvement trend of the employment and income situation, along with the effect of various government measures, the moderate recovery trend is expected to continue in the future. However, attention should be paid to the uncertainty in overseas economies and the effects of fluctuations in financial and capital markets." The report also states that the business outlook of corporations "is improving."

Amid this economic environment, the consolidated net sales of the Group decreased overall during the fiscal year under review, down 1.1% from the previous fiscal year to ¥646,536 million, as decreases in the Broadcasting, Production, Life Information and Advertising segments offset increases in the Video and Music, Urban Development and Other segments.

In terms of earnings, operating income amounted to ¥25,258 million, up 13.2% year-on-year, because the Broadcasting, Production, Video and Music, Advertising, Urban Development and Other segments showed increases in income. Recurring profit increased 15.6% year-on-year to ¥35,120 million, though net income attributable to owners of the parent decreased 8.9% year-on-year to ¥24,956 million, due partially to the rebound effect of the gain on negative goodwill recorded in the previous fiscal year.



Results by reported segment are as follows:

|                   | Net sales                                                             |                                                                                         |                                                | Segment operating income                                              |                                                                                         |                                                |
|-------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|
|                   | 76th fiscal year<br>April 1, 2016 -<br>Mar. 31, 2017<br>(million yen) | 77th fiscal year<br>(Current year)<br>April 1, 2017 -<br>Mar. 31, 2018<br>(million yen) | Comparison<br>with the<br>previous year<br>(%) | 76th fiscal year<br>April 1, 2016 -<br>Mar. 31, 2017<br>(million yen) | 77th fiscal year<br>(Current year)<br>April 1, 2017 -<br>Mar. 31, 2018<br>(million yen) | Comparison<br>with the<br>previous year<br>(%) |
| Broadcasting      | 312,721                                                               | 298,397                                                                                 | (4.6)                                          | 6,830                                                                 | 7,393                                                                                   | 8.2                                            |
| Production        | 49,292                                                                | 47,768                                                                                  | (3.1)                                          | 1,819                                                                 | 1,912                                                                                   | 5.1                                            |
| Video and Music   | 48,071                                                                | 48,993                                                                                  | 1.9                                            | 1,071                                                                 | 1,441                                                                                   | 34.6                                           |
| Life Information  | 130,694                                                               | 128,370                                                                                 | (1.8)                                          | 952                                                                   | 865                                                                                     | (9.1)                                          |
| Advertising       | 45,476                                                                | 44,514                                                                                  | (2.1)                                          | 384                                                                   | 521                                                                                     | 35.4                                           |
| Urban Development | 102,501                                                               | 108,939                                                                                 | 6.3                                            | 10,968                                                                | 14,171                                                                                  | 29.2                                           |
| Other             | 29,221                                                                | 31,098                                                                                  | 6.4                                            | 245                                                                   | 258                                                                                     | 5.4                                            |
| Eliminations      | (64,003)                                                              | (61,544)                                                                                | -                                              | 47                                                                    | (1,305)                                                                                 | -                                              |
| Total             | 653,976                                                               | 646,536                                                                                 | (1.1)                                          | 22,319                                                                | 25,258                                                                                  | 13.2                                           |

### <Broadcasting>

Broadcasting revenue, which accounts for the core of revenue from the broadcasting businesses of Fuji Television Network, Inc. ("Fuji TV"), decreased 5.2% from the previous fiscal year to ¥222,801 million, due primarily to a reaction to Rio de Janeiro Olympics-related sales in the previous fiscal year and lagging viewer ratings for regular programs.

Network time advertising sales (time advertising for nationwide broadcasts) declined 8.9% year-on-year to ¥79,857 million. Although special programs contributed to sales, including the WBA World Middleweight Title Fight in October in which Ryota Murata's victory garnered attention, the EAFF E-1 Football Championship in December and the PyeongChang Olympic Games in February, they were not able to offset the decline in revenue from regular programs.

Local time advertising sales (time advertising for the Kanto region) increased 3.2% year-on-year to ¥13,455 million. Although there was a decrease in sales slots due to changes in the sales category, the increase in revenue from regular sales offset the decrease in revenue from one-off programs.

Spot advertising sales struggled during the first half of the fiscal year amid a weak advertising market. Several months during the second half of the fiscal year outperformed those of the previous fiscal year, including an increased market share from December through February, but sales for the full-year period fell below the previous-year level.

By industry category, "Automobile/Related Products," "Information/Telecommunication/Broadcasting" and "Apparel/Accessories" rose above the previous-year levels. Meanwhile,

"Foods," "Cosmetics/Toiletries" and "Distribution/Retail" fell below the previous-year levels. As a result, spot advertising sales declined 3.4% from the previous fiscal year to ¥97,372 million.

Revenue from other broadcasting business decreased 4.3% year-on-year to ¥32,115 million, with declines in income from domestic and overseas program sales and revenue in communication satellite (CS) broadcasting.

Net sales of other businesses overall decreased 16.7% from the previous fiscal year to ¥37,876 million. For the movie business in this segment, revenue declined, failing to reach the level of the previous fiscal year which had a string of hits such as *ONE PIECE FILM GOLD*, despite films such as *HIRUGAO* (¥2,330 million in box office revenues) and *TEIICHI NO KUNI* (¥1,930 million in box office revenues). For the event business in this segment, despite the contribution of events such as Cirque du Soleil's *KURIOS*, which began a nationwide tour in February, revenue declined substantially year-on-year due to a reactionary decline from *TOTEM*, which contributed significantly to revenue throughout the previous fiscal year. For the merchandising business in this segment, revenue increased due mainly to distribution income. For the digital business in this segment, net sales grew year-on-year, with continued strong performance by "FOD (Fuji TV On Demand)," which launched original works for streaming.

As a result, net sales for Fuji TV as a whole declined 7.1% year-on-year to ¥260,677 million, due to declines in broadcasting revenue and revenue from other businesses.

In terms of expenses, Fuji TV managed to hold overall operating expenses below the previous-year level through efficient cost management, which enabled it to reduce the cost of sales and selling, general and administrative expenses below the levels of the previous fiscal year. As a result, Fuji TV has increased its operating income for the first time in six fiscal years.

Fuji Satellite Broadcasting, Inc. (BS Fuji) recorded increases in both revenue and earnings because net sales reached a record high thanks to an increase in spot advertising revenue as well as solid revenue from events, despite a year-on-year decrease in time advertising sales.

Although Nippon Broadcasting System, Inc. posted increases in time advertising sales and revenue from event business, the increases were not able to make up for a decline in spot advertising revenue, and revenue and earnings decreased overall.

Sendai Television Incorporated contributed to net sales and operating income.

As a result, for the Broadcasting segment overall, net sales decreased 4.6% from the previous fiscal year to ¥298,397 million, but segment operating income increased 8.2% to ¥7,393 million.

### **<Production>**

Net sales in the Production segment overall decreased 3.1% from the previous fiscal year to ¥47,768 million due to decreases in the number of orders and unit prices for programs. However, segment operating income increased 5.1% from the previous fiscal year to ¥1,912 million due to successful cost controls.

### **<Video and Music>**

Pony Canyon Inc. posted a decline in revenue but an increase in earnings, reflecting sluggish performance in the music and video divisions against strong performance in highly profitable streaming and overseas licensing income.

Fujipacific Music Inc. recorded decreases in revenue and earnings, due to decreases in royalty revenue and master recording usage fees.

EXIT TUNES, Inc. recorded increases in revenue and earnings, due to strong performance by the live event business.

As a result, net sales in the Video and Music segment overall increased 1.9% from the previous fiscal year to ¥48,993 million, and segment operating income increased 34.6% to ¥1,441 million.

### **<Life Information>**

The Dinos business of Dinos Cecile Co., Ltd. posted an increase in revenue as catalog shopping and television shopping remained strong. However, Dinos Cecile Co., Ltd. posted a decline in overall revenue due to sluggish performance in catalog shopping for the Cecile business during the spring and summer. Earnings in both businesses increased thanks to improved cost rates and successful efforts to control expenses.

Sankei Living Shimbun Inc. recorded a revenue decline overall due to sluggish advertising income from Living Shimbun and an operating loss was posted.

As a result, net sales in the Life Information segment overall decreased 1.8% from the previous fiscal year to ¥128,370 million, with segment operating income decreasing 9.1% from the previous fiscal year to ¥865 million.

### **<Advertising>**

In the Advertising segment, Quaras Inc. posted a decline in revenue due to lagging newspaper and radio advertising, despite strong performance in out-of-home advertising and online advertising. Earnings increased thanks to improved cost rates.

As a result, net sales in the Advertising segment decreased 2.1% from the previous fiscal year to ¥44,514 million, and segment operating income increased 35.4% from the previous

fiscal year to ¥521 million.

### <Urban Development>

The Sankei Building Co., Ltd. recorded increases in revenue and earnings, thanks in part to robust performance of the mainstay office building business as well as sales of buildings held and posting of distributions from silent partnerships in the asset development business.

GRANVISTA Hotels & Resorts Co., Ltd. posted increases in both revenue and earnings due mainly to an increased number of guests in the marine leisure facilities business.

As a result, net sales in the Urban Development segment overall increased 6.3% from the previous fiscal year to ¥108,939 million, with segment operating income up 29.2% to ¥14,171 million.

### <Other>

Fujimic, Inc. recorded increases in both revenue and earnings due to increased orders for system solutions. Fusosha Publishing Inc. recorded increases in both revenue and earnings due to publication of hit books.

As a result, net sales in the Other segment overall increased 6.4% from the previous fiscal year to ¥31,098 million, and segment operating income increased 5.4% to ¥258 million.

The eleven Fuji TV network affiliates, along with WOWOW Inc. and ITOCHU Fuji Partners, Inc. contributed to the equity in earnings of affiliates.

## **2. Capital investment:**

Capital investment during the fiscal year under review totaled ¥40,736 million, which was spent principally on broadcasting-related equipment in the Broadcasting business and real estate for lease and others in the Urban Development business.

## **3. Issues to be addressed:**

The Company's fundamental management policy is to aim to create and provide content with broad public support while recognizing the public duty and social responsibility of broadcasting at all times, and contribute to the people and viewers realizing an enriched life.

Terrestrial TV broadcasting, which is the core business of the Group, still has a strong power as a medium. However, in the midst of the innovation of the Internet technologies, the prevalence of digital devices and the diversification of viewing styles, among others, simultaneously, the environment surrounding the business of the Group is changing significantly.

In such management environment, the Company recognizes it as a crucial management issue to steadily recover the business performance of its core subsidiary Fuji Television Network, Inc. by improving its viewer ratings and implementing other measures, and respond to changes in the management environment and access growth sectors, as well as develop new business fields, for the Group companies.

The Company, with the aim of building a strong business portfolio and achieving a growth of the Group in the future, has formulated a "KAWARU (transforming)" Fuji Media Holdings Medium-term Strategy Plan, which is a new medium-term management plan for the fiscal years commencing on April 1, 2018 and ending on March 31, 2021. The entire Group will work as one to meet the trust and expectations of the shareholders.

The major initiatives of the Company under the "KAWARU (transforming)" Fuji Media Holdings Medium-term Strategy Plan are described below:

(1) Redefining and reinforcing the business portfolio

The Company will reorganize its previous business segments and designate two main business pillars for the Group: "Media & Content" where the operations centered on Fuji TV will be consolidated in a single segment to increase earnings, and "Urban Development, Hotels & Resorts" where strategic investments will be expanded with the aim of further growth over the medium and long term. The Company will also focus on developing new business fields.

(2) Enhancing the "Media & Content" business

◆ Reforming of Fuji TV

The Company will work to recover the earnings of Fuji TV as the core subsidiary in the Group. In the fiscal year ended March 31, 2018, the Company shook up management of Fuji TV and embarked on its fundamental reform, which resulted in an earnings gain for Fuji TV for the first time in six fiscal years. The Company will continue to implement the following measures:

(i) Structural reforms in progress

To create a management structure adaptable to changes in the business environment, the Company will continue to implement structural reforms, including company-wide curbs on fixed costs and efficient management of program production expenditures, among other things.

- (ii) Improving viewer ratings and expanding the share of terrestrial broadcasting advertising market

The Company will focus on improving golden-time and prime-time viewer ratings and strategically invest program production expenditures. In addition, under a new company-wide structure of Fuji TV with personnel reshuffling in April 2018 following the management shakeup in 2017, the Company will aim to improve viewer ratings with each seasonal revision and increase broadcasting revenues.

- (iii) Streaming business growth strategy

The Company recognizes that the positioning of the streaming business is a major management issue. While anticipating advances in technology and changes in the media environment and aiming to increase earnings, the Company will further enhance the presence of the FOD (Fuji TV On Demand) business and pursue an optimal earnings structure in the streaming business. In addition, the Company will enhance the media value of television through a total reach, including streaming and time-shift viewing in addition to broadcasting.

- (iv) Earnings improvement in non-broadcast businesses

For non-broadcast businesses, including events, movies, merchandising, packages, and virtual reality (VR), the Company will improve business efficiency and promote growth based on medium-term strategies and management targets.

◆ Reform of the segment as a whole

In the Media & Content business, as a comprehensive "Content Factory", the Company will further enhance the strong content creation function for media in the Group, expand the production function for external use and broaden earnings as a content holder. Based on these policies, the Company will make more efficient and expand the music-related business, grow game business and develop and expand overseas markets, specifically. With such strong content, the Company aims to increase its media value overall and expand earnings.

- (3) "Urban Development, Hotels & Resorts" business growth strategies

The Company positions the "Urban Development, Hotels & Resorts" business as one of the Group's two main business pillars. The Company will increase strategic investments and cultivate the business on a medium to long term in anticipation of steady growth in tourism demand.

In the Urban Development division, the Company will strengthen asset development and asset turnover-style businesses, gain earnings through the buying and selling of

held properties and while curbing risk, secure funds for strategic investments. In the office building leasing business, the Company will aim for steady growth and in the residential business, the Company will expand leasing business.

In the Hotels & Resorts division, the Company will increase earnings from the existing hotels and facilities and sequentially open new-concept hotels "Intergate Hotels" and "GRIDS". To strengthen business in the Hokkaido area, the Company will implement a Sapporo Park Hotel redevelopment plan and aim to participate in the airport concession projects as the largest shareholder in Hokkaido Airport Terminal Co., Ltd., among others. Furthermore, the Company is considering preparations to participate in a Daiba MICE/IR\* project through a consortium.

(\*MICE stands for Meeting, Incentive tour, Convention/Conference and Exhibition and IR stands for Integrated Resort.)

(4) Reform of the Group structure to strengthen the business portfolio

In consideration of the management environment of the Group companies and other factors, the Company revised the capital relationships of some of the Group companies in March 2018. The Company will continue to implement measures to strengthen its business portfolio.

(5) Capital policies to support reform

For the growth and expansion of the "Urban Development, Hotels & Resorts" segment, the strengthening of the "Media & Content" division and the cultivation and securing of businesses in new fields, the Company will increase investments, including those utilizing external funds, while securing a certain level of financial soundness.

In addition, the Company cancelled its shares of treasury stock on May 31, 2018.

The Company, placing emphasis on the redistribution of profits to its shareholders, will continue to maintain a stable dividend policy.

Through these initiatives, the Company aims for the net sales of ¥655.0 billion, operation income of ¥32.5 billion and simple EBITDA\* of ¥55.0 billion on a consolidated basis for the fiscal year ending March 31, 2021 to ensure the growth of the Group and enhance its enterprise value.

\* Simple EBITDA = operating income + depreciation expenses

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

| Item                                                                | 74th fiscal year<br>April 1, 2014 -<br>Mar. 31, 2015 | 75th fiscal year<br>April 1, 2015 -<br>Mar. 31, 2016 | 76th fiscal year<br>April 1, 2016 -<br>Mar. 31, 2017 | 77th fiscal year<br>(current year)<br>April 1, 2017 -<br>Mar. 31, 2018 |
|---------------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------------|
| Net sales<br>(million yen)                                          | 643,313                                              | 640,572                                              | 653,976                                              | 646,536                                                                |
| Operating income<br>(million yen)                                   | 25,628                                               | 24,394                                               | 22,319                                               | 25,258                                                                 |
| Recurring profit<br>(million yen)                                   | 35,102                                               | 32,400                                               | 30,380                                               | 35,120                                                                 |
| Net income attributable to<br>owners of the parent<br>(million yen) | 19,908                                               | 22,835                                               | 27,396                                               | 24,956                                                                 |
| Basic earnings per share<br>(yen)                                   | 86.02                                                | 98.75                                                | 118.50                                               | 107.80                                                                 |
| Total assets<br>(million yen)                                       | 1,065,958                                            | 1,136,406                                            | 1,185,199                                            | 1,249,559                                                              |
| Net assets<br>(million yen)                                         | 638,883                                              | 638,383                                              | 682,062                                              | 721,733                                                                |
| Net assets per share (yen)                                          | 2,739.59                                             | 2,723.63                                             | 2,890.79                                             | 3,051.02                                                               |

(Note) 74th fiscal year:

While the Japanese economy, which had remained slow during the first half of the fiscal year, registered tones of recovery as a result of various government policy measures in the second half, revenues increased in the Urban Development segment and on a consolidated basis, net sales increased. As to earnings, due mainly to a decrease in earnings from the mainstay Broadcasting segment, operating income decreased. However, negative goodwill was generated by the inclusion of an equity-method affiliate, and recurring profit and net income attributable to owners of the parent increased.

75th fiscal year:

While the Japanese economy remained on a moderate recovery track, revenues increased in the Life Information segment and Urban Development segment. However, revenues decreased in the mainstay Broadcasting segment and on a consolidated basis, net sales decreased. As to earnings, due mainly to a decrease in earnings from the mainstay Broadcasting segment in spite of increases in the Video and Music segment and Urban Development segment, operating income and recurring profit decreased. Net income attributable to owners of the parent increased, due mainly to a decrease in impairment loss.

76th fiscal year:

While the Japanese economy remained on a moderate recovery track although improvement was delayed in some areas, revenues decreased in the mainstay Broadcasting segment. However, revenues increased in the Advertising and Urban Development segments and on a consolidated basis, net sales increased. As to earnings, due mainly to a decrease in earnings from the mainstay



Broadcasting segment in spite of increases in the Advertising and Urban Development segments, operating income and recurring profit decreased. Net income attributable to owners of the parent increased, due mainly to the recording of a gain on negative goodwill.

77th 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<br>(million yen) | Ratio of equity<br>participation<br>(%) | 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.                 | 1,200                          | 100.0                                   | Sale of audio /video software                 |
| Dinos Cecile Co., Ltd.           | 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:

In March 2018, the Company sold the shares of Sankei Living Shimbun Inc., converting it from a consolidated subsidiary to an affiliate of the Company accounted for by the equity method. Furthermore, because the shares of Living Pro-Seed, Inc. were sold to Sankei Living Shimbun Inc., Living Pro-Seed, Inc. was excluded from the scope of consolidation.

Fuji&gumi Games Inc., which became a consolidated subsidiary of the Company as of the beginning of the fiscal year under review considering its recent growing importance, was excluded from the scope of consolidation because it was merged with and absorbed by Fuji Games, Inc. in February 2018.

The Company's consolidated subsidiary Pony Canyon Inc. sold the shares of Pony Canyon Enterprise Inc. in March 2018. As a result, Pony Canyon Enterprise Inc. was excluded from the scope of consolidation.

CHECK YOUR PULSE MUSIC PUBLISHING, LLC became a non-consolidated subsidiary accounted for by the equity method as of the beginning of the fiscal year under review, considering its recent growing importance.

In March 2018, the Company acquired additional shares of Kumamoto Telecasting Corporation converting it to an affiliate accounted for by the equity method.

As a result, the Company had 40 consolidated subsidiaries, including the above five major subsidiaries and 24 equity-method companies for the fiscal year under review.

## 6. Major businesses:

The Group's major activities are mainstay business of broadcasting as prescribed by Japan's Broadcast Act and other laws; production business, including planning, production, engineering and relay operations involving programs for broadcast; video and music business, life information business, including direct marketing; advertising business; and urban development business, including building leasing, real estate transactions, hotels and resorts and others, as well as services related to each of these businesses.

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

| Segment name      | Business                                                                                       |
|-------------------|------------------------------------------------------------------------------------------------|
| Broadcasting      | TV broadcasting business and radio broadcasting business                                       |
| Production        | Planning and production, engineering, relay operations and other businesses for TV programming |
| Video and Music   | Sale of audio and video software, etc., management of music copyrights, etc.                   |
| Life Information  | Direct marketing, etc.                                                                         |
| Advertising       | Advertising, etc.                                                                              |
| Urban Development | Building leasing, real estate transactions, hotels and resorts, etc.                           |
| Other             | Publishing, temporary agency services, leasing of movables, software development, games, 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 Cecile Co., Ltd.           | 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 |
|-------------------|---------------------|-----------------------------------------------------|
| Broadcasting      | 1,681               | - 5                                                 |
| Production        | 1,458               | - 3                                                 |
| Video and Music   | 433                 | - 113                                               |
| Life Information  | 915                 | - 437                                               |
| Advertising       | 353                 | - 2                                                 |
| Urban Development | 2,085               | + 19                                                |
| Other             | 532                 | - 13                                                |
| All-company       | 27                  | - 11                                                |
| Total             | 7,484               | - 565                                               |

- Notes:
1. The number of employees represents the number of persons actually at work.
  2. The number of employees in the Video and Music segment decreased by 113 persons in comparison with the end of the previous fiscal year. This was due principally to the exclusion of Pony Canyon Enterprise Inc. from the scope of consolidation as a result of the sale of its shares.
  3. The number of employees in the Life Information segment decreased by 437 persons in comparison with the end of the previous fiscal year. This was due principally to the exclusion of Sankei Living Shimbun Inc. and Living Pro-Seed, Inc. from the scope of consolidation as a result of the sale of their shares.

## 9. Principal lenders:

| Lender                                 | Balance of borrowings (million yen) |
|----------------------------------------|-------------------------------------|
| Sumitomo Mitsui Banking Corporation    | 24,200                              |
| Development Bank of Japan              | 15,620                              |
| Mizuho Bank, Ltd.                      | 14,600                              |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 14,600                              |
| Resona Bank, Limited                   | 9,500                               |
| Mizuho Trust & Banking Co., Ltd.       | 9,300                               |

Note: The Bank of Tokyo-Mitsubishi UFJ, Ltd. changed its trade name to MUFG Bank, Ltd. as of April 1, 2018.

## II. Matters concerning the shares of the Company

1. **Total number of issued shares:** 236,429,800 shares  
(including 2,235,301 shares of treasury stock)
2. **Number of shareholders:** 44,335 persons
3. **Principal shareholders:**

| Name of shareholder                                                                        | Number of shares<br>(shares) | Ratio of equity<br>participation<br>(%) |
|--------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------|
| Toho Co., Ltd.                                                                             | 18,572,100                   | 7.93                                    |
| Japan Trustee Services Bank, Ltd. (Trust Account)                                          | 11,228,500                   | 4.79                                    |
| The Master Trust Bank of Japan, Ltd. (Trust Account)                                       | 9,064,700                    | 3.87                                    |
| Nippon Cultural Broadcasting, Inc.                                                         | 7,792,000                    | 3.33                                    |
| NTT DOCOMO Co., Ltd.                                                                       | 7,700,000                    | 3.29                                    |
| Kansai Telecasting Corporation                                                             | 6,146,100                    | 2.62                                    |
| The Master Trust Bank of Japan, Ltd.<br>(Retirement Benefit Trust Account for Dentsu Inc.) | 4,650,000                    | 1.99                                    |
| Yakult Honsha Co., Ltd.                                                                    | 3,969,000                    | 1.69                                    |
| Japan Trustee Services Bank, Ltd. (Trust Account 9)                                        | 3,951,600                    | 1.69                                    |
| Japan Trustee Services Bank, Ltd. (Trust Account 5)                                        | 3,927,100                    | 1.68                                    |

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                  | 27.4% | (64,813 thousand shares) | 43,511 shareholders |
| Financial institution                 | 21.9% | (51,833 thousand shares) | 66 shareholders     |
| Other corporation                     | 30.1% | (71,296 thousand shares) | 361 shareholders    |
| Foreigner                             | 16.6% | (39,131 thousand shares) | 367 shareholders    |
| Financial instrument service operator | 4.0%  | (9,355 thousand shares)  | 30 shareholders     |

- Notes:
1. Shares held by "Individual and other" include 2,235 thousand shares of treasury stock and 38,543 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 and Audit & Supervisory Board Members, etc.:

(As of March 31, 2018)

| Position                              | Business in charge                                                                                       | Name             | Important concurrent office                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------|----------------------------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Chairman and Representative Director  |                                                                                                          | Shuji Kanoh      | Chairman and Representative Director, Fuji Television Network, Inc.<br>Director, Nippon Broadcasting System, Inc.<br>Audit & Supervisory Board Member, Sankei Shimbun Co., Ltd.<br>Audit & Supervisory Board Member, The Sankei Building Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Audit & Supervisory Board Member, TSS-TV Co., Ltd.          |
| President and Representative Director |                                                                                                          | Masaki Miyauchi  | President and Representative Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                          |
| Executive Vice President              | Corporate Planning                                                                                       | Osamu Kanemitsu  | Executive Vice President, Fuji Television Network, Inc.<br>Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Director, Dinos Cecile Co., Ltd.<br>Director, Space Shower Network Inc.                                                                                                                                           |
| Senior Executive Managing Director    | Corporate Social Responsibility Office, Corporate Compliance Office, General Affairs and Human Resources | Takashi Wagai    | Senior Executive Managing Director, Fuji Television Network, Inc.<br>Audit & Supervisory Board Member, Sendai Television Incorporated                                                                                                                                                                                                                         |
| Senior Executive Managing Director    | Finance                                                                                                  | Tsuyoshi Habara  | Senior Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                             |
| Executive Managing Advisor            |                                                                                                          | Hisashi Hieda    | Executive Managing Advisor, Fuji Television Network, Inc.<br>Director and Advisor, Sankei Shimbun Co., Ltd.<br>Director, The Sankei Building Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Director, Tokai Television Broadcasting Co., Ltd.<br>Director, Television Nishinippon Corporation<br>Director, Hokkaido Cultural Broadcasting Co., Ltd. |
| Executive Managing Director           |                                                                                                          | Ryunosuke Endo   | Executive Vice President, Fuji Television Network, Inc.<br>Director, Hokkaido Cultural Broadcasting Co., Ltd.                                                                                                                                                                                                                                                 |
| Executive Managing Director           |                                                                                                          | Ichiro Kishimoto | Executive Vice President, Fuji Television Network, Inc.<br>Director, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Director, Sankei Living Shimbun, Inc.                                                                                                                                                                                                     |

| Position                                   | Business in charge | Name                 | Important concurrent office                                                                                                                                                                                                                                                                |
|--------------------------------------------|--------------------|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Executive Managing Director                |                    | Atsushi Yokoyama     | Senior Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                          |
| Executive Managing Director                |                    | Kazutoshi Matsumura  | Senior Executive Managing Director, Fuji Television Network, Inc.<br>Director, Dinos Cecile Co., Ltd.<br>Director, Sendai Television Incorporated<br>Director, TSS-TV Co., Ltd.                                                                                                            |
| Executive Managing Director                |                    | Takashi Ishihara     | Executive Managing Director, Fuji Television Network, Inc.<br>Director, Pony Canyon Inc.                                                                                                                                                                                                   |
| Executive Managing Director                |                    | Takehiko Kiyohara    | Advisor, Sankei Shimbun Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                            |
| Executive Managing Director                |                    | Yoshishige Shimatani | President and Representative Director, Toho Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.<br>Director, Tokyo Rakutenchi Co., Ltd.<br>Director, Hankyu Hanshin Holdings Inc.                                                                                      |
| Executive Managing Director                |                    | Akihiro Miki         | Chairman and Representative Director, Nippon Cultural Broadcasting, Inc.<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                     |
| Executive Managing Director                |                    | Taizan Ishiguro      | Chairman and Representative Director, Tokai Television Broadcasting Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                |
| Executive Managing Director                |                    | Masafumi Yokota      | Chairman and Representative Director, Kansai Telecasting Corporation<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                         |
| Executive Managing Director                |                    | Kazuo Terasaki       | Chairman and Representative Director, Television Nishinippon Corporation<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                     |
| Full-time Audit & Supervisory Board Member |                    | Kiyoshi Onoe         | Audit & Supervisory Board Member, Fuji Television Network, Inc.                                                                                                                                                                                                                            |
| Full-time Audit & Supervisory Board Member |                    | Hiroshi Seta         | Audit & Supervisory Board Member, Fuji Television Network, Inc.                                                                                                                                                                                                                            |
| Audit & Supervisory Board Member           |                    | Yuzaburo Mogi        | Honorary Chairman and Director, and Chairman of the Board of Directors, Kikkoman Corporation<br>Audit & Supervisory Board Member, Fuji Television Network, Inc.<br>Director, Calbee, Inc.<br>Director, Oriental Land Co., Ltd.<br>Audit & Supervisory Board Member, Tobu Railway Co., Ltd. |

| Position                         | Business in charge | Name              | Important concurrent office                                                                                                                             |
|----------------------------------|--------------------|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit & Supervisory Board Member |                    | Nobuya Minami     | Audit & Supervisory Board Member, Fuji Television Network, Inc.<br>Director, Fuyo General Lease Co., Ltd.                                               |
| Audit & Supervisory Board Member |                    | Takayasu Okushima | Chairman, Scout Association of Japan<br>Audit & Supervisory Board Member, Fuji Television Network, Inc.<br>Director, Fukuvi Chemical Industry Co., Ltd. |

- Notes:
1. Executive Managing Directors Messrs. Yoshishige Shimatani, Akihiro Miki, Taizan Ishiguro, Masafumi Yokota and Kazuo Terasaki are outside directors as provided for in Article 2, item 15 of the Companies Act.
  2. Audit & Supervisory Board Members Messrs. Yuzaburo Mogi, Nobuya Minami and Takayasu Okushima are outside audit & supervisory board members as provided for in Article 2, item 16 of the Companies Act.
  3. Executive Managing Directors Messrs. Yoshishige Shimatani and Akihiro Miki and Audit & Supervisory Board Members Messrs. Yuzaburo Mogi, Nobuya Minami and Takayasu Okushima have been registered with the Tokyo Stock Exchange as independent officers.
  4. Audit & Supervisory Board 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 Board 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.

## 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-managing Executive Managing Directors Messrs. Takehiko Kiyohara, Yoshishige Shimatani, Akihiro Miki, Taizan Ishiguro, Masafumi Yokota and Kazuo Terasaki and all Audit & Supervisory Board 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 or ordinances.

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

¥313 million for 23 Executive Managing Directors (including ¥26 million for 6 Outside Executive Managing Directors)

¥54 million for 5 Audit & Supervisory Board Members (including ¥18 million for 3 Outside Audit & Supervisory Board Members)

- Notes:
1. The maximum amounts of remuneration of officers pursuant to the resolution of the General Meeting of Shareholders are ¥960 million per annum for Directors and ¥180 million per annum for Audit & Supervisory Board Members (as

resolved at the 46th Ordinary General Meeting of Shareholders held on June 25, 1987).

2. In addition to the above amount of remuneration, etc., the amount of remuneration, etc. received by the outside officers from the subsidiaries of the Company for the fiscal year under review was ¥45 million.

#### **4. Matters concerning outside officers:**

- (1) State of important concurrent offices of executive officers of other corporations and the relationships between the Company and such other corporations:

Executive Managing Director Mr. Yoshishige Shimatani is concurrently serving as President and Representative Director of Toho Co., Ltd.

Executive Managing Director Mr. Akihiro Miki is concurrently serving as President and Representative Director of Nippon Cultural Broadcasting, Inc.

Executive Managing Director Mr. Taizan Ishiguro is concurrently serving as Chairman and Representative Director of Tokai Television Broadcasting Co., Ltd.

Executive Managing Director Mr. Masafumi Yokota is concurrently serving as Chairman and Representative Director of Kansai Telecasting Corporation.

Executive Managing Director Mr. Kazuo Terasaki is concurrently serving as Chairman and Representative Director of Television Nishinippon Corporation.

Audit & Supervisory Board Member Mr. Takayasu Okushima is concurrently serving as Chairman of Scout Association of Japan.

Kansai Telecasting Corporation is an equity-method affiliate of the Company.

Toho Co., Ltd., Nippon Cultural Broadcasting, Inc., Tokai Television Broadcasting Co., Ltd., Television Nishinippon Corporation and Scout Association of Japan have no specific relation of interest with the Company.

- (2) State of important concurrent offices of outside officers, etc. of other corporations and the relationships between the Company and such other corporations:

Executive Managing Directors Messrs. Akihiro Miki, Taizan Ishiguro, Masafumi Yokota and Kazuo Terasaki are concurrently serving as Executive Managing Directors of Fuji Television Network, Inc.

Executive Managing Director Mr. Yoshishige Shimatani is concurrently serving as Executive Managing Director of Fuji Television Network, Inc., Director of Tokyo



Rakutenchi Co., Ltd. and Director of Hankyu Hanshin Holdings Inc.

Audit & Supervisory Board Member Mr. Yuzaburo Mogi is concurrently serving as Honorary Chairman and Director, and Chairman of the Board of Directors of Kikkoman Corporation, Audit & Supervisory Board Member of Fuji Television Network, Inc., outside Director of Calbee, Inc., outside Director of Oriental Land Co., Ltd. and outside Audit & Supervisory Board Member of Tobu Railway Co., Ltd.

Audit & Supervisory Board Member Mr. Nobuya Minami is concurrently serving as Audit & Supervisory Board Member of Fuji Television Network, Inc. and outside Director of Fuyo General Lease Co., Ltd.

Audit & Supervisory Board Member Mr. Takayasu Okushima is concurrently serving as Audit & Supervisory Board Member of Fuji Television Network, Inc. and outside Director of Fukuvi Chemical Industry Co., Ltd.

Fuji Television Network, Inc. is a consolidated subsidiary of the Company.

Tokyo Rakutenchi Co., Ltd., Hankyu Hanshin Holdings Inc., Kikkoman Corporation, Calbee, Inc., Oriental Land Co., Ltd., Tobu Railway Co., Ltd., Fuyo General Lease Co., Ltd. and Fukuvi Chemical Industry Co., Ltd. have no specific relation of interest with the Company.

(3) Major activities during the fiscal year under review:

| Name                                                | Meetings of the Board of Directors attended | Speeches                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Executive Managing Director<br>Yoshishige Shimatani | 7/9                                         | At the meetings of the Board of Directors, Mr. Shimatani spoke whenever necessary and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as representative director of a listed movie and drama business corporation. |
| Executive Managing Director<br>Akihiro Miki         | 11/11                                       | At the meetings of the Board of Directors, Mr. Miki spoke whenever necessary and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as representative director of a radio broadcasting business corporation.          |
| Executive Managing Director<br>Taizan Ishiguro      | 11/11                                       | At the meetings of the Board of Directors, Mr. Ishiguro spoke whenever necessary and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as representative director of a TV broadcasting business corporation.         |
| Executive Managing Director<br>Masafumi Yokota      | 10/11                                       | At the meetings of the Board of Directors, Mr. Yokota spoke whenever necessary and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as representative director of a TV broadcasting business corporation.           |

| Name                                          | Meetings of the Board of Directors attended | Speeches                                                                                                                                                                                                                                                                    |
|-----------------------------------------------|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Executive Managing Director<br>Kazuo Terasaki | 11/11                                       | At the meetings of the Board of Directors, Mr. Terasaki spoke whenever necessary and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as representative director of a TV broadcasting business corporation. |

| Name                                                  | Meetings of the Board of Directors attended | Meetings of the Audit & Supervisory Board attended | Speeches                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------|---------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit & Supervisory Board Member<br>Yuzaburo Mogi     | 9/11                                        | 4/7                                                | At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Mogi spoke whenever necessary and at and outside of such meetings, 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.           |
| Audit & Supervisory Board Member<br>Nobuya Minami     | 11/11                                       | 7/7                                                | At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Minami spoke whenever necessary and at and outside of such meetings, 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.         |
| Audit & Supervisory Board Member<br>Takayasu Okushima | 10/11                                       | 6/7                                                | At the meetings of the Board of Directors and the Audit & Supervisory Board, Mr. Okushima spoke whenever necessary and at and outside of such meetings, 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. |

Note: The number of meetings of the Board of Directors attended by Mr. Yoshishige Shimatani comprises those held on or after his assumption of office on June 28, 2017.

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

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

Ernst & Young ShinNihon LLC

##### **2. Amount of remuneration, etc. of the account auditors for the fiscal year under review:**

- (1) Amount of remuneration, etc. payable by the Company for services (audit attestation services) in accordance with Article 2, paragraph 1 of the Certified Public Accountant Act: ¥34 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 Board of the Company, upon required verifications of the audit plans, the status of the audits conducted, the appropriateness of remuneration estimates, etc. by the account auditors, has determined to consent to the remuneration, etc. for the account auditors.

- (2) Total of cash and other proprietary benefits payable by the Company and its subsidiaries to the accounting auditors: ¥169 million

##### **3. Content of non-auditing services:**

The Company's subsidiaries have entrusted the account auditors with, and paid remuneration for, agreed procedural services, in addition to the services set forth in Article 2, paragraph 1 of the Certified Public Accountant Act of Japan.

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

In the event that the Audit & Supervisory Board recognizes that there is any difficulty in the execution by the account auditors of their duties or otherwise considers it necessary, it shall determine a proposition for the dismissal or non-reappointment of the account auditors to be submitted to a General Meeting of Shareholders.

In addition, 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 Board shall, upon unanimous consent of the Audit & Supervisory Board Members, dismiss the account auditors. In such case, the Audit & Supervisory Board Member designated by the Audit & Supervisory Board shall report the fact of such dismissal and the reason therefor at the first General Meeting of Shareholders to be convened after the dismissal.

## CONSOLIDATED FINANCIAL STATEMENTS

### CONSOLIDATED BALANCE SHEET

(As of March 31, 2018)

(million yen)

#### ASSETS

|                                                 |                  |
|-------------------------------------------------|------------------|
| <b>Current assets:</b>                          | <b>403,903</b>   |
| Cash on hand and in banks .....                 | 85,017           |
| Trade notes and trade accounts receivable ..... | 114,201          |
| Marketable securities.....                      | 83,602           |
| Inventories .....                               | 78,580           |
| Deferred tax assets .....                       | 7,140            |
| Other current assets .....                      | 36,043           |
| Allowance for doubtful accounts .....           | (683)            |
| <b>Fixed assets</b>                             | <b>845,327</b>   |
| <b>Tangible fixed assets:</b>                   | <b>416,290</b>   |
| Buildings and structures .....                  | 145,426          |
| Machinery, equipment and vehicles .....         | 9,291            |
| Land.....                                       | 240,295          |
| Construction in progress.....                   | 11,591           |
| Other tangible fixed assets .....               | 9,685            |
| <b>Intangible fixed assets:</b>                 | <b>34,098</b>    |
| Goodwill.....                                   | 1,145            |
| Leasehold rights .....                          | 18,317           |
| Software .....                                  | 7,278            |
| Other intangible fixed assets .....             | 7,357            |
| <b>Investments and other assets:</b>            | <b>394,939</b>   |
| Investment securities .....                     | 352,962          |
| Net defined benefit asset .....                 | 696              |
| Deferred tax assets .....                       | 15,826           |
| Other investments and other assets .....        | 26,929           |
| Allowance for doubtful accounts .....           | (1,475)          |
| <b>Deferred assets</b>                          | <b>328</b>       |
| <b>TOTAL ASSETS</b>                             | <b>1,249,559</b> |

(million yen)

**LIABILITIES**

|                                                             |                  |
|-------------------------------------------------------------|------------------|
| <b>Current liabilities:</b>                                 | <b>186,281</b>   |
| Trade notes and trade accounts payable .....                | 58,820           |
| Short-term borrowings .....                                 | 48,724           |
| Accrued corporate income taxes, etc. ....                   | 5,177            |
| Allowance for returned goods .....                          | 659              |
| Allowance for bonuses for officers .....                    | 335              |
| Provision for point card certificates .....                 | 567              |
| Provision for loss on reconstruction.....                   | 476              |
| Provision for environmental measures.....                   | 17               |
| Provision for loss on closing of office .....               | 116              |
| Other current liabilities .....                             | 71,386           |
| <b>Long-term liabilities:</b>                               | <b>341,544</b>   |
| Bonds .....                                                 | 20,000           |
| Long-term borrowings .....                                  | 143,512          |
| Deferred tax liabilities.....                               | 77,049           |
| Deferred tax liabilities upon revaluation.....              | 12,554           |
| Reserve for officers' retirement gratuities .....           | 2,131            |
| Provision for environmental measures.....                   | 46               |
| Net defined benefit liability .....                         | 65,020           |
| Negative goodwill .....                                     | 4,055            |
| Other long-term liabilities .....                           | 17,173           |
| <b>TOTAL LIABILITIES</b>                                    | <b>527,825</b>   |
| <b><u>NET ASSETS</u></b>                                    |                  |
| <b>Shareholders' equity:</b>                                | <b>617,519</b>   |
| Paid-in capital.....                                        | 146,200          |
| Capital surplus .....                                       | 173,676          |
| Retained earnings.....                                      | 306,997          |
| Treasury stock.....                                         | (9,354)          |
| <b>Accumulated other comprehensive income:</b>              | <b>89,024</b>    |
| Valuation difference on available-for-sale securities ..... | 98,313           |
| Deferred gains or losses on hedges .....                    | (400)            |
| Revaluation differences of land .....                       | 1,448            |
| Translation adjustment .....                                | (574)            |
| Remeasurements of defined benefit plans .....               | (9,760)          |
| <b>Non-controlling interests:</b>                           | <b>15,189</b>    |
| <b>TOTAL NET ASSETS</b>                                     | <b>721,733</b>   |
| <b>TOTAL LIABILITIES AND NET ASSETS</b>                     | <b>1,249,559</b> |

# CONSOLIDATED STATEMENT OF INCOME

(April 1, 2017 to March 31, 2018)

(million yen)

|                                                        |       |                |
|--------------------------------------------------------|-------|----------------|
| <b>Net sales</b>                                       |       | <b>646,536</b> |
| <b>Cost of sales</b>                                   |       | <b>448,170</b> |
| <b>Gross profit</b>                                    |       | <b>198,366</b> |
| <b>Selling, general and administrative expenses</b>    |       | <b>173,108</b> |
| <b>Operating income</b>                                |       | <b>25,258</b>  |
| Non-operating income                                   |       |                |
| Interest income and dividend income                    | 3,229 |                |
| Equity in earnings of affiliates                       | 5,619 |                |
| Gain on investment associations                        | 682   |                |
| Other income                                           | 2,148 | 11,680         |
| Non-operating expenses                                 |       |                |
| Interest expenses                                      | 1,204 |                |
| Loss on investment associations                        | 154   |                |
| Others                                                 | 460   | 1,818          |
| <b>Recurring profit</b>                                |       | <b>35,120</b>  |
| Extraordinary gain                                     |       |                |
| Gain on sales of investment securities                 | 2,820 |                |
| Others                                                 | 393   | 3,214          |
| Extraordinary loss                                     |       |                |
| Loss on sales of investment securities                 | 2,113 |                |
| Loss on business restructuring                         | 1,661 |                |
| Others                                                 | 2,499 | 6,274          |
| <b>Income before income taxes</b>                      |       | <b>32,059</b>  |
| Income and enterprise taxes                            | 7,063 |                |
| Adjustment for income taxes                            | (724) | 6,339          |
| <b>Net income</b>                                      |       | <b>25,720</b>  |
| Net income attributable to non-controlling interests   |       | 764            |
| <b>Net income attributable to owners of the parent</b> |       | <b>24,956</b>  |

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, ETC.**  
(April 1, 2017 to March 31, 2018)

(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, 2017                                                                            | 146,200              | 173,673         | 290,788           | (10,248)       | 600,413                    | 78,202                                                |
| Changes during the year                                                                             |                      |                 |                   |                |                            |                                                       |
| Distribution of retained earnings                                                                   |                      |                 | (9,350)           |                | (9,350)                    |                                                       |
| Net income attributable to owners of the parent                                                     |                      |                 | 24,956            |                | 24,956                     |                                                       |
| Purchase of treasury stock                                                                          |                      |                 |                   | (0)            | (0)                        |                                                       |
| Change of treasury stock due to change in equity in affiliates accounted for by equity method       |                      |                 |                   | (123)          | (123)                      |                                                       |
| Reversal of revaluation differences of land                                                         |                      |                 | 18                |                | 18                         |                                                       |
| Disposal of treasury stock                                                                          |                      | (47)            |                   | 1,017          | 969                        |                                                       |
| Change in scope of consolidation                                                                    |                      |                 | 709               |                | 709                        |                                                       |
| Change in scope of application of equity method                                                     |                      |                 | (124)             |                | (124)                      |                                                       |
| Change in the parent's ownership interest related to transactions with non-controlling shareholders |                      | 50              |                   |                | 50                         |                                                       |
| Net change of items other than shareholders' equity                                                 |                      |                 |                   |                |                            | 20,111                                                |
| Total changes                                                                                       | -                    | 3               | 16,209            | 894            | 17,106                     | 20,111                                                |
| Balance at March 31, 2018                                                                           | 146,200              | 173,676         | 306,997           | (9,354)        | 617,519                    | 98,313                                                |

|                                                                                                     | 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, 2017                                                                            | (325)                                  | 1,466                           | 46                     | (11,958)                                | 67,430                                       | 14,219                    | 682,062          |
| Changes during the year                                                                             |                                        |                                 |                        |                                         |                                              |                           |                  |
| Distribution of retained earnings                                                                   |                                        |                                 |                        |                                         |                                              |                           | (9,350)          |
| Net income attributable to owners of the parent                                                     |                                        |                                 |                        |                                         |                                              |                           | 24,956           |
| Purchase of treasury stock                                                                          |                                        |                                 |                        |                                         |                                              |                           | (0)              |
| Change of treasury stock due to change in equity in affiliates accounted for by equity method       |                                        |                                 |                        |                                         |                                              |                           | (123)            |
| Reversal of revaluation differences of land                                                         |                                        |                                 |                        |                                         |                                              |                           | 18               |
| Disposal of treasury stock                                                                          |                                        |                                 |                        |                                         |                                              |                           | 969              |
| Change in scope of consolidation                                                                    |                                        |                                 |                        |                                         |                                              |                           | 709              |
| Change in scope of application of equity method                                                     |                                        |                                 |                        |                                         |                                              |                           | (124)            |
| Change in the parent's ownership interest related to transactions with non-controlling shareholders |                                        |                                 |                        |                                         |                                              |                           | 50               |
| Net change of items other than shareholders' equity                                                 | (75)                                   | (18)                            | (621)                  | 2,197                                   | 21,594                                       | 970                       | 22,564           |
| Total changes                                                                                       | (75)                                   | (18)                            | (621)                  | 2,197                                   | 21,594                                       | 970                       | 39,671           |
| Balance at March 31, 2018                                                                           | (400)                                  | 1,448                           | (574)                  | (9,760)                                 | 89,024                                       | 15,189                    | 721,733          |

## NON-CONSOLIDATED FINANCIAL STATEMENTS

### NON-CONSOLIDATED BALANCE SHEET

(As of March 31, 2018)

(million yen)

#### ASSETS

|                                                            |                |
|------------------------------------------------------------|----------------|
| <b>Current assets:</b>                                     | <b>134,783</b> |
| Cash on hand and in banks.....                             | 47,797         |
| Marketable securities .....                                | 83,402         |
| Prepaid expenses .....                                     | 168            |
| Income tax refund receivable .....                         | 1,730          |
| Other current assets .....                                 | 1,684          |
| <b>Fixed assets:</b>                                       | <b>639,518</b> |
| <b>Tangible fixed assets:</b>                              | <b>44,324</b>  |
| Buildings .....                                            | 41,842         |
| Structures .....                                           | 119            |
| Machinery and equipment.....                               | 0              |
| Motor vehicles .....                                       | 17             |
| Tools, furniture and fixtures .....                        | 2,275          |
| Land .....                                                 | 70             |
| <b>Intangible fixed assets:</b>                            | <b>14,407</b>  |
| Leasehold rights .....                                     | 14,393         |
| Software .....                                             | 13             |
| Other intangible fixed assets .....                        | 0              |
| <b>Investments and other assets:</b>                       | <b>580,786</b> |
| Investment securities.....                                 | 210,412        |
| Investment in shares of affiliates .....                   | 360,546        |
| Investment in other associated companies' securities ..... | 5,564          |
| Long-term loans receivable.....                            | 2,370          |
| Long-term prepaid expenses .....                           | 96             |
| Other investments and other assets .....                   | 1,844          |
| Allowance for doubtful accounts .....                      | (48)           |
| <b>TOTAL ASSETS</b>                                        | <b>774,301</b> |



(million yen)

**LIABILITIES**

|                                                |                |
|------------------------------------------------|----------------|
| <b>Current liabilities:</b>                    | <b>170,358</b> |
| Trade accounts payable.....                    | 1,815          |
| Accrued expenses .....                         | 211            |
| Accrued income taxes.....                      | 573            |
| Advance received .....                         | 701            |
| Deposit received .....                         | 166,990        |
| Other current liabilities.....                 | 64             |
| <b>Long-term liabilities:</b>                  | <b>74,635</b>  |
| Bonds payable .....                            | 20,000         |
| Deferred tax liabilities .....                 | 44,434         |
| Reserve for employee retirement benefits ..... | 88             |
| Negative goodwill .....                        | 2,489          |
| Guarantee deposit .....                        | 6,823          |
| Other long-term liabilities .....              | 798            |
| <b>TOTAL LIABILITIES</b>                       | <b>244,993</b> |

**NET ASSETS**

|                                                             |                |
|-------------------------------------------------------------|----------------|
| <b>Shareholders' equity:</b>                                | <b>435,378</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>121,176</b> |
| Earned surplus reserve.....                                 | 4,385          |
| Other retained earnings.....                                | 116,791        |
| General reserve .....                                       | 98,300         |
| Retained earnings carried forward .....                     | 18,491         |
| <b>Treasury stock</b> .....                                 | <b>(5,662)</b> |
| <b>Valuation and translation adjustments:</b>               | <b>93,929</b>  |
| Valuation difference on available-for-sale securities ..... | 93,929         |
| <b>TOTAL NET ASSETS</b>                                     | <b>529,308</b> |
| <b>TOTAL LIABILITIES AND NET ASSETS</b>                     | <b>774,301</b> |

# NON-CONSOLIDATED STATEMENT OF INCOME

(April 1, 2017 to March 31, 2018)

(million yen)

|                                           |       |               |
|-------------------------------------------|-------|---------------|
| <b>Operating revenue</b>                  |       | <b>13,333</b> |
| <b>Operating expenses</b>                 |       | <b>7,800</b>  |
| <b>Operating income</b>                   |       | <b>5,532</b>  |
| <b>Non-operating income</b>               |       |               |
| Interest income and dividend income       | 2,587 |               |
| Gain on investment associations           | 653   |               |
| Write-off of negative goodwill            | 355   |               |
| Gain on disposal of unpaid dividend       | 763   |               |
| Other income                              | 3     | 4,364         |
| <b>Non-operating expenses</b>             |       |               |
| Interest expenses                         | 114   |               |
| Loss on investment associations           | 139   |               |
| Sundry loss                               | 5     | 260           |
| <b>Recurring profit</b>                   |       | <b>9,636</b>  |
| <b>Extraordinary gain</b>                 |       |               |
| Gain on sales of investment securities    | 2,431 |               |
| Others                                    | 91    | 2,523         |
| <b>Extraordinary loss</b>                 |       |               |
| Loss on sales of shares of affiliates     | 966   |               |
| Valuation losses on investment securities | 47    |               |
| Others                                    | 62    | 1,076         |
| <b>Income before income taxes</b>         |       | <b>11,084</b> |
| Income and enterprise taxes               | 160   |               |
| Adjustment for income taxes               | (3)   | 157           |
| <b>Net income</b>                         |       | <b>10,927</b> |

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

(April 1, 2017 to March 31, 2018)

(million yen)

|                                                     | Shareholders' equity |                 |                        |                         |                                   |
|-----------------------------------------------------|----------------------|-----------------|------------------------|-------------------------|-----------------------------------|
|                                                     | Paid-in capital      | Capital surplus | Retained earnings      |                         |                                   |
|                                                     |                      | Capital reserve | Earned surplus reserve | Other retained earnings |                                   |
|                                                     |                      |                 |                        | General reserve         | Retained earnings carried forward |
| Balance at April 1, 2017                            | 146,200              | 173,664         | 4,385                  | 98,300                  | 16,931                            |
| Changes during the year                             |                      |                 |                        |                         |                                   |
| Distribution of retained earnings                   |                      |                 |                        |                         | (9,367)                           |
| Net income                                          |                      |                 |                        |                         | 10,927                            |
| Purchase of treasury stock                          |                      |                 |                        |                         |                                   |
| Net change of items other than shareholders' equity |                      |                 |                        |                         |                                   |
| Total changes                                       | -                    | -               | -                      | -                       | 1,559                             |
| Balance at March 31, 2018                           | 146,200              | 173,664         | 4,385                  | 98,300                  | 18,491                            |

|                                                     | 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, 2017                            | (5,662)              | 433,819                    | 74,160                                                | 507,979          |
| Changes during the year                             |                      |                            |                                                       |                  |
| Distribution of retained earnings                   |                      | (9,367)                    |                                                       | (9,367)          |
| Net income                                          |                      | 10,927                     |                                                       | 10,927           |
| Purchase of treasury stock                          | (0)                  | (0)                        |                                                       | (0)              |
| Net change of items other than shareholders' equity |                      |                            | 19,769                                                | 19,769           |
| Total changes                                       | (0)                  | 1,559                      | 19,769                                                | 21,328           |
| Balance at March 31, 2018                           | (5,662)              | 435,378                    | 93,929                                                | 529,308          |

## AUDIT REPORTS

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

#### INDEPENDENT AUDITOR'S REPORT

May 7, 2018

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

Ernst & Young ShinNihon LLC

By Shinichiro Suzuki (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Kazuhito Shiratori (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

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

We have audited the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in shareholders' equity, etc. and the notes to consolidated financial statements of Fuji Media Holdings, Inc. (the "Company"), applicable to its consolidated fiscal year from April 1, 2017 to March 31, 2018 pursuant to Article 444, paragraph 4 of the Companies Act of Japan.

#### Management's Responsibility for Consolidated Financial Statements

The responsibility of the Company's management is to prepare and present properly these consolidated financial statements in accordance with corporate accounting standards generally accepted in Japan. This includes maintaining and improving internal control considered necessary by management to prepare and present properly these consolidated financial statements free of material misstatement by fraud or error.

#### Account Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements from an independent standpoint, based on our audit conducted. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require us to formulate an audit plan and conduct an audit based thereon to obtain reasonable assurance about whether these consolidated financial statements are free of material misstatement.

In an audit, procedures are taken to obtain audit evidence as to the amounts in consolidated financial statements and disclosure thereof. Audit procedures, on our own judgment, are selected and applied based on our risk assessment of material misstatement in the consolidated financial statements by fraud or error. An audit is not contemplated to express an opinion on the effectiveness of internal control. However, in assessing risk, we assess internal control related to the preparation and proper presentation of these consolidated financial statements to form a plan for adequate audit procedures according to conditions. An audit also includes assessing the accounting policies and methods of application thereof employed by management and estimates made by management, as well as evaluating the overall consolidated financial statement presentation.

We believe that our audit provides sufficient and appropriate audit evidence forming a basis for our opinion.

#### Account Auditors' Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and profit and loss of the corporate group comprised of Fuji Media Holdings, Inc. and its consolidated subsidiaries for the period related to the consolidated financial statements in conformity with the corporate accounting standards generally accepted in Japan.

#### Financial Interest

We have no financial interest in the Company which is required to be disclosed under the provisions of the Certified Public Accountant Act of Japan.

- END -

Copy of Account Auditors' Audit Report

INDEPENDENT AUDITORS' REPORT

May 7, 2018

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

Ernst & Young ShinNihon LLC

By Shinichiro Suzuki (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Kazuhito Shiratori (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

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

We have audited the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in shareholders' equity, etc. and the notes to non-consolidated financial statements, and their accompanying supplemental schedules of Fuji Media Holdings, Inc. for the 77th fiscal year covering the period from April 1, 2017 to March 31, 2018 pursuant to Article 436, paragraph 2, item 1 of the Companies Act of Japan.

Management's Responsibility for Non-Consolidated Financial Statements, etc.

The responsibility of the Company's management is to prepare and present properly these non-consolidated financial statements and their accompanying supplemental schedules in accordance with corporate accounting standards generally accepted in Japan. This includes maintaining and improving internal control considered necessary by management to prepare and present properly these non-consolidated financial statements and their accompanying supplemental schedules free of material misstatement by fraud or error.

Account Auditors' Responsibility

Our responsibility is to express an opinion on these non-consolidated financial statements and their accompanying supplemental schedules based on our audit conducted. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require us to formulate an audit plan and conduct an audit based thereon to obtain reasonable assurance about whether these non-consolidated financial statements and

their accompanying supplemental schedules are free of material misstatement.

In an audit, procedures are taken to obtain audit evidence as to the amounts in non-consolidated financial statements and their accompanying supplemental schedules and disclosure thereof. Audit procedures, on our own judgment, are selected and applied based on our risk assessment of material misstatement in the non-consolidated financial statements and their accompanying supplemental schedules by fraud or error. An audit is not contemplated to express an opinion on the effectiveness of internal control. However, in assessing risk, we assess internal control related to the preparation and proper presentation of these non-consolidated financial statements and their accompanying supplemental schedules to form a plan for adequate audit procedures according to conditions. An audit also includes assessing the accounting policies and methods of application thereof employed by management and estimates made by management, as well as evaluating the overall presentation of these non-consolidated financial statements and their accompanying supplemental schedules.

We believe that our audit provides sufficient and appropriate audit evidence forming a basis for our opinion.

#### Account Auditors' Opinion

In our opinion, the non-consolidated financial statements and their accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of the Company for the period related to the non-consolidated financial statements and their accompanying supplemental schedules in conformity with the corporate accounting principles generally accepted in Japan.

#### Financial Interest

We have no financial interest in the Company which is required to be disclosed under the provisions of the Certified Public Accountant Act of Japan.

- END -

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

### AUDITORS' REPORT

We, the Audit & Supervisory Board of the Company, based on the audit report prepared by each Audit & Supervisory Board Member on the execution by the Directors of their duties during the 77th fiscal year from April 1, 2017 to March 31, 2018, prepared this audit report upon deliberation and hereby report as follows:

1. Method of audit by the Audit & Supervisory Board Members and the Audit & Supervisory Board and the particulars thereof:

- (1) The Audit & Supervisory Board determined the audit policy, audit plans, etc., received from each Audit & Supervisory Board Member reports on the state of his performance of audits and the results thereof, and also received from the Directors, etc. and the account auditors reports on the state of execution of their duties and demanded their explanations whenever necessary.
- (2) Each Audit & Supervisory Board Member, pursuant to the rules of audits by Audit & Supervisory Board Members determined by the Audit & Supervisory Board and in accordance with the audit policy, audit plans, etc., maintained constant communication with the Directors, the internal audit sections and other employees, etc. in an effort to collect information and improve the environment for auditing, and conducted audits in accordance with the following methods:
  - (i) We attended meetings of the Board of Directors and other important meetings, received from the Directors and employees, etc., reports on the state of execution of their duties, demanded their 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 and required the subsidiaries to render reports on their business operations whenever necessary.
  - (ii) With regard to the details of the resolutions of the Board of Directors for establishing systems to secure that the execution by the Directors of their duties will comply with laws or ordinances and the Articles of Incorporation and such other systems provided for in Article 100, paragraphs 1 and 3 of the Regulations to Enforce the Companies Act of Japan as necessary to secure the adequacy of business of the corporate group comprised of a joint-stock corporation and its subsidiaries, as well as the status of the systems established pursuant to such resolutions, which are described in the business report, we periodically received from the Directors and employees, etc. reports, demanded their explanations and expressed our opinions whenever necessary, on the



state of formulation and operation thereof. With regard to internal control over financial reporting, we received from the Directors, etc. and Ernst & Young ShinNihon LLC reports, demanded their explanations whenever necessary, on the state of assessment and audit of the internal control.

- (iii) 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 demanded their explanations whenever necessary. In addition, we received from the account auditors a notice that the "systems to secure adequate execution of duties" had been established in accordance with the "Standard for Quality Control Concerning Audits" and demanded their explanations whenever necessary.

In accordance with such methods, we investigated the business report and its supplementary schedules, the non-consolidated financial statements and their accompanying supplemental schedules, as well as 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 or 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, including internal control over financial reporting, contain nothing to be pointed out.
- (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.

May 8, 2018

The Audit & Supervisory Board  
Fuji Media Holdings, Inc.

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

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

Yuzaburo Mogi (seal)  
Audit & Supervisory Board Member  
(Outside Audit & Supervisory Board Member)

Nobuya Minami (seal)  
Audit & Supervisory Board Member  
(Outside Audit & Supervisory Board Member)

Takayasu Okushima (seal)  
Audit & Supervisory Board Member  
(Outside Audit & Supervisory Board Member)

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