

The Company recognizes that a corporation's main mission is to keep improving its corporate value. To promote the accomplishment of this mission, the Company implements measures to strengthen and expand its corporate governance systems and thereby aims to win the trust of all stakeholders. Such measures are what underpin our Groupwide efforts to achieve corporate governance consistent with a holding company and maximize corporate value. The Fujifilm Group aims to constantly improve the transparency and soundness of its Group management.

Corporate Organization and Others

Directors and Board of Directors

The Company has positioned the board of directors as the organization for determining basic Group management policies and strategies and other important matters relating to business execution, as well as for supervising the implementation of business affairs. The Company's Articles of Incorporation stipulate that the board can consist of up to 12 directors. Currently, the board has 12 directors, including one outside director. The board's regular meetings are held, in principle, once a month, with extraordinary board meetings held on an as-required basis. In addition, certain matters are deliberated and resolved flexibly at board of directors meetings convened by directors with special authority. To better clarify their missions and responsibilities, the Company's directors have a one-year term of office.

Meanwhile, the Company has adopted a remuneration system under the stock option plan to make its directors, excluding outside directors, share a mutual interest—the effect of stock price fluctuations—with its shareholders. In this way, the directors are in actual fact encouraged to have stronger drive and morale toward achieving higher corporate value.

Executive Officer System

The Company has adopted an executive officer system to facilitate speedier business execution. Executive officers carry out business affairs in accordance with the basic policies and strategies formulated by the board of directors. The Company currently has 11 executive officers, including five concurrently serving as directors. The executive officers have a one-year term of office, the same as the Company's directors.

Management Council

The management council makes decisions on the submission of matters to be exclusively deliberated by the board of directors. At the same time, the council considers the methods used by executive officers to implement particularly important initiatives in accordance with the basic policies, plans and strategies formulated by the board of directors. The management council consists of full-time members—president and executive officers responsible for corporate planning and corporate R&D—and meetings of the management council are flexibly convened, with the attendance of relevant executive officers requested, depending on the matters concerned.

Corporate Auditors and Board of Corporate Auditors

The Company has adopted a corporate auditor system with a board of corporate auditors, which currently consists of

five members, including three outside corporate auditors. As an independent organization with key roles and responsibilities in the Company's corporate governance system, the auditors audit the entire range of the directors' performance of their duties following audit policies and an audit plan in conformity with corporate auditors' audit standards determined by the board of corporate auditors. At meetings of the board of corporate auditors, which are held, in principle, once a month, information is shared on the details of matters subject to auditing. In addition, all corporate auditors attend meetings of the board of directors, while the full-time corporate auditors also attend every management council meeting, regularly exchange opinions with the representative directors and audit the entire range of business execution. The Company has currently appointed two personnel to perform internal audits and to support the corporate auditors, with the aim of strengthening the audit functions of the corporate auditors.

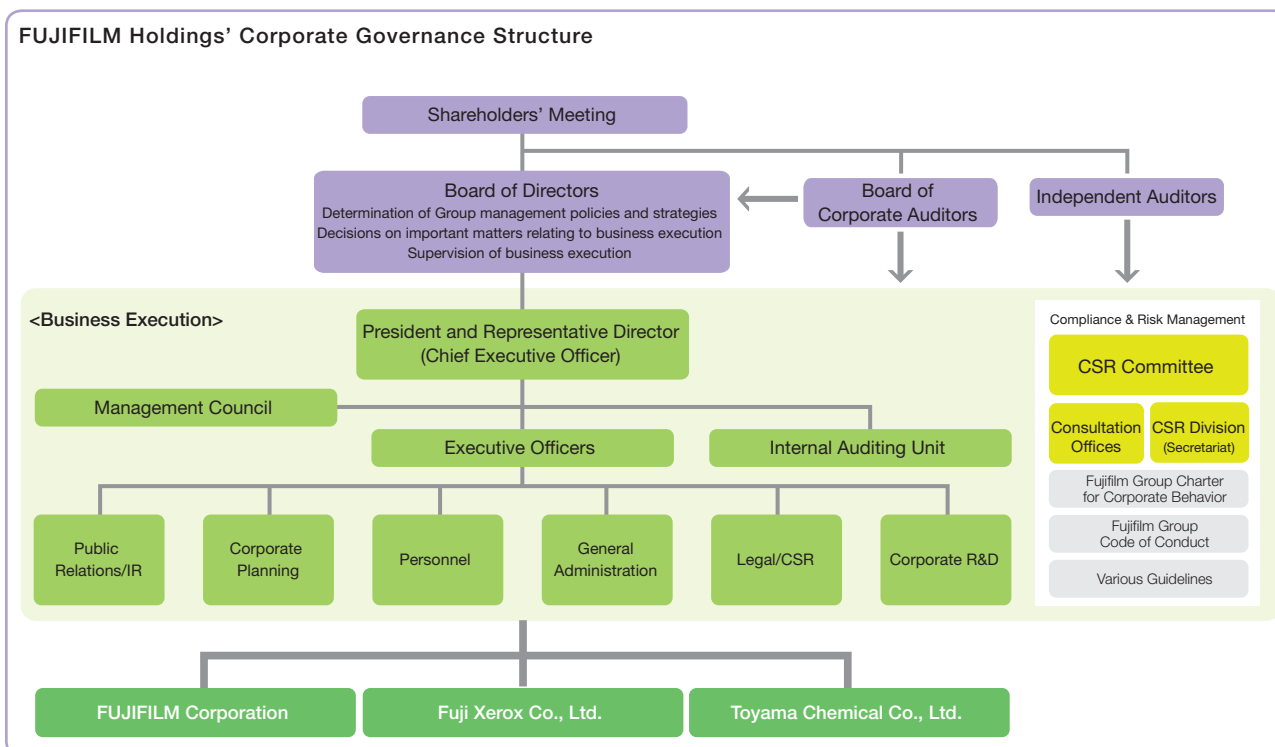
Internal Audits

The Company has an Internal Audit Division, which currently comprises 11 personnel, as an internal auditing unit that is independent from divisions responsible for the execution of business affairs. From the standpoint of a holding company, this division audits operational processes and other relevant matters at individual divisions of the Company and its Group companies through cooperation with the internal auditing units at the operating companies. In this way, the division evaluates and verifies that these processes are appropriate.

In addition, the division is in charge of assessing internal control over financial reporting by the Company and its Group companies, in response to the April 2008 application of the internal control reporting system in Japan. The Company compiles the outcome of the assessment in a "Management's Report on Internal Control over Financial Reporting." In addition, personnel in specialized units at the operating companies audit operations regulated by the Pharmaceutical Affairs Law of Japan, as well as those in the quality control, environmental and export control fields.

Accounting Audits

The Company engages Ernst & Young ShinNihon LLC as its independent auditors. Ernst & Young ShinNihon expresses an opinion on the Company's financial statements from an independent standpoint as an auditor. In addition to accounting audits, Ernst & Young ShinNihon commenced auditing internal control of the Company's financial reporting from the fiscal year ended March 31, 2009.



Remuneration to Directors and Corporate Auditors during the Fiscal Year Ended March 31, 2010

Subject of Remuneration	Number of People	Remuneration Amount
Directors (Outside director)	9 (1)	¥549 million (¥ 8 million)
Corporate auditors (Outside corporate auditors)	5 (2)	¥ 54 million (¥18 million)
Total (Outside directors and corporate auditors)	14 (3)	¥603 million (¥26 million)

Note: The amounts shown in the table to the left include the following:

- (1) Bonuses paid to the directors during the fiscal year ended March 31, 2010
 - Total of ¥58 million paid to eight directors, including ¥1 million paid to the outside director
 - Total of ¥5 million paid to four corporate auditors, including ¥2 million paid to the two outside corporate auditors
- (2) Provision to the reserve for directors' retirement gratuities during the fiscal year ended March 31, 2010
 - Total of ¥295 million for eight directors

Matters Concerning the Outside Director and Outside Corporate Auditors

Outside Director

Outside director Teisuke Kitayama imparts his ample experience and wide range of knowledge as a management executive of a global financial group. He currently holds the post of representative director at both Sumitomo Mitsui Financial Group and Sumitomo Mitsui Banking Corporation. Also, the Company has notified the Japanese bourses on which its stock is listed of the designation of Mr. Teisuke Kitayama as its independent director, pursuant to the Securities Listing Regulations of Japanese stock exchanges.

Outside director Teisuke Kitayama attended nine of the 10 board of directors meetings during the fiscal year ended March 31, 2010. Mr. Kitayama requested explanations when necessary and offered advice where appropriate at the meetings he attended to ensure the adequacy and appropriateness of the decisions made by the board.

Outside Corporate Auditors

Outside corporate auditor Kiichiro Furusawa attended nine of the 10 board of directors meetings and all of the 12 board of corporate auditors meetings during the fiscal year

ended March 31, 2010. Outside corporate auditor Daisuke Ogawa attended seven board of directors meetings and 10 board of corporate auditors meetings during the same period. Both outside corporate auditors requested explanations when necessary and made comments where appropriate at the board of directors meetings they attended to ensure the adequacy and appropriateness of the decisions made by the board of directors. They also asked questions and expressed their opinions, as appropriate, at the board of corporate auditors meetings they attended.

Mr. Takeo Kosugi was appointed as the Company's outside corporate auditor at the ordinary general meeting of shareholders held on June 29, 2010. Outside corporate auditor Takeo Kosugi is also a partner of Matsuo & Kosugi and accordingly has ample experience in and a wide range of knowledge on corporate legal affairs as a legal expert. His appointment as an outside corporate auditor was in line with the Company's belief that he is able to appropriately audit the execution of duties by the Company's directors from an objective viewpoint based on his experience and knowledge.

Also, the Company has notified the Japanese bourses on which its stock is listed of the designation of Messrs. Kiichiro Furusawa, Daisuke Ogawa and Takeo Kosugi as its

independent corporate auditors, pursuant to the Securities Listing Regulations of Japanese stock exchanges.

Support System for Outside Director and Outside Corporate Auditors

The Legal Division, the secretariat for the board of directors, prepares materials and provides the outside director and outside corporate auditors with information relating to proposals submitted to regular board of directors meetings. The department also provides them with supplementary explanations where requested. The internal auditing unit, the secretariat for the board of corporate auditors, provides support to outside corporate auditors in such areas as the preparation of materials and provision of relevant information for regular meetings of the board of corporate auditors. The materials prepared are used to promote information sharing between full-time and outside corporate auditors.

Cooperation between Internal Auditing Unit, Corporate Auditors and Independent Auditors

With the aim of improving its corporate governance, the Company promotes coordination between internal audits and corporate auditors' audits as well as independent auditors' audits—which include audits of internal control over financial reporting. When audits are planned, performed and reviewed every fiscal year, these three groups exchange information and opinions and hold deliberations as needed. In addition, the internal auditing unit and the independent auditors report results of audits to corporate auditors on a regular basis and results of annual audit reviews to the board of corporate auditors.

Relationship of Internal Auditing Unit, Corporate Auditors and Independent Auditors with Internal Control Unit

The internal auditing unit and corporate auditors receive information regarding their audit targets from the internal control unit and conduct their audits based on the information received. Meanwhile, the internal control unit is subject to audits by the internal auditing unit and corporate auditors. Also, results of assessment of internal control over the Company's financial reporting compiled by the internal auditing unit are used in audits of internal control over the Company's financial reporting conducted by the independent auditors.

Cooperation with Outside Director and Outside Corporate Auditors in Internal Audits, Corporate Auditors' Audits and Accounting Audits

The internal auditing unit and the independent auditors report results of their audits to the board of corporate auditors. The board of corporate auditors formulates audit plans that incorporate sufficient collaboration with the independent auditors prior to implementing actual audits. The outside director receives reports on audit results at board of directors meetings from the board of corporate auditors.

Relationship of Outside Director and Outside Corporate Auditors with Internal Auditing Unit

Based on reports received from the internal control unit, the Corporate Planning Division compiles the status of the implementation of the Basic Policies for Internal Control,

which have been approved by the board of directors, and reports annual status reviews to the board of directors. With regard to activities aimed at promoting compliance and risk management, the CSR Division in charge reports details of these activities to the directors and the corporate auditors on a regular basis.

Accountability

The Fujifilm Group maintains an aggressive stance in disclosing such corporate information as management strategies and financial results, with due consideration given to disclosure timeliness, fairness, accuracy and continuity. This stance is based on a principle interwoven in the Fujifilm Group Charter for Corporate Behavior. In legal terms, the Company discloses information in strict compliance with the Financial Instruments and Exchange Act of Japan and other relevant laws and regulations as well as timely information disclosure rules of the Japanese bourses on which the Company's stock is listed. We disclose information that is not required by such laws, regulations and rules but may have material influence on investors' decision-making in a proactive manner and facilitate deeper understanding of the Company. Such information disclosure is carried out through press conferences and briefings and various IR tools, which include the Company's website.

IR Activities

Fujifilm's top management actively participates in IR activities. This is because they are fully aware that these activities are important in accelerating interactive communication between the Company and investors and, ultimately, strengthening the circle of trust and improving the quality of these activities. Also, we strive to minimize the discrepancy between the Company's true corporate value and its market evaluation by constantly disclosing management policies and other important information and incorporating feedback from capital markets into our management. More specifically, the Company holds conferences on business results quarterly with the attendance of its chief executive officer or chief financial officer. Complementing these briefings, the Company also holds conferences and small meetings frequently for both domestic and overseas investors. For individual investors, we provide information through our website, while also holding company information sessions in major cities nationwide.

Renewal of Countermeasures to Large-Scale Acquisitions of FUJIFILM Holdings Corporation Shares (Takeover Defense Measures)

At the Company's 114th ordinary general meeting of shareholders, held on June 29, 2010, the renewal of the Countermeasures to Large-Scale Acquisitions of FUJIFILM Holdings Corporation Shares has been approved. For further details, please visit the Company's website at the following URL:

<http://www.fujifilmholdings.com/en/investors/fairrules/index.html>