

**Notice of Payment of Retirement Benefits for the Directors and Statutory Auditors with
the Abolition of the Retirement Benefit Program and
Grant of Remuneration to the Directors under the Stock Option Plan**

FUJIFILM Holdings Corporation (the “Company”) announced today that, as a result of review of compensation system for the Directors and Statutory Auditors, its Board of Directors has determined to propose “payment of retirement benefits for the Directors and Statutory Auditors with the abolition of the retirement benefit program” and “grant of remuneration to the Directors under the stock option plan” as an agenda item at the 113th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2009.

Particulars

1. Payment of Retirement Benefits for the Directors and Statutory Auditors with the Abolition of the Retirement Benefit Program

The Company will abolish the retirement benefit program for the Directors and Statutory Auditors at the conclusion of the 113th Ordinary General Meeting of Shareholders. Accordingly, the Company will make the final payment of retirement benefits to the Directors and Statutory Auditors in order to reward their services from the assumption of office to the date of abolition of the retirement benefit program.

2. Grant of Remuneration to the Directors under the Stock Option Plan

The allotment of stock acquisition rights to the Directors as stock options will be abolished, which was introduced at the 111th Ordinary General Meeting of Shareholders held on June 28, 2007 in order to lead the Directors of the Company (other than its outside Directors) to share the stockholders’ interest in the fluctuation of the stock price of shares of the Company and enhance their motivation and morale to contribute towards increasing the corporate value of the Company. Stock acquisition rights will be newly allotted to the Directors as stock options, as described in A and B below.

(1) Details of the Stock Option Plan

1) Stock acquisition rights will be allotted to the Directors as stock options, as described in A and B below:

A) Stock options to be granted with an eye to sharing not only shareholders’ gains brought by an increase in stock price but also losses caused by its fall. The amount to be paid for each share to be delivered upon the exercise of stock acquisition rights (the “Exercise Price”) shall be 1 (one) Yen. In principle, the stock acquisition rights may be exercised from the date immediately following the retirement date.

B) Stock options to be granted as an incentive for the enhancement of the corporate value of the Company. The Exercise Price of such stock acquisition rights shall be determined based on the market price of the shares of the Company at the time of the allotment thereof.

2) The remuneration relating to the stock acquisition rights to be granted as stock options under A and B above shall not exceed:

A) 700,000,000 (seven hundred million) Yen per fiscal year; and

B) 200,000,000 (two hundred million) Yen per fiscal year.

As has been the case until now, the amount of remuneration to be granted as stock options will not include the employee salaries of the Directors who serve concurrently as employees. Furthermore, this stock option plan shall not apply to the outside Directors.

3. Details of stock acquisition rights

(1) Stock acquisition rights to be granted under 2. (1) 1) A) above

1) Maximum number of stock acquisition rights:

A maximum of 2,500 stock acquisition rights may be issued within one year from the date of the Ordinary General Meeting of Shareholders held with respect to each fiscal year.

2) Class and number of shares to be issued upon exercise of stock acquisition rights:

A maximum of 250,000 shares of common stock may be issued upon the exercise of the stock acquisition rights that are issued within one year from the date of the Ordinary General Meeting of Shareholders held with respect to each fiscal year.

The number of shares to be issued upon the exercise of each stock acquisition right (the "Allotted Number of Shares") shall be 100 (one hundred) shares.

In the event that the Company conducts a stock split (which term shall be construed to include at all times hereafter any gratis allotment of the Company's shares of common stock), stock consolidation or similar action, the Company shall adjust the Allotted Number of Shares and the total number of the stock acquisition rights stated in 3. (1) 1) above as it considers necessary and appropriate.

3) Amount of assets to be contributed upon exercise of stock acquisition rights:

The amount of assets to be contributed upon the exercise of each stock acquisition right shall be the amount obtained by multiplying the Exercise Price, which is 1 (one) Yen, by the Allotted Number of Shares.

4) Period for exercising stock acquisition rights:

The period shall commence on the date following the date on which the stock acquisition rights were allotted (the "Allotment Date") and end on any date within thirty years therefrom, as such end date shall be prescribed by the Board of Directors at the meeting at which the offering terms of the stock acquisition rights are determined.

5) Conditions for exercising stock acquisition rights:

Any holder of stock acquisition rights may in principle exercise such stock acquisition rights from the date on which he/she loses status as both of the Director and Executive Officer of the Company and its subsidiaries within the period stated in 3.(1) 4). Other terms for the exercise of stock acquisition rights shall be decided at the meeting of the Board of Directors to determine the offering terms of stock acquisition rights.

6) Restriction on transfer of stock acquisition rights

Any transfer of stock acquisition rights shall be subject to the approval of the Board of Directors by resolution.

(2) Stock acquisition rights to be granted under 2. (1) 1) B) above

1) Maximum number of stock acquisition rights:

A maximum of 2,500 stock acquisition rights may be issued within one year from the date of the Ordinary General Meeting of Shareholders held with respect to each fiscal year.

2) Class and number of shares to be issued upon exercise of stock acquisition rights:

A maximum of 250,000 shares of common stock may be issued upon the exercise of the stock acquisition rights that are issued within one year from the date of the Ordinary General Meeting of Shareholders held with respect to each fiscal year.

The Allotted Number of Shares shall be 100 (one hundred) shares.

In the event that the Company conducts a stock split, stock consolidation or similar action, the Company shall adjust the Allotted Number of Shares and the total number of the stock acquisition rights stated in 3. (2) 1) above as it considers necessary and appropriate.

3) Amount of assets to be contributed upon exercise of stock acquisition rights:

The amount of assets to be contributed upon the exercise of each stock acquisition right shall be an amount obtained by multiplying the Exercise Price by the Allotted Number of Shares. The Exercise Price shall be the higher of (i) the average (rounded up to the nearest yen) of the closing prices of shares of common stock of the Company in regular trading on the Tokyo Stock Exchange (the "Closing Price") on each trading day (excluding the day on which no Closing Price is reported) of the month preceding the month in which the Allotment Date falls, and (ii) the Closing Price as of the Allotment Date (in the event that no Closing Price is reported on that day, the Closing Price on the trading day immediately prior thereto).

In the event that, after the Allotment Date, the Company conducts a stock split, stock consolidation or similar action, the Company shall adjust the Exercise Price as it considers necessary and appropriate.

4) Period for exercising stock acquisition rights:

The period shall commence on the date falling two full years from the day following the day on which the Board of Directors determines the offering terms of the stock acquisition rights, and end on any date within eight years thereafter, as determined by the Board of Directors.

5) Conditions for exercising stock acquisition rights:

Other terms for the exercise of stock acquisition rights shall be decided at the meeting of the Board of Directors to determine the offering terms of stock acquisition rights.

6) Restriction on transfer of stock acquisition rights

Any transfer of stock acquisition rights shall be subject to the approval of the Board of Directors by resolution.

[Reference]

In addition to the introduction of stock option plans for the Directors of the Company (other than its outside Directors) under this proposal, the Company intends to issue stock acquisition rights as stock options as described in (1) 1) A) and (1) 1) B) above upon resolution of the Board of Directors of the Company within one year from the 113th Ordinary General Meeting of shareholders to (i) Executive Officers of the Company who are not Directors thereof, (ii) important employees of the Company, and (iii) Directors, Executive Officers, fellows (highly valued technologists treated as equivalent to Executive Officers) and important employees of FUJIFILM Corporation, a wholly-owned subsidiary of the Company (however, important employees referred to in this item (iii) shall only be allotted stock acquisition rights to be issued under (1) 1) B).) A maximum number of these stock acquisition rights planned to be issued under each of (1) 1) A) and (1) 1) B) is as follows:

A) 1,700 stock acquisition rights

B) 2,500 stock acquisition rights