

[Translation: For reference only]

FUJIFILM Holdings Corporation
Stock Exchange Code: 4901

[Disclaimer: Please note that the following purports to be an accurate translation from the original Notice of Convocation of the 113th Ordinary General Meeting of Shareholders of FUJIFILM Holdings Corporation prepared for the convenience of shareholders outside Japan with voting rights, just for reference. In case of any discrepancy between this translation and the Japanese original, the latter shall prevail. Please also be advised that certain expressions for domestic voting procedures that are not applicable to the aforesaid shareholders are omitted or modified to avoid confusion.]

June 3, 2009

To Our Shareholders:

**NOTICE OF CONVOCATION OF
THE 113TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 113th Ordinary General Meeting of Shareholders of FUJIFILM Holdings Corporation (the "Meeting"). The Meeting will be held as described below.

In the event you are unable to attend the Meeting in person, we would be grateful if you would review the "Reference Documents Concerning the General Meeting of Shareholders" below and indicate approval or disapproval on each of the propositions prior to 5:40 p.m. on June 25, 2009 (Thursday), Tokyo time either by mailing the Voting Right Exercise Form so as to reach the Company prior to said timeline or by exercising your voting rights via the Internet.

If you exercise your voting right both by mail and via the Internet, the last voting shall prevail. However if mailed vote and vote via the Internet reach the Company on the same day, the vote via the Internet shall prevail.

Yours very truly,

FUJIFILM Holdings Corporation ("the Company")
26-30, Nishiazabu 2-chome, Minato-ku,
Tokyo, Japan

By :SHIGETAKA KOMORI
President and Representative Director

[Translation: For reference only]

PARTICULARS

- 1. Date and Time of the Meeting:** 10:00 a.m., **Friday, June 26, 2009**
- 2. Place of the Meeting:** Nishiazabu Head Office of FUJIFILM Corporation
26-30, Nishiazabu 2-chome, Minato-ku, Tokyo, Japan

3. Agenda of the Meeting:

Matters for Reporting:

1. Report on the Business Report, the Consolidated Accounting Documents and the Results on the Audits of the Consolidated Accounting Documents by the Independent Public Accountants and the Board of Corporate Auditors for the 113th Business Term (from April 1, 2008 to March 31, 2009).
2. Report on the Non-Consolidated Accounting Documents for the 113th Business Term (from April 1, 2008 to March 31, 2009).

Matters for Resolution:

- | | |
|-----------------------------|--|
| First Proposition: | Appropriation of Surplus for the 113th Business Term |
| Second Proposition: | Partial Amendments to the Articles of Incorporation |
| Third Proposition: | Election of Eight (8) Directors |
| Fourth Proposition: | Election of One (1) Corporate Auditor |
| Fifth Proposition: | Granting of Retirement Gratuity to Directors |
| Sixth Proposition: | Granting of Retirement Gratuity to Corporate Auditors |
| Seventh Proposition: | Granting of Remuneration to Directors under the Stock Option Plan |

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* When you attend the Meeting in person, please submit the Voting Right Forms enclosed herewith to the receptionist at the place of the Meeting.

* If any amendments have been made to the Reference Documents Concerning the General Meeting of Shareholders, Business Report, the Consolidated Accounting Documents and Non-Consolidated Accounting Documents, please be informed that such amendments will be posted on the Company's website (<http://www.fujifilmholdings.com>).

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**REFERENCE DOCUMENTS CONCERNING
THE GENERAL MEETING OF SHAREHOLDERS**

First Proposition: Appropriation of Surplus for the 113th Business Term

The proposal for the appropriation of surplus is as follows:

Matters related to distribution of year-end dividend

The Company's dividends are to be determined by reflecting consolidated performance and considering such factors as the level of cash required for capital and R&D investments needed to support future business expansion as well as other measures aimed at increasing the Company's corporate value in the future. In addition, the Company will flexibly buy back shares, which will contribute to improve capital efficiency, as a measure to supplement dividends through activation of surplus cash flow. The Company's target shareholder return ratio, which is the ratio of the total sum of the dividend amount and the share buyback amount to consolidated net profit, is 25%.

As a result of examination based on our basic policy of shareholder return, we propose the appropriation of surplus for the 113th business term as follows, taking into account consolidated performance for the current fiscal year, the severe management environment and other factors.

1) Kind of asset distributed:

Cash

2) Matter related to distribution of assets and total amount:

12.50 Yen per share of common stock of the Company.

The total amount: 6,108,158,075 Yen.

Since an interim dividend in the amount of 17.50 Yen per share was paid in December 2008, the annual dividend amounts to 30 Yen per share.

3) Effective date for distribution of surplus:

June 29, 2009

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Second Proposition: Partial Amendments to the Articles of Incorporation

1. Purpose and Background of Proposed Amendments

A transfer system (Electronic Share Certificates System) for all stocks of listed companies has been implemented with the enforcement of the “Act for Partial Revision of the Act on Transfer of Corporate Bonds, etc. for Streamlining Settlement Concerning Stock Trading, etc.” (Act No. 88 of 2004; hereinafter referred to as the “Act for Streamlining Settlement of Stocks, etc.”) as of January 5, 2009.

Accordingly, the Company proposes to delete the provisions based on the existence of share certificates, as well as the provisions concerning beneficial shareholders and a register of beneficial shareholders which became invalid as the “Act on Custody and Transfer of Share Certificate, etc.” (Act No. 30 of 1984) was abolished with the enforcement of the Act for Streamlining Settlement of Stocks, etc. However, since the register of lost share certificates shall be handled by a share registrar until the day on which one year elapses from the day immediately following the day on which the Act for Streamlining Settlement of Stocks, etc. is enforced, the Company proposes to change the relevant provisions to be supplementary provisions provisionally. Furthermore, in line with the above-mentioned changes, the numbers of the relevant articles of the existing Articles of Incorporation shall be appropriately adjusted.

2. Proposals of Amendments

Proposed amendments are as follows:

(Underlined parts are to be amended)

Current Articles of Incorporation	Proposed Amendments
Article 8. The Company shall issue certificates for shares.	(Deleted)
Article 9. (1) The number of one unit of shares of the Company shall be 100 (one hundred) shares. (2) <u>Notwithstanding the provision of preceding Article, the Company shall not issue certificates for shares constituting less than one unit of shares; However the foregoing shall not be applicable in the event that the Share Handling Regulations otherwise provide.</u>	Article 8. The number of one unit of share of the Company shall be 100 (one hundred) shares. (Deleted)
Article 10. Shareholders <u>(including beneficial shareholders; the same applicable hereinafter)</u> of the Company shall not exercise the rights other than the rights stated below with respect to shares constituting less than one unit of shares:	Article 9. Shareholders of the Company shall not exercise the rights other than the rights stated below with respect to shares constituting less than one unit of shares:

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Current Articles of Incorporation	Proposed Amendments
<p>1) - 4) (Omitted)</p>	<p>1) - 4) (Unchanged)</p>
<p>Article <u>11</u>. (Omitted)</p>	<p>Article <u>10</u>. (Unchanged)</p>
<p>Article <u>12</u>. (1) - (2) (Omitted)</p> <p>(3) Preparation and maintenance of the register of shareholders of the Company <u>(including the register of beneficial shareholders; the same applicable hereinafter)</u>, the register of stock acquisition rights and the register of lost share certificates and other matters relating to the register of shareholders, the register of stock acquisition rights <u>and the register of lost share certificates</u> shall be entrusted to the share registrar but shall not be handled by the Company.</p>	<p>Article <u>11</u>. (1) - (2) (Unchanged)</p> <p>(3) Preparation and maintenance of the register of shareholders of the Company <u>and</u> the register of stock acquisition rights and other matters relating to the register of shareholders <u>and</u> the register of stock acquisition rights shall be entrusted to the share registrar but shall not be handled by the Company.</p>
<p>Article <u>13</u>. - Article <u>37</u>. (Omitted)</p>	<p>Article <u>12</u>. - Article <u>36</u>. (Unchanged)</p>
<p>(Newly provided)</p>	<p><u>Supplementary provisions</u></p> <p><u>Article 1. Preparation and maintenance of the register of lost share certificates and other matters relating to the register of lost share certificates shall be entrusted to the share registrar and shall not be handled by the Company.</u></p>
<p>(Newly provided)</p>	<p><u>Article 2. The preceding article and this article shall be deleted as of January 6, 2010.</u></p>

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Third Proposition: Election of Eight (8) Directors

The terms of office of all of seven (7) Directors will expire at the close of the Meeting. Therefore, it is proposed that eight (8) Directors be newly elected.

The candidates are as follows:

No.	Name (Date of Birth)	Brief Personal Record and Representation of Other Companies	Number of Shares of the Company owned
1	Shigetaka Komori (Sep. 5, 1939)	April 1963 Joined the Company January 1995 Director of the Company November 1999 Managing Director of the Company June 2000 President & Representative Director of the Company (to present) Representation of Other Companies President & Representative Director of FUJIFILM Corporation	22,210 (common stock)
2	Toshio Takahashi (Jul. 31, 1942)	April 1965 Joined the Company June 2000 Corporate Vice President of the Company June 2002 Corporate Auditor of the Company June 2003 Director & Senior Vice President of the Company June 2005 Director & Executive Vice President of the Company June 2006 Representative Director & Executive Vice President of the Company (to present) October 2006 Chief Financial Officer, Assistant to President, General Manager of Corporate Planning Division and responsible for IR of the Company (to present) Representation of Other Companies Representative Director of FUJIFILM Corporation	12,700 (common stock)
3	Tadashi Sasaki (Aug. 24, 1946)	April 1971 Joined the Company June 2002 Corporate Vice President of the Company June 2004 Director & Corporate Vice President of the Company June 2006 Director & Senior Vice President of the Company October 2006 Director of the Company (to present)	7,075 (common stock)
4	Tadahito Yamamoto (Oct. 17, 1945)	April 1968 Joined Fuji Xerox Co., Ltd. January 1994 Director of Fuji Xerox Co., Ltd. January 1996 Executive Director of Fuji Xerox Co., Ltd. March 1999 Senior Vice President of Fuji Xerox Co., Ltd. June 2002 Representative Director & Executive Vice President of Fuji Xerox Co., Ltd. June 2004 Director & Executive Vice President of Fuji Xerox Co., Ltd. June 2006 Representative Director & Executive Vice President of Fuji Xerox Co., Ltd. June 2007 President & Representative Director of Fuji Xerox Co., Ltd. (to present) June 2007 Director of the Company (to present) Representation of Other Companies President & Representative Director of Fuji Xerox Co., Ltd.	5,107 (common stock)

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No.	Name (Date of Birth)	Brief Personal Record and Representation of Other Companies	Number of Shares of the Company owned
5	Nobuoki Okamura (Jul. 25, 1943)	<p>April 1967 Joined the Company</p> <p>April 2003 President & Representative Director of FUJIFILM GRAPHIC SYSTEMS CO., LTD.</p> <p>June 2004 Director & Executive Vice President of Fuji Xerox Co., Ltd.</p> <p>June 2006 Representative Director & Executive Vice President of Fuji Xerox Co., Ltd. (to present)</p> <p>October 2006 Director & Corporate Vice President and General Manager of Corporate Personnel Division of the Company (to present)</p> <p>Representation of Other Companies Representative Director of Fuji Xerox Co., Ltd.</p>	5,500 (common stock)
6	Teisuke Kitayama (Oct. 26, 1946)	<p>June 2005 President & Representative Director of Sumitomo Mitsui Financial Group, Inc. (to present)</p> <p>June 2005 Chairman of the Board & Representative Director of Sumitomo Mitsui Banking Corporation (to present)</p> <p>October 2006 Director of the Company (to present)</p> <p>Representation of Other Companies President & Representative Director of Sumitomo Mitsui Financial Group, Inc. Chairman of the Board & Representative Director of Sumitomo Mitsui Banking Corporation</p>	0 (common stock)
7	Yuzo Toda (Jul. 21, 1946)	<p>April 1973 Joined the Company</p> <p>June 2004 Corporate Vice President of the Company</p> <p>June 2006 Director & Corporate Vice President of the Company</p> <p>October 2006 Director & Corporate Vice President of FUJIFILM Corporation</p> <p>June 2007 Corporate Vice President of FUJIFILM Corporation</p> <p>June 2008 Director & Corporate Vice President of FUJIFILM Corporation (to present)</p> <p>Representation of Other Companies President & Representative Director of FUJIFILM CMIC Healthcare Co., Ltd.</p>	2,800 (common stock)
8	Nobuaki Inoue (Nov. 25, 1948)	<p>April 1974 Joined the Company</p> <p>June 2006 Corporate Vice President of the Company</p> <p>October 2006 Corporate Vice President of FUJIFILM Corporation</p> <p>June 2008 Director & Corporate Vice President of FUJIFILM Corporation (to present)</p> <p>April 2009 Corporate Vice President and General Manager of Corporate R&D Division of the Company</p>	2,200 (common stock)

- Notes: 1. Mr. Tadahito Yamamoto and Mr. Nobuoki Okamura are Representative Directors of Fuji Xerox Co., Ltd. ("Fuji Xerox"), with which the Company has transactions for the sale and purchase of products and provision of the services. In addition, the Company has provided loans to Fuji Xerox.
2. Mr. Teisuke Kitayama is the Representative Director of Sumitomo Mitsui Banking Corporation, with which the Company has banking transactions on a regular basis.
3. Mr. Yuzo Toda is the Representative Director of FUJIFILM CMIC Healthcare Co., Ltd., which has accepted a part of the life science field business from the Company's wholly-owned subsidiary

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FUJIFILM Corporation.

4. The Company does not have any special interest with each of the other candidates.
5. Matters related to Outside Directors are as follows:
 - 1) Mr. Teisuke Kitayama is a candidate for Outside Director.
 - 2) Since Mr. Teisuke Kitayama has ample experiences and a wide range of knowledge as a management executive, we ask the shareholders to elect him as Outside Director to enable him to impart such experiences and knowledge to the management of the Company. He assumed the office as Outside Director in October 2006 and his term of office will have been 33 months when the Meeting is closed.
 - 3) Sumitomo Mitsui Banking Corporation, to which Mr. Teisuke Kitayama is the Representative Director, received a recommendation by the Fair Trade Commission on December 2, 2005 because the sales method in connection with interest swap transactions with corporate customers fell under “abuse of superior bargaining position” which is a type of unfair transaction method provided in Article 19 of the Antimonopoly Act. Furthermore, in connection therewith on April 27, 2006, the same corporation was ordered by the Financial Services Agency to suspend and improve its business with respect to the selling system, etc. for interest swap transactions by the Corporate Business Department of the same corporation.
 - 4) The Company has, pursuant to Paragraph 1 of Article 427 of the Companies Act, entered into an agreement with Mr. Teisuke Kitayama limiting his liability to compensate, under Paragraph 1 of Article 423 of the Companies Act, to the minimum amount provided in Paragraph 1 of Article 425 of the Companies Act. Furthermore, in the event that this proposition is approved and Mr. Teisuke Kitayama assumes the office of Director of the Company, such agreement to limit liability will be extended.

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Fourth Proposition: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor, Mr. Masahiro Miki, will expire at the close of the Meeting.

Therefore, it is proposed that one (1) Corporate Auditor be newly elected.

In regards to this Proposition, the consent of the Board of Corporate Auditors has been obtained.

The candidate is as follows:

Name (Date of Birth)	Brief Personal Record and Representation of Other Companies	Number of Shares of the Company owned
Toshimitsu Kawamura (May 29, 1949)	April 1974 Joined the Company June 2004 General Manager of Accounting Division of the Company October 2006 Accounting Group Chief of Corporate Planning Division of the Company General Manager of Accounting Division, Corporate Planning Department of FUJIFILM Corporation June 2007 Corporate Vice President, Deputy General Manager of Corporate Planning Division and Accounting Group Chief of the Company (to present) Corporate Vice President and General Manager of Accounting Division of FUJIFILM Corporation (to present)	10,848 (common stock)

Note: The Company does not have any special interest with the candidate.

[Translation: For reference only]

Fifth Proposition: Granting of Retirement Gratuity to Directors

The Company would like to grant up to a total of 25,600,000 Yen (excluding retirement pension) as retirement gratuity to Mr. Shinpei Ikenoue who is retiring as Director as of the close of the Meeting to reward his meritorious services during his term.

The determination of the amount, the date of payment and the method thereof, etc. is proposed to be entrusted to the Board of Directors.

The brief personal record of the retiring Director is as follows:

Name	Brief Personal Record	
Shinpei Ikenoue	June 2002	Corporate Vice President of the Company
	June 2004	Director & Corporate Vice President of the Company
	June 2006	Director & Senior Vice President of the Company (to present)

In addition, the Company determined the abolishment of the retirement gratuities system for Directors and Corporate Auditors as of the close of the Meeting. Accompanying this determination, the Company desires to grant up to a total of 567,360,000 Yen (including retirement pension for Directors) in accordance with the Company's standard, as retirement gratuities to the following five (5) Directors: Mr. Shigetaka Komori, Mr. Toshio Takahashi, Mr. Tadashi Sasaki, Mr. Tadahito Yamamoto and Mr. Nobuoki Okamura, who will be reappointed upon approval of the Third Proposition, to reward their meritorious services from assumption of their offices to the day of abolishment of the retirement gratuities system.

Retirement gratuities will be granted in lump sum when such Directors retire, and the determination of the amounts, dates of payment and methods thereof, etc. is proposed to be entrusted to the Board of Directors.

Moreover, retirement pensions for Directors who have already retired and presently are receiving retirement pensions, and for Directors who will retire as of the close of the Meeting, will be paid until expiration of the periods for receiving.

The brief personal records of Directors subject to grant of retirement gratuities accompanying abolishment of the retirement gratuities system are as follows:

Name	Brief Personal Record	
Shigetaka Komori	January 1995	Director of the Company
	November 1999	Managing Director of the Company
	June 2000	President & Representative Director of the Company (to present)
Toshio Takahashi	June 2000	Corporate Vice President of the Company
	June 2002	Corporate Auditor of the Company
	June 2003	Director & Senior Vice President of the Company
	June 2005	Director & Executive Vice President of the Company
	June 2006	Representative Director & Executive Vice President of the Company (to present)
Tadashi Sasaki	June 2002	Corporate Vice President of the Company
	June 2004	Director & Corporate Vice President of the Company
	June 2006	Director & Senior Vice President of the Company
	October 2006	Director of the Company (to present)
Tadahito Yamamoto	June 2007	Director of the Company (to present)
Nobuoki Okamura	October 2006	Director & Corporate Vice President of the Company (to present)

[Translation: For reference only]

Sixth Proposition: Granting of Retirement Gratuity to Corporate Auditors

The Company would like to grant up to a total of 24,000,000 Yen (excluding retirement pension) as retirement gratuity to Mr. Masahiro Miki who is retiring as Corporate Auditor as of the close of the Meeting to reward his meritorious services during his term.

The determination of the amount, the date of payment and the method thereof, etc. is proposed to be entrusted to deliberation of Corporate Auditors.

The brief personal record of the retiring Corporate Auditor is as follows:

Name	Brief Personal Record
Masahiro Miki	June 2004 Corporate Auditor of the Company (to present)

In addition, the Company determined the abolishment of the retirement gratuities system for Directors and Corporate Auditors as of the close of the Meeting. Accompanying this determination, the Company desires to grant up to a total of 15,800,000 Yen (including retirement pension for Corporate Auditors) in accordance with the Company's standard, as retirement gratuity to Corporate Auditor, Mr. Hiroshi Saigusa, to reward his meritorious services from assumption of his office to the day of abolishment of the retirement gratuities system.

Retirement gratuity will be granted in lump sum when such Corporate Auditor retires, and the determination of the amount, date of payment and method thereof, etc. is proposed to be entrusted to deliberations of the Corporate Auditors.

Moreover, retirement pension for Corporate Auditors who have already retired and presently are receiving retirement pension, and for Corporate Auditors who will retire as of the close of the Meeting will be paid until expiration of the periods of receiving.

The brief personal record of the Corporate Auditor subject to grant of retirement gratuity accompanying abolishment of the retirement gratuities system is as follows:

Name	Brief Personal Record
Hiroshi Saigusa	June 2008 Corporate Auditor of the Company (to present)

[Translation: For reference only]

Seventh Proposition: Granting of Remuneration to Directors under the Stock Option Plan

(Reasons for Proposition)

The Company reexamined the compensation system for Directors and Corporate Auditors, and will abolish the retirement gratuities system for Directors and Corporate Auditors as of the close of the Meeting. In addition to such reexamination of the compensation system, for the purpose of sharing with shareholders the stake involved in stock price fluctuations, and heightening willingness and morale to improve corporate value, the Company proposes the allotment of stock acquisition rights for Directors as stock options as in A and B below.

A: Stock options to be granted with an eye to sharing not only stockholders' 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 one (1) 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.

If this Proposition is approved, payment of remuneration through stock options in b. and c. as per the resolution adopted at the 111th Ordinary General Meeting of Shareholders held on June 28, 2007 will be abolished.

(Details of Proposition)

1. The Company proposes that the remuneration relating to the stock acquisition rights granted as stock options under A and B above shall not exceed:

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

B: Two hundred million (200,000,000) 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 Outside Directors.

The number of Directors will be eight (8), if the Third Proposition is approved as drafted, and excluding one (1) Outside Director, seven (7) Directors will be eligible for this stock option plan.

2. The Company proposes that stock acquisition rights issued as stock options to Directors of the Company be outlined below.

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

1) Maximum number of stock acquisition rights:

A maximum of two thousand five hundred (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

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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 one hundred (100) 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 2. (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 one (1) Yen, by the Allotted Number of Shares.

4) Period for exercising stock acquisition rights:

The period shall commence on the day following the date of the allotment of stock acquisition rights 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 a Director, a Corporate Auditor or an Executive Officer of the Company and its subsidiaries within the period stated in 2. (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 B above

1) Maximum number of stock acquisition rights:

A maximum of two thousand five hundred (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 two hundred fifty thousand (250,000) shares of common stock may be issued

[Translation: For reference only]

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 one hundred (100) 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 2. (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 Directors of the Company under this proposal, the Company intends to issue stock acquisition rights as stock options as described in A and B above upon resolution of the Board of Directors of the Company within one year from the Meeting to (i) Executive Officers of the Company who are not Directors thereof, (ii) important employees of the Company, and (iii) Directors, Executive Officers, Fellows 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 B.) A maximum number of these stock acquisition rights planned to be issued under

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each of A and B is as follows:

A: Seventeen hundred (1,700) stock acquisition rights

B: Twenty five hundred (2,500) stock acquisition rights

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[Attachment]

CONSOLIDATED BALANCE SHEET
(As of March 31, 2009)

(Amount Unit: Millions of yen)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current assets:		Current liabilities:	
Cash and cash equivalents	270,094	Short-term debt	67,559
Marketable securities	29,224	Notes and accounts payable:	
Notes and accounts receivable:		Trade	197,029
Trade and finance	468,836	Construction	21,130
Affiliated companies	20,484	Affiliated companies	3,385
Allowance for doubtful receivables	(16,803)	Accrued income taxes	9,435
Inventories	368,250	Accrued liabilities	174,172
Deferred income taxes	85,677	Other current liabilities	60,860
Prepaid expenses and other	76,937		
Total current assets	1,302,699	Total current liabilities	533,570
Investments and long-term receivables:		Long-term liabilities:	
Investments in and advances to affiliated companies	49,657	Long-term debt	253,987
Investment securities	133,208	Accrued pension and severance costs	157,277
Long-term finance and other receivables	105,514	Deferred income taxes	32,823
Allowance for doubtful receivables	(4,461)	Customers' guarantee deposits and other long-term liabilities	46,759
Total investments and long-term receivables	283,918	Total long-term liabilities	490,846
Property, plant and equipment:		Total liabilities	1,024,416
Land	97,231	Minority interests in subsidiaries	115,908
Buildings	664,991	SHAREHOLDERS' EQUITY	
Machinery and equipment	1,661,918	Common stock	40,363
Construction in progress	55,354	Authorized: 800,000,000 shares	
	2,479,494	Issued: 514,625,728 shares	
Less accumulated depreciation	(1,781,488)	Additional paid-in capital	69,739
Total property, plant and equipment	698,006	Retained earnings	1,919,019
Other assets:		Accumulated other comprehensive income (loss)	(190,205)
Goodwill, net	328,958	Treasury stock, at cost	
Other intangible assets, net	74,286	As of March 31, 2009: 26,017,005 shares	(82,603)
Deferred income taxes	125,979	Total shareholders' equity	1,756,313
Other	82,791		
Total other assets	612,014	Total liabilities, minority interests in subsidiaries and shareholders' equity	2,896,637
Total assets	<u>2,896,637</u>		

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CONSOLIDATED STATEMENT OF INCOME

〔 From: April 1, 2008 〕
〔 To: March 31, 2009 〕

(Amount Unit: Millions of yen)

Revenue:		
Sales	2,059,385	
Rentals	374,959	2,434,344
Cost of sales:		
Sales	1,356,273	
Rentals	154,969	1,511,242
Gross profit		923,102
Operating expenses:		
Selling, general and administrative	694,740	
Research and development	191,076	885,816
Operating income		37,286
Other income (expenses):		
Interest and dividend income	10,012	
Interest expense	(7,037)	
Foreign exchange gains (losses), net	(22,516)	
Decline in value of investment securities	(6,878)	
Other, net	(1,425)	(27,844)
Income before income taxes, minority interests and equity in net earnings of affiliated companies		9,422
Income taxes		
Current	27,393	
Deferred	(29,977)	(2,584)
Income before minority interests and equity in net earnings of affiliated companies		12,026
Minority interests		(4,491)
Equity in net earnings of affiliated companies		2,989
Net income		10,524

[Translation: For reference only]

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(From: April 1, 2008)
(To: March 31, 2009)

(Amount Unit: Millions of yen)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Treasury stock	Total shareholders' equity
Balance at March 31, 2008	40,363	69,329	1,923,432	(63,171)	(47,600)	1,922,353
Comprehensive income:						
Net income			10,524			10,524
Net decrease in unrealized gains on securities				(25,453)		(25,453)
Foreign currency translation adjustments				(64,913)		(64,913)
Pension liability adjustments				(36,791)		(36,791)
Change in net unrealized gains (losses) on derivatives				123		123
Net comprehensive loss						(116,510)
Purchases of stock for treasury					(35,051)	(35,051)
Sales of stock from treasury			(2)		48	46
Dividends applicable to earnings of the period			(14,935)			(14,935)
Issuance of stock acquisition rights		410				410
Balance at March 31, 2009	40,363	69,739	1,919,019	(190,205)	(82,603)	(1,756,313)

[Translation: For reference only]

NON-CONSOLIDATED BALANCE SHEET

(As of March 31, 2009)

(Amount Unit: Millions of yen unless otherwise specified. Any amount less than the stated unit is omitted.)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current assets:		Current liabilities:	
Cash on hand and in banks	1,355	Other accounts payable	9
Other accounts receivable	444	Accrued expenses	400
Income taxes refundable	7,981	Other current liabilities	127
Short-term loans receivable	38,243	Total current liabilities	537
Marketable securities	39,206		
Deferred income taxes	3,801	Long-term liabilities:	
Other current assets	1,374	Convertible bond type-bonds with stock acquisition rights	204,422
		Other long-term liabilities	330
		Total long-term liabilities	204,753
Total current assets	92,407	Total liabilities	205,290
Fixed assets:		NET ASSETS	
Property, plant and equipment		Shareholders' equity	
Buildings	1,431	Common stock	40,363
Machinery and equipment	145	Capital surplus	
Automotive equipment	124	Additional paid in capital	63,636
Construction in progress	72	Total capital surplus	63,636
Subtotal	1,773	Retained earnings	
Intangible assets		Legal reserve	10,090
Software	226	Other retained earnings	
Other intangible assets, net	2	Other reserve	1,473,305
Subtotal	229	Retained earnings brought forward	41,592
Investments and other assets		Total retained earnings	1,524,988
Investment securities	53,753		
Investment in affiliated companies	1,502,404	Treasury stock	(82,578)
Long-term loans receivable	82,310	Total shareholders' equity	1,546,408
Deferred income taxes	11,390	Valuation and translation adjustments	
Other investments	4,328	Valuation difference on available-for-sale securities	(4,433)
Allowance for doubtful receivables	(3)	Stock acquisition rights	1,327
Subtotal	1,654,183	Total net assets	1,543,303
Total fixed assets	1,656,186		
Total Assets	<u>1,748,593</u>	Total Liabilities and Net Assets	<u>1,748,593</u>

[Translation: For reference only]

NON-CONSOLIDATED STATEMENT OF INCOME

(From: April 1, 2008)
(To: March 31, 2009)

(Amount Unit: Millions of yen unless otherwise specified. Any amount less than the stated unit is omitted.)

Operating revenue		40,352
Gross profit		40,352
Selling, general and administrative		4,119
Operating income		36,232
Other income		
Interest income	3,115	
Miscellaneous income	1,495	4,611
Other expenses		
Interest expenses	2,845	
Miscellaneous expenses	2,858	5,703
Ordinary income		35,139
Net income before income taxes		35,139
Current income taxes		638
Deferred income taxes		(1,529)
Net income		36,031

[Translation: For reference only]

NON-CONSOLIDATED STATEMENTS OF CHANGES
IN SHAREHOLDERS' EQUITY

(From: April 1, 2008
To: March 31, 2009)

(Amount Unit: Millions of yen unless otherwise specified. Any amount less than the stated unit is omitted.)

	Shareholders' equity									Valuation and translation adjustments	Stock acquisition rights	Total net assets
	Common stock	Capital surplus			Retained earnings			Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities		
		Additional paid-in capital	Other capital surplus	Total capital surplus	Legal reserve	Other retained earnings ^(Note)	Total retained earnings					
Balance of March 31, 2008	40,363	63,636	0	63,636	10,090	1,496,524	1,506,615	(47,576)	1,563,038	(1,042)	915	1,562,911
Changes in the term												
Dividends from surplus						(17,655)	(17,655)		(17,655)			(17,655)
Net income						36,031	36,031		36,031			36,031
Purchase of treasury stock								(35,051)	(35,051)			(35,051)
Disposal of treasury stock			0	0		(2)	(2)	48	45			45
Net change of items other than shareholders' equity										(3,390)	411	(2,978)
Total changes in the term	-	-	0	0	-	18,373	18,373	(35,002)	(16,629)	(3,390)	411	(19,608)
Balance of March 31, 2009	40,363	63,636	-	63,636	10,090	1,514,897	1,524,988	(82,578)	1,546,408	(4,433)	1,327	1,543,303

Note: Breakdown of other retained earnings

Amount unit: Millions of yen

	Other reserve	Retained earnings brought forward	Total other retained earnings
Balance of March 31, 2008	1,458,305	38,219	1,496,524
Changes in the term			
Dividends from surplus		(17,655)	(17,655)
Transfer to other reserve	15,000	(15,000)	
Net income		36,031	36,031
Disposal of treasury stock		(2)	(2)
Total changes in the term	15,000	3,373	18,373
Balance of March 31, 2009	1,473,305	41,592	1,514,897