



May 11, 2021

To All Concerned Parties,

Company: FUJI CORPORATION
Representative: Nobuyuki Soga, Chairman of the Board & CEO
(First section of Tokyo Stock Exchange and
Nagoya Stock Exchange code number: 6134)
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Notice of the Introduction of a Transfer-Restricted Share Compensation System

At the meeting of the Board of Directors held today, the Company reviewed the compensation system for directors and resolved to introduce a transfer-restricted stock compensation system (hereinafter referred to as the "System") for the Company's directors (hereinafter referred to as the "Directors". This definition excludes outside directors). We therefore wish to inform you that, in accordance with this decision, for Directors, a proposal to introduce the System is to be submitted to the 75th Ordinary General Meeting of Shareholders (hereinafter referred to as the "General Meeting of Shareholders") scheduled to be held on June 29, 2021.

Details

1. Purpose of the introduction of the System, etc.

The System aims to provide incentives to the Directors for the sustainable improvement of our corporate value and to promote an enhanced level of value-sharing with our shareholders.

Upon the introduction of the System, monetary claims will be paid to the Directors as compensation for the granting of the transfer-restricted shares. Consequently, it is a necessary condition for the granting of the transfer-restricted shares that the approval of shareholders for the payment of such compensation be obtained at the General Meeting of Shareholders. Furthermore, although it was approved that the amount of remuneration for the directors of the Company be set within a limit of 450 million Yen per year at the 62nd Ordinary General Meeting of Shareholders held on June 27, 2008, the System will be introduced at this General Meeting of Shareholders at which the Company intends to ask all shareholders to approve the introduction of the new System and to set the remuneration limit for the System to be within the aforementioned remuneration limit.

2. Outline of the System

Upon the introduction of the System, the Company will pay monetary claims to the Directors as compensation for the granting of the transfer-restricted shares. These monetary claims shall not exceed 90

million Yen per year (excluding the salaries of Directors who also serve as employees that are paid as remuneration for their services as employees). The total number of common shares that the Company will newly issue or dispose of shall be 50,000 shares or less per year. However, in the event of a stock split of the Company's common stock (including any free allotment of the Company's common stock) with an effective date after the date of the resolution of the General Meeting of Shareholders, or in the event of a share consolidation, the total number will be adjusted within a reasonable range as necessary according to the split ratio, and consolidation ratio, etc. after the effective date.

The Directors will be paid all of the monetary claims provided by the Company based on the System as in-kind contribution assets, and they shall be issued or disposed of as the common stock of the Company.

The amount paid per share shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the resolution of each meeting of Board of Directors (or, if the transaction is not completed on the same day, shall be the closing price on the most recent trading day prior to that day). The Board of Directors will make its decision to the extent that the amount is not especially advantageous to the Directors who will take up the common stock. Furthermore, the Board of Directors will determine the specific timing and allocation of payments to each Director.

Moreover, when issuing or disposing of the Company's common stock (hereinafter referred to as the "shares") between the Company and the Directors under the System, (1) for a certain period (hereinafter referred to as the "transfer-restriction period") the transfer of the shares to a third party, the establishment of collateral rights and all other dispositions shall be prohibited, and (2) in the event of certain events occurring, the Company shall acquire the shares free of charge etc., subject to the conclusion of a transfer-restricted share allotment agreement that includes such contents. The shares are to be managed in a dedicated account opened by Nomura Securities Co., Ltd. during the transfer restriction period so that the shares cannot be transferred, have security rights applied, or be otherwise disposed of during the transfer-restriction period.