

(Translation)

Securities Code: 4676  
June 1, 2017

To the Shareholders:

NOTICE OF THE 76TH ORDINARY GENERAL MEETING  
OF SHAREHOLDERS

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Dear Shareholders:

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

Please take notice that the 76th 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,

Hisashi Hieda,  
Chairman and Chief Executive Officer

Fuji Media Holdings, Inc.

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

## Description

1. Date and hour:

June 28 (Wednesday), 2017, at 10:00 a.m. (Reception will start at 9:00 a.m.)

2. Place:

Grand Nikko Tokyo Daiba  
(Formerly called Hotel Grand Pacific Le 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 76th fiscal year (from April 1, 2016 to March 31, 2017)
2. Report on the non-consolidated financial statements for the 76th fiscal year (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposition No. 1: Appropriation of retained earnings

Proposition No. 2: Election of 17 Directors

Proposition No. 3: Election of 3 Audit & Supervisory Board Members

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

### **When attending the meeting**

Date and hour of the general meeting of shareholders:

June 28 (Wednesday), 2017, 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 76TH 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 27 (Tuesday), 2017

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 27 (Tuesday), 2017

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: <http://www.it-soukai.com/>  
Click "Proceed"

2. Log in

Enter the "code for the exercise of voting rights" and click "log in"

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)

(Attached documents)

## BUSINESS REPORT

(For the period from April 1, 2016 to March 31, 2017)

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

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

The Japanese government's Monthly Economic Report on the Japanese economy for the fiscal year ended March 31, 2017 states, "although improvement is delayed in some areas, the economy is on a moderate recovery track. 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, close attention must be paid to the impact of uncertainty in the economies outside Japan and fluctuations in financial and capital markets." The report also states that the business outlook of corporations "is moderately recovering."

Amid this economic environment, the Fuji Media Holdings Group's consolidated net sales increased during the fiscal year under review, up 2.1% from the previous fiscal year to ¥653,976 million, as increases in the Advertising, Urban Development and Other segments offset declines in the Broadcasting, Production, Video and Music and Life Information segments.

In terms of earnings, operating income amounted to ¥22,319 million, down 8.5% year-on-year, because while increases in the Advertising and Urban Development segments were recorded, the Broadcasting, Production, Video and Music, Life Information and Other segments showed decreases in income. Recurring profit decreased 6.2% year-on-year to ¥30,380 million. Net income attributable to owners of the parent increased 20.0% year-on-year to ¥27,396 million, due partially to the fact that a gain on negative goodwill was recorded under extraordinary gain as a result of making Sendai Television Inc. a consolidated subsidiary.

Results by reported segment are as follows:

|                   | Net sales                                                                 |                                                                                             |                                                       | Segment operating income                                                  |                                                                                                        |                                                    |
|-------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------|
|                   | 75th fiscal year<br>April 1, 2015 -<br>Mar. 31, 2016<br><br>(million yen) | 76th fiscal year<br>(Current year)<br>April 1, 2016 -<br>Mar. 31, 2017<br><br>(million yen) | Comparison<br>with the<br>previous<br>year<br><br>(%) | 75th fiscal year<br>April 1, 2015 -<br>Mar. 31, 2016<br><br>(million yen) | 76th fiscal<br>year<br>(Current<br>year)<br>April 1, 2016<br>-<br>Mar. 31,<br>2017<br>(million<br>yen) | Comparison<br>with the<br>previous year<br><br>(%) |
| Broadcasting      | 318,980                                                                   | 312,721                                                                                     | (2.0)                                                 | 8,073                                                                     | 6,830                                                                                                  | (15.4)                                             |
| Production        | 50,834                                                                    | 49,292                                                                                      | (3.0)                                                 | 2,093                                                                     | 1,819                                                                                                  | (13.1)                                             |
| Video and Music   | 50,104                                                                    | 48,071                                                                                      | (4.1)                                                 | 2,365                                                                     | 1,071                                                                                                  | (54.7)                                             |
| Life Information  | 135,556                                                                   | 130,694                                                                                     | (3.6)                                                 | 1,223                                                                     | 952                                                                                                    | (22.1)                                             |
| Advertising       | 42,797                                                                    | 45,476                                                                                      | 6.3                                                   | 361                                                                       | 384                                                                                                    | 6.6                                                |
| Urban Development | 82,668                                                                    | 102,501                                                                                     | 24.0                                                  | 9,441                                                                     | 10,968                                                                                                 | 16.2                                               |
| Other             | 26,066                                                                    | 29,221                                                                                      | 12.1                                                  | 541                                                                       | 245                                                                                                    | (54.7)                                             |
| Eliminations      | (66,436)                                                                  | (64,003)                                                                                    | -                                                     | 294                                                                       | 47                                                                                                     | -                                                  |
| Total             | 640,572                                                                   | 653,976                                                                                     | 2.1                                                   | 24,394                                                                    | 22,319                                                                                                 | (8.5)                                              |

### <Broadcasting>

Regarding broadcasting revenue, which accounts for the core of revenue from the broadcasting businesses of Fuji Television Network, Inc. ("Fuji TV"), sales did not grow due mainly to lagging viewer ratings for regular programs, despite the contribution of major sports programs, in the first half. In the second half too, viewer ratings of new programs in the programming lineup in October struggled, and as a result, broadcasting revenue decreased 5.7% from the previous fiscal year to ¥201,498 million.

Network time advertising sales (time advertising for nationwide broadcasts) declined 7.6% year-on-year to ¥87,635 million. Regarding one-off programs, *2016 Rio de Janeiro Olympics Volleyball World Final Qualifier* broadcast from May to June, the *2016 Rio de Janeiro Olympics*-related programs in August, *All Japan Figure Skating 2016* in December, *World Figure Skating Championships 2017* in March, and other sports programs contributed to sales but could not offset the decrease in sales for regular programs which continued to struggle.

Local time advertising sales (time advertising for the Kanto region) declined 6.9% from the previous fiscal year to ¥13,037 million, affected by a decrease in sales slots due to changes in the sales category, despite support from one-off programs.

Spot advertising sales for the full-year period fell below the previous-year level because sales did not grow due to poor viewer ratings, even though market conditions were steady overall except in August which was affected by the Rio de Janeiro Olympics.

By industry category, "Cosmetics/Toiletries" and "Foods" rose above the previous-year levels but "Information/Telecommunication/Broadcasting", "Office/Precision/Optical Equipment", "Alcoholic Beverages" and other categories fell below the previous-year levels. As a result, spot advertising sales declined 3.8% from the previous fiscal year to ¥100,826 million.

Revenue from other broadcasting business increased 0.5% year-on-year to ¥33,557 million. Income from domestic program sales did not reach the previous-year level but revenue in communication satellite (CS) broadcasting saw a sharp increase in subscriber income due to the relay broadcasting of Saitama Seibu Lions and other teams, and income from overseas program sales rose.

Net sales of other businesses overall increased 6.6% from the previous fiscal year to ¥45,493 million. For the movie business in this segment, revenue declined, failing to surpass the level of the previous fiscal year which had a string of hits such as *HERO*, despite hit films such as *ONE PIECE FILM GOLD* (¥5.18 billion in box office revenues) and *Assassination Classroom: Graduation* (¥3.52 billion in box office revenues). For the event business in this segment, revenue increased substantially thanks to the contribution of Cirque du Soleil's new show *TOTEM*. For the merchandising business in this segment, revenue dropped as a result of sluggish growth in sales of program-related goods, despite the contribution of food and merchandise of events such as *TOTEM*. For the video business in this segment, year-on-year revenue fell because of weak market conditions and the lack of any mainstay hit dramas. For the digital business in this segment, which was led by a rise in sales for "FOD (Fuji TV On Demand)" due to the success of new services and proactive measures to gain subscribers, revenue decreased as a result of the spin-off of Fuji Games, Inc.

In terms of expenses, although costs in other businesses increased on the strength of higher revenue, Fuji TV managed to hold overall operating expenses below the level of the previous fiscal year, through curbs on costs of broadcasting business as well as selling, general and administrative expenses.

Fuji Satellite Broadcasting, Inc. (BS Fuji) posted increases in both revenue and earnings for four consecutive fiscal years while net sales and operating income reached record highs owing to record levels of spot advertising revenue with contribution in time advertising sales from *Prime News* and TV shopping programs.

Nippon Broadcasting System, Inc. posted an increase in net sales overall thanks to the strong performance of the event business, even though broadcasting revenue decreased because the increase in spot advertising sales was unable to offset the decrease in time advertising sales. Earnings declined due mainly to full-year expenses incurred for the fiscal year under review for supplementary FM broadcasting which started in December 2015.

Sendai Television Inc., which was made a consolidated subsidiary of the Company in December 2016, contributed to net sales and operating income.



As a result, for the Broadcasting segment overall, net sales decreased 2.0% from the previous fiscal year to ¥312,721 million, and segment operating income decreased 15.4% to ¥6,830 million.

A breakdown of net sales of the Broadcasting segment is as follows:

|                                                    | 75th fiscal year<br>April 1, 2015 -<br>Mar. 31, 2016<br>(million yen) | 76th fiscal year<br>April 1, 2016 -<br>Mar. 31, 2017<br>(million yen) | Comparison<br>with the<br>previous year<br>(%) |
|----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------|
| Fuji Television Network, Inc.                      |                                                                       |                                                                       |                                                |
| Broadcasting operations                            | 247,014                                                               | 235,056                                                               | (4.8)                                          |
| Broadcasting                                       | 213,626                                                               | 201,498                                                               | (5.7)                                          |
| Network time                                       | 94,826                                                                | 87,635                                                                | (7.6)                                          |
| Local time                                         | 14,001                                                                | 13,037                                                                | (6.9)                                          |
| Spot                                               | 104,797                                                               | 100,826                                                               | (3.8)                                          |
| Other broadcasting business                        | 33,388                                                                | 33,557                                                                | 0.5                                            |
| Other businesses                                   | 42,693                                                                | 45,493                                                                | 6.6                                            |
| Subtotal                                           | <b>289,708</b>                                                        | <b>280,550</b>                                                        | <b>(3.2)</b>                                   |
| <b>Fuji Satellite Broadcasting, Inc. (BS Fuji)</b> | <b>16,761</b>                                                         | <b>17,722</b>                                                         | <b>5.7</b>                                     |
| <b>Nippon Broadcasting System, Inc.</b>            | <b>14,475</b>                                                         | <b>14,566</b>                                                         | <b>0.6</b>                                     |
| <b>Elimination in the segment</b>                  | <b>(1,964)</b>                                                        | <b>(117)</b>                                                          | <b>-</b>                                       |
| Total                                              | <b>318,980</b>                                                        | <b>312,721</b>                                                        | <b>(2.0)</b>                                   |

### <Production>

Net sales in the Production segment overall decreased 3.0% from the previous fiscal year to ¥49,292 million due to decreases in the number of orders and order unit prices for programs. Segment operating income declined 13.1% from the previous fiscal year to ¥1,819 million.

### <Video and Music>

Pony Canyon Inc. posted declines in revenue and earnings, reflecting the poor performance of the music and video divisions, despite strong performance of proceeds from ticket and goods sales of music events and concerts, and overseas licensing revenue for animation works.

Fujipacific Music Inc. recorded increases in revenue and earnings thanks to the contribution of royalty revenue and master recording usage fees, which remained at the same level as the previous fiscal year, in addition to the contribution of management revenue and other revenue, despite decreased video production revenue.

As a result, net sales in the Video and Music segment overall declined 4.1% from the previous fiscal year to ¥48,071 million, and the segment operating income decreased 54.7% to ¥1,071 million.

### **<Life Information>**

The Dinos business of Dinos Cecile Co., Ltd. posted a decrease in overall revenue, because although the performance of television shopping remained strong, the catalog business struggled. In the Cecile business too, the catalog business has been sluggish since autumn and net sales decreased. As a result, both revenue and earnings decreased for the entire business of Dinos Cecile Co., Ltd.

Sankei Living Shimbun Inc. recorded a revenue decline overall due to sluggishness mainly in advertising income from Living Shimbun and City Living, but operating loss of the previous fiscal year turned into a profit due to cost reduction.

As a result, net sales in the Life Information segment overall decreased 3.6% from the previous fiscal year to ¥130,694 million, with segment operating income decreasing 22.1% from the previous fiscal year to ¥952 million.

### **<Advertising>**

In the Advertising segment, revenue and earnings increased, reflecting strong performance of radio advertising, out-of-home advertising and online advertising.

As a result, net sales in the Advertising segment overall increased 6.3% from the previous fiscal year to a record high of ¥45,476 million, and segment operating income increased 6.6% from the previous fiscal year to ¥384 million.

### **<Urban Development>**

The Sankei Building Co., Ltd. recorded a sharp increase in net sales overall and an increase also in earnings, as the mainstay office building business remained robust, and sales of buildings held and revenue from sales of land contributed to a significant increase in revenue in the asset development business, and the number of condominiums sold also rose in the residential business. Both net sales and operating income reached record levels. GRANVISTA Hotels & Resorts Co., Ltd. posted declines in both revenue and earnings due to suspension of operations by some hotels for the purpose of seismic retrofitting and renovation.

As a result, net sales in the Urban Development segment overall increased 24.0% from the previous fiscal year to ¥102,501 million, with segment operating income up 16.2% to ¥10,968 million.

## <Other>

Fujimic, Inc. recorded declines in both revenue and earnings due to decreased orders for systems. Fusosha Publishing Inc. posted increases in both revenue and earnings on the strength of a number of bestsellers and strong performance of its separate volume magazine books (known as "mooks").

Net sales in the Other segment overall increased 12.1% from the previous fiscal year to ¥29,221 million, and segment operating income decreased 54.7% from the previous fiscal year to ¥245 million.

The eleven Fuji TV network affiliates, including Sendai Television Inc. that was an equity-method affiliate until the third quarter of the fiscal year under review, 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 ¥36,325 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, under its certified broadcast holding company structure and with operations centered on the terrestrial broadcasting business, operates various media-related businesses.

The Company will continue working to achieve an early recovery in performance of Fuji TV, the core company of the Group, with a view to building a strong business portfolio, as well as push ahead with strengthening all group businesses and developing a new earnings foundation, seeking sustainable growth of the corporate group as a whole.

### **(i) Expand earnings of broadcasting and content-related businesses**

Fuji TV, the core company of the Group which should be leading the consolidated performance, has seen the level of earnings fall mainly as a result of a decrease in broadcasting revenue. The Company realizes that the early recovery in performance of Fuji TV is a crucial management issue. As such, the Company will continue to focus on programming and production to improve viewer ratings, in addition to pushing ahead with reviewing all businesses and expenses, in order to realize a recovery in performance as early as possible.

Furthermore, amid advancements in technologies and diversification of viewing styles, the Company believes that it is vital to incorporate technological innovation into business and

actively acquire new earnings opportunities.

In the streaming business positioned as a growth field, "FOD (Fuji TV On Demand)" has developed into a business that contributes to earnings. In addition to commencing the new subscription service "FOD Premium" last year, the Company are pushing forward the expansion of original contents, among other things, based on the Group's production capabilities, to further grow its business. At the same time, the Group is receiving requests for program production and content provision from several external streaming platforms and has gained new earnings.

In the broadcasting field too, BS Fuji received business certification for ultra-high-definition BS4K broadcasting, the latest broadcasting technology, in January 2017 and is making preparations to start broadcast in 2018.

Owing to advances in viewing devices and the expansion of services, demand for contents is growing further, and the Group as a whole is proactively incorporating new technologies to strengthen its content production capabilities for various windows.

(ii) Build a strong business portfolio

The Group's earnings are centered on Fuji TV's terrestrial television advertising revenue. However, the Group is aiming to build a mutually complementary and strong and stable business portfolio as each business becomes a pillar of earnings without being overly susceptible to fluctuations of such revenue.

Although earnings of Fuji TV, the core company of the Group, have been at a low level, the Group will make efforts to further expand earnings while maintaining a high level of operating income for other subsidiaries as a whole. In growth fields such as urban development and tourism which are showing strong performances, the Group will strive to further expand the earnings foundation, and while swiftly pressing ahead with reforms in businesses that need to immediately respond to changes in the business environment, the Group aims to achieve further growth for the Group as a whole.

(iii) Develop a new earnings foundation

The Group, aiming at further growth, will work to further expand and strengthen the earnings foundation through initiatives such as new business development and M&A.

In the well-performing Urban Development segment, The Sankei Building Co., Ltd. and its subsidiary GRANVISTA Hotels & Resorts Co., Ltd. have played a central role in pushing forward initiatives for further growth of the tourism business mainly through planned hotel opening aimed at expanding demand. Since tourism and MICE/IR (which stands for Meeting, Incentive Travel, Convention and Exhibition/Event, and Integrated Resort) are promising fields in Japan's growth strategy, the Group, too, will pursue initiatives in these fields.

Fuji Games, Inc., which was established as a spin-off from Fuji TV in April of last year, has been undertaking development of smartphone games and plans to release major titles during the fiscal year ending March 31, 2018. The Company will aim to expand the game business so that this business will become one of the pillars of the Group's earnings in the future, including rights business and related fields.

Additionally, the Company are taking various initiatives for the growth of the Group, such as further stabilizing and strengthening the management foundation of well-performing Sendai Television Inc. for the future by making it a consolidated subsidiary of the Company, while striving to expand the earnings foundation of the Group.

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

| Item                                                                | 73rd fiscal year<br>April 1, 2013 -<br>Mar. 31, 2014 | 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>(current year)<br>April 1, 2016 -<br>Mar. 31, 2017 |
|---------------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------------|
| Net sales<br>(million yen)                                          | 642,145                                              | 643,313                                              | 640,572                                              | 653,976                                                                |
| Operating income<br>(million yen)                                   | 31,527                                               | 25,628                                               | 24,394                                               | 22,319                                                                 |
| Recurring profit<br>(million yen)                                   | 34,838                                               | 35,102                                               | 32,400                                               | 30,380                                                                 |
| Net income attributable to<br>owners of the parent<br>(million yen) | 17,282                                               | 19,908                                               | 22,835                                               | 27,396                                                                 |
| Basic earnings per share<br>(yen)                                   | 74.62                                                | 86.02                                                | 98.75                                                | 118.50                                                                 |
| Total assets<br>(million yen)                                       | 1,011,696                                            | 1,065,958                                            | 1,136,406                                            | 1,185,199                                                              |
| Net assets<br>(million yen)                                         | 583,013                                              | 638,883                                              | 638,383                                              | 682,062                                                                |
| Net assets per share (yen)                                          | 2,495.75                                             | 2,739.59                                             | 2,723.63                                             | 2,890.79                                                               |

(Note) The Company conducted a share split on October 1, 2013, at the ratio of 100 shares per share of common stock. Accordingly, net income per share and net assets per share have been calculated assuming that the share split was conducted at the beginning of the 73rd fiscal year.

#### 73rd fiscal year:

While the Japanese economy remained in a mild recovery on the back of improvement in exports and the effects of economic measures and monetary policies, revenues in the Video and Music segment, Life Information segment, Advertising segment, Urban Development segment and Other segment increased. On a consolidated basis, net sales increased. As to earnings, due to a decrease in revenues from mainstay Broadcasting business, operating income, recurring profit and net income attributable to owners of the parent decreased.

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 (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                                   | Production and sale of audio<br>/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<br>estate transactions |

(2) Matters concerning the specified wholly owned subsidiary:

| Name                          | Address                                 | Book value of the shares<br>(million yen) | Total net assets of the Company<br>(million yen) |
|-------------------------------|-----------------------------------------|-------------------------------------------|--------------------------------------------------|
| Fuji Television Network, Inc. | 4-8, Daiba 2-chome,<br>Minato-ku, Tokyo | 150,093                                   | 741,640                                          |

(3) Development and results of business combinations:

Fuji Television Network, Inc., a consolidated subsidiary of the Company, established Fuji Games, Inc. through a spin-off in April 2016, and made it its consolidated subsidiary.

Sendai Television Inc., which had been an affiliate of the Company accounted for by the equity method, became a consolidated subsidiary of the Company as a result of an additional acquisition of shares of Sendai Television Inc. by the Company in December 2016.

SKB USA, LLC, SKB Seattle, LLC and the silent partnership operated by Koshien Development, LLC have become consolidated subsidiaries of the Company as from the fiscal year under review, considering their recent growing importance.

Diamond Seattle, LLC has become an affiliate of the Company accounted for by the equity method as from the fiscal year under review, considering its recent growing importance.

As a result, the Company had 43 consolidated subsidiaries, including the above five major subsidiaries and 21 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 and paper publication; 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   | Production and sale of audio and video software, etc., management of music copyrights, etc.    |
| Life Information  | Direct marketing, paper publication, 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, 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      | 1,686               | + 105                                               |
| Production        | 1,461               | + 8                                                 |
| Video and Music   | 546                 | + 25                                                |
| Life Information  | 1,352               | - 23                                                |
| Advertising       | 355                 | - 7                                                 |
| Urban Development | 2,066               | + 64                                                |
| Other             | 545                 | + 12                                                |
| All-company       | 38                  | -                                                   |
| Total             | 8,049               | + 184                                               |

Note: The number of employees represents the number of persons actually at work.

**9. Principal lenders:**

| Lender                                 | Balance of borrowings (million yen) |
|----------------------------------------|-------------------------------------|
| Sumitomo Mitsui Banking Corporation    | 20,900                              |
| Mizuho Bank, Ltd.                      | 14,210                              |
| Development Bank of Japan              | 14,147                              |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 11,300                              |
| Resona Bank, Limited                   | 8,600                               |
| Shinsei Bank, Limited                  | 6,500                               |

## II. Matters concerning the shares of the Company

1. **Total number of issued shares:** 236,429,800 shares  
(including 2,235,253 shares of treasury stock)
2. **Number of shareholders:** 50,918 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)                                          | 12,313,800                   | 5.26                                    |
| The Master Trust Bank of Japan, Ltd. (Trust Account)                                       | 8,527,700                    | 3.64                                    |
| 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                                    |
| Japan Trustee Services Bank, Ltd. (Trust Account 9)                                        | 4,685,700                    | 2.00                                    |
| The Master Trust Bank of Japan, Ltd.<br>(Retirement Benefit Trust Account for Dentsu Inc.) | 4,650,000                    | 1.99                                    |
| State Street Bank and Trust Company 505001                                                 | 3,978,000                    | 1.70                                    |
| Yakult Honsha Co., Ltd.                                                                    | 3,969,000                    | 1.69                                    |

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                  | 23.4% | (55,429 thousand shares) | 50,012 shareholders |
| Financial institution                 | 23.2% | (54,778 thousand shares) | 77 shareholders     |
| Other corporation                     | 30.4% | (71,804 thousand shares) | 392 shareholders    |
| Foreigner                             | 19.8% | (46,839 thousand shares) | 400 shareholders    |
| Financial instrument service operator | 3.2%  | (7,579 thousand shares)  | 37 shareholders     |

- (Notes)
1. Shares held by "Individual and other" include 2,235 thousand shares of treasury stock and 24,343 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, 2017)

| Position                                      | Business in charge                                                                                       | Name             | Important concurrent office                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----------------------------------------------|----------------------------------------------------------------------------------------------------------|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Chairman and Chief Executive Officer          |                                                                                                          | Hisashi Hieda    | Chairman and Chief Executive Officer, 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.                                                      |
| Vice Chairman and Executive Managing Director |                                                                                                          | Kou Toyoda       | Vice Chairman and Executive Managing Director, Fuji Television Network, Inc.<br>Chairman and Representative Director, Sankei Living Shimbun, Inc.                                                                                                                                                                                                                                                                            |
| President and Chief Operating Officer         |                                                                                                          | Shuji Kanoh      | Executive Managing 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, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Audit & Supervisory Board Member, The Sankei Building Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Audit & Supervisory Board Member, TSS-TV Co., Ltd. |
| Executive Vice President                      | Corporate Planning and Finance;<br>General Manager of Corporate Planning Department                      | Osamu Kanemitsu  | 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    |                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Executive Managing Director                   |                                                                                                          | Chihiro Kameyama | President and Chief Operating Officer, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                         |
| Executive Managing Director                   |                                                                                                          | Ryunosuke Endo   | Executive Vice President, Fuji Television Network, Inc.<br>Director, Hokkaido Cultural Broadcasting Co., Ltd.                                                                                                                                                                                                                                                                                                                |

| Position                                   | Business in charge | Name              | Important concurrent office                                                                                                                                   |
|--------------------------------------------|--------------------|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Executive Managing Director                |                    | Toru Ota          | Senior Executive Managing Director, Fuji Television Network, Inc.<br>Director, Pony Canyon Inc.<br>Director, Sankei Living Shimbun, Inc.                      |
| Executive Managing Director                |                    | Koji Inaki        | Executive Vice President, Fuji Television Network, Inc.<br>Director, Dinos Cecile Co., Ltd.<br>Director, Sendai Television Inc.                               |
| Executive Managing Director                |                    | Katsuaki Suzuki   | Executive Vice President, Fuji Television Network, Inc.<br>Director, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Director, Sankei Living Shimbun Co., Ltd. |
| Executive Managing Director                |                    | Masaki Miyauchi   | President and Representative Director, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Executive Managing Director, Fuji Television Network, Inc.              |
| Executive Managing Director                |                    | Takehiko Kiyohara | Director and Advisor of Sankei Shimbun Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.                                                |
| Executive Managing Director                |                    | Isao Matsuoka     | Honorary Chairman, Toho Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.<br>Director, Tokyo Kaikan Co., Ltd.                           |
| Executive Managing Director                |                    | Akihiro Miki      | President 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.                                                                                               |

| Position                         | Business in charge | Name              | Important concurrent office                                                                                                                                                                                                                                                                |
|----------------------------------|--------------------|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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. |
| 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. Isao Matsuoka, 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. Isao Matsuoka 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 all outside Directors and outside 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 Directors and Audit & Supervisory Board Members:**

¥362 million for 17 Directors (including ¥25 million for 5 Outside Directors)

¥55 million for 5 Audit & Supervisory Board Members (including ¥17 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 ¥44 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. Akihiro Miki is concurrently serving as President and Representative Director of Nippon Cultural Broadcasting, Inc., which has no specific relation of interest with the Company.

Executive Managing Director Mr. Taizan Ishiguro is concurrently serving as Chairman and Representative Director of Tokai Television Broadcasting Co., Ltd., which has no specific relation of interest with the Company.

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.

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 Director Mr. Isao Matsuoka is concurrently serving as Honorary Chairman of Toho Co., Ltd., Executive Managing Director of Fuji Television Network, Inc. and outside Director of Tokyo Kaikan Co., Ltd.

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.

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.

Toho Co., Ltd., Tokyo Kaikan Co., Ltd., 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>Isao Matsuoka   | 10/11                                       | Mr. Matsuoka attended and spoke whenever necessary at ten of the 11 meetings of the Board of Directors held during the fiscal year under review and at and outside of such meetings, presented advice and recommendations based on his wide experience and expertise as a former representative director of a listed movie and drama business corporation. |
| Executive Managing Director<br>Akihiro Miki    | 11/11                                       | Mr. Miki attended and spoke whenever necessary at all of the 11 meetings of the Board of Directors held during the fiscal year under review 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 | 9/11                                        | Mr. Ishiguro attended and spoke whenever necessary at nine of the 11 meetings of the Board of Directors held during the fiscal year under review 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 | 11/11                                       | Mr. Yokota attended and spoke whenever necessary at all of the 11 meetings of the Board of Directors held during the fiscal year under review 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>Kazuo Terasaki  | 11/11                                       | Mr. Terasaki attended and spoke whenever necessary at all of the 11 meetings of the Board of Directors held during the fiscal year under review 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------|---------------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Audit &amp; Supervisory Board Member</p> <p>Yuzaburo Mogi</p>     | 9/11                                        | 7/8                                                | Mr. Mogi attended and spoke whenever necessary at nine of the 11 meetings of the Board of Directors and seven of the eight meetings of the Audit & Supervisory Board held during the fiscal year under review 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.         |
| <p>Audit &amp; Supervisory Board Member</p> <p>Nobuya Minami</p>     | 11/11                                       | 8/8                                                | Mr. Minami attended and spoke whenever necessary at all of the 11 meetings of the Board of Directors and all of the eight meetings of the Audit & Supervisory Board held during the fiscal year under review 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.          |
| <p>Audit &amp; Supervisory Board Member</p> <p>Takayasu Okushima</p> | 10/11                                       | 5/8                                                | Mr. Okushima attended and spoke whenever necessary at ten of the 11 meetings of the Board of Directors and five of the eight meetings of the Audit & Supervisory Board held during the fiscal year under review 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. |

#### **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: ¥179 million

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

The Company has 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.

**5. Matters concerning the administrative order of business suspension issued to the account auditors for the past two years:**

Summary of the administrative order issued as of December 22, 2015 by the Financial Services Agency

(i) Party subject to the administrative order:

Ernst & Young ShinNihon LLC

(ii) Content of the administrative order:

Suspension of business of accepting new engagements for three months from January 1, 2016 to March 31, 2016

(iii) Reasons for the administrative order:

- Its certified public accountants made a false attestation in negligence of due care.
- The operations of Ernst & Young ShinNihon LLC were found to be significantly inappropriate.

## CONSOLIDATED FINANCIAL STATEMENTS

### CONSOLIDATED BALANCE SHEET

(As of March 31, 2017)

(million yen)

#### ASSETS

|                                                 |                  |
|-------------------------------------------------|------------------|
| <b>Current assets:</b>                          | <b>392,133</b>   |
| Cash on hand and in banks .....                 | 64,081           |
| Trade notes and trade accounts receivable ..... | 112,698          |
| Marketable securities.....                      | 98,755           |
| Inventories .....                               | 78,628           |
| Deferred tax assets .....                       | 6,160            |
| Other current assets .....                      | 32,568           |
| Allowance for doubtful accounts .....           | (759)            |
| <b>Fixed assets</b>                             | <b>792,983</b>   |
| <b>Tangible fixed assets:</b>                   | <b>402,656</b>   |
| Buildings and structures .....                  | 134,929          |
| Machinery, equipment and vehicles .....         | 10,652           |
| Land.....                                       | 237,962          |
| Construction in progress.....                   | 9,980            |
| Other tangible fixed assets .....               | 9,131            |
| <b>Intangible fixed assets:</b>                 | <b>32,881</b>    |
| Goodwill.....                                   | 1,433            |
| Leasehold rights .....                          | 16,806           |
| Software .....                                  | 7,778            |
| Other intangible fixed assets .....             | 6,861            |
| <b>Investments and other assets:</b>            | <b>357,445</b>   |
| Investment securities .....                     | 313,675          |
| Net defined benefit asset .....                 | 83               |
| Deferred tax assets .....                       | 16,398           |
| Other investments and other assets .....        | 28,848           |
| Allowance for doubtful accounts .....           | (1,560)          |
| <b>Deferred assets</b>                          | <b>82</b>        |
| <b>TOTAL ASSETS</b>                             | <b>1,185,199</b> |

(million yen)

**LIABILITIES**

|                                                             |                  |
|-------------------------------------------------------------|------------------|
| <b>Current liabilities:</b>                                 | <b>172,333</b>   |
| Trade notes and trade accounts payable .....                | 56,629           |
| Short-term borrowings .....                                 | 29,497           |
| Accrued corporate income taxes, etc .....                   | 5,167            |
| Allowance for returned goods .....                          | 761              |
| Allowance for bonuses for officers .....                    | 335              |
| Provision for point card certificates .....                 | 663              |
| Provision for environmental measures .....                  | 17               |
| Other current liabilities .....                             | 79,261           |
| <b>Long-term liabilities:</b>                               | <b>330,803</b>   |
| Bonds .....                                                 | 20,000           |
| Long-term borrowings .....                                  | 140,161          |
| Deferred tax liabilities .....                              | 67,825           |
| Deferred tax liabilities upon revaluation .....             | 12,554           |
| Reserve for officers' retirement gratuities .....           | 2,029            |
| Provision for environmental measures .....                  | 70               |
| Provision for loss on reconstruction .....                  | 326              |
| Net defined benefit liability .....                         | 66,399           |
| Negative goodwill .....                                     | 4,668            |
| Other long-term liabilities .....                           | 16,767           |
| <b>TOTAL LIABILITIES</b>                                    | <b>503,136</b>   |
| <b><u>NET ASSETS</u></b>                                    |                  |
| <b>Shareholders' equity:</b>                                | <b>600,413</b>   |
| Paid-in capital .....                                       | 146,200          |
| Capital surplus .....                                       | 173,673          |
| Retained earnings .....                                     | 290,788          |
| Treasury stock .....                                        | (10,248)         |
| <b>Accumulated other comprehensive income:</b>              | <b>67,430</b>    |
| Valuation difference on available-for-sale securities ..... | 78,202           |
| Deferred gains or losses on hedges .....                    | (325)            |
| Revaluation differences of land .....                       | 1,466            |
| Translation adjustment .....                                | 46               |
| Remeasurements of defined benefit plans .....               | (11,958)         |
| <b>Non-controlling interests:</b>                           | <b>14,219</b>    |
| <b>TOTAL NET ASSETS</b>                                     | <b>682,062</b>   |
| <b>TOTAL LIABILITIES AND NET ASSETS</b>                     | <b>1,185,199</b> |

# CONSOLIDATED STATEMENT OF INCOME

(April 1, 2016 to March 31, 2017)

(million yen)

|                                                        |         |                |
|--------------------------------------------------------|---------|----------------|
| <b>Net sales</b>                                       |         | <b>653,976</b> |
| <b>Cost of sales</b>                                   |         | <b>457,509</b> |
| <b>Gross profit</b>                                    |         | <b>196,467</b> |
| <b>Selling, general and administrative expenses</b>    |         | <b>174,147</b> |
| <b>Operating income</b>                                |         | <b>22,319</b>  |
| Non-operating income                                   |         |                |
| Interest income and dividend income                    | 2,673   |                |
| Equity in earnings of affiliates                       | 4,317   |                |
| Gain on investment associations                        | 615     |                |
| Other income                                           | 2,940   | 10,547         |
| Non-operating expenses                                 |         |                |
| Interest expenses                                      | 1,447   |                |
| Loss on investment associations                        | 279     |                |
| Sundry loss                                            | 759     | 2,486          |
| <b>Recurring profit</b>                                |         | <b>30,380</b>  |
| Extraordinary gain                                     |         |                |
| Gain on sales of fixed assets                          | 1,179   |                |
| Negative goodwill                                      | 4,253   |                |
| Others                                                 | 294     | 5,728          |
| Extraordinary loss                                     |         |                |
| Impairment loss                                        | 949     |                |
| Loss on reconstruction                                 | 463     |                |
| Loss on step acquisition                               | 1,296   |                |
| Others                                                 | 567     | 3,276          |
| <b>Income before income taxes</b>                      |         | <b>32,831</b>  |
| Income and enterprise taxes                            | 6,615   |                |
| Adjustment for income taxes                            | (1,543) | 5,071          |
| <b>Net income</b>                                      |         | <b>27,759</b>  |
| Net income attributable to non-controlling interests   |         | 363            |
| <b>Net income attributable to owners of the parent</b> |         | <b>27,396</b>  |

**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, ETC.**  
(April 1, 2016 to March 31, 2017)

(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, 2016                                                                      | 146,200              | 173,673         | 272,716           | (9,816)        | 582,773                    | 61,937                                                |
| Changes during the year                                                                       |                      |                 |                   |                |                            |                                                       |
| Distribution of retained earnings                                                             |                      |                 | (9,367)           |                | (9,367)                    |                                                       |
| Net income attributable to owners of the parent                                               |                      |                 | 27,396            |                | 27,396                     |                                                       |
| Purchase of treasury stock                                                                    |                      |                 |                   | (0)            | (0)                        |                                                       |
| Change of treasury stock due to change in equity in affiliates accounted for by equity method |                      |                 |                   | (50)           | (50)                       |                                                       |
| Reversal of revaluation differences of land                                                   |                      |                 | 43                |                | 43                         |                                                       |
| Change in scope of consolidation                                                              |                      |                 |                   | (381)          | (381)                      |                                                       |
| Net change of items other than shareholders' equity                                           |                      |                 |                   |                |                            | 16,264                                                |
| Total changes                                                                                 | -                    | -               | 18,071            | (431)          | 17,639                     | 16,264                                                |
| Balance at March 31, 2017                                                                     | 146,200              | 173,673         | 290,788           | (10,248)       | 600,413                    | 78,202                                                |

|                                                                                               | 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, 2016                                                                      | (732)                                  | 1,509                           | 654                    | (16,357)                                | 47,011                                       | 8,598                     | 638,383          |
| Changes during the year                                                                       |                                        |                                 |                        |                                         |                                              |                           |                  |
| Distribution of retained earnings                                                             |                                        |                                 |                        |                                         |                                              |                           | (9,367)          |
| Net income attributable to owners of the parent                                               |                                        |                                 |                        |                                         |                                              |                           | 27,396           |
| Purchase of treasury stock                                                                    |                                        |                                 |                        |                                         |                                              |                           | (0)              |
| Change of treasury stock due to change in equity in affiliates accounted for by equity method |                                        |                                 |                        |                                         |                                              |                           | (50)             |
| Reversal of revaluation differences of land                                                   |                                        |                                 |                        |                                         |                                              |                           | 43               |
| Change in scope of consolidation                                                              |                                        |                                 |                        |                                         |                                              |                           | (381)            |
| Net change of items other than shareholders' equity                                           | 407                                    | (43)                            | (607)                  | 4,398                                   | 20,418                                       | 5,621                     | 26,039           |
| Total changes                                                                                 | 407                                    | (43)                            | (607)                  | 4,398                                   | 20,418                                       | 5,621                     | 43,679           |
| Balance at March 31, 2017                                                                     | (325)                                  | 1,466                           | 46                     | (11,958)                                | 67,430                                       | 14,219                    | 682,062          |

## NON-CONSOLIDATED FINANCIAL STATEMENTS

### NON-CONSOLIDATED BALANCE SHEET

(As of March 31, 2017)

(million yen)

#### ASSETS

|                                                            |                |
|------------------------------------------------------------|----------------|
| <b>Current assets:</b>                                     | <b>128,281</b> |
| Cash on hand and in banks.....                             | 26,479         |
| Marketable securities .....                                | 98,555         |
| Prepaid expenses .....                                     | 171            |
| Income tax refund receivable .....                         | 1,575          |
| Other current assets .....                                 | 1,499          |
| <b>Fixed assets:</b>                                       | <b>613,359</b> |
| <b>Tangible fixed assets:</b>                              | <b>45,995</b>  |
| Buildings .....                                            | 43,494         |
| Structures .....                                           | 131            |
| Machinery and equipment.....                               | 0              |
| Motor vehicles .....                                       | 7              |
| Tools, furniture and fixtures .....                        | 2,290          |
| Land .....                                                 | 70             |
| Construction in progress .....                             | 0              |
| <b>Intangible fixed assets:</b>                            | <b>14,420</b>  |
| Leasehold rights .....                                     | 14,393         |
| Software .....                                             | 26             |
| Other intangible fixed assets .....                        | 0              |
| <b>Investments and other assets:</b>                       | <b>552,942</b> |
| Investment securities.....                                 | 183,156        |
| Investment in shares of affiliates .....                   | 361,007        |
| Investment in other associated companies' securities ..... | 4,980          |
| Long-term loans receivable.....                            | 1,880          |
| Long-term prepaid expenses .....                           | 129            |
| Other investments and other assets .....                   | 1,837          |
| Allowance for doubtful accounts .....                      | (48)           |
| <b>TOTAL ASSETS</b>                                        | <b>741,640</b> |



(million yen)

**LIABILITIES**

|                                                |                |
|------------------------------------------------|----------------|
| <b>Current liabilities:</b>                    | <b>166,707</b> |
| Trade accounts payable.....                    | 1,599          |
| Accrued expenses .....                         | 210            |
| Accrued income taxes.....                      | 628            |
| Advance received .....                         | 766            |
| Deposit received .....                         | 163,434        |
| Other current liabilities.....                 | 67             |
| <b>Long-term liabilities:</b>                  | <b>66,954</b>  |
| Bonds payable .....                            | 20,000         |
| Deferred tax liabilities .....                 | 35,671         |
| Reserve for employee retirement benefits ..... | 84             |
| Negative goodwill .....                        | 2,845          |
| Guarantee deposit .....                        | 7,437          |
| Other long-term liabilities .....              | 914            |
| <b>TOTAL LIABILITIES</b>                       | <b>233,661</b> |

**NET ASSETS**

|                                                             |                |
|-------------------------------------------------------------|----------------|
| <b>Shareholders' equity:</b>                                | <b>433,819</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>119,617</b> |
| Earned surplus reserve.....                                 | 4,385          |
| Other retained earnings.....                                | 115,231        |
| General reserve .....                                       | 98,300         |
| Retained earnings carried forward .....                     | 16,931         |
| <b>Treasury stock</b> .....                                 | <b>(5,662)</b> |
| <b>Valuation and translation adjustments:</b>               | <b>74,160</b>  |
| Valuation difference on available-for-sale securities ..... | 74,160         |
| <b>TOTAL NET ASSETS</b>                                     | <b>507,979</b> |
| <b>TOTAL LIABILITIES AND NET ASSETS</b>                     | <b>741,640</b> |

# NON-CONSOLIDATED STATEMENT OF INCOME

(April 1, 2016 to March 31, 2017)

(million yen)

|                                           |       |               |
|-------------------------------------------|-------|---------------|
| <b>Operating revenue</b>                  |       | <b>14,620</b> |
| <b>Operating expenses</b>                 |       | <b>7,215</b>  |
| <b>Operating income</b>                   |       | <b>7,405</b>  |
| <b>Non-operating income</b>               |       |               |
| Interest income and dividend income       | 2,229 |               |
| Gain on investment associations           | 591   |               |
| Write-off of negative goodwill            | 355   |               |
| Gain on disposal of unpaid dividend       | 695   |               |
| Other income                              | 2     | 3,875         |
| <b>Non-operating expenses</b>             |       |               |
| Interest expenses                         | 258   |               |
| Loss on investment associations           | 138   |               |
| Bond issuing expenses                     | 77    |               |
| Sundry loss                               | 1     | 475           |
| <b>Recurring profit</b>                   |       | <b>10,804</b> |
| <b>Extraordinary gain</b>                 |       |               |
| Gain on sale of investment securities     | 126   |               |
| Others                                    | 0     | 126           |
| <b>Extraordinary loss</b>                 |       |               |
| Loss on disposition of fixed assets       | 8     |               |
| Valuation losses on investment securities | 21    | 30            |
| <b>Income before income taxes</b>         |       | <b>10,901</b> |
| Income and enterprise taxes               | 408   |               |
| Adjustment for income taxes               | 53    | 462           |
| <b>Net income</b>                         |       | <b>10,439</b> |

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

(April 1, 2016 to March 31, 2017)

(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, 2016                            | 146,200              | 173,664         | 4,385                  | 98,300                  | 15,860                            |
| Changes during the year                             |                      |                 |                        |                         |                                   |
| Distribution of retained earnings                   |                      |                 |                        |                         | (9,367)                           |
| Net income                                          |                      |                 |                        |                         | 10,439                            |
| Purchase of treasury stock                          |                      |                 |                        |                         |                                   |
| Net change of items other than shareholders' equity |                      |                 |                        |                         |                                   |
| Total changes                                       | -                    | -               | -                      | -                       | 1,071                             |
| Balance at March 31, 2017                           | 146,200              | 173,664         | 4,385                  | 98,300                  | 16,931                            |

|                                                     | 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, 2016                            | (5,662)              | 432,747                    | 58,054                                                | 490,802          |
| Changes during the year                             |                      |                            |                                                       |                  |
| Distribution of retained earnings                   |                      | (9,367)                    |                                                       | (9,367)          |
| Net income                                          |                      | 10,439                     |                                                       | 10,439           |
| Purchase of treasury stock                          | (0)                  | (0)                        |                                                       | (0)              |
| Net change of items other than shareholders' equity |                      |                            | 16,105                                                | 16,105           |
| Total changes                                       | (0)                  | 1,071                      | 16,105                                                | 17,177           |
| Balance at March 31, 2017                           | (5,662)              | 433,819                    | 74,160                                                | 507,979          |

## AUDIT REPORTS

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

#### INDEPENDENT AUDITOR'S REPORT

May 8, 2017

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 Munetake Kamiyama (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Kazuhito Shiratori (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, 2016 to March 31, 2017 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 8, 2017

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 Munetake Kamiyama (seal)  
Designated and Limited Engagement Partner  
Certified Public Accountant

By Kazuhito Shiratori (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 76th fiscal year covering the period from April 1, 2016 to March 31, 2017 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' 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 76th fiscal year from April 1, 2016 to March 31, 2017, 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 accompanying supplemental 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 9, 2017

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)

- END -

## 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 and taking into consideration a gain on negative goodwill, which is a special factor for the fiscal year under review, 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: ¥4,683,890,940

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

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

June 29, 2017

**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>Hisashi Hieda                                   | Chairman and Chief Executive Officer  | 11/11                                       |
| 2             | [Reelection]<br>Shuji Kanoh                                     | President and Chief Operating Officer | 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>Ryunosuke Endo                                  | Executive Managing Director           | 11/11                                       |
| 6             | [Reelection]<br>Masaki Miyauchi                                 | Executive Managing Director           | 9/9                                         |
| 7             | [Reelection]<br>Takehiko Kiyohara                               | Executive Managing Director           | 11/11                                       |
| 8             | [Reelection]<br>Akihiro Miki<br>[Outside] [Independent officer] | Executive Managing Director           | 11/11                                       |
| 9             | [Reelection]<br>Taizan Ishiguro<br>[Outside]                    | Executive Managing Director           | 9/11                                        |
| 10            | [Reelection]<br>Masafumi Yokota<br>[Outside]                    | Executive Managing Director           | 11/11                                       |
| 11            | [Reelection]<br>Kazuo Terasaki<br>[Outside]                     | Executive Managing Director           | 11/11                                       |

| Candidate No. | Name                                                                      | Current position | Meetings of the Board of Directors attended |
|---------------|---------------------------------------------------------------------------|------------------|---------------------------------------------|
| 12            | [New election]<br>Tsuyoshi Habara                                         | -                | -                                           |
| 13            | [New election]<br>Ichiro Kishimoto                                        | -                | -                                           |
| 14            | [New election]<br>Atsushi Yokoyama                                        | -                | -                                           |
| 15            | [New election]<br>Kazutoshi Matsumura                                     | -                | -                                           |
| 16            | [New election]<br>Takashi Ishihara                                        | -                | -                                           |
| 17            | [New election]<br>Yoshishige Shimatani<br>[Outside] [Independent officer] | -                | -                                           |

| Candidate No.                          | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Brief history, important concurrent office, position and business in charge in the Company                                                                                                                                                                                                                                                                              |                                                                                                                                                                                     |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1<br>[Note 1]<br>[Note 2]<br>[Note 11] | 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>201,456 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 (to date)                                                                                                                       |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | October 2008                                                                                                                                                                                                                                                                                                                                                            | Chairman and Chief Executive Officer, Fuji Television Network, Inc. (to date)                                                                                                       |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Important concurrent offices                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                     |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Chairman and Chief Executive Officer, 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 Chairman and Chief Executive Officer of the Company, he has played an appropriate role in determining important managerial matters and supervising business operations. In addition, after engaging in the sectors of News, Programming, Sales and Business Development & Enterprises of the Company, he has served as President and Chief Executive Officer, as well as Chairman and Chief Executive Officer, 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, important concurrent office, position and business in charge in the Company                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                    |
|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2<br>[Note 1]<br>[Note 2]<br>[Note 12] | 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>65,968 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                                                                      |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                              | Audit & Supervisory Board Member, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date)                                                                            |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 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 (to date)                                                                                                     |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                              | Executive Managing Director, Fuji Television Network, Inc. (to date)                                                                                               |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                    |
|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Executive Managing 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, Fuji Satellite Broadcasting, Inc. (BS Fuji)<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 President and Chief Operating Officer of the Company, 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., the Company's core subsidiary. 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, important concurrent office, position and business in charge in the Company |                                                                                                                                                                                                                                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3<br>[Note 1]<br>[Note 2]<br>[Note 13]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 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>10,823 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                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                              | June 2015                                                                                  | Director, Dinos Inc., (current Dinos Cecile Co., Ltd.) (to date)<br>Executive Vice President, in charge of Public Relations Office, Corporate Planning and Finance, General Manager, Corporate Planning Department of the Company |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                              | June 2016                                                                                  | Director, Space Shower Network Inc. (to date)<br>Executive Vice President, in charge of Corporate Planning and Finance, and General Manager, Corporate Planning Department of the Company (to date)                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                              | Important concurrent offices                                                               |                                                                                                                                                                                                                                   |
| Director, Dinos Cecile Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                              |                                                                                            |                                                                                                                                                                                                                                   |
| Director, Space Shower Network Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                              |                                                                                            |                                                                                                                                                                                                                                   |
| [Reason for selecting him as a candidate for Director]<br>Currently, as the Executive Vice President of the Company, he is in charge of Corporate Planning and Finance 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., the Company's core subsidiary. 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, important concurrent office, position and business in charge in the Company |                                                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4<br>[Note 1]<br>[Note 2]<br>[Note 14]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Takashi Wagai                                     | May 1986                                                                                   | Joined the Company                                                                                                                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | [Reelection]                                      | June 2009                                                                                  | General Manager, Information System Department, Fuji Television Network, Inc.                                                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | (Date of birth)                                   | June 2011                                                                                  | General Manager, General Affairs Department of the Company; General Manager, General Affairs Department, Fuji Television Network, Inc.                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | October 6 , 1952                                  | June 2012                                                                                  | Executive Managing Director, in charge of General Affairs and General Manager, General Affairs Department, Fuji Television Network, Inc.                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of shares of the Company held by Candidate | June 2013                                                                                  | Senior Executive Managing Director, in charge of Corporate Social Responsibility Office, Corporate Compliance Office, General Affairs and Human Resources of the Company (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 12,457 shares                                     |                                                                                            |                                                                                                                                                                                    |
| <p>[Reason for selecting him as a candidate for Director]</p> <p>Currently, as the Senior Executive Managing Director of the Company, he is in charge of Corporate Social Responsibility Office, Corporate Compliance Office, General Affairs and Human Resources 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., the Company's core subsidiary. 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.</p> |                                                   |                                                                                            |                                                                                                                                                                                    |



| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name                                                                                                                                                    | Brief history, important concurrent office, position and business in charge in the Company |                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5<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>41,226 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, 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 Business Office, Fuji Television Network, Inc. (to date)                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                         | Important concurrent offices                                                               |                                                                                                                                                                                                                                                                                                                                                                                                           |
| Executive Vice President, Fuji Television Network, Inc.<br>Director, Hokkaido Cultural Broadcasting Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                         |                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                           |
| <div>[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 Culture Promotion &amp; Broadcasting Social Accountability, General Affairs, Human Resources, Public Relations and Special-Zone Business Office and has played an appropriate role as an Executive Managing Director of the Company. In addition, he has engaged in the sectors of Programming, Program 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.</div> |                                                                                                                                                         |                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                           |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name                                                                                                                                                     | Brief history, important concurrent office, position and business in charge in the Company                                                       |                                                                                                                                                          |
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| 6<br>[Note 1]<br>[Note 2]<br>[Note 15]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Masaki Miyauchi<br>[Reelection]<br><br>(Date of birth)<br>January 28, 1944<br><br>Number of shares of the Company held by Candidate<br><br>21,613 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) (to date)                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | June 2016                                                                                                                                                | Executive Managing Director of the Company (to date)<br>Executive Managing Director, Fuji Television Network, Inc. (to date)                     |                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                          | Important concurrent offices                                                                                                                     |                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                          | President and Representative Director, Fuji Satellite Broadcasting, Inc. (BS Fuji)<br>Executive Managing Director, Fuji Television Network, Inc. |                                                                                                                                                          |
| [Reason for selecting him as a candidate for Director]<br>He concurrently serves as the President and Representative Director of Fuji Satellite Broadcasting, Inc. (BS Fuji) and has played an appropriate role as an Executive Managing Director of the Company. He has engaged in the sectors of Programming, Production and General Affairs of the Company and 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, important concurrent office, position and business in charge in the Company |                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 7<br>[Note 1]<br>[Note 2]<br>[Note 9]<br>[Note 16]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Takehiko Kiyohara<br>[Reelection]<br><br>(Date of birth)<br>October 31, 1937<br><br>Number of shares of the Company held by Candidate<br><br>15,759 shares | June 1990                                                                                  | Director, in charge of Editorial and Chief Editorial Writer, Sankei Shimbun Co., Ltd.                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 1992                                                                                  | Managing Director, in charge of Editing and Editorial and General Manager, Tokyo Editorial Office, Sankei Shimbun Co., Ltd. |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 1994                                                                                  | Senior Managing Director, in charge of Editing, Editorial and Just Arguments, Sankei Shimbun Co., Ltd.                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 1997                                                                                  | President and Representative Director, Sankei Shimbun Co., Ltd.                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 2004                                                                                  | Chairman and Representative Director, Sankei Shimbun Co., Ltd.                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 2005                                                                                  | Executive Managing Director of the Company (to date)                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | October 2008                                                                               | Executive Managing Director, Fuji Television Network, Inc. (to date)                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 2011                                                                                  | Chairman and Director, Sankei Shimbun Co., Ltd.                                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | June 2015                                                                                  | Director and Advisor, Sankei Shimbun Co., Ltd. (to date)                                                                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                            | Important concurrent offices                                                               |                                                                                                                             |
| Director and Advisor, Sankei Shimbun Co., Ltd.<br>Executive Managing Director, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                            |                                                                                            |                                                                                                                             |
| [Reason for selecting him as a candidate for Director]<br>As a former representative director of a newspaper business corporation, he has accumulated special expertise in the management of 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 and has played an appropriate role as an Executive Managing Director of the Company. 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, important concurrent office, position and business in charge in the Company                                             |                                                                                                                               |  |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--|
| 8<br>[Note 1]<br>[Note 3]<br>[Note 4]<br>[Note 9]<br>[Note 10] | Akihiro Miki<br><br>[Reelection]<br>[Outside]<br>[Independent officer]<br><br>(Date of birth)<br>July 15, 1947                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | June 2001                                                                                                                              | Director and General Manager, Programming Department of Nippon Broadcasting System Inc.                                       |  |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2004                                                                                                                              | Managing Director and General Manager, Sales Department of Nippon Broadcasting System Inc.                                    |  |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2007                                                                                                                              | President and Representative Director, Nippon Broadcasting System Inc. (to date)                                              |  |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2009                                                                                                                              | Executive Managing Director of the Company (to date);<br>Executive Managing Director, Fuji Television Network, Inc. (to date) |  |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                        |                                                                                                                               |  |
|                                                                | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Important concurrent offices                                                                                                           |                                                                                                                               |  |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | President 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]<br>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, important concurrent office, position and business in charge in the Company |                                                                                     |
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| 9<br><br>[Note 1]<br>[Note 2]<br>[Note 3]<br>[Note 5]<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>10,627 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.                                     |                                                                                            |                                                                                     |
| <div>[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.</div> |                                                                                                                                                                       |                                                                                            |                                                                                     |

| Candidate No.                                                  | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Brief history, important concurrent office, position and business in charge in the Company                                         |                                                                                            |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| 10<br>[Note 1]<br>[Note 2]<br>[Note 3]<br>[Note 6]<br>[Note 9] | Masafumi Yokota<br>[Reelection]<br>[Outside]<br><br>(Date of birth)<br>March 18, 1936<br><br>Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | June 1994                                                                                                                          | Director and General Manager, General Affairs Department of Kansai Telecasting Corporation |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | June 1996                                                                                                                          | Managing Director, Kansai Telecasting Corporation                                          |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | June 1998                                                                                                                          | Senior Managing Director, Kansai Telecasting Corporation                                   |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | June 2000                                                                                                                          | Full-time Audit & Supervisory Board Member, Kansai Telecasting Corporation                 |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | June 2008                                                                                                                          | Chairman and Representative Director, Kansai Telecasting Corporation (to date)             |
|                                                                | June 2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Executive Managing Director of the Company (to date); Executive Managing Director, Fuji Television Network, Inc. (to date)         |                                                                                            |
|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Important concurrent offices                                                                                                       |                                                                                            |
|                                                                | 6,578 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Chairman and Representative Director, Kansai Telecasting Corporation<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, important concurrent office, position and business in charge in the Company                                             |                                                                                                                               |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| 11<br>[Note 1]<br>[Note 3]<br>[Note 7]<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. |                                                                                                                               |
|                                                    | [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, important concurrent office, position and business in charge in the Company |                                                                                                            |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| 12<br>[Note 1]<br>[Note 17] | Tsuyoshi Habara                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | April 1988                                                                                 | Joined the Company                                                                                         |
|                             | [New election]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 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) (to date) |
|                             | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Important concurrent office                                                                |                                                                                                            |
|                             | 1,600 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Managing Director, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date)  |                                                                                                            |
|                             | [Reason for selecting him as a candidate for Director]<br>He serves as the Managing Director of Fuji Satellite Broadcasting, Inc. (BS Fuji), the Company's subsidiary. He has engaged in the sectors of Finance and Corporate Planning of the Company 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 select him as a new candidate for Director as he is expected to make a contribution with his accumulated experience and knowledge. |                                                                                            |                                                                                                            |

| Candidate No.                           | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Brief history, important concurrent office, position and business in charge in the Company |                                                                                                                      |  |
|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|--|
| 13<br>[Note 1]<br>[Note 2]<br>[Note 18] | Ichiro Kishimoto                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | April 1980                                                                                 | Joined the Company                                                                                                   |  |
|                                         | [New election]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 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)  |  |
|                                         | (Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | June 2014                                                                                  | Managing Director, in charge of Programming,, News and Public Relations, Fuji Satellite Broadcasting, Inc. (BS Fuji) |  |
|                                         | August 9, 1955                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | June 2016                                                                                  | Senior Executive Managing Director, in charge of Sales, Fuji Television Network, Inc. (to date)                      |  |
|                                         | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                            | Director, TSS-TV Co., Ltd. (to date)                                                                                 |  |
|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Important concurrent offices                                                               |                                                                                                                      |  |
|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 6,440 shares                                                                               | Senior Executive Managing Director, Fuji Television Network, Inc.<br>Director, TSS-TV Co., Ltd.                      |  |
|                                         | [Reason for selecting him as a candidate for Director]<br>He serves as the Senior Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, in charge of Sales. In addition, he has engaged in the sector of Sales 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 select him as a new candidate for Director as he is expected to make a contribution with his accumulated experience and knowledge. |                                                                                            |                                                                                                                      |  |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Name                                              | Brief history, important concurrent office, position and business in charge in the Company |                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 14<br>[Note 1]<br>[Note 2]                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Atsushi Yokoyama                                  | April 1980                                                                                 | Joined the Company                                                                                                                         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | [New election]                                    | June 2009                                                                                  | Executive Managing Officer and General Manager, Executive Office, Fuji Television Network, Inc.                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | (Date of birth)                                   | June 2013                                                                                  | Executive Managing Director, in charge of Executive Office, and General Manager, Executive Office, Fuji Television Network, Inc. (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | December 20, 1955                                 | Important concurrent office                                                                |                                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of shares of the Company held by Candidate | Executive Managing Director, Fuji Television Network, Inc.                                 |                                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 19,092 shares                                     |                                                                                            |                                                                                                                                            |
| [Reason for selecting him as a candidate for Director]<br>He serves as the Executive Managing Director of Fuji Television Network, Inc., the Company's core subsidiary, in charge of Executive Office. In addition, he has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to select him as a new candidate for Director as he is expected to make a contribution with his accumulated experience and knowledge. |                                                   |                                                                                            |                                                                                                                                            |

| Candidate No.               | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Brief history, important concurrent office, position and business in charge in the Company |                                                                                                                                                    |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| 15<br>[Note 1]<br>[Note 19] | Kazutoshi Matsumura                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | April 1982                                                                                 | Joined the Company                                                                                                                                 |
|                             | [New election]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | June 2009                                                                                  | General Manager, Sales Department, Fuji Television Network, Inc.                                                                                   |
|                             | (Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 2012                                                                                  | Executive Managing Officer and General Manager, Sales Department, Fuji Television Network, Inc.                                                    |
|                             | October 26, 1957                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | June 2015                                                                                  | Senior Managing Director, in charge of Sales, Business Promotion and Business Development, Fuji Satellite Broadcasting, Inc. (BS Fuji)             |
|                             | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | October 2015                                                                               | Senior Managing Director, in charge of General Coordination, Sales and Business Development, Fuji Satellite Broadcasting, Inc. (BS Fuji) (to date) |
|                             | 11,400 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Important concurrent office                                                                |                                                                                                                                                    |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Executive Vice President, Fuji Satellite Broadcasting, Inc. (BS Fuji)                      |                                                                                                                                                    |
|                             | [Reason for selecting him as a candidate for Director]<br>He serves as the Senior Managing Director of Fuji Satellite Broadcasting, Inc. (BS Fuji), the Company's subsidiary. In addition, he has engaged in the sector of Sales of the Company and Fuji Television Network, Inc., the Company's core subsidiary and has accumulated wide knowledge and special expertise in the management of media business. The Company has determined to select him as a new candidate for Director as he is expected to make a contribution with his accumulated experience and knowledge. |                                                                                            |                                                                                                                                                    |

| Candidate No.                           | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Brief history, important concurrent office, position and business in charge in the Company |                                                                                                                 |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 16<br>[Note 1]<br>[Note 2]<br>[Note 20] | Takashi Ishihara<br>[New election]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | April 1984                                                                                 | Joined the Company                                                                                              |
|                                         | (Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | June 2013                                                                                  | General Manager, Motion Picture Department, Fuji Television Network, Inc.                                       |
|                                         | October 14, 1960                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2016                                                                                  | Executive Managing Officer and General Manager, Programming Department, Fuji Television Network, Inc. (to date) |
|                                         | Number of shares of the Company held by Candidate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Director, Pony Canyon Inc. (to date)                                                       |                                                                                                                 |
|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Important concurrent office                                                                |                                                                                                                 |
|                                         | 4,622 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Director, Pony Canyon Inc.                                                                 |                                                                                                                 |
|                                         | [Reason for selecting him as a candidate for Director]<br>He serves as the Executive Managing Officer and General Manager of Programming Department of Fuji Television Network, Inc., the Company's core subsidiary. In addition, he has engaged in the sectors of Drama Programming, 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 select him as a new candidate for Director as he is expected to make a contribution with his accumulated experience and knowledge. |                                                                                            |                                                                                                                 |

| Candidate No.                                                   | Name                                                                                                                                                                                           | Brief history, important concurrent office, position and business in charge in the Company                                                                                                                                                                                                                                                                                                            |                                                       |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| 17<br>[Note 1]<br>[Note 3]<br>[Note 8]<br>[Note 9]<br>[Note 10] | Yoshishige Shimatani<br><br>[Reelection]<br>[Outside]<br>[Independent officer]<br><br>(Date of birth)<br>March 5, 1952<br><br>Number of shares of the Company held by Candidate<br><br>0 share | May 2001                                                                                                                                                                                                                                                                                                                                                                                              | Director, Toho Co., Ltd.                              |
|                                                                 |                                                                                                                                                                                                | May 2005                                                                                                                                                                                                                                                                                                                                                                                              | Managing Director, Toho Co., Ltd.                     |
|                                                                 |                                                                                                                                                                                                | May 2007                                                                                                                                                                                                                                                                                                                                                                                              | Senior Managing Director, Toho Co., Ltd.              |
|                                                                 |                                                                                                                                                                                                | May 2011                                                                                                                                                                                                                                                                                                                                                                                              | President and Representative Director, Toho Co., Ltd. |
|                                                                 |                                                                                                                                                                                                | June 2011                                                                                                                                                                                                                                                                                                                                                                                             | Director, Kansai Telecasting Corporation (to date)    |
|                                                                 |                                                                                                                                                                                                | April 2012                                                                                                                                                                                                                                                                                                                                                                                            | Director, Tokyo Rakutenchi Co., Ltd. (to date)        |
|                                                                 |                                                                                                                                                                                                | June 2015                                                                                                                                                                                                                                                                                                                                                                                             | Director, Hankyu Hanshin Holdings Inc. (to date)      |
|                                                                 |                                                                                                                                                                                                | Important concurrent offices                                                                                                                                                                                                                                                                                                                                                                          |                                                       |
|                                                                 |                                                                                                                                                                                                | President and Representative Director, Toho Co., Ltd.<br>Director, Kansai Telecasting Corporation<br>Director, Tokyo Rakutenchi Co., Ltd.<br>Director, Hankyu Hanshin Holdings Inc.                                                                                                                                                                                                                   |                                                       |
|                                                                 |                                                                                                                                                                                                | [Reason for selecting him as a candidate for outside Director]<br>As a representative director of a listed movie and drama business corporation, he has accumulated special expertise in media business. The Company has determined to select him as a new candidate for outside Director as he is expected to use his wide experience and knowledge for the management of the Company in the future. |                                                       |

[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. Akihiro Miki, Taizan Ishiguro, Masafumi Yokota, Kazuo Terasaki and Yoshishige Shimatani are candidates for outside Director.

[Note 4] Mr. Akihiro Miki 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.

[Note 5] Mr. Taizan Ishiguro will have served as outside Director of the Company for 11 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 6] Mr. Masafumi Yokota 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 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 7] Mr. Kazuo Terasaki will have served as outside Director of the Company for seven years at the close of this General Meeting of Shareholders. He is an Executive Managing Director of Fuji Television Network, Inc. and a Director of Kyodo Television, Ltd., both of which are companies having specific relationships with the Company.



- [Note 8] Mr. Yoshishige Shimatani is an outside Director of Kansai Telecasting Corporation, which is a company having specific relationships with the Company. He will assume the office of an Executive Managing Director of Fuji Television Network, Inc., which is a company having specific relationships with the Company, as of June 28, 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. 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. When this proposition is approved, the Company will continue such agreement with each of them and newly enter into such agreement with each of Messrs. Takehiko Kiyohara and Yoshishige Shimatani. 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. Akihiro Miki and Yoshishige Shimatani have met the requirements for independent officers obligated by the Tokyo Stock Exchange to be designated.
- [Note 11] Mr. Hisashi Hieda will retire from the office of Chairman and Chief Executive Officer of Fuji Television Network, Inc. and assume the office of Executive Managing Advisor of the company, as of June 28, 2017.
- [Note 12] Mr. Shuji Kanoh will assume the office of Chairman and Representative Director of Fuji Television Network, Inc. as of June 28, 2017.
- [Note 13] Mr. Osamu Kanemitsu will assume the office of Executive Vice President of Fuji Television Network, Inc. as of June 28, 2017.
- [Note 14] Mr. Takashi Wagai will assume the office of Senior Executive Managing Director of Fuji Television Network, Inc. as of June 28, 2017, and the office of Audit & Supervisory Board Member of Sendai Television Incorporated as of June 30, 2017.
- [Note 15] Mr. Masaki Miyauchi will retire from the office of President and Representative Director of Fuji Satellite Broadcasting, Inc. (BS Fuji) as of June 23, 2017 and assume the office of President and Representative Director of Fuji Television Network, Inc. as of June 28, 2017.
- [Note 16] Mr. Takehiko Kiyohara will retire from the office of Director and Advisor of Sankei Shimbun Co., Ltd. and assume the office of Advisor of the company, as of June 23, 2017.
- [Note 17] Mr. Tsuyoshi Habara will retire from the office of Managing Director of Fuji Satellite Broadcasting, Inc. (BS Fuji) as of June 23, 2017 and assume the office of Senior Executive Managing Director of Fuji Television Network, Inc. as of June 28, 2017.
- [Note 18] Mr. Ichiro Kishimoto will retire from the office of Director of TSS-TV Co., Ltd. as of June 19, 2017.
- [Note 19] Mr. Kazutoshi Matsumura will retire from the office of Senior Managing Director of Fuji Satellite Broadcasting, Inc. (BS Fuji) as of June 23, 2017 and assume the office of Senior Executive Managing Director of Fuji Television Network, Inc. as of June 28, 2017, the office of Director of TSS-TV Co., Ltd. as of June 19, 2017 and the office of Director of Sendai Television Incorporated as of June 30, 2017.
- [Note 20] Mr. Takashi Ishihara will assume the office of Executive Managing Director of Fuji Television Network, Inc. as of June 28, 2017.

**Proposition No. 3: Election of three Audit & Supervisory Board Members**

The term of office of Audit & Supervisory Board Members Messrs. Kiyoshi Onoe, Hiroshi Seta and Takayasu Okushima will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that three Audit & Supervisory Board Members be elected.

The Audit & Supervisory Board has consented to this proposition.

The candidates for Audit & Supervisory Board Member are as set forth below:

| Candidate No. | Name                                                                 | Current position                           | Meetings of the Board of Directors attended | Meetings of the Audit & Supervisory Board attended |
|---------------|----------------------------------------------------------------------|--------------------------------------------|---------------------------------------------|----------------------------------------------------|
| 1             | [Reelection]<br>Kiyoshi Onoe                                         | Full-time Audit & Supervisory Board Member | 11/11                                       | 8/8                                                |
| 2             | [Reelection]<br>Hiroshi Seta                                         | Full-time Audit & Supervisory Board Member | 11/11                                       | 8/8                                                |
| 3             | [Reelection]<br>Takayasu Okushima<br>[Outside] [Independent officer] | Audit & Supervisory Board Member           | 10/11                                       | 5/8                                                |

| Candidate No.                         | Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Brief history, important concurrent office and position in the Company      |                                                                                                                                            |
|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 1<br>[Note 1]<br>[Note 2]<br>[Note 3] | Kiyoshi Onoe<br><br>[Reelection]<br><br>(Date of birth)<br>March 16, 1935<br><br>Number of shares of the Company held by Candidate<br><br>64,320 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | December 1958                                                               | Joined the Company                                                                                                                         |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 1987                                                                   | General Manager, Technical Department of the Company                                                                                       |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 1989                                                                   | Executive Managing Director, in charge of Technical and System Development Office and General Manager, Technical Department of the Company |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 1992                                                                   | Senior Executive Managing Director, in charge of Executive Offices; General Affairs, Human Resources and Technology of the Company         |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 1997                                                                   | Executive Vice President, in charge of President Office and General Manager, Administration Division of the Company                        |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 1999                                                                   | Senior Executive Vice President of the Company                                                                                             |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 2001                                                                   | Advisor and Executive Managing Director of the Company                                                                                     |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 2003                                                                   | Vice Chairman and Executive Managing Director of the Company                                                                               |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | June 2005                                                                   | Full-time Audit & Supervisory Board Member of the Company (to date)                                                                        |
|                                       | October 2008                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Audit & Supervisory Board Member of Fuji Television Network, Inc. (to date) |                                                                                                                                            |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Important concurrent office                                                 |                                                                                                                                            |
|                                       | Audit & Supervisory Board Member, Fuji Television Network, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                             |                                                                                                                                            |
|                                       | [Reason for selecting him as a candidate for Audit & Supervisory Board Member]<br>Currently, as the Full-time Audit & Supervisory Board Member of the Company, he has presented advice and recommendations at and outside of the meetings of the Board of Directors and the Audit & Supervisory Board based on his wide experience and expertise, and played an appropriate role in ensuring the soundness of management. In addition, after engaging in the sectors of Technology, Systems, General Affairs and Human Resources of the Company, he has served as Senior Executive Vice President and Representative Director and thus accumulated special expertise in media business. The Company has determined to continue to select him as a candidate for Audit & Supervisory Board Member as he is expected to make greater contributions in the future. |                                                                             |                                                                                                                                            |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Name                                                                                                                                                       | Brief history, important concurrent office and position in the Company |                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2<br>[Note 1]<br>[Note 2]<br>[Note 3]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Hiroshi Seta<br><br>[Reelection]<br><br>(Date of birth)<br>September 9, 1944<br><br>Number of shares of the Company held by Candidate<br><br>35,876 shares | April 1969                                                             | Joined the Company                                                                                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | June 2003                                                              | Executive Managing Officer and General Manager, Executive Offices of the Company                                                                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | June 2005                                                              | Deputy Senior Executive Managing Officer and General Manager, Executive Offices of the Company                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | June 2006                                                              | Senior Executive Managing Officer and General Manager, Executive Offices of the Company                                                                                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | June 2007                                                              | Senior Executive Managing Director, in charge of Executive Offices and International of the Company                                                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | October 2008                                                           | Executive Managing Director, in charge of Executive Offices of the Company;<br>Senior Executive Managing Director, in charge of Executive Offices and International Department, Fuji Television Network, Inc. |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | June 2009                                                              | Full-time Audit & Supervisory Board Member of the Company (to date);<br>Audit & Supervisory Board Member, Fuji Television Network, Inc. (to date)                                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                            | Important concurrent office                                            |                                                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Audit & Supervisory Board Member, Fuji Television Network, Inc.                                                                                            |                                                                        |                                                                                                                                                                                                               |
| [Reason for selecting him as a candidate for Audit & Supervisory Board Member]<br>Currently, as the Full-time Audit & Supervisory Board Member of the Company, he has presented advice and recommendations at and outside of the meetings of the Board of Directors and the Audit & Supervisory Board based on his wide experience and expertise, and played an appropriate role in ensuring the soundness of management. In addition, he has engaged in the sectors of News and International of the Company and thus accumulated special expertise in media business. The Company has determined to continue to select him as a candidate for Audit & Supervisory Board Member as he is expected to make greater contributions in the future. |                                                                                                                                                            |                                                                        |                                                                                                                                                                                                               |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name                                                                                                                                                                                              | Brief history, important concurrent office and position in the Company |                                                                                                                                         |
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| 3<br>[Note 1]<br>[Note 2]<br>[Note 3]<br>[Note 4]<br>[Note 5]<br>[Note 6]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Takayasu Okushima<br><br>[Reelection]<br>[Outside]<br>[Independent officer]<br><br>(Date of birth)<br>April 16, 1939<br><br>Number of shares of the Company held by Candidate<br><br>1,318 shares | April 1976                                                             | Professor, Faculty of Law, Waseda University                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | September 1990                                                         | Dean of Faculty of Law, Waseda University                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | November 1994                                                          | President, Waseda University                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | November 2002                                                          | Scholarly Adviser, Waseda University                                                                                                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | April 2004                                                             | Professor, Department of Legal Studies, Graduate School, Waseda University                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | June 2009                                                              | Audit & Supervisory Board Member of the Company (to date);<br>Audit & Supervisory Board Member, Fuji Television Network, Inc. (to date) |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | October 2010                                                           | Chairman, Scout Association of Japan (to date)                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | November 2010                                                          | Honorary Adviser, Waseda University (to date)                                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | June 2014                                                              | Director, Fukuvi Chemical Industry Co., Ltd. (to date)                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                   | Important concurrent offices                                           |                                                                                                                                         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Chairman, Scout Association of Japan<br>Audit & Supervisory Board Member, Fuji Television Network, Inc.<br>Director, Fukuvi Chemical Industry Co., Ltd.                                           |                                                                        |                                                                                                                                         |
| [Reason for selecting him as a candidate for outside Audit & Supervisory Board Member]<br>As a former president of a university and a doctor of jurisprudence, 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] Any 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 each of Messrs. Kiyoshi Onoe, Hiroshi Seta and Takayasu Okushima 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. Takayasu Okushima is a candidate for outside Audit & Supervisory Board Member.
- [Note 5] Mr. Takayasu Okushima will have served as outside Audit & Supervisory Board Member of the Company for eight 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. Takayasu Okushima has met the requirements for independent officers obligated by the Tokyo Stock Exchange to be designated.

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