

Company name: Fuji Media Holdings, Inc.
Representative: Hideaki Ohta, President and
Representative Director
(Code No. 4676, 1st section of Tokyo Stock Exchange)
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Notice of Partial Changes to the Articles of Incorporation

Fuji Media Holdings, Inc., at a meeting of its Board of Directors held today, decided to place a proposal for changes to the Articles of Incorporation on the agenda for the 74th Ordinary General Meeting of Shareholders scheduled for June 25, 2015. Details are as follows.

1. Reason for the Changes

With the enforcement of the Act to Amend Portions of the Companies Act (Act No. 90 of FY2014) on May 1, 2015, it became possible to conclude liability limitation agreements with directors who are not engaged in the execution of business and with corporate auditors who are not outside company auditors. With this, portions of Article 28 and Article 37 of the Articles of Incorporation are being revised to facilitate the invitation of talented, suitable personnel, and so they can fully manifest their expected roles. The change to Article 28 has received the consent of each company auditor.

2. Contents of the Changes

The contents of the changes are as on the attachment.

3. Schedule for the Changes

- (1) Scheduled date of the General Meeting of Shareholders
to change the Articles of Incorporation June 25, 2015 (Thursday)
- (2) Effective date for the changes
to the Articles of Incorporation June 25, 2015 (Tuesday)

ATTACHMENT

Content of the Changes

(Underlines indicate changed portions)

Current Articles of Incorporation	Proposed Changes to the Articles of Incorporation
<p>Article 1 ~ Article 27 (text omitted)</p> <p>(Agreements Limiting Liability of <u>External Directors</u>)</p> <p>Article 28 The Company may conclude agreements with <u>external directors</u> pursuant to Article 427, Paragraph 1, of the Companies Act limiting the liability specified in Article 423, Paragraph 1, of the Companies Act, provided, however, that the minimum amount of liability pursuant to such agreements shall be an amount of ten (10) million yen or more specified in advance or the amount specified by law, whichever is larger.</p> <p>Article 29 ~ Article 36 (text omitted)</p> <p>(Agreements Limiting Liability of <u>External Corporate Auditors</u>)</p> <p>Article 37 The Company may conclude agreements with <u>external corporate auditors</u> pursuant to Article 427, Paragraph 1, of the Companies Act limiting the liability specified in Article 423, Paragraph 1, of the Companies Act, provided, however, that the minimum amount of liability pursuant to such agreements shall be an amount of ten (10) million yen or more specified in advance or the amount specified by law, whichever is larger.</p> <p>Article 38 ~ Article 41 (text omitted)</p>	<p>Article 1 ~ Article 27 (no changes)</p> <p>(Agreements Limiting Liability of <u>Directors</u>)</p> <p>Article 28 The Company may conclude agreements with <u>directors (excluding executive directors, etc)</u> pursuant to Article 427, Paragraph 1, of the Companies Act limiting the liability specified in Article 423, Paragraph 1, of the Companies Act, provided, however, that the minimum amount of liability pursuant to such agreements shall be an amount of ten (10) million yen or more specified in advance or the amount specified by law, whichever is larger.</p> <p>Article 29 ~ Article 36 (no changes)</p> <p>(Agreements Limiting Liability of <u>Corporate Auditors</u>)</p> <p>Article 37 The Company may conclude agreements with <u>corporate auditors</u> pursuant to Article 427, Paragraph 1, of the Companies Act limiting the liability specified in Article 423, Paragraph 1, of the Companies Act, provided, however, that the minimum amount of liability pursuant to such agreements shall be an amount of ten (10) million yen or more specified in advance or the amount specified by law, whichever is larger.</p> <p>Article 38 ~ Article 41 (no changes)</p>

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