

## FY2024(FY3/25) Financial Results Briefing Summary of Remarks

### ■ Governance and Compliance Reforms over the Past Three Months

(Explanation by President Osamu Kanemitsu)

#### □ January

After becoming aware of the incident, Fuji Media Holdings, Inc. (hereinafter "FMH"), in its capacity as parent company, requested Fuji TV to conduct an objective investigation and verification of the facts, pursuant to the Group Human Rights Policy.

<https://www.fujimediahd.co.jp/en/pdf/Od8ucoDiu268XtUY.pdf>

Subsequently, a third-party committee was established on January 23 to investigate and verify the facts from an objective, independent standpoint.

<https://www.fujimediahd.co.jp/en/pdf/nzAGr8zNm9NivsWu.pdf>

On January 27, in response to the series of reports by Fuji Television and acknowledging responsibility for the situation, two individuals—Shuji Kanoh, Chairman and Representative Director of FMH and Fuji TV, and Koichi Minato, Director of FMH and President and Representative Director of Fuji TV, both submitted their resignations.

FMH Executive Vice President Kenji Shimizu was appointed as the new President and Representative Director of Fuji TV to replace Mr. Minato.

<https://www.fujimediahd.co.jp/en/pdf/QKgpbk2Uu8jslLrm.pdf>

From that point, we rapidly advanced governance and compliance reforms.

On January 31, under the Board of Directors, a Management Renewal Subcommittee consisting of seven outside directors was established, and since then, we have been addressing the incident in closer cooperation with outside directors than ever before.

<https://www.fujimediahd.co.jp/pdf/orqujp4afvBUOF5e.pdf> (available in Japanese only)

## □ February

Fuji TV established a Revitalization and Reform Project Team directly under President Shimizu. In coordination with the Company, the team listened to employees' voices and worked with external experts to conduct examinations and formulate recurrence prevention measures.

<https://www.fujitv.com/whats-new/regarding-the-establishment-of-a-third-party-committee/>

On February 27, the decision was made to change the internal members of the Management Advisory Committee, which makes recommendations to FMH's Board of Directors, thereby strengthening the structure to further advance reforms.

<https://www.fujimediagd.co.jp/en/pdf/3mEDPFQ5pWz9pObD.pdf>

## □ March

Both FMH and Fuji Television reviewed their management structures and, on the 27th, announced a new management system based on new management policies. The key points of the new management policies are:

Streamlining the number of directors; Having independent outside directors constitute a majority; Ensuring at least 30% of directors are women; Significantly lowering the average age; Appointing people with diverse backgrounds; Separating supervisory and executive functions.

<https://www.fujimediagd.co.jp/en/pdf/nsDL4elvbCelvIDM.pdf>

Further, on March 31, we received and published the Third-Party Committee's report, and Measures to Strengthen Human Rights and Compliance Efforts were reviewed and announced.

<https://www.fujimediagd.co.jp/en/pdf/slfD21Hm1Uv8xp3T.pdf>

FMH announced and immediately implemented mandatory reporting of compliance-related incident to the Board of Directors and Group Presidents' Meetings, the establishment of the Group Company Human Rights Committee, and the strengthening of the departments responsible for compliance matters.

<https://www.fujimediagd.co.jp/en/pdf/ltsVxENaB8ItkFY1.pdf>

## □ April

We received a shareholder proposal.

<https://www.fujimediahd.co.jp/en/pdf/XeQnZAzH1oCLCC9Y.pdf>

On April 30, we announced further initiatives under the title “Regarding Fundamental Reform Measures by Our Company and Fuji Television Network, Inc.”

<https://www.fujimediahd.co.jp/en/pdf/uZISNrLJVC011BCh.pdf>

Governance-related reforms announced by FMH included establishing a Nomination and Remuneration Committee, considering a shift to a “company with a nominating committee, etc.”, introducing rules on retirement age for internal directors and term limits for outside directors, developing a succession plan (plan for development of future managerial talent), and establishing a Risk Policy Committee to strengthen functions for the supervision of human rights risks.

With respect to human rights and compliance-related reforms, we announced the decision to launch a Group Company Human Rights Committee to implement continuous human rights due diligence, positioning the enhancement of human rights and compliance awareness as the highest priority for group management, creating an environment where victims can freely and safely seek relief, and incorporating engagement score improvements into management targets, with regular disclosures of progress.

Following the announcement of the new management structure on March 27, we have continued to further review and enhance our management system. As a rule to prevent the concentration of authority with any specific individual for an extended period, we have introduced a retirement age for full-time officers and term limits for outside directors.

As the first to be subject to these new rules, President and Representative Director Kanemitsu has decided to resign at the conclusion of the General Meeting of Shareholders.

<https://www.fujimediahd.co.jp/en/pdf/XT7lUJOXohzWwYmW.pdf>

## □ May

On May 16, the new director candidates were selected, and the management structure of both FMH and Fuji Television, as well as the Board of Directors’ views on the shareholder

proposal, were disclosed.

<https://www.fujimediahd.co.jp/en/pdf/se8u9kEaYwwytaxR.pdf>

<https://www.fujimediahd.co.jp/en/pdf/aQGD465DtnesI8wa.pdf>

At the same time, a Reform Action Plan was announced as our new management guidelines.

<https://www.fujimediahd.co.jp/en/pdf/a7i9Tu3IXKNLJY4B.pdf>

## ■ FY3/25 Results

(Explanation by President Osamu Kanemitsu)

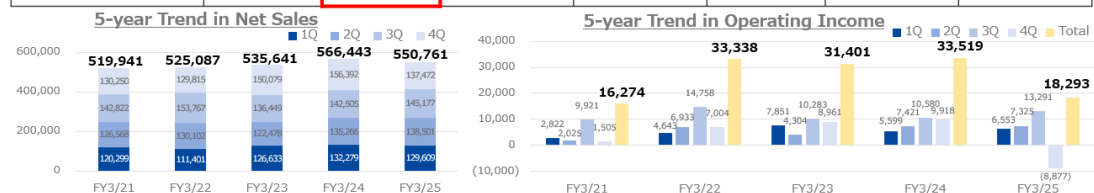
### □ Consolidated Results

Due to the impact of the incident at Fuji TV, both net sales and operating income decreased year on year.

### FY3/25 Consolidated Results

1. FY3/25 Consolidated Results

	FY3/24	FY3/25	YoY		FY3/25 Forecast (25/4/30)	FY3/25 Actual/ FY3/25 Forecast	
Net Sales	566,443	550,761	(15,681)	(2.8)%	550,700	61	100.0%
Operating Income	33,519	18,293	(15,226)	(45.4)%	18,200	93	100.5%
Ordinary Income	39,173	25,180	(13,993)	(35.7)%	25,100	80	100.3%
Net Income (Loss) Attributable to Owners of the Parent	37,082	(20,134)	(57,216)	—	(20,100)	(34)	—



### □ Results by Segment

### Net Sales and Operating Income by Segment

1. FY3/25 Consolidated Results

	Business Segment				Total	Adjustment	Consolidated Statement of Income
		Media & Content	Urban Development, Hotels & Resorts	Other			
Net Sales	FY3/25	404,376	140,990	20,057	565,423	(14,661)	550,761
	FY3/24	433,663	128,316	19,818	581,799	(15,355)	566,443
	YoY	(29,287)	12,673	238	(16,376)	694	(15,681)
	YoY%	(6.8)%	9.9%	1.2%	(2.8)%	—	(2.8)%
Operating Income	FY3/25	(4,085)	24,490	876	21,282	(2,989)	18,293
	FY3/24	15,706	19,537	944	36,187	(2,667)	33,519
	YoY	(19,791)	4,953	(67)	(14,905)	(321)	(15,226)
	YoY%	—	25.4%	(7.1)%	(41.2)%	—	(45.4)%
Operating Income Ratio	FY3/25	(1.0)%	17.4%	4.4%	3.8%	—	3.3%
	FY3/24	3.6%	15.2%	4.8%	6.2%	—	5.9%

## ○ Media & Content Segment

Both net sales and operating income decreased due to the incident. For Fuji Television, the impact of the incident on the content business was minor, resulting in higher gross profit for that segment over the full year. However, a sharp decline in broadcasting revenue in the fourth quarter caused Fuji Television overall to post an operating loss for the full year.

## ○ Urban Development, Hotels & Resorts Segment

Both net sales and operating income increased. THE SANKEI BUILDING recorded decreases in both net sales and operating income due to the difference in scale of sales compared with the previous year, but leasing revenue was strong. GRANVISTA Hotels & Resorts benefited from the growth in domestic tourism and inbound demand, and Kobe Suma Sea World also made a positive contribution.

## Forecast for FY3/26 Results

Due to the continued impact of Fuji TV, we announced a decline in consolidated operating profit in our forecast.

### FY3/26 Consolidated Forecast

2. FY3/26  
Consolidated  
Forecast

Millions of yen

	FY3/25 Results	FY3/26 Forecast	YoY	
Net Sales	550,761	561,000	10,238	1.9%
Operating Income	18,293	2,500	(15,793)	(86.3)%
Ordinary Income	25,180	7,100	(18,080)	(71.8)%
Net Income (Loss) Attributable to Owners of the Parent	(20,134)	10,000	30,134	—

## ■ Management Directions

(Reform Action Plan: Explanation by Executive Vice President Kenji Shimizu)

### □ Purpose and Overview

The “Medium-Term Group Vision” was withdrawn due to changes in the management environment following the Fuji Television incident. In its place, a new “Reform Action Plan” was formulated as the Group’s new management policy.

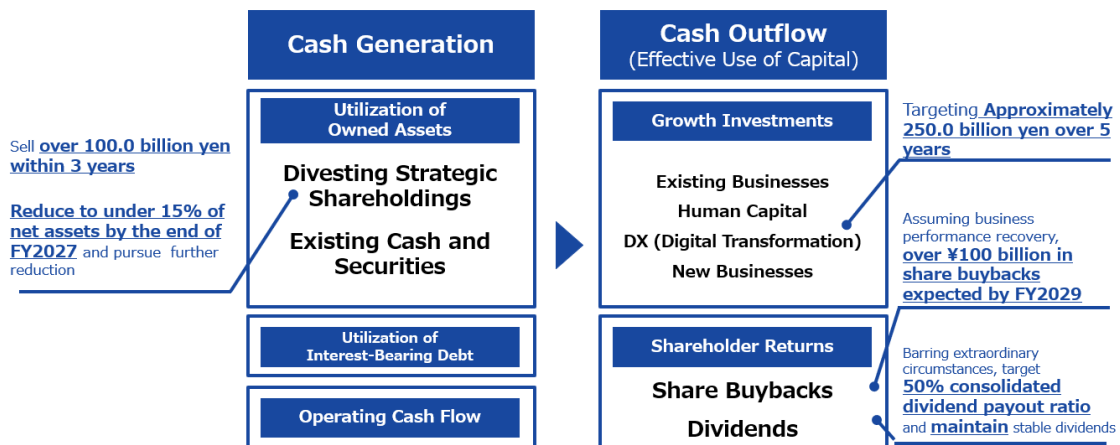
This plan prioritizes human rights, aims to enhance the Group's medium- to long-term corporate value through the promotion of human capital management, advancement of growth strategies via business reforms, and improvement of capital efficiency. The plan will be flexibly updated in line with the pace of business recovery, and a new "Medium-Term Group Vision" will be formulated once conditions allow.

## □ Capital Allocation

### Capital Allocation Policy

4. Reform Action Plan  
Capital Allocation

Promote growth investments and shareholder returns through balance sheet review and strategic use of capital  
→ Target ROE of 8% or higher to increase PBR and enhance corporate value



- Strategic Shareholdings: Execute sales exceeding 100.0 billion yen within three years and reduce their ratio to less than 15% of net assets.
- Growth investments: Investments of approximately 250.0 billion yen over five years envisaged.
- Share repurchases: Over 100.0 billion yen by FY3/30 planned.
- Dividends: Maintain stable and high dividends, with a target consolidated payout ratio of 50%, excluding special factors
- ROE: Aim to achieve ROE of 8% or higher.

### ■ President Kanemitsu's Remarks

In closing, I wish to express my profound gratitude for all the support and guidance I have received from you over nearly 20 years in IR-related matters. I am deeply grateful for all the insights and support you have provided me. Thank you very much. I sincerely ask for your continued support for Fuji Media Holdings.