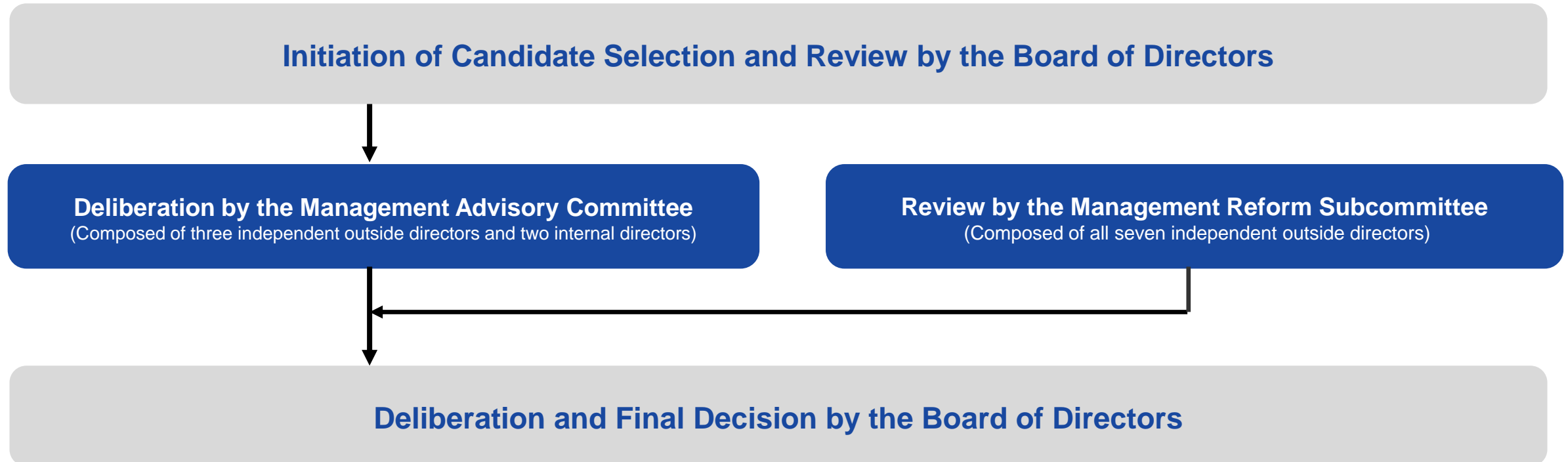


### **3. Our Approach to Board Composition**

# Selection Process for Director Candidates

- Our selection process for directors is carried out in accordance with the Corporate Governance Code.
- Candidates are selected based on careful consideration of their character, insight, and ability to fulfill the duties and responsibilities of a director, with advice and recommendations from the Management Advisory Committee.
- Additionally, in light of recent human rights and compliance issues, the process now includes review by members of the Management Reform Subcommittee—established under the Board of Directors in January 2025 and composed entirely of independent outside directors.



# Our Approach to Board Composition

- Our approach to the composition of the Board of Directors follows the policy outlined in the May 16, 2025 release titled “(Progress and Changes in Disclosed Matters) Changes in Representative Directors and Management Structures of Fuji Media Holdings, Inc. and Fuji Television Network, Inc.”

**Reduce number of directors to streamline the Board**

- ✓ Reduce the number of directors from 17\* to 11 candidates in the current proposal.
- ✓ Enhance the Board’s effectiveness and expedite decision-making

\* Number of directors as of June 2024

**Majority will be independent outside directors**

- ✓ Strengthen objectivity and independence
- ✓ Of the 11 proposed director candidates, 6 are independent outside directors

**At least 30% female directors/  
Lower average age**

- ✓ Ensure diversity within the Board
- ✓ Percentage of female director candidates: 45.5%
- ✓ Promote the appointment of personnel under 50s to significantly lower the average age

**Drive innovation in new business domains and reform business processes**

- Will appoint new members with expertise and experience in:
  - ✓ The future of media, internet and streaming, AI and data science
  - ✓ Corporate revitalization, global business, and urban value creation
  - ✓ Human rights and compliance, human capital management and HR, and international accounting practices

# Skills Matrix and Rationale for Selection (1)

- In light of the recent human rights and compliance incidents at Fuji Television, and the resulting management policy set forth in the Reform Action Plan, we have reexamined and updated our skills matrix.
- Among the skill sets deemed essential for advancing the Reform Action Plan are legal and compliance, human rights and sustainability, human resources and talent development, which are crucial for human capital-driven management, as well as digital/AI and global expertise as future-facing domains. We have comprehensively reassessed these requirements to clarify the roles expected of director candidates.

## Skills Matrix Items

## Rationale for Selection

(1) Corporate Management & Strategy	<ul style="list-style-type: none"><li>• We believe it is important for board members to have expertise that enables them to oversee the formulation of management plans and the execution of corporate strategy that contribute to the long-term enhancement of corporate value. Additionally, <b>it is essential to have individuals who can lead organizational reforms and cultural transformations to adapt to changing operating environments, as well as demonstrate leadership to ensure optimal allocation of management resources for the entire group.</b></li></ul>
(2) Industry Knowledge	<ul style="list-style-type: none"><li>• In the media and content business sector, <b>expertise and experience in the field are required to formulate business strategies that respond to changing user media consumption, greater diversity of content and IP, and trends toward globalization.</b></li><li>• In urban development and tourism business, it is essential to appoint personnel with expertise in these fields in order to <b>effectively utilize assets and improve profitability through investment</b>, while anticipating trends in the real estate market and tourism demand.</li></ul>
(3) Legal & Compliance	<ul style="list-style-type: none"><li>• It is essential to have insight into a wide range of legal regulations that govern business and corporate operations, and to be able to appropriately respond to them.</li><li>• In addition, <b>to ensure strict compliance, a deep understanding of relevant legal frameworks, as well as mechanisms that enhance their effectiveness, is considered essential. From the perspective of our public role and social responsibility as a certified broadcasting holding company, it is also crucial to secure individuals with high ethical standards.</b></li></ul>

# Skills Matrix and Rationale for Selection (2)

Skills Matrix Items		Rationale for Selection
New	(4) Human Rights & Sustainability	<ul style="list-style-type: none"> <li>• <b>Upholding human rights is at the heart of our group's management.</b> By implementing our group's human rights policy, strengthening harassment prevention and human rights protection mechanisms, and considering the interests of business partners and talent, we seek to appoint individuals with the expertise and experience needed to build relationships with our diverse stakeholders <b>and further enhance our organizational structure.</b></li> <li>• Furthermore, <b>the formulation and execution of sustainability and ESG strategies from multiple perspectives is essential,</b> and the ability to maintain strong, trustworthy relationships with stakeholders while driving sustainable corporate value is highly sought after.</li> </ul>
New	(5) Human Resources & Talent Development	<ul style="list-style-type: none"> <li>• To attract, retain, and enable talented personnel to thrive, it is necessary to establish a highly transparent personnel system founded on incentives and fair evaluation.</li> <li>• Moreover, <b>in order to ensure organizational diversity,</b> there is a growing need for organizational design that takes age and gender balance into account. <b>By fostering an organizational culture that ensures psychological safety,</b> we aim to build a <b>knowledge base that strengthens our human capital and supports sustainable growth.</b></li> </ul>
	(6) Finance & Accounting	<ul style="list-style-type: none"> <li>• Expert financial knowledge is essential for evaluating growth investments, shareholder returns, and fundraising strategies.</li> <li>• Our group generates revenue from a diverse range of businesses with varying investment payback periods and levels of profitability. Accordingly, <b>specialized expertise in optimal capital allocation and investment decision-making</b> is required for effective financial management. In addition, <b>developing capital policies that promote capital efficiency</b> and <b>the capacity to establish and manage appropriate financial KPIs</b> are also of key importance.</li> </ul>
New	(7) Digital & AI	<ul style="list-style-type: none"> <li>• Enhancing our rapidly growing streaming business and expanding our digital content requires <b>the adoption of cutting-edge technologies.</b></li> <li>• In addition, to improve content quality and operational efficiency through the use of AI, the ability to <b>adapt to a rapidly evolving digital landscape and integrate technological innovation into business strategy with foresight and decisive action</b> is indispensable.</li> </ul>
New	(8) Global	<ul style="list-style-type: none"> <li>• To expand content overseas and strengthen tourism that addresses the high demand from inbound travelers, <b>a global perspective and appreciation of diverse cultures</b> are essential.</li> <li>• In our media and content business, we are expected to leverage international platforms for global market expansion, while possessing expertise in creating content that resonates with audiences from various cultural backgrounds. In urban development and tourism business, we also seek knowledge regarding the development and enhancement of facilities and services attuned to the needs of overseas visitors to Japan.</li> </ul>