

# **Towards Group Reform of Fuji Media Holdings Group**

**April 30, 2025**



# Fuji Media Holdings: Toward Group Reform

In order to ensure that human rights violations never occur within our group companies, we will immediately implement the following eight measures to **fundamentally reform governance and raise awareness of human rights and compliance** throughout the group. Progress will be disclosed as appropriate, and reforms will be advanced with transparency.

## Governance Reform

### Issues to Be Addressed

It is acknowledged as a point of reflection that, due to a lack of transparency in the executive appointment process, individuals with insufficient awareness of human rights and compliance were in management positions at Fuji Television, an organizational culture was fostered in which it was difficult to voice dissent, and proper reporting to the parent company did not take place.

⇒ It is essential to **make the executive appointment process transparent and to establish a system in which a specific individual does not retain authority for an extended period**

1

**Establish a Nomination & Remuneration Committee, and consider transitioning to a “Company with Nomination Committee, etc.”**

A **Nomination & Remuneration Committee**, with a majority of independent outside directors, **will be established in June (planned)** to ensure transparency in the executive appointment process and remuneration system. In addition to increasing the ratio of stock-based compensation, remuneration will also be linked to management targets such as the engagement score (as described below) in order to clarify accountability for driving organizational culture reform. **It will be possible for the chairperson of the board of directors to belt will be possible for the chairperson of the board of directors to be an independent outside director. and the company is considering transitioning to a company with a nomination committee, etc., in June 2026.**

2

**Introduce executive retirement age and term limits, and ensure diversity in the Board of Directors**

In April, **an executive retirement age and term limit system was introduced, and in June, the senior advisor and advisor systems will be abolished**, as part of a framework designed to prevent authority from being concentrated in specific individuals for extended periods. Additionally, in the new structure from June, the proportion of female directors on the Board will be set at 30% or higher and the average age will be lowered to encourage more diverse discussions. Going forward, **the basic policy is to maintain a female ratio of at least 30%.** The company will also aim for a female ratio of 30% or higher among managers and will promote the appointment of younger employees.

3

**Formulate a succession plan (for developing potential successors)**

In order to ensure **fair and highly transparent selection of management successors**, we will begin formulating a succession plan by June, aiming for the long-term and systematic development of the next generation of management leaders. Through development programs that provide diverse skills and experiences, we will **foster executives capable of responding to changing times and management risks**, thereby enhancing corporate value.

4

**Establish a risk policy committee and strengthen oversight functions for human rights and other risks**

We will reorganize the Management Reform Subcommittee into the Risk Policy Committee, which will be composed of independent outside directors and external experts. This committee will extract, evaluate, and formulate policies regarding risks from an objective perspective, thereby **strengthening the supervisory and monitoring function of the Board of Directors with respect to the executive team.**

## Enhancing awareness of human right and compliance, and strengthening the organizational framework

### Issues to Be Addressed

Due to instances of mistaken understanding regarding compliance at Fuji Television, FMH recognizes the need for all officers and employees across the group to reaffirm the importance of human rights and compliance and further raise awareness.

⇒ In addition to **urgently pursuing greater awareness reform**, establish a system that strictly addresses any incidents of harassment should they occur

5

**Established a “Group Human Rights Committee” and continue implementing human rights due diligence**

A Group Human Rights Committee was established, with the FMH President as chair and presidents of each Group company as members. An outside expert in the human rights field will be asked to serve as vice-chair of the committee, which will (1) promote ongoing human rights due diligence and (2) work to develop effective human rights redress mechanisms. Furthermore, the “Legal and Compliance Department” was launched in April as the department in charge, in order to strengthen and expand these functions.

6

**Position the enhancement of human rights and compliance awareness as the highest management priority for the entire group**

By **making it mandatory to report compliance incidents from each company** at the Group Presidents’ Meeting, FMH will raise awareness throughout the group to ensure that any incidents are reliably reported to FMH when they occur. In addition, training will be required for all officers and employees **to foster a workplace environment in which harassment and human rights violations are never tolerated.**

7

**Establish a safe and supportive environment where victims can consult with confidence**

**We will make the existing group whistleblowing hotlines and each company’s harassment consultation desks easier to use**, and further enhance their functions by **establishing a new contact point where victims can consult directly with lawyers.** In addition, through ongoing dialogue and various surveys involving employees, business partners, and other stakeholders, we will work to prevent the occurrence of harassment incidents.

8

**Incorporate engagement score improvement in management targets and disclosing progress status**

To verify the effectiveness of each measure, **indicators such as engagement scores, employee satisfaction, and understanding of human rights and compliance will be quantified and incorporated into management objectives.** The progress of awareness and workplace reforms will be monitored and disclosed, and **the achievement levels will be linked to executive compensation** to ensure steady efforts toward attaining these targets.