

# Challenge for Growth and Evolution

**Ishihara Sangyo Kaisha**

Annual Report 2018

Year Ended March 31, 2018



**Forward-Looking Statements**

Forward-looking statements in this report relating to operational result forecasts are based on certain assumptions that the Company believes are reasonable and involve risks and uncertainties. Actual results may differ significantly from these forecasts, affected by various material factors.

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# Consolidated Financial Highlights

For the year ended March 31, 2018

|                                                                     | Millions of yen |          |          | Thousands of<br>U.S. dollars<br>(Note) |
|---------------------------------------------------------------------|-----------------|----------|----------|----------------------------------------|
|                                                                     | 2018            | 2017     | 2016     | 2018                                   |
| <b>For the years ended March 31,</b>                                |                 |          |          |                                        |
| Net sales:                                                          |                 |          |          |                                        |
| Domestic .....                                                      | ¥ 50,309        | ¥ 46,734 | ¥ 48,982 | \$ 473,496                             |
| Overseas .....                                                      | 57,692          | 54,867   | 53,921   | 542,984                                |
| Total .....                                                         | 108,001         | 101,601  | 102,903  | 1,016,480                              |
| <b>Sales classified by business segment:</b>                        |                 |          |          |                                        |
| Inorganic chemicals.....                                            | 54,441          | 47,504   | 49,922   | 512,386                                |
| Organic chemicals.....                                              | 50,461          | 51,064   | 49,509   | 474,927                                |
| Other businesses .....                                              | 3,099           | 3,033    | 3,472    | 29,167                                 |
| Total .....                                                         | 108,001         | 101,601  | 102,903  | 1,016,480                              |
| Operating income .....                                              | 10,022          | 8,416    | 8,315    | 94,325                                 |
| Net income .....                                                    | 3,442           | 3,804    | 9,152    | 32,395                                 |
| Depreciation and amortization of property, plant and equipment..... | 4,639           | 4,660    | 5,350    | 43,661                                 |
| Research and development costs.....                                 | 8,707           | 8,173    | 8,989    | 81,948                                 |
| <b>As of March 31,</b>                                              |                 |          |          |                                        |
| Current assets.....                                                 | 105,554         | 104,005  | 110,494  | 993,449                                |
| Total assets .....                                                  | 159,767         | 156,871  | 163,056  | 1,503,689                              |
| Current liabilities.....                                            | 47,991          | 47,311   | 49,726   | 451,680                                |
| Net assets.....                                                     | 67,137          | 62,981   | 58,934   | 631,877                                |

|                                           | Yen      |          |          | U.S. dollars<br>(Note) |
|-------------------------------------------|----------|----------|----------|------------------------|
| <b>Per share data</b>                     |          |          |          |                        |
| Net income .....                          | ¥ 86.12  | ¥ 95.15  | ¥ 228.88 | \$ 0.81                |
| Net assets.....                           | 1,679.77 | 1,575.53 | 1,474.01 | 15.81                  |
| Number of employees (as of March 31)..... | 1,578    | 1,581    | 1,604    | —                      |

Note: The U.S. dollar amounts in this report have been translated from the yen amounts, for convenience only, at ¥106.25 =U.S.\$1.00, the rate of exchange prevailing on March 31, 2018.

# To Our Shareholders and Friends



Kenichi Tanaka  
President & CEO

The global markets in fiscal 2017, ended March 2018, saw stable economic growth in the USA on growth in personal consumption and capital investments, and a steady trend towards economic recovery in Europe. In Asia, the economy overall continued on a trend of mild recovery thanks to steady economic growth in China on improved infrastructure investments and exports. The Japanese economy maintained a trend of mild growth underpinned by favorable corporate earnings, increased capital investments, and steady consumer spending.

The market influencing the main businesses of the ISK Group saw improvement in the sales environment by continued growth in overseas markets due to a tightening of the global supply and demand balance for titanium dioxide. On the other hand, rising titanium ore prices and a clear trend towards rising raw materials costs have created conditions that make it impossible to avoid the impact on costs in the future. Agrochemical market demand was stagnant overall and general inconsistency between regions. It was firm in North America and Asia on increases in land used for crop planting area and the impact of good weather. However, the demand in South America was kept low due to continuously high inventory stock at distribution levels in Brazil.

Under such conditions, the ISK Group entered into the final year of our 6<sup>th</sup> Medium-Term Business Plan (MTP). The inorganic chemicals business worked on technology development and sales development in high value-added fields. The organic chemicals business advanced efforts related to launching new agrochemicals to market and strengthening our overseas sales offices.

As a result, net sales for the year under review increased to ¥108.0 billion [US\$1,016 million] (up ¥6.3 billion YoY), operating income increased to ¥10.0 billion [US\$94 million] (up ¥1.6 billion YoY), and ordinary income increased to ¥8.4 billion [US\$79 million] (up ¥2.4 billion YoY), representing increased revenues and income compared to the previous fiscal year. On the other hand, net income attributable to parent company shareholders decreased to ¥3.4 billion [US\$32 million] (down ¥0.3 billion YoY). Income declined due to having recorded extraordinary losses in the form of a provision for environmental and safety arrangements incidental to becoming able to make reasonable estimates of the expenses required in relation to soil and groundwater pollution at the Yokkaichi Plant, which were announced following a general compliance inspection conducted in 2008. These expenses include costs related to landfill construction, future response, and removal.

This year represented the first time in 13 fiscal years that we were able to eliminate losses carried forward for nonconsolidated accounting.

Under the slogan of “Challenge for 2020”, to aim for the realization of the ideal model of “a company with a brand power as strong and responsible chemical company” for our Group by 2020, the year of our 100th anniversary, the ISK Group has outlined our 7<sup>th</sup> MTP, a three-year plan for fiscal 2018 through fiscal 2020.

## **Ideal model for the ISK Group ahead of our 100th anniversary (2020)**

A strong and responsible chemical company with excellent brand power

### **“A strong chemical company”**

- Use proprietary technology to develop a globally competitive business
- Develop high value-added and highly profitable businesses that realize continuous growth and stable income supported by technical innovation

### **“A responsible chemical company”**

- As a good corporate citizen, conduct environment activities and social contribution activities, communicate with local residents, focus on increasing value for stakeholders, and be a company of which employees be proud.

## Policies of MTP

This MTP continues to undertake the business issues outlined in the previous MTP - strengthening existing businesses and growth platforms. We will firmly protect existing businesses while enhancing aggressive initiatives aimed at growth. We will aim for the realization of a chemical company that is appealing for all our stakeholders.

In the final year of the MTP in fiscal 2020, we will aim for consolidated net sales of ¥131.0 billion [US\$1,191 million] and consolidated operating income of ¥12.1 billion [US\$110 million]. We will steadily accumulate fiscal year income and enhance shareholder capital while also building a firm income platform and financial platform capable of withstanding changes in the external environment in order to achieve the resumption of dividends as soon as possible during this three-year period of the MTP.

For the inorganic chemicals business, we will use our record of providing a stable supply of titanium dioxide in the domestic paint and ink industries as a platform for developing original materials with the value required by the market and users. Aiming to launch these materials globally, we will focus on building a framework of protection and aggression that maintains our existing profitability while enabling us to pursue growth. Specifically, we will continue to solidify our top share on the domestic market and technical superiority for titanium dioxide. We also will implement aggressive initiatives aimed at expanding sales of highly functional, high value-added products that take advantage of our proprietary particle synthesis technology and surface treatment technology, including our super weatherability pigments, which are steadily increasing sales on the domestic markets, as well as our newly developed matte finishes and creative pigments. For functional materials, we will utilize the strengths of our advanced microparticulation technology and vast product line to accelerate sales growth, particularly for electronic component materials and conductive materials, areas that are expected to grow in the future. For development, we will not be bound by the business domains of inorganic and organic. We will advance development into new materials and technology based on innovative ideas that account for the changing times.

For the organic chemicals business, we will enhance our capabilities in the areas of organic synthesis technology, which has enabled us to create highly safe and highly effective products, increase registration of agrochemicals in countries around the world, and strengthen our development and registration capabilities in local markets. Through these initiatives, we will grow into an R&D-oriented manufacturer with a presence on global agrochemical markets. Specifically, amid strengthening global regulation of agrochemicals, we will steadily work to obtain and maintain registrations for proprietary agents in countries around the world. For sales, we will enhance our internal network of sales promotion sites in Japan and overseas to reinforce sales promotion policies for proprietary agents. For production, we will work to further reduce costs and increase competitiveness. For R&D, we will focus on elevating R&D to a stage of environmentally and people friendly innovation for new agrochemicals. Through these initiatives, we will soundly protect our existing business platform while advancing aggressive initiatives aimed at expanding sales of new agents in major markets and capturing growth demand in emerging markets.

As a new growth platform, we are developing new businesses in fields such as animal health products and biopharmaceuticals. Looking to generate income from an early stage, we will reduce the impact on our financial structure while promoting efficient business development. Specifically, we will gain solid results from the launch of animal health product sales in Japan during 2018 and accelerate development in Europe and America. The biopharmaceutical HVJ-E we are developing in collaboration with the University of Osaka is steadily progressing with clinical trials. We will quickly establish partnerships with external companies to compensate for functions we cannot fulfill within our Group in order to develop our Group's first cancer drug into a major product.

### Management targets (consolidated)

|                                                | 100 millions of yen |                  |                  | Millions of U.S. dollars (Note) |                  |                  |
|------------------------------------------------|---------------------|------------------|------------------|---------------------------------|------------------|------------------|
|                                                | FY2018<br>Target    | FY2019<br>Target | FY2020<br>Target | FY2018<br>Target                | FY2019<br>Target | FY2020<br>Target |
| Net sales                                      | ¥1,090              | ¥1,200           | ¥1,310           | \$ 991                          | \$ 1,091         | \$ 1,191         |
| Operating income<br>(margin)                   | 44 (4%)             | 80 (7%)          | 121 (9%)         | 40 (4%)                         | 73 (7%)          | 110 (9%)         |
| Ordinary income                                | 33                  | 69               | 108              | 30                              | 63               | 98               |
| Net income attributable<br>to owners of parent | 18                  | 49               | 81               | 16                              | 45               | 74               |
| ROE (return on equity)                         | 3%                  | 7%               | 10%              | 3%                              | 7%               | 10%              |

Note: The US\$ amounts in this table are converted based on ¥110 = US\$1, the assumed rate for the three-year period between fiscal 2018 and fiscal 2020.

The Group has formulated a “Basic Philosophy” and “Code of Conduct” to represent the fundamental and universal values shared by all its employees in the execution of their work activities.

#### Basic Philosophy

- Contribute to social development, protection of life and environmental preservation
- Respect shareholders, customers, suppliers, local communities and employees
- Abide by laws and regulations; maintain transparency in business activities

#### Code of Conduct

- We will strictly observe laws, regulations, social norms and Company rules, while steadfastly adhering to high ethical standards, so as to gain social trust in our business.
- In manufacturing activities, we will place the utmost priority on global environmental protection, and worker safety, and will work to prevent any workplace accident or injury.
- On the basis of respect for human rights, we will promote mutual understanding and cooperation among employees, in order to create an open and friendly workplace.
- To maintain transparency in our business activities, as a corporate citizen, we will promote communication with local communities and society, and will disclose corporate information in a timely and appropriate manner.

With all employees constantly mindful of and practicing the Basic Philosophy and Code of Conduct, the ISK Group will strive to foster progress of society through growth as a robust development-oriented corporation that adapts to the changing times and environment.

We look forward to your ongoing support and understanding.

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Kenichi Tanaka  
President & CEO

# Business Overview

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## Inorganic Chemicals

Sales volume of titanium dioxide outperformed the previous year both in Japan and overseas thanks to a tightening of the global demand and supply balance, resulting in net sales of ¥43.3 billion [US\$408 million] (up ¥6.2 billion YoY).

Functional materials recorded net sales of ¥11.1 billion [US\$105 million] (up ¥0.6 billion YoY) on increased sales due to strong demand for electronic components and favorable sales of conductive materials.

Income increased thanks to sales volume growth pushed by firm demand for titanium dioxide and functional materials, continued efforts to revise the sales price for titanium dioxide, and the benefits of cost reduction efforts.

As a result, net sales for the inorganic chemicals business increased to ¥54.4 billion [US\$512 million] (up ¥6.9 billion YoY) and operating income increased to ¥7.9 billion [US\$75 million] (up ¥2.9 billion YoY).

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## Organic Chemicals

For agrochemicals, sales in Japan were largely unchanged year on year thanks to domestic and overseas sales activities aimed at the launch of new products and promoting products immediately after launch to market. However, overseas sales decreased year on year. In recent years, sales in North America and Asia, where we have worked to increased sales promotion, have been firm supported by increased demand for insecticides and herbicides. However, in Europe sales decreased for insecticides, for which sales were favorable last year, and sales of fungicides decreased due to the influence of weather.

Sales of contracted active pharmaceutical ingredients were largely unchanged from the previous year.

Income decreased due to a decline in overseas sales of agrochemicals and increased R&D expenses.

As a result, net sales for the organic chemicals business decreased to ¥50.4 billion [US\$475 million] (down ¥0.6 billion YoY) and operating income decreased to ¥3.5 billion [US\$34 million] (down ¥1.3 billion YoY).

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## Other Businesses

Net sales from other businesses were largely unchanged at ¥3.0 billion [US\$29 million] and operating income increased to ¥0.6

billion [US\$6 million] (up ¥0.1 billion YoY).

# Consolidated Balance Sheet

As of March 31, 2018

|                                                    | Millions of yen  |                  | Thousands of<br>U.S. dollars<br>(Note 1) |
|----------------------------------------------------|------------------|------------------|------------------------------------------|
|                                                    | 2018             | 2017             | 2018                                     |
| <b>Assets</b>                                      |                  |                  |                                          |
| <b>Current assets:</b>                             |                  |                  |                                          |
| Cash and deposits (Notes 3, 9 and 18).....         | ¥ 30,297         | ¥ 28,347         | \$ 285,148                               |
| Trade receivables (Notes 4 and 18):                |                  |                  |                                          |
| Notes .....                                        | 2,636            | 1,885            | 24,809                                   |
| Accounts .....                                     | 27,245           | 23,523           | 256,424                                  |
|                                                    | 29,881           | 25,408           | 281,233                                  |
| Less allowance for doubtful receivables .....      | (414)            | (195)            | (3,897)                                  |
| Trade receivables, net .....                       | 29,467           | 25,213           | 277,336                                  |
| Inventories (Note 6) .....                         | 41,494           | 47,105           | 390,532                                  |
| Deferred income taxes (Note 13) .....              | 2,167            | 1,439            | 20,395                                   |
| Other current assets .....                         | 2,129            | 1,901            | 20,038                                   |
| Total current assets .....                         | 105,554          | 104,005          | 993,449                                  |
| <b>Property, plant and equipment:</b>              |                  |                  |                                          |
| Land (Notes 8 and 9) .....                         | 5,709            | 5,313            | 53,732                                   |
| Buildings and structures (Notes 8 and 9) .....     | 36,810           | 35,923           | 346,447                                  |
| Machinery and equipment (Notes 7, 8 and 9) .....   | 113,348          | 113,235          | 1,066,805                                |
| Leased assets (Note 8) .....                       | 2,763            | 3,078            | 26,005                                   |
| Construction in progress .....                     | 3,972            | 2,970            | 37,383                                   |
|                                                    | 162,602          | 160,519          | 1,530,372                                |
| Less accumulated depreciation .....                | (121,759)        | (121,335)        | (1,145,967)                              |
| Property, plant and equipment, net (Note 24) ..... | 40,843           | 39,184           | 384,405                                  |
| <b>Investments and other assets:</b>               |                  |                  |                                          |
| Investments in securities (Notes 5, 9 and 18):     |                  |                  |                                          |
| Unconsolidated subsidiaries and affiliates .....   | 2,137            | 1,893            | 20,113                                   |
| Other .....                                        | 2,048            | 1,883            | 19,275                                   |
| Total investments in securities .....              | 4,185            | 3,776            | 39,388                                   |
| Deferred income taxes (Note 13) .....              | 7,421            | 7,963            | 69,845                                   |
| Asset for retirement benefits (Note 11) .....      | 15               | 16               | 141                                      |
| Other .....                                        | 1,749            | 1,927            | 16,461                                   |
| Total investments and other assets .....           | 13,370           | 13,682           | 125,835                                  |
| <b>Total assets (Note 24) .....</b>                | <b>¥ 159,767</b> | <b>¥ 156,871</b> | <b>\$ 1,503,689</b>                      |

See notes to consolidated financial statements.



|                                                                                     | Millions of yen |           | Thousands of<br>U.S. dollars<br>(Note 1) |
|-------------------------------------------------------------------------------------|-----------------|-----------|------------------------------------------|
|                                                                                     | 2018            | 2017      | 2018                                     |
| <b>Liabilities and net assets</b>                                                   |                 |           |                                          |
| <b>Current liabilities:</b>                                                         |                 |           |                                          |
| Short-term bank loans (Notes 9 and 18) .....                                        | ¥ 10,410        | ¥ 13,650  | \$ 97,976                                |
| Current portion of long-term bank loans (Notes 9 and 18) .....                      | 13,538          | 13,490    | 127,416                                  |
| Current portion of bonds (Notes 9 and 18) .....                                     | 390             | 280       | 3,671                                    |
| Trade payables (Notes 4 and 18):                                                    |                 |           |                                          |
| Notes .....                                                                         | 2,979           | 1,236     | 28,038                                   |
| Accounts .....                                                                      | 9,110           | 9,106     | 85,741                                   |
|                                                                                     | 12,089          | 10,342    | 113,779                                  |
| Lease obligations (Notes 9 and 18) .....                                            | 449             | 478       | 4,226                                    |
| Accrued income taxes (Note 13) .....                                                | 1,291           | 348       | 12,151                                   |
| Accrued expenses .....                                                              | 4,337           | 3,718     | 40,819                                   |
| Accrued bonuses for employees .....                                                 | 768             | 654       | 7,228                                    |
| Reserve for sales returns .....                                                     | 36              | 31        | 339                                      |
| Reserve for implementation of environmental and safety arrangements .....           | 133             | 358       | 1,252                                    |
| Provision for maintenance .....                                                     | 261             | –         | 2,456                                    |
| Provision for loss on liquidation of a subsidiary .....                             | 1               | 6         | 9                                        |
| Other current liabilities .....                                                     | 4,288           | 3,956     | 40,358                                   |
| Total current liabilities .....                                                     | 47,991          | 47,311    | 451,680                                  |
| <b>Long-term liabilities:</b>                                                       |                 |           |                                          |
| Long-term bank loans (Notes 9 and 18) .....                                         | 20,575          | 27,501    | 193,647                                  |
| Bonds (Notes 9 and 18) .....                                                        | 2,010           | 280       | 18,918                                   |
| Lease obligations (Notes 9 and 18) .....                                            | 721             | 878       | 6,786                                    |
| Liability for retirement benefits (Note 11) .....                                   | 12,778          | 12,603    | 120,264                                  |
| Long-term deposits received .....                                                   | 1,198           | 1,173     | 11,275                                   |
| Reserve for implementation of environmental and safety arrangements (Note 16) ..... | 3,642           | 1,052     | 34,278                                   |
| Asset retirement obligations (Note 10) .....                                        | 717             | 781       | 6,748                                    |
| Liabilities from application of equity method .....                                 | 908             | 605       | 8,546                                    |
| Other long-term liabilities .....                                                   | 2,090           | 1,706     | 19,670                                   |
| Total long-term liabilities .....                                                   | 44,639          | 46,579    | 420,132                                  |
| <b>Contingent liabilities (Note 12)</b>                                             |                 |           |                                          |
| <b>Net assets:</b>                                                                  |                 |           |                                          |
| Shareholders' equity (Note 14):                                                     |                 |           |                                          |
| Common stock:                                                                       |                 |           |                                          |
| Authorized: 100,000 thousand shares in 2018 and 2017                                |                 |           |                                          |
| Issued: 40,384 thousand shares in 2018 and 2017 .....                               | 43,421          | 43,421    | 408,668                                  |
| Capital surplus .....                                                               | 10,627          | 10,627    | 100,019                                  |
| Retained earnings .....                                                             | 14,736          | 11,294    | 138,691                                  |
| Less treasury stock, at cost:                                                       |                 |           |                                          |
| 416 thousand shares in 2018 and 409 thousand shares in 2017 .....                   | (720)           | (710)     | (6,776)                                  |
| Total shareholders' equity .....                                                    | 68,064          | 64,632    | 640,602                                  |
| Accumulated other comprehensive income (loss):                                      |                 |           |                                          |
| Net unrealized holding gain on securities .....                                     | 670             | 566       | 6,306                                    |
| Unrealized deferred loss on hedges .....                                            | –               | (0)       | –                                        |
| Translation adjustments .....                                                       | (1,072)         | (1,671)   | (10,090)                                 |
| Retirement benefits liability adjustments .....                                     | (525)           | (546)     | (4,941)                                  |
| Total accumulated other comprehensive loss .....                                    | (927)           | (1,651)   | (8,725)                                  |
| Total net assets .....                                                              | 67,137          | 62,981    | 631,877                                  |
| Total liabilities and net assets .....                                              | ¥ 159,767       | ¥ 156,871 | \$ 1,503,689                             |

See notes to consolidated financial statements.

# Consolidated Statement of Income

For the year ended March 31, 2018

|                                                                                   | Millions of yen |           | Thousands of<br>U.S. dollars<br>(Note 1) |
|-----------------------------------------------------------------------------------|-----------------|-----------|------------------------------------------|
|                                                                                   | 2018            | 2017      | 2018                                     |
| Net sales (Note 24) .....                                                         | ¥ 108,001       | ¥ 101,601 | \$ 1,016,480                             |
| Cost of sales (Notes 6 and 15) .....                                              | 74,071          | 70,623    | 697,139                                  |
| Gross profit .....                                                                | 33,930          | 30,978    | 319,341                                  |
| Selling, general and administrative expenses (Note 15) .....                      | 23,908          | 22,562    | 225,016                                  |
| Operating income (Note 24) .....                                                  | 10,022          | 8,416     | 94,325                                   |
| Other income:                                                                     |                 |           |                                          |
| Interest and dividend income .....                                                | 218             | 127       | 2,052                                    |
| Gain on sales of raw materials .....                                              | 100             | 104       | 941                                      |
| Commission fee .....                                                              | 150             | 187       | 1,412                                    |
| Other .....                                                                       | 182             | 214       | 1,713                                    |
|                                                                                   | 650             | 632       | 6,118                                    |
| Other expenses:                                                                   |                 |           |                                          |
| Interest expense .....                                                            | 919             | 1,125     | 8,649                                    |
| Foreign exchange loss, net .....                                                  | 709             | 372       | 6,673                                    |
| Equity in losses of affiliates .....                                              | 51              | 951       | 480                                      |
| Other .....                                                                       | 579             | 652       | 5,450                                    |
|                                                                                   | 2,258           | 3,100     | 21,252                                   |
| Ordinary income .....                                                             | 8,414           | 5,948     | 79,191                                   |
| Extraordinary gains:                                                              |                 |           |                                          |
| Subsidy income .....                                                              | 7               | 33        | 66                                       |
|                                                                                   | 7               | 33        | 66                                       |
| Extraordinary losses:                                                             |                 |           |                                          |
| Loss on disposal of fixed assets .....                                            | 613             | 566       | 5,769                                    |
| Reserve for implementation of environmental and safety arrangements (Note 16) ... | 2,783           | 2         | 26,193                                   |
| Loss on impairment of fixed assets (Notes 8 and 24) .....                         | 55              | 967       | 518                                      |
| Other .....                                                                       | 53              | 33        | 499                                      |
|                                                                                   | 3,504           | 1,568     | 32,979                                   |
| Income before income taxes .....                                                  | 4,917           | 4,413     | 46,278                                   |
| Income taxes (Note 13):                                                           |                 |           |                                          |
| Current .....                                                                     | 1,563           | 940       | 14,711                                   |
| Deferred .....                                                                    | (88)            | (331)     | (828)                                    |
|                                                                                   | 1,475           | 609       | 13,883                                   |
| Net income (Note 22) .....                                                        | 3,442           | 3,804     | 32,395                                   |
| Net income attributable to:                                                       |                 |           |                                          |
| Owners of parent .....                                                            | ¥ 3,442         | ¥ 3,804   | \$ 32,395                                |

See notes to consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended March 31, 2018

|                                                                                                                         | Millions of yen |         | Thousands of<br>U.S. dollars<br>(Note 1) |
|-------------------------------------------------------------------------------------------------------------------------|-----------------|---------|------------------------------------------|
|                                                                                                                         | 2018            | 2017    | 2018                                     |
| Net income                                                                                                              | ¥ 3,442         | ¥ 3,804 | \$ 32,395                                |
| Other comprehensive income (Note 20):                                                                                   |                 |         |                                          |
| Net unrealized holding gain on securities .....                                                                         | 104             | 322     | 979                                      |
| Unrealized deferred gain (loss) on hedges .....                                                                         | 0               | (0)     | 0                                        |
| Translation adjustments .....                                                                                           | 719             | (419)   | 6,767                                    |
| Retirement benefits liability adjustments .....                                                                         | 21              | 235     | 198                                      |
| Other comprehensive (loss) income of affiliates accounted<br>for by the equity method attributable to the Company ..... | (120)           | 112     | (1,130)                                  |
| Total other comprehensive income                                                                                        | 724             | 250     | 6,814                                    |
| Comprehensive income                                                                                                    | ¥ 4,166         | ¥ 4,054 | \$ 39,209                                |
| Total comprehensive income attributable to:                                                                             |                 |         |                                          |
| Owners of parent .....                                                                                                  | ¥ 4,166         | ¥ 4,054 | \$ 39,209                                |

See notes to consolidated financial statements.

# Consolidated Statement of Changes in Net Assets

Year ended March 31, 2018

|                                                                  | Millions of yen                           |              |                 |                   |                         |                                               |                                    |                         |                                           |                  |
|------------------------------------------------------------------|-------------------------------------------|--------------|-----------------|-------------------|-------------------------|-----------------------------------------------|------------------------------------|-------------------------|-------------------------------------------|------------------|
|                                                                  | Shareholders' equity                      |              |                 |                   |                         | Accumulated other comprehensive income (loss) |                                    |                         |                                           |                  |
|                                                                  | Number of shares of common stock in issue | Common stock | Capital surplus | Retained earnings | Treasury stock, at cost | Net unrealized holding gain on securities     | Unrealized deferred loss on hedges | Translation adjustments | Retirement benefits liability adjustments | Total net assets |
| Balance at April 1, 2016 .....                                   | 403,839,431                               | ¥ 43,421     | ¥ 10,627        | ¥ 7,490           | ¥ (703)                 | ¥ 244                                         | ¥ –                                | ¥ (1,364)               | ¥ (781)                                   | ¥ 58,934         |
| Net income attributable to owners of parent for the period ..... | –                                         | –            | –               | 3,804             | –                       | –                                             | –                                  | –                       | –                                         | 3,804            |
| Acquisition of treasury stock .....                              | –                                         | –            | –               | –                 | (7)                     | –                                             | –                                  | –                       | –                                         | (7)              |
| Disposition of treasury stock .....                              | –                                         | –            | 0               | –                 | 0                       | –                                             | –                                  | –                       | –                                         | 0                |
| Other changes .....                                              | (363,455,488)                             | –            | –               | –                 | –                       | 322                                           | (0)                                | (307)                   | 235                                       | 250              |
| Balance at April 1, 2017 .....                                   | 40,383,943                                | ¥ 43,421     | ¥ 10,627        | ¥ 11,294          | ¥ (710)                 | ¥ 566                                         | ¥ (0)                              | ¥ (1,671)               | ¥ (546)                                   | ¥ 62,981         |
| Net income attributable to owners of parent for the period ..... | –                                         | –            | –               | 3,442             | –                       | –                                             | –                                  | –                       | –                                         | 3,442            |
| Acquisition of treasury stock .....                              | –                                         | –            | –               | –                 | (10)                    | –                                             | –                                  | –                       | –                                         | (10)             |
| Disposition of treasury stock .....                              | –                                         | –            | 0               | –                 | 0                       | –                                             | –                                  | –                       | –                                         | 0                |
| Other changes .....                                              | –                                         | –            | –               | –                 | –                       | 104                                           | 0                                  | 599                     | 21                                        | 724              |
| Balance at March 31, 2018 .....                                  | 40,383,943                                | ¥ 43,421     | ¥ 10,627        | ¥ 14,736          | ¥ (720)                 | ¥ 670                                         | ¥ –                                | ¥ (1,072)               | ¥ (525)                                   | ¥ 67,137         |

|                                                                  | Thousands of U.S. dollars (Note 1) |                 |                   |                         |                                               |                                    |                         |                                           |                  |  |
|------------------------------------------------------------------|------------------------------------|-----------------|-------------------|-------------------------|-----------------------------------------------|------------------------------------|-------------------------|-------------------------------------------|------------------|--|
|                                                                  | Shareholders' equity               |                 |                   |                         | Accumulated other comprehensive income (loss) |                                    |                         |                                           |                  |  |
|                                                                  | Common stock                       | Capital surplus | Retained earnings | Treasury stock, at cost | Net unrealized holding gain on securities     | Unrealized deferred loss on hedges | Translation adjustments | Retirement benefits liability adjustments | Total net assets |  |
| Balance at April 1, 2017 .....                                   | \$ 408,668                         | \$ 100,019      | \$ 106,296        | \$ (6,682)              | \$ 5,327                                      | \$ (0)                             | \$ (15,727)             | \$ (5,139)                                | \$ 592,762       |  |
| Net income attributable to owners of parent for the period ..... | —                                  | —               | 32,395            | —                       | —                                             | —                                  | —                       | —                                         | 32,395           |  |
| Acquisition of treasury stock.....                               | —                                  | —               | —                 | (94)                    | —                                             | —                                  | —                       | —                                         | (94)             |  |
| Disposition of treasury stock.....                               | —                                  | 0               | —                 | 0                       | —                                             | —                                  | —                       | —                                         | 0                |  |
| Other changes .....                                              | —                                  | —               | —                 | —                       | 979                                           | 0                                  | 5,637                   | 198                                       | 6,814            |  |
| Balance at March 31, 2018 .....                                  | \$ 408,668                         | \$ 100,019      | \$ 138,691        | \$ (6,776)              | \$ 6,306                                      | \$ —                               | \$ (10,090)             | \$ (4,941)                                | \$ 631,877       |  |

See notes to consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended March 31, 2018

|                                                                                                  | Millions of yen |          | Thousands of U.S. dollars (Note 1) |
|--------------------------------------------------------------------------------------------------|-----------------|----------|------------------------------------|
|                                                                                                  | 2018            | 2017     | 2018                               |
| <b>Cash flows from operating activities</b>                                                      |                 |          |                                    |
| Income before income taxes .....                                                                 | ¥ 4,917         | ¥ 4,413  | \$ 46,278                          |
| Adjustments for:                                                                                 |                 |          |                                    |
| Depreciation and amortization .....                                                              | 4,639           | 4,660    | 43,661                             |
| Loss on disposal or sales of fixed assets, net .....                                             | 219             | 240      | 2,061                              |
| Loss on impairment of fixed assets .....                                                         | 55              | 967      | 518                                |
| Decrease in provision for loss on liquidation of a subsidiary .....                              | (5)             | (16)     | (47)                               |
| Foreign exchange loss, net .....                                                                 | 212             | 146      | 1,995                              |
| Increase (decrease) in liabilities for retirement benefits, net .....                            | 199             | (2)      | 1,873                              |
| Increase (decrease) in reserve for implementation of environmental and safety arrangements ..... | 2,365           | (473)    | 22,259                             |
| Interest and dividend income .....                                                               | (218)           | (127)    | (2,052)                            |
| Interest expense .....                                                                           | 919             | 1,125    | 8,649                              |
| Equity in losses of affiliates, net .....                                                        | 84              | 1,087    | 791                                |
| Other .....                                                                                      | 587             | (120)    | 5,525                              |
| Changes in operating assets and liabilities:                                                     |                 |          |                                    |
| Trade receivables .....                                                                          | (4,061)         | (617)    | (38,221)                           |
| Inventories .....                                                                                | 6,089           | 5,267    | 57,308                             |
| Other current assets .....                                                                       | 90              | 5        | 847                                |
| Trade payables .....                                                                             | 1,579           | 585      | 14,861                             |
| Accrued expenses and other current liabilities .....                                             | 241             | (443)    | 2,268                              |
| Subtotal .....                                                                                   | 17,911          | 16,697   | 168,574                            |
| Interest and dividends received .....                                                            | 127             | 117      | 1,195                              |
| Interest paid .....                                                                              | (874)           | (1,143)  | (8,226)                            |
| Insurance claim received .....                                                                   | 7               | 16       | 66                                 |
| Income taxes paid .....                                                                          | (564)           | (1,055)  | (5,308)                            |
| Net cash provided by operating activities .....                                                  | ¥ 16,607        | ¥ 14,632 | \$ 156,301                         |
| <b>Cash flows from investing activities</b>                                                      |                 |          |                                    |
| Increase in time deposits .....                                                                  | ¥ (0)           | ¥ (0)    | \$ (0)                             |
| Proceeds from withdrawal of time deposits .....                                                  | 190             | –        | 1,788                              |
| Purchase of investment securities .....                                                          | (74)            | (1,095)  | (696)                              |
| Purchases of property, plant and equipment .....                                                 | (5,851)         | (5,303)  | (55,068)                           |
| Proceeds from sales of property, plant and equipment .....                                       | 161             | 581      | 1,515                              |
| Increase in long-term loans receivable .....                                                     | (664)           | (362)    | (6,249)                            |
| Collection of long-term loans receivables .....                                                  | 261             | 256      | 2,456                              |
| Other .....                                                                                      | (53)            | (27)     | (499)                              |
| Net cash used in investing activities .....                                                      | (6,030)         | (5,950)  | (56,753)                           |
| <b>Cash flows from financing activities</b>                                                      |                 |          |                                    |
| Proceeds from issuance of bonds .....                                                            | 2,400           | –        | 22,588                             |
| Redemption of bonds .....                                                                        | (560)           | (280)    | (5,271)                            |
| Decrease in short-term bank loans, net .....                                                     | (3,240)         | (208)    | (30,494)                           |
| Proceeds from long-term bank loans .....                                                         | 8,980           | 5,890    | 84,518                             |
| Repayment of long-term bank loans .....                                                          | (15,857)        | (14,160) | (149,242)                          |
| Repayment of lease obligations .....                                                             | (512)           | (558)    | (4,819)                            |
| Repayment of installment payable .....                                                           | (134)           | (91)     | (1,261)                            |
| Proceeds from deposits received .....                                                            | 2,744           | 1,611    | 25,826                             |
| Repayment of deposits received .....                                                             | (2,319)         | (1,826)  | (21,826)                           |
| Increase in treasury stock, net .....                                                            | (10)            | (6)      | (94)                               |
| Net cash used in financing activities .....                                                      | (8,508)         | (9,628)  | (80,075)                           |
| Effect of exchange rate changes on cash and cash equivalents .....                               | 71              | (106)    | 668                                |
| Increase (decrease) in cash and cash equivalents .....                                           | 2,140           | (1,052)  | 20,141                             |
| Cash and cash equivalents at the beginning of the year .....                                     | 28,157          | 29,209   | 265,007                            |
| Cash and cash equivalents at the end of the year (Note 3) .....                                  | ¥ 30,297        | ¥ 28,157 | \$ 285,148                         |

See notes to consolidated financial statements.

# Notes to Consolidated Financial Statements

Year ended March 31, 2018

## 1. Basis of Preparation of Consolidated Financial Statements

The accompanying consolidated financial statements of Ishihara Sangyo Kaisha, Ltd. (the "Company") and its consolidated subsidiaries have been prepared on the basis of accounting principles generally accepted in Japan, which are different in certain respects as to the application and disclosure requirements of International Financial Reporting Standards, and are compiled from the consolidated financial statements prepared by the Company as required by the Financial Instruments and Exchange Act of Japan.

In preparing the accompanying consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued in Japan in order to present them in a format which is more familiar to readers outside Japan. In addition, the notes to the

consolidated financial statements include information which is not required under accounting principles generally accepted in Japan but is presented herein as additional information.

Certain amounts in the prior year's consolidated financial statements have been reclassified to conform to the current year's presentation. Such reclassifications had no effect on consolidated profit or net assets.

The translation of yen amounts into U.S. dollar amounts is included solely for convenience, as a matter of arithmetic computation only, at ¥106.25 = U.S.\$1.00, the approximate rate of exchange in effect on March 31, 2018. This translation should not be construed as a representation that yen have been, could have been, or could in the future be, converted into U.S. dollars at the above or any other rate.

## 2. Summary of Significant Accounting Policies

### (a) Principles of consolidation and accounting for investments in unconsolidated subsidiaries and affiliates

The accompanying consolidated financial statements include the accounts of the Company and its 13 significant consolidated subsidiaries, consisting of ISK Bioscience K.K., ISK SINGAPORE PTE. LTD., the ISK AMERICAS INCORPORATED Group (5 subsidiaries), ISK BIOSCIENCES EUROPE N.V., ISK Taiwan Co., Ltd., Fuji Titanium Industry Co., Ltd., Ishihara Techno Corporation, Yokkaichi Energy Service Co., Ltd. and ISK Engineering Partners Corporation.

The Company's remaining subsidiaries, including ISK BIOSCIENCES KOREA LTD., have not been consolidated because they are not significant in terms of total assets, retained earnings, net sales and net income.

Investments in significant affiliates are stated at their underlying net equity after the elimination of intercompany income.

Investments in unconsolidated subsidiaries and the remaining affiliate companies are stated at cost.

The overseas consolidated subsidiaries are consolidated on the basis of fiscal periods ending December 31, which differs from the balance sheet date of the Company. As a result, adjustments have been made for any significant intercompany transactions which took place during the period between the year ends of these overseas consolidated subsidiaries and the year end of the Company.

### (b) Foreign currency translation

#### Foreign currency transactions

All monetary assets and liabilities denominated in foreign currencies are translated into yen amounts at the rates of exchange in effect at the balance sheet date, except that

receivables and payables hedged by qualified forward foreign exchange contracts are translated at their corresponding contracted rates.

Revenue and expense items arising from transactions denominated in foreign currencies are generally translated into yen at the exchange rates in effect at the respective transaction dates. Foreign exchange gain or loss is credited or charged to income in the year in which such gain or loss is recognized for financial reporting purposes.

### Financial statements of overseas consolidated subsidiaries

The balance sheet accounts of the overseas consolidated subsidiaries are translated into yen at the rates of exchange in effect at the balance sheet date, except that the components of net assets are translated at their historical rates. Revenue and expense accounts are translated at the average rates of exchange in effect during the year. Differences resulting from translating financial statements denominated in foreign currencies have not been included in the determination of net income but are reported as translation adjustments which are components of accumulated other comprehensive loss.

### (c) Cash and cash equivalents

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash on hand, cash in banks which can be withdrawn at any time and short-term investments with a maturity of three months or less when purchased which can easily be converted to cash and are subject to little risk of change in value.

**(d) Inventories**

Inventories of the Company and its domestic consolidated subsidiaries are principally stated at lower of cost or net selling value, cost being determined by the gross average method.

**(e) Securities**

Securities are classified into two categories: held-to-maturity debt securities and other securities. Held-to-maturity debt securities are carried at amortized cost. Marketable securities classified as other securities are carried at fair value, with any changes in unrealized holding gain or loss, net of the applicable income taxes, reported as a separate component of accumulated other comprehensive income (loss). Non-marketable securities classified as other securities are carried at cost. Cost of securities sold is determined by the moving average method.

Investments in investment business limited liability partnerships and other similar partnerships, which are deemed to be securities under Article 2, Clause 2 of the Financial Instruments and Exchange Act of Japan, are valued at the amount of the underlying equity in their net assets based on the latest financial statements available as of the closing date stipulated in the partnership agreement.

**(f) Derivatives and hedging activities**

Derivative financial instruments are utilized by the Company and its domestic consolidated subsidiaries principally in order to manage risk arising from adverse fluctuation in foreign exchange rates and interest rates. The Company and its domestic consolidated subsidiaries have established a control environment which includes policies and procedures for risk assessment, including an assessment of the effectiveness of their hedging activities, and for the approval, reporting and monitoring of transactions involving derivatives.

Derivatives are carried at fair value with any changes in unrealized gain or loss credited or charged to income, except for those which meet the criteria for deferral hedge accounting under which unrealized gain or loss is deferred and reported as a component of accumulated other comprehensive income (loss). Receivables and payables hedged by forward foreign exchange contracts which meet certain conditions are translated at their contracted rates (the "allocation method"). Interest-rate swaps which meet certain conditions are accounted for as if the interest rates which apply to the swaps had originally applied to the underlying debt (the "special method").

The effectiveness of hedges is assessed based on comparison of the cumulative changes in markets or cash flows of the hedged items and those of the hedging instruments. However, the assessment of interest rate swaps which the special method is applied is omitted.

**(g) Property, plant and equipment and depreciation (except for leased assets)**

Property, plant and equipment are stated at cost. Depreciation of property, plant and equipment is recognized primarily by the straight-line method over the estimated useful lives of the respective assets. The useful lives of property, plant and equipment are principally as follows:

Buildings and structures .....3 to 55 years

Machinery and equipment .....2 to 20 years

Costs for maintenance, repairs and minor renewals are charged to income as incurred. Major renewals and betterments are capitalized.

**(h) Intangible assets (except for leased assets)**

Intangible assets are amortized by the straight-line method over the useful lives of the respective assets. Expenditures relating to computer software developed for internal use are charged to income as incurred, except if these are deemed to contribute to the generation of future income or cost savings. Such expenditures are capitalized as assets and amortized by the straight-line method over their estimated useful lives of 5 years.

**(i) Research and development costs**

Research and development costs are charged to income as incurred.

**(j) Leased assets**

Leased assets under finance leases that transfer ownership of the assets are depreciated by using the economic useful lives of leased assets.

Leased assets under finance lease contracts that do not transfer ownership to the lessee are depreciated to a residual value of zero by the straight-line method using the term of the contract as the useful life.

**(k) Allowance for doubtful receivables**

The Company and its domestic consolidated subsidiaries have provided an allowance for doubtful receivables based on their historical experience of bad debts on ordinary receivables plus an additional estimate of probable specific doubtful accounts from customers experiencing financial difficulties.

The allowance for doubtful receivables of the overseas consolidated subsidiaries has been provided at the estimated aggregate amount of their probable bad debts.

**(l) Accrued bonuses for employees**

Accrued employees' bonuses are accounted for at an estimated amount of the bonuses to be paid as allocated to the current fiscal year.

**(m) Reserve for sales returns**

Reserve for sales returns is provided for estimated losses incurring due to the return of finished goods and merchandise sold during the fiscal year subsequent to the balance sheet date, using the historical rate of such returns in prior years.

**(n) Reserve for implementation of environmental and safety arrangements**

The Company has provided the reserve for estimated expenditures to promote environmental and safety arrangements.

In addition, the Company has also provided the reserve for the expenses related to the remediation of soil and groundwater contamination and measures for buried waste at Yokkaichi Plant.

**(o) Provision for maintenance**

Provision for maintenance is provided in an amount estimated to be necessary for the maintenance for certain machinery and equipment.

**(p) Provision for loss on liquidation of a subsidiary**

Provision for loss on liquidation of a subsidiary is provided based on an estimate of expenditures necessary to complete the process of liquidating of a subsidiary.

**(Additional information)**

ISK SINGAPORE PTE. LTD., a consolidated subsidiary of the Company, terminated the operations during the year ended March 31, 2014 and has been under the liquidation proceedings.

**(q) Retirement benefits**

Liability for retirement benefits is provided at an amount calculated based on the retirement benefit obligation and the fair value of the pension plan assets as of the balance sheet date.

The retirement benefit obligation for employees is attributed to each period by the straight-line method over the estimated years of service of the eligible employees.

Actuarial gain or loss is amortized in the following year in which such gain or loss is recognized, principally by the straight-line method, over the estimated average remaining years of service of the employees participating in the plans.

Prior service cost is amortized as incurred by the straight-line method over the estimated average remaining years of service of the employees participating in the plans.

**(r) Income taxes**

Income taxes are calculated based on taxable income and charged to income on an accrual basis. Certain temporary differences exist between taxable income and income reported for financial statement purposes which enter into the determination of taxable income in a different period. The Company and its consolidated subsidiaries recognize the tax effect of such temporary differences in their consolidated financial statements.

**(s) Accounting standard issued but not effective**

Accounting Standard and Implementation Guidance on Revenue Recognition

On March 30, 2018, the ASBJ issued "Accounting Standard for Revenue Recognition" (ASBJ Statement No. 29) and "Implementation Guidance on Accounting Standard for Revenue Recognition" (ASBJ Guidance No. 30).

**(1) Overview**

This is a comprehensive accounting standard for revenue recognition. Specifically, the accounting standard establishes the following five-step model that will apply to revenue from customers:

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligation

**(2) Scheduled date of adoption**

The Company expects to adopt the accounting standard and implementation guidance from the beginning of the fiscal year ending March 31, 2022.

**(3) Impact of the adoption of accounting standard and implementation guidance**

The Company is currently evaluating the effect of the adoption of this accounting standard and implementation guidance on its consolidated financial statements.



### 3. Cash and Deposits

The reconciliation between cash and cash equivalents in the accompanying consolidated statements of cash flows and cash and deposits in the accompanying consolidated balance sheets as of March 31, 2018 and 2017 is presented as follows:

|                                                               | Millions of yen |          | Thousands of U.S. dollars |
|---------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                               | 2018            | 2017     | 2018                      |
| Cash and deposits.....                                        | ¥ 30,297        | ¥ 28,347 | \$ 285,148                |
| Time deposits with maturities in excess of three months ..... | –               | (190)    | –                         |
| Cash and cash equivalents .....                               | ¥ 30,297        | ¥ 28,157 | \$ 285,148                |

### 4. Notes Receivable and Notes Payable

As the balance sheet date for the year ended March 31, 2018 fell on a bank holiday, notes receivable, trade of ¥245 million (\$2,306 thousand) and notes payable, trade of ¥549 million (\$5,167 thousand) with due dates of March 31, 2018 were included in the respective balances in the consolidated balance sheet at March 31, 2018 and were settled on the next business day.

### 5. Investments in Securities

Marketable securities classified as held-to-maturity debt securities and other securities at March 31, 2018 and 2017 were as follows:

#### (a) Held-to-maturity debt securities

|                                                                          | Millions of yen |                      |                 |                |                      |                 |
|--------------------------------------------------------------------------|-----------------|----------------------|-----------------|----------------|----------------------|-----------------|
|                                                                          | 2018            |                      |                 | 2017           |                      |                 |
|                                                                          | Carrying value  | Estimated fair value | Unrealized gain | Carrying value | Estimated fair value | Unrealized gain |
| Securities whose estimated fair value exceeds their carrying value ..... | ¥ 10            | ¥ 10                 | ¥ 0             | ¥ 10           | ¥ 10                 | ¥ 0             |
| Total .....                                                              | ¥ 10            | ¥ 10                 | ¥ 0             | ¥ 10           | ¥ 10                 | ¥ 0             |

  

|                                                                          | Thousands of U.S. dollars |                      |                 |
|--------------------------------------------------------------------------|---------------------------|----------------------|-----------------|
|                                                                          | 2018                      |                      |                 |
|                                                                          | Carrying value            | Estimated fair value | Unrealized gain |
| Securities whose estimated fair value exceeds their carrying value ..... | \$ 94                     | \$ 94                | \$ 0            |
| Total .....                                                              | \$ 94                     | \$ 94                | \$ 0            |

(b) Other securities

|                                                                                        | Millions of yen |                  |                        |                |                  |                        |
|----------------------------------------------------------------------------------------|-----------------|------------------|------------------------|----------------|------------------|------------------------|
|                                                                                        | 2018            |                  |                        | 2017           |                  |                        |
|                                                                                        | Carrying value  | Acquisition cost | Unrealized gain (loss) | Carrying value | Acquisition cost | Unrealized gain (loss) |
| Securities whose carrying value exceeds their acquisition cost: Equity securities..... | ¥ 1,591         | ¥ 692            | ¥ 899                  | ¥ 1,461        | ¥ 720            | ¥ 741                  |
| Subtotal .....                                                                         | 1,591           | 692              | 899                    | 1,461          | 720              | 741                    |
| Securities whose acquisition cost exceeds their carrying value: Equity securities..... | 78              | 86               | (8)                    | 40             | 46               | (6)                    |
| Subtotal .....                                                                         | 78              | 86               | (8)                    | 40             | 46               | (6)                    |
| Total .....                                                                            | ¥ 1,669         | ¥ 778            | ¥ 891                  | ¥ 1,501        | ¥ 766            | ¥ 735                  |

|                                                                                        | Thousands of U.S. dollars |                  |                        |
|----------------------------------------------------------------------------------------|---------------------------|------------------|------------------------|
|                                                                                        | 2018                      |                  |                        |
|                                                                                        | Carrying value            | Acquisition cost | Unrealized gain (loss) |
| Securities whose carrying value exceeds their acquisition cost: Equity securities..... | \$ 14,974                 | \$ 6,513         | \$ 8,461               |
| Subtotal .....                                                                         | 14,974                    | 6,513            | 8,461                  |
| Securities whose acquisition cost exceeds their carrying value: Equity securities..... | 734                       | 809              | (75)                   |
| Subtotal .....                                                                         | 734                       | 809              | (75)                   |
| Total .....                                                                            | \$ 15,708                 | \$ 7,322         | \$ 8,386               |

Proceeds from sales of other securities and the aggregate gain for the years ended March 31, 2018 and 2017 are summarized as follows:

|                           | Millions of yen |      | Thousands of U.S. dollars |
|---------------------------|-----------------|------|---------------------------|
|                           | 2018            | 2017 | 2018                      |
| Proceeds from sales ..... | ¥ –             | ¥ 2  | \$ –                      |
| Aggregate gain.....       | –               | 1    | –                         |

The redemption schedule subsequent to March 31, 2018 for held-to-maturity debt securities classified as other securities is described in Note 18.

## 6. Inventories

Inventories at March 31, 2018 and 2017 are summarized as follows:

|                                      | Millions of yen |          | Thousands of U.S. dollars |
|--------------------------------------|-----------------|----------|---------------------------|
|                                      | 2018            | 2017     | 2018                      |
| Finished goods and merchandise ..... | ¥ 22,908        | ¥ 30,243 | \$ 215,605                |
| Work in process .....                | 4,526           | 3,932    | 42,598                    |
| Raw materials and supplies .....     | 14,060          | 12,930   | 132,329                   |
| Total .....                          | ¥ 41,494        | ¥ 47,105 | \$ 390,532                |

Net gain on reversal of devaluation of inventories included in cost of sales for the years ended March 31, 2018 and 2017 amounted to ¥637 million (\$5,995 thousand) and ¥538 million, respectively.

## 7. Acquisition Costs of Property, Plant and Equipment

The accumulated amounts deducted from the acquisition costs of machinery and equipment due to receiving government subsidies at March 31, 2018 and 2017 totaled ¥7 million (\$66 thousand) and ¥33 million, respectively.

## 8. Loss on Impairment of Fixed Assets

For the year ended March 31, 2018, the Company recorded a loss on impairment of fixed assets. The main components of loss on impairment of fixed assets are as follows:

| Location                                                 | Major use             | Classification | Millions of yen | Thousands of U.S. dollars |
|----------------------------------------------------------|-----------------------|----------------|-----------------|---------------------------|
|                                                          |                       |                | 2018            | 2018                      |
| Hiratsuka Plant<br>(Hiratsuka City, Kanagawa Prefecture) | Company-owned housing | Land           | ¥ 55            | \$ 518                    |

The Company and its consolidated subsidiaries group their assets based on the business segment and production process for assessment of loss on impairment. Idle assets which are not anticipated to be utilized in the future and leased real estate are classified as individual cash-generating units. Assets not definitely linked to a specific business, such as the head-office building, the facilities for research and development and the facilities for welfare, are classified as corporate assets.

Fuji Titanium Industry Co., Ltd., a consolidated subsidiary of the Company, plans to sell land used for company-owned housing

located at the Hiratsuka Plant in the above table. The Company recognized the land as an asset held for sale and recorded a loss on impairment.

The recoverable amount of the land was measured at net selling value, which was reasonably estimated by considering the market value.

For the year ended March 31, 2017, the Company recorded a loss on impairment of fixed assets. The main components of loss on impairment of fixed assets are as follows:

| Location                                            | Major use            | Classification           | Millions of yen |
|-----------------------------------------------------|----------------------|--------------------------|-----------------|
|                                                     |                      |                          | 2017            |
| Yokkaichi Plant<br>(Yokkaichi City, Mie Prefecture) | Production equipment | Buildings and structures | ¥ 13            |
|                                                     |                      | Machinery and equipment  | 339             |
|                                                     |                      | Leased asset             | 13              |
|                                                     |                      | Demobilization cost      | 602             |
|                                                     |                      | Total                    | ¥ 967           |

As a part of production equipment located at the Yokkaichi Plant in the above table, such as equipment for organic compound, is not anticipated to be utilized in the future, the Company classified the production equipment as idle assets and recognized a loss on impairment.

The recoverable amounts of these assets were measured at net selling value and the net book value of these assets were reduced to zero.

## 9. Short-Term Bank Loans, Long-Term Bank Loans, Lease Obligations and Bonds

The average annual interest rate on short-term bank loans at March 31, 2018 and 2017 was approximately 1.5%.

Long-term bank loans, including the current portion of long-term bank loans, at March 31, 2018 and 2017 consisted of the following:

|                                       | Millions of yen |          | Thousands of U.S. dollars |
|---------------------------------------|-----------------|----------|---------------------------|
|                                       | 2018            | 2017     | 2018                      |
| Secured bank loans .....              | ¥ 15,351        | ¥ 18,081 | \$ 144,480                |
| Unsecured bank loans .....            | 18,762          | 22,910   | 176,583                   |
| Subtotal.....                         | 34,113          | 40,991   | 321,063                   |
| Less amounts due within one year..... | (13,538)        | (13,490) | (127,416)                 |
| Total .....                           | ¥ 20,575        | ¥ 27,501 | \$ 193,647                |

The annual average interest rates applicable to long-term bank loans due within one year presented in the above table at March 31, 2018 and 2017 were 1.8% and 1.9%, respectively.

The annual average interest rates applicable to long-term bank loans due after more than one year presented in the above table at March 31, 2018 and 2017 were 1.4% and 1.8%, respectively.

These bank loans become due from April 2018 through to March 2025.

Bonds at March 31, 2018 and 2017 were as follows:

|                                                                   | Millions of yen |       | Thousands of U.S. dollars |
|-------------------------------------------------------------------|-----------------|-------|---------------------------|
|                                                                   | 2018            | 2017  | 2018                      |
| Unsecured bonds, payable in yen at rate of 0.256%, due 2024 ..... | ¥ 2,400         | ¥ 560 | \$ 22,589                 |
| Less amounts due within one year.....                             | (390)           | (280) | (3,671)                   |
| Total .....                                                       | ¥ 2,010         | ¥ 280 | \$ 18,918                 |

Lease obligations at March 31, 2018 and 2017 were as follows:

|                                                                           | Millions of yen |         | Thousands of U.S. dollars |
|---------------------------------------------------------------------------|-----------------|---------|---------------------------|
|                                                                           | 2018            | 2017    | 2018                      |
| Finance lease obligations (ownership not transferred to the lessee) ..... | ¥ 1,170         | ¥ 1,356 | \$ 11,012                 |
| Less amounts due within one year.....                                     | (449)           | (478)   | (4,226)                   |
| Total .....                                                               | ¥ 721           | ¥ 878   | \$ 6,786                  |

Information on the payment schedules of long-term bank loans, bonds, and lease obligations subsequent to March 31, 2018 is described in Notes 17 and 18.

At March 31, 2018 and 2017, the following assets were pledged as collateral for short-term bank loans, the current portion of long-term bank loans and long-term bank loans:

|                                                                      | Millions of yen |          | Thousands of U.S. dollars |
|----------------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                                      | 2018            | 2017     | 2018                      |
| Property, plant and equipment, net of accumulated depreciation ..... | ¥ 21,255        | ¥ 25,518 | \$ 200,047                |
| Investments in securities .....                                      | 95              | 98       | 894                       |
| Cash and deposits .....                                              | —               | 190      | —                         |
| Total .....                                                          | ¥ 21,350        | ¥ 25,806 | \$ 200,941                |

Short-term bank loans, the current portion of long-term bank loans and long-term bank loans secured by such collateral at March 31, 2018 and 2017 were as follows:

|                                               | Millions of yen |          | Thousands of U.S. dollars |
|-----------------------------------------------|-----------------|----------|---------------------------|
|                                               | 2018            | 2017     | 2018                      |
| Short-term bank loans .....                   | ¥ 6,690         | ¥ 7,240  | \$ 62,965                 |
| Current portion of long-term bank loans ..... | 8,443           | 4,844    | 79,464                    |
| Long-term bank loans .....                    | 6,908           | 13,237   | 65,016                    |
| Total .....                                   | ¥ 22,041        | ¥ 25,321 | \$ 207,445                |

## 10. Asset Retirement Obligations

The asset retirement obligations include legal obligations for disposal of items including polychlorobiphenyl pursuant to the “Law Concerning Special Measures Against PCB Waste” and other legal obligations for the removal of leasehold improvements and restoration of premises around the Yokkaichi Plant to their original condition upon termination of lease contracts.

The asset retirement obligations are measured at present value calculated based on the discount rate applicable to government bonds and the estimated useful lives of the assets, which are estimated to be from 3 years to 8 years since their acquisitions.

The following is a summary of changes in the carrying amounts of the asset retirement obligations for the years ended March 31, 2018 and 2017.

|                                                                        | Millions of yen |       | Thousands of U.S. dollars |
|------------------------------------------------------------------------|-----------------|-------|---------------------------|
|                                                                        | 2018            | 2017  | 2018                      |
| Asset retirement obligation balance at the beginning of the year ..... | ¥ 781           | ¥ 828 | \$ 7,350                  |
| Accretion expense .....                                                | 0               | 0     | 0                         |
| Liabilities settled.....                                               | (64)            | (47)  | (602)                     |
| Asset retirement obligation balance at the end of the year .....       | ¥ 717           | ¥ 781 | \$ 6,748                  |

## 11. Retirement Benefits

The Company and certain consolidated subsidiaries have a lump-sum payment plan as a retirement benefit plan for eligible employees upon retirement. Retirement payments are determined by reference to basic salary, years of service and certain other factors. In addition to this, the Company and certain domestic consolidated subsidiaries have defined contribution pension plans.

Certain consolidated subsidiaries have calculated their retirement benefit obligations and retirement benefit expenses based on the amount which would be payable at the year end if all eligible employees terminated their services voluntarily (the “Simplified Method”).

The changes in retirement benefit obligations during the years ended March 31, 2018 and 2017 are as follows:

|                                                                   | Millions of yen |          | Thousands of U.S. dollars |
|-------------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                                   | 2018            | 2017     | 2018                      |
| Retirement benefit obligations at the beginning of the year ..... | ¥ 11,856        | ¥ 12,199 | \$ 111,586                |
| Service cost .....                                                | 606             | 623      | 5,704                     |
| Interest cost .....                                               | 10              | 11       | 94                        |
| Actuarial loss (gain) .....                                       | 78              | (229)    | 734                       |
| Retirement benefits paid .....                                    | (499)           | (737)    | (4,696)                   |
| Other .....                                                       | 17              | (11)     | 160                       |
| Retirement benefit obligations at the end of the year .....       | ¥ 12,068        | ¥ 11,856 | \$ 113,582                |

The changes in plan assets during the years ended March 31, 2018 and 2017 are as follows:

|                                                          | Millions of yen |       | Thousands of U.S. dollars |
|----------------------------------------------------------|-----------------|-------|---------------------------|
|                                                          | 2018            | 2017  | 2018                      |
| Plan assets at the beginning of the year .....           | ¥ 153           | ¥ 140 | \$ 1,440                  |
| Expected return on plan assets .....                     | 1               | 1     | 9                         |
| Actuarial gain (loss) .....                              | 16              | (5)   | 151                       |
| Contributions paid by the Company and subsidiaries ..... | 27              | 24    | 254                       |
| Retirement benefits paid .....                           | (19)            | (7)   | (179)                     |
| Other .....                                              | 0               | 0     | 0                         |
| Plan assets at the end of the year .....                 | ¥ 178           | ¥ 153 | \$ 1,675                  |

The changes in retirement benefit obligations calculated by the Simplified Method during the years ended March 31, 2018 and 2017 are as follows:

|                                                                   | Millions of yen |       | Thousands of U.S. dollars |
|-------------------------------------------------------------------|-----------------|-------|---------------------------|
|                                                                   | 2018            | 2017  | 2018                      |
| Retirement benefit obligations at the beginning of the year ..... | ¥ 884           | ¥ 883 | \$ 8,320                  |
| Retirement benefit expenses .....                                 | 94              | 95    | 885                       |
| Retirement benefits paid .....                                    | (105)           | (94)  | (989)                     |
| Retirement benefit obligations at the end of the year .....       | ¥ 873           | ¥ 884 | \$ 8,216                  |

The following table sets forth the funded status of the plans and the amounts recognized in the consolidated balance sheet as of March 31, 2018 and 2017 for the Company's and the consolidated subsidiaries' defined benefit plans:

|                                                                                                   | Millions of yen |          | Thousands of U.S. dollars |
|---------------------------------------------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                                                                   | 2018            | 2017     | 2018                      |
| Funded retirement benefit obligation .....                                                        | ¥ 313           | ¥ 298    | \$ 2,946                  |
| Plan assets at fair value .....                                                                   | (178)           | (153)    | (1,675)                   |
|                                                                                                   | 135             | 145      | 1,271                     |
| Unfunded retirement benefit obligation .....                                                      | 12,628          | 12,442   | 118,852                   |
| Net amount of asset and liability for retirement benefits in the consolidated balance sheet ..... | 12,763          | 12,587   | 120,123                   |
| Liability for retirement benefits .....                                                           | 12,778          | 12,603   | 120,264                   |
| Asset for retirement benefits .....                                                               | (15)            | (16)     | (141)                     |
| Net amount of asset and liability for retirement benefits in the consolidated balance sheet ..... | ¥ 12,763        | ¥ 12,587 | \$ 120,123                |

The components of retirement benefit expenses for the years ended March 31, 2018 and 2017 are as follows:

|                                                                       | Millions of yen |       | Thousands of U.S. dollars |
|-----------------------------------------------------------------------|-----------------|-------|---------------------------|
|                                                                       | 2018            | 2017  | 2018                      |
| Service cost .....                                                    | ¥ 606           | ¥ 623 | \$ 5,704                  |
| Interest cost .....                                                   | 10              | 11    | 94                        |
| Expected return on plan assets .....                                  | (1)             | (1)   | (9)                       |
| Amortization:                                                         |                 |       |                           |
| Actuarial loss .....                                                  | 79              | 96    | 743                       |
| Prior service cost .....                                              | 19              | 20    | 179                       |
| Retirement benefit expenses calculated by the Simplified Method ..... | 94              | 95    | 885                       |
| Retirement benefit expenses .....                                     | ¥ 807           | ¥ 844 | \$ 7,596                  |

The components of retirement benefits liability adjustments included in other comprehensive income (before tax effect) for the years ended March 31, 2018 and 2017 are as follows:

|                               | Millions of yen |       | Thousands of U.S. dollars |
|-------------------------------|-----------------|-------|---------------------------|
|                               | 2018            | 2017  | 2018                      |
| Actuarial gain and loss ..... | ¥ 17            | ¥ 320 | \$ 160                    |
| Prior service cost .....      | 19              | 20    | 179                       |
| Others .....                  | (3)             | (5)   | (28)                      |
| Total .....                   | ¥ 33            | ¥ 335 | \$ 311                    |

The components of retirement benefits liability adjustments included in accumulated other comprehensive income (before tax effect) as of March 31, 2018 and 2017 are as follows:

|                                           | Millions of yen |       | Thousands of U.S. dollars |
|-------------------------------------------|-----------------|-------|---------------------------|
|                                           | 2018            | 2017  | 2018                      |
| Unrecognized actuarial gain and loss..... | ¥ 593           | ¥ 607 | \$ 5,581                  |
| Unrecognized prior service cost .....     | 152             | 171   | 1,431                     |
| Total .....                               | ¥ 745           | ¥ 778 | \$ 7,012                  |

The fair value of plan assets, by major category, as a percentage of total plan assets as of March 31, 2018 and 2017 are as follows:

|                         | 2018 | 2017 |
|-------------------------|------|------|
| Debt securities .....   | 85%  | 84%  |
| Equity securities.....  | 10   | 11   |
| Cash and deposits ..... | 5    | 5    |
| Total .....             | 100% | 100% |

The expected return on plan assets has been estimated based on the anticipated allocation to each asset class at present and in the future and the expected long-term returns on assets held in each category at present and in the future.

The assumptions used in accounting for the defined benefit plans for the years ended March 31, 2018 and 2017 are as follows:

|                                                        | 2018             | 2017             |
|--------------------------------------------------------|------------------|------------------|
| Discount rate.....                                     | Principally 0.1% | Principally 0.1% |
| Expected long-term rate of return on plan assets ..... | Principally 1.5% | Principally 1.3% |
| Expected rates of salary increase .....                | Principally 6.3% | Principally 6.1% |

Total contributions paid by the Company and certain consolidated subsidiaries to the defined contribution pension plans for the years ended March 31, 2018 and 2017 amounted to ¥89 million (\$838 thousand) and ¥87 million, respectively.

## 12. Contingent Liabilities

### Guarantees

At March 31, 2018, the Company was contingently liable for the following:

|                                                   | Millions of yen |  | Thousands of U.S. dollars |
|---------------------------------------------------|-----------------|--|---------------------------|
|                                                   | 2018            |  | 2018                      |
| Trade notes receivable discounted with banks..... | ¥ 99            |  | \$ 932                    |

### 13. Income Taxes

Income taxes applicable to the Company and its domestic consolidated subsidiaries consist of corporation, inhabitants' and enterprise taxes. The applicable statutory tax rate in Japan for

the years ended March 31, 2018 and 2017 was, in the aggregate, approximately 30.4%. Overseas subsidiaries are subject to the income taxes of the respective countries in which they operate.

The effective tax rates reflected in the accompanying consolidated statement of income for the years ended March 31, 2018 and 2017 differs from the above statutory tax rate for the following reasons:

|                                                          | 2018 | 2017   |
|----------------------------------------------------------|------|--------|
| Statutory tax rate .....                                 | –%   | 30.4%  |
| Permanently non-deductible expenses .....                | –    | 0.7    |
| Permanently non-taxable income .....                     | –    | (1.0)  |
| Per capita portion of inhabitants' taxes .....           | –    | 0.7    |
| Tax deduction for experiment and research expenses ..... | –    | (2.1)  |
| Investment gains from equity method .....                | –    | 7.4    |
| Unrealized gain on intercompany transactions .....       | –    | 1.7    |
| Changes in valuation allowance .....                     | –    | (29.5) |
| Difference tax rates applied to subsidiaries .....       | –    | 0.2    |
| Other .....                                              | –    | 5.3    |
| Effective tax rate .....                                 | –%   | 13.8%  |

Since the difference between the normal effective statutory tax rate and the actual effective tax rate was not significant, the reconciliation for the year ended March 31, 2018 was omitted.

Deferred income taxes reflect the net tax effect of the temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts for income tax purposes. The significant components of the Company's and consolidated subsidiaries' deferred tax assets and liabilities at March 31, 2018 and 2017 are summarized as follows:

|                                                                           | Millions of yen |          | Thousands of U.S. dollars |
|---------------------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                                           | 2018            | 2017     | 2018                      |
| Deferred tax assets:                                                      |                 |          |                           |
| Tax loss carryforwards .....                                              | ¥ 11,543        | ¥ 15,391 | \$ 108,640                |
| Liability for retirement benefits .....                                   | 3,878           | 3,825    | 36,499                    |
| Loss on devaluation of inventories .....                                  | 218             | 211      | 2,052                     |
| Unrealized gain on intercompany transactions .....                        | 1,832           | 1,253    | 17,242                    |
| Accrued expenses .....                                                    | 514             | 498      | 4,838                     |
| Accrued bonuses for employees .....                                       | 234             | 197      | 2,202                     |
| Reserve for implementation of environmental and safety arrangements ..... | 1,171           | 428      | 11,021                    |
| Asset retirement obligations .....                                        | 216             | 235      | 2,033                     |
| Loss on liquidation of a subsidiary .....                                 | 16              | 16       | 151                       |
| Other .....                                                               | 2,150           | 2,203    | 20,234                    |
| Gross deferred tax assets .....                                           | 21,772          | 24,257   | 204,913                   |
| Less valuation allowance .....                                            | (11,575)        | (14,246) | (108,941)                 |
| Total deferred tax assets .....                                           | 10,197          | 10,011   | 95,972                    |
| Deferred tax liabilities:                                                 |                 |          |                           |
| Property, plant and equipment .....                                       | (21)            | (21)     | (198)                     |
| Unrealized holding gain on securities .....                               | (200)           | (152)    | (1,882)                   |
| Other .....                                                               | (436)           | (447)    | (4,104)                   |
| Total deferred tax liabilities .....                                      | (657)           | (620)    | (6,184)                   |
| Net deferred tax assets .....                                             | ¥ 9,540         | ¥ 9,391  | \$ 89,788                 |



## 14. Shareholders' Equity

The Company Act of Japan (the "Act") provides that an amount equal to 10% of the amount to be disbursed as distributions of capital surplus (other than the capital reserve) and retained earnings (other than the legal reserve) be transferred to the capital reserve and the legal reserve, respectively, until the sum of the capital reserve and the legal reserve equals 25% of the capital stock account. Such distributions can be made at any time by resolution of the shareholders or by the Board of Directors if

certain conditions are met.

Under the Act, upon the issuance and sale of new shares of common stock, the entire amount of the proceeds is required to be accounted for as common stock, although a company may, by resolution of the Board of Directors, account for an amount not exceeding one-half of the proceeds of the sale of new shares as additional paid-in capital.

### *Common stock and treasury stock*

Movements in common stock and treasury stock during the years ended March 31, 2018 and 2017 are summarized as follows:

|                     | Thousands of shares |          |          |                |
|---------------------|---------------------|----------|----------|----------------|
|                     | 2018                |          |          |                |
|                     | April 1, 2017       | Increase | Decrease | March 31, 2018 |
| Common stock .....  | 40,384              | —        | —        | 40,384         |
| Treasury stock..... | 409                 | 7        | 0        | 416            |

  

|                     | Thousands of shares |          |          |                |
|---------------------|---------------------|----------|----------|----------------|
|                     | 2017                |          |          |                |
|                     | April 1, 2016       | Increase | Decrease | March 31, 2017 |
| Common stock .....  | 403,839             | —        | 363,455  | 40,384         |
| Treasury stock..... | 4,020               | 23       | 3,634    | 409            |

The increases in treasury stock were due to purchases of shares of less than one voting unit for the years ended March 31, 2018 and 2017. The decrease in treasury stock for the year ended March 31, 2018 was mainly due to sales of shares at requests of shareholders who own less than one voting unit. The decreases

in common and treasury stock for the year ended March 31, 2017 were mainly due to consolidation of ten shares into one share and sales of shares at requests of shareholders who own less than one voting unit.

## 15. Research and Development Costs

Research and development costs included in manufacturing costs and selling, general and administrative expenses for the years

ended March 31, 2018 and 2017 totaled ¥8,707 million (\$81,948 thousand) and ¥8,173 million, respectively.

## 16. Reserve for Implementation of Environmental and Safety Arrangements

In terms of the remediation measures on the contaminated soil, underground water and buried waste at Yokkaichi Plant of the Company, which was announced after a comprehensive compliance test in 2008, the Company had recorded costs for the remediation including the investigation as extraordinary losses to the extent that they were paid or reasonably estimated to be incurred. On the other hand, the Company had disclosed costs that could not be reasonably estimated as contingent liabilities.

During the year ended March 31, 2018, since the Company completed the discussions with the responsible governmental agency and finalized the plan for the removal of contaminated soil, underground water and buried waste, the corresponding costs can now be reasonably estimated. As result, the Company additionally recorded reserve for implementation of environmental and safety arrangements in the amount of ¥2,580 million (\$24,282 thousand).

## 17. Leases

### *Operating lease transactions*

Future minimum lease payments subsequent to March 31, 2018 under non-cancelable operating leases are summarized as follows:

| Year ending March 31,     | Millions of yen | Thousands of U.S. dollars |
|---------------------------|-----------------|---------------------------|
| 2019.....                 | ¥ 296           | \$ 2,786                  |
| 2020 and thereafter ..... | 542             | 5,101                     |
| Total .....               | ¥ 838           | \$ 7,887                  |

## 18. Financial Instruments

### *Overview*

#### **(1) Policy for financial instruments**

In consideration of plans for capital expenditures or cash management, the Company and its consolidated subsidiaries (collectively, the "Group") raise funds through bank loans or issuing bonds for its domestic and overseas business. The Group manages temporary cash surpluses through low-risk financial assets. The Group uses derivatives for the purpose of reducing fluctuation risk of foreign exchange and interest rates. However, the use of derivatives is limited within the extent of risk at the basis of the actual demand and the Group does not enter into derivatives for speculative or trading purposes.

#### **(2) Types of financial instruments and related risk**

Trade receivables – trade notes and accounts receivable – are exposed to credit risk in relation to customers. In addition, the Group has global operations and the percentage of sales transactions denominated in foreign currencies is high. As a result, the Group is exposed to foreign currency exchange risk arising from receivables denominated in foreign currencies.

Marketable securities and investments in securities are exposed to market risk. Those securities are composed of mainly held-to-maturity debt securities and the shares of common stock of other companies with which the Group has business relationships, or affiliated companies. The Group has also loans receivable from other companies with which it has business relationships. These loans receivable are exposed to credit risk.

Regarding trade payables – trade notes and accounts payable – the Group is exposed to the risk of failure of settlement of these payables at the due date because of working capital issue, which may result in loss of credit. The Group is also exposed to foreign currency exchange risk arising from those payables denominated in foreign currencies due to the import of raw materials and other supplies.

A portion of bank loans and bonds has some financial covenants, which may result in the risk of early repayment depending on the fluctuation of the financial position of the Group. Short-term and long-term bank loans with variable interest rates

are exposed to interest rate fluctuation risk. The repayment dates of the debt extend up to 7 years from the balance sheet date.

Regarding derivatives, the Group enters into forward foreign exchange contracts to reduce the foreign currency exchange risk arising from the receivables and payables denominated in foreign currencies. The Group also enters into interest rate swap transactions to reduce fluctuation risk deriving from interest payable for long-term bank loans bearing interest at variable rates. Information regarding the method of hedge accounting is described in Note 2 (f).

#### **(3) Risk management for financial instruments**

##### ***(a) Monitoring of credit risk (the risk that customers or counterparties may default)***

In accordance with the internal policies for credit limit management, the Group reduces certain risks arising from credit transactions with customers by setting credit limits for individual customers, managing maturity dates and outstanding amounts, recognizing the existing risks and controlling all receivables appropriately. The Group monitors the financial situation of its main customers periodically and compares outstanding receivables balances with the amounts of credit limit by each customer periodically and confirms that the internal policies are appropriately applied.

In accordance with the internal policies for asset management, the Group invests in held-to-maturity debt securities with high credit ratings. Accordingly, the Group believes that the credit risk deriving from such debt securities is insignificant.

The Group also believes that the credit risk of derivatives is insignificant as it enters into derivative transactions only with financial institutions or trading companies which have a sound credit profile.

##### ***(b) Monitoring of market risks (the risks arising from fluctuations in foreign exchange rates, interest rates and others)***

For trade receivables and payables denominated in foreign currencies, the Group identifies the foreign currency exchange risk for each currency on a monthly basis and enters into forward

foreign exchange contracts to hedge such risk. In order to mitigate the unfavorable impact caused by foreign currency exchange fluctuations on accounts receivable deriving from forecasted export sales transactions, the Group may enter into forward foreign exchange contracts to the extent it is probable that those forecasted export sales take place. In order to mitigate the interest rate risk for loans payable and bonds bearing interest at variable rates, the Group may also enter into interest rate swap transactions.

For marketable securities and investments in securities, the Group periodically reviews the fair values of such financial instruments and the financial position of the issuers. In addition, the Group continuously evaluates whether securities other than those classified as held-to-maturity debt securities should be maintained taking into account their fair values and the relationships with the issuers.

In conducting derivative transactions, the division in charge of derivative transactions follows the internal policies, and requests divisions that perform such derivative transactions to report these transactions, and reconciles this information with transaction details obtained from financial institutions. The division prepares monthly reports which include actual transaction data, the contracted amounts, principals, fair value of these derivatives and valuation gains or losses. These reports are then submitted to the Board of Directors for their review.

**(c) Monitoring of liquidity risk (the risk that the Group may not be able to meet its obligations on scheduled due dates)**

Based on the reports from each cash management division, the Group prepares and updates its cash flow plans on a monthly basis to manage liquidity risk. The Group also reports these plans to the Board of Directors and takes actions if necessary to maintain a specified level of cash position.

**(4) Supplementary explanation of the estimated fair value of financial instruments**

The fair value of financial instruments is based on their quoted market price, if available. When there is no quoted market price available, fair value is reasonably estimated. Since various assumptions and factors are reflected in estimating the fair value, different assumptions and factors could result in different fair value. In addition, the notional amounts of derivatives in Note 19 are not necessarily indicative of the actual market risk involved in the derivative transactions.

**Estimated Fair Value of Financial Instruments**

The carrying value of financial instruments on the consolidated balance sheets, estimated fair value and the differences as of March 31, 2018 and 2017 are shown in the following table. The following table does not include financial instruments for which it is extremely difficult to determine the fair value. (Please refer to Note 18(b) below)

**(a) Estimated fair value of financial instruments**

|                                                           | Millions of yen |                      |            |                |                      |            |
|-----------------------------------------------------------|-----------------|----------------------|------------|----------------|----------------------|------------|
|                                                           | 2018            |                      |            | 2017           |                      |            |
|                                                           | Carrying value  | Estimated fair value | Difference | Carrying value | Estimated fair value | Difference |
| Assets:                                                   |                 |                      |            |                |                      |            |
| (1) Cash and deposits .....                               | ¥ 30,297        | ¥ 30,297             | ¥ –        | ¥ 28,347       | ¥ 28,347             | ¥ –        |
| (2) Trade receivables .....                               | 29,881          | 29,881               | –          | 25,408         | 25,408               | –          |
| (3) Securities and investments in securities:             |                 |                      |            |                |                      |            |
| Held-to-maturity debt securities .....                    | 10              | 10                   | 0          | 10             | 10                   | 0          |
| Other securities .....                                    | 1,669           | 1,669                | –          | 1,501          | 1,501                | –          |
| Total assets .....                                        | ¥ 61,857        | ¥ 61,857             | ¥ 0        | ¥ 55,266       | ¥ 55,266             | ¥ 0        |
| Liabilities:                                              |                 |                      |            |                |                      |            |
| (1) Trade payables .....                                  | 12,089          | 12,089               | –          | 10,342         | 10,342               | –          |
| (2) Short-term bank loans .....                           | 10,410          | 10,410               | –          | 13,650         | 13,650               | –          |
| (3) Long-term bank loans, including current portion ..... | 34,113          | 34,248               | 135        | 40,991         | 41,136               | 145        |
| Total liabilities .....                                   | ¥ 56,612        | ¥ 56,747             | ¥ 135      | ¥ 64,983       | ¥ 65,128             | ¥ 145      |
| Derivatives (*) .....                                     | ¥ 70            | ¥ 70                 | ¥ –        | ¥ 37           | ¥ 37                 | ¥ –        |

| Thousands of U.S. dollars                                 |                   |                      |                 |
|-----------------------------------------------------------|-------------------|----------------------|-----------------|
| 2018                                                      |                   |                      |                 |
|                                                           | Carrying value    | Estimated fair value | Difference      |
| <b>Assets:</b>                                            |                   |                      |                 |
| (1) Cash and deposits .....                               | \$ 285,148        | \$ 285,148           | \$ –            |
| (2) Trade receivables .....                               | 281,233           | 281,233              | –               |
| (3) Securities and investments in securities:             |                   |                      |                 |
| Held-to-maturity debt securities .....                    | 94                | 94                   | 0               |
| Other securities .....                                    | 15,708            | 15,708               | –               |
| <b>Total assets .....</b>                                 | <b>\$ 582,183</b> | <b>\$ 582,183</b>    | <b>\$ 0</b>     |
| <b>Liabilities:</b>                                       |                   |                      |                 |
| (1) Trade payables .....                                  | 113,779           | 113,779              | –               |
| (2) Short-term bank loans .....                           | 97,976            | 97,976               | –               |
| (3) Long-term bank loans, including current portion ..... | 321,063           | 322,334              | 1,271           |
| <b>Total liabilities .....</b>                            | <b>\$ 532,818</b> | <b>\$ 534,089</b>    | <b>\$ 1,271</b> |
| <b>Derivatives (*) .....</b>                              | <b>\$ 659</b>     | <b>\$ 659</b>        | <b>\$ –</b>     |

(\*) Assets and liabilities arising from derivatives are shown at net value with the amount in parentheses representing net liability position.

Methods to determine the estimated fair value of financial instruments and other matters related to securities and derivative transactions are as follows:

**Assets:**

**(1) Cash and deposits and (2) Trade receivables**

Since these items are settled in a short time period, their carrying value approximates estimated fair value.

**(3) Securities and investments in securities**

The fair value of equity and debt securities is based on quoted market prices. Regarding the information on securities and investments in securities corresponding to holding purposes, please refer to Note 5.

**Liabilities:**

**(1) Trade payables and (2) Short-term bank loans**

Since these items are settled in a short time period, their carrying value approximates estimated fair value.

**(3) Long-term bank loans, including current portion**

For long-term bank loans with floating interest rates, their carrying value approximates estimated fair value because their interest rate reflects the market interest rate.

The estimated fair value of long-term bank loans with fixed interest rates is based on the present value of the total of principal and interest discounted by the interest rate to be applied assuming new loans under the similar conditions to existing loans are made.

**Derivatives:**

Please refer to Note 19 “Derivatives.”

**(b) Financial instruments whose fair values were extremely difficult to determine**

|                                           | Millions of yen |         | Thousands of U.S. dollars |
|-------------------------------------------|-----------------|---------|---------------------------|
|                                           | 2018            | 2017    | 2018                      |
| Unlisted equity securities .....          | ¥ 2,485         | ¥ 2,241 | \$ 23,388                 |
| Investments in limited partnerships ..... | 21              | 24      | 198                       |

Because no quoted market price is available and it is extremely difficult to determine the fair value, the above financial instruments are not included in the preceding table.

(c) Redemption schedule of deposits, monetary receivables and securities with maturities

|                                       | Millions of yen         |                                       |                                        |                     | Millions of yen         |                                       |                                        |                     |
|---------------------------------------|-------------------------|---------------------------------------|----------------------------------------|---------------------|-------------------------|---------------------------------------|----------------------------------------|---------------------|
|                                       | 2018                    |                                       |                                        |                     | 2017                    |                                       |                                        |                     |
|                                       | Due in one year or less | Due after one year through five years | Due after five years through ten years | Due after ten years | Due in one year or less | Due after one year through five years | Due after five years through ten years | Due after ten years |
| Deposits.....                         | ¥ 30,288                | ¥ –                                   | ¥ –                                    | ¥ –                 | ¥ 28,336                | ¥ –                                   | ¥ –                                    | ¥ –                 |
| Trade receivables.....                | 29,881                  | –                                     | –                                      | –                   | 25,408                  | –                                     | –                                      | –                   |
| Investments in securities:            |                         |                                       |                                        |                     |                         |                                       |                                        |                     |
| Held-to-maturity debt securities..... | –                       | 10                                    | –                                      | –                   | –                       | –                                     | 10                                     | –                   |
| Total .....                           | ¥ 60,169                | ¥ 10                                  | ¥ –                                    | ¥ –                 | ¥ 53,744                | ¥ –                                   | ¥ 10                                   | ¥ –                 |

|                                       | Thousands of U.S. dollars |                                       |                                        |                     |
|---------------------------------------|---------------------------|---------------------------------------|----------------------------------------|---------------------|
|                                       | 2018                      |                                       |                                        |                     |
|                                       | Due in one year or less   | Due after one year through five years | Due after five years through ten years | Due after ten years |
| Deposits.....                         | \$ 285,064                | \$ –                                  | \$ –                                   | \$ –                |
| Trade receivables.....                | 281,233                   | –                                     | –                                      | –                   |
| Investments in securities:            |                           |                                       |                                        |                     |
| Held-to-maturity debt securities..... | –                         | 94                                    | –                                      | –                   |
| Total .....                           | \$ 566,297                | \$ 94                                 | \$ –                                   | \$ –                |

(d) Redemption schedule of long-term debt

|                           | Millions of yen         |                                      |                                         |                                          |                                         |                      |
|---------------------------|-------------------------|--------------------------------------|-----------------------------------------|------------------------------------------|-----------------------------------------|----------------------|
|                           | 2018                    |                                      |                                         |                                          |                                         |                      |
|                           | Due in one year or less | Due after one year through two years | Due after two years through three years | Due after three years through four years | Due after four years through five years | Due after five years |
| Long-term bank loans..... | ¥ 13,538                | ¥ 9,628                              | ¥ 4,436                                 | ¥ 3,029                                  | ¥ 1,903                                 | ¥ 1,579              |
| Bonds .....               | 390                     | 390                                  | 390                                     | 390                                      | 390                                     | 450                  |
| Lease obligations.....    | 449                     | 354                                  | 237                                     | 108                                      | 22                                      | –                    |
| Total .....               | ¥ 14,377                | ¥ 10,372                             | ¥ 5,063                                 | ¥ 3,527                                  | ¥ 2,315                                 | ¥ 2,029              |

|                           | Thousands of U.S. dollars |                                      |                                         |                                          |                                         |                      |
|---------------------------|---------------------------|--------------------------------------|-----------------------------------------|------------------------------------------|-----------------------------------------|----------------------|
|                           | 2018                      |                                      |                                         |                                          |                                         |                      |
|                           | Due in one year or less   | Due after one year through two years | Due after two years through three years | Due after three years through four years | Due after four years through five years | Due after five years |
| Long-term bank loans..... | \$ 127,416                | \$ 90,616                            | \$ 41,750                               | \$ 28,508                                | \$ 17,911                               | \$ 14,862            |
| Bonds .....               | 3,671                     | 3,671                                | 3,671                                   | 3,671                                    | 3,671                                   | 4,234                |
| Lease obligations.....    | 4,226                     | 3,332                                | 2,231                                   | 1,016                                    | 207                                     | –                    |
| Total .....               | \$ 135,313                | \$ 97,619                            | \$ 47,652                               | \$ 33,195                                | \$ 21,789                               | \$ 19,096            |

## 19. Derivatives

The notional amounts and the estimated fair value of the derivative instruments outstanding which did not qualify for deferral hedge accounting at March 31, 2018 and 2017 were as follows:

### (a) Currency-related transactions

Forward foreign exchange contracts:

| Millions of yen    |                 |                      |                        |                 |                      |                        |
|--------------------|-----------------|----------------------|------------------------|-----------------|----------------------|------------------------|
|                    | 2018            |                      |                        | 2017            |                      |                        |
|                    | Notional amount | Estimated fair value | Unrealized gain (loss) | Notional amount | Estimated fair value | Unrealized gain (loss) |
| Sell:              |                 |                      |                        |                 |                      |                        |
| Euro.....          | ¥ 1,349         | ¥ 56                 | ¥ 56                   | ¥ 3,767         | ¥ 49                 | ¥ 49                   |
| U.S. dollars.....  | —               | —                    | —                      | 343             | 7                    | 7                      |
| Buy:               |                 |                      |                        |                 |                      |                        |
| Japanese yen ..... | 580             | (10)                 | (10)                   | 372             | (19)                 | (19)                   |
| U.S. dollars.....  | 90              | (1)                  | (1)                    | 18              | 0                    | 0                      |
| Total .....        | ¥ 2,019         | ¥ 45                 | ¥ 45                   | ¥ 4,500         | ¥ 37                 | ¥ 37                   |

| Thousands of U.S. dollars |                 |                      |                 |
|---------------------------|-----------------|----------------------|-----------------|
|                           | 2018            |                      |                 |
|                           | Notional amount | Estimated fair value | Unrealized gain |
| Sell:                     |                 |                      |                 |
| Euro.....                 | \$ 12,696       | \$ 527               | \$ 527          |
| U.S. dollars.....         | —               | —                    | —               |
| Buy:                      |                 |                      |                 |
| Japanese yen .....        | 5,459           | (94)                 | (94)            |
| U.S. dollars.....         | 847             | (9)                  | (9)             |
| Total .....               | \$ 19,002       | \$ 424               | \$ 424          |

### (b) Currency-related transactions (hedge accounting is applied)

Forward foreign exchange contracts:

| Millions of yen       |                    |                     |                 |                                 |                          |                 |                                 |                          |
|-----------------------|--------------------|---------------------|-----------------|---------------------------------|--------------------------|-----------------|---------------------------------|--------------------------|
| Method of accounting  | Classification     | Hedged item         | 2018            |                                 |                          | 2017            |                                 |                          |
|                       |                    |                     | Notional amount | Notional amount (over one year) | Estimated fair value (*) | Notional amount | Notional amount (over one year) | Estimated fair value (*) |
| Deferred hedge method | Sell: Euro         | Accounts receivable | ¥ 645           | ¥ —                             | ¥ 24                     | ¥ —             | ¥ —                             | ¥ —                      |
|                       | Sell: U.S. dollars | Accounts payable    | —               | —                               | —                        | 5               | —                               | (0)                      |
| The allocation method | Sell: Euro         | Accounts receivable | 50              | —                               | (**)                     | —               | —                               | —                        |
|                       | Buy: U.S. dollars  | Accounts payable    | 5               | —                               | (**)                     | 27              | —                               | (**)                     |
| Total                 |                    |                     | ¥ 700           | ¥ —                             | ¥ 24                     | ¥ 32            | ¥ —                             | ¥ (0)                    |

|                       |                    |                     | Thousands of U.S. dollars |                                 |                          |
|-----------------------|--------------------|---------------------|---------------------------|---------------------------------|--------------------------|
|                       |                    |                     | 2018                      |                                 |                          |
| Method of accounting  | Classification     | Hedged item         | Notional amount           | Notional amount (over one year) | Estimated fair value (*) |
| Deferred hedge method | Sell: Euro         | Accounts receivable | \$ 6,070                  | \$ –                            | \$ 226                   |
|                       | Sell: U.S. dollars | Accounts payable    | –                         | –                               | –                        |
| The allocation method | Sell: Euro         | Accounts receivable | 471                       | –                               | (**)                     |
|                       | Buy: U.S. dollars  | Accounts payable    | 47                        | –                               | (**)                     |
| Total                 |                    |                     | \$ 6,588                  | \$ –                            | \$ 226                   |

(\*) The estimated fair value of forward foreign currency exchange contracts is computed using prices provided by counterparty financial institutions.

(\*\*) Because forward foreign exchange contracts are accounted for as if the exchange rates applied to the forward foreign exchange contracts had originally applied to the accounts receivable or payable, their fair values were included in accounts receivable or payable.

(c) Interest-related transactions (hedge accounting is applied)

|                      |                                |                      | Millions of yen |                                 |                          |                 |                                 |                          |
|----------------------|--------------------------------|----------------------|-----------------|---------------------------------|--------------------------|-----------------|---------------------------------|--------------------------|
|                      |                                |                      | 2018            |                                 |                          | 2017            |                                 |                          |
| Method of accounting | Classification                 | Hedged item          | Notional amount | Notional amount (over one year) | Estimated fair value (*) | Notional amount | Notional amount (over one year) | Estimated fair value (*) |
| The special method   | Receive/floating and pay/fixed | Long-term bank loans | ¥ 7,261         | ¥ 3,588                         | ¥ (**)                   | ¥ 9,492         | ¥ 6,161                         | ¥ (**)                   |

|                      |                                |                      | Thousands of U.S. dollars |                                 |                          |
|----------------------|--------------------------------|----------------------|---------------------------|---------------------------------|--------------------------|
|                      |                                |                      | 2018                      |                                 |                          |
| Method of accounting | Classification                 | Hedged item          | Notional amount           | Notional amount (over one year) | Estimated fair value (*) |
| The special method   | Receive/floating and pay/fixed | Long-term bank loans | ¥ 68,339                  | ¥ 33,769                        | \$ (**)                  |

(\*) The estimated fair value of forward foreign currency exchange contracts is computed using prices provided by counterparty financial institutions.

(\*\*) Because interest rate swap agreements are accounted for as if the interest rates applied to the swaps had originally applied to the long-term bank loans, their estimated fair values were included in estimated fair value of long-term bank loans.

## 20. Other Comprehensive Income

The following table presents reclassification adjustments and tax effects for components of other comprehensive loss for the years ended March 31, 2018 and 2017:

|                                                                                                                      | Millions of yen |       | Thousands of U.S. dollars |
|----------------------------------------------------------------------------------------------------------------------|-----------------|-------|---------------------------|
|                                                                                                                      | 2018            | 2017  | 2018                      |
| Net unrealized holding gain on securities:                                                                           |                 |       |                           |
| Amount arising during the year.....                                                                                  | ¥ 152           | ¥ 401 | \$ 1,431                  |
| Before tax effect .....                                                                                              | 152             | 401   | 1,431                     |
| Tax effect .....                                                                                                     | (48)            | (79)  | (452)                     |
| Total .....                                                                                                          | 104             | 322   | 979                       |
| Unrealized deferred gain (loss) on hedges:                                                                           |                 |       |                           |
| Amounts arising during the year .....                                                                                | 0               | (0)   | 0                         |
| Reclassification adjustments for gains and losses included in net income .....                                       | 0               | –     | 0                         |
| Before tax effect .....                                                                                              | 0               | (0)   | 0                         |
| Tax effect .....                                                                                                     | (0)             | 0     | (0)                       |
| Total .....                                                                                                          | 0               | (0)   | 0                         |
| Translation adjustment:                                                                                              |                 |       |                           |
| Amount arising during the year.....                                                                                  | 719             | (419) | 6,767                     |
| Before tax effect .....                                                                                              | 719             | (419) | 6,767                     |
| Tax effect .....                                                                                                     | –               | –     | –                         |
| Total .....                                                                                                          | 719             | (419) | 6,767                     |
| Retirement benefits liability adjustments:                                                                           |                 |       |                           |
| Amount arising during the year.....                                                                                  | (64)            | 219   | (602)                     |
| Reclassification adjustments for gains and losses included in net income .....                                       | 98              | 116   | 922                       |
| Before tax effect .....                                                                                              | 33              | 335   | 311                       |
| Tax effect .....                                                                                                     | (12)            | (100) | (113)                     |
| Total .....                                                                                                          | 21              | 235   | 198                       |
| Other comprehensive (loss) income of affiliates accounted for by the equity method attributable to the Company ..... | (120)           | 112   | (1,130)                   |
| Total other comprehensive income .....                                                                               | ¥ 724           | ¥ 250 | \$ 6,814                  |

## 21. Supplemental Information to Consolidated Statements of Cash Flows

### Information on significant non-cash transactions

The Company and its consolidated subsidiaries recorded new leased assets of ¥302 million (\$2,842 thousand) and ¥434 million and lease obligations of ¥325 million (\$3,059 thousand) and ¥469 million under finance leases for the years ended March 31, 2018 and 2017, respectively.



## 22. Amounts per Share

|                                                             | Yen        |            | U.S. dollars |
|-------------------------------------------------------------|------------|------------|--------------|
|                                                             | 2018       | 2017       | 2018         |
| Net assets per share .....                                  | ¥ 1,679.77 | ¥ 1,575.53 | \$ 15.81     |
| Net income attributable to owners of parent per share ..... | 86.12      | 95.15      | 0.81         |

Net income attributable to owners of parent per share is based on the net income attributable to shareholders of common stock and the weighted-average number of shares of common stock outstanding during each year. Net assets per share are based on the number of shares of common stock outstanding at the year

end.

Diluted net income attributable to owners of parent per share for the years ended March 31, 2018 and 2017 is not presented since no potentially dilutive securities have been issued.

The financial data for the computation of basic net income attributable to owners of parent per share for the years ended March 31, 2018 and 2017 in the table above is summarized as follows:

|                                                                             | Millions of yen |         | Thousands of U.S. dollars |
|-----------------------------------------------------------------------------|-----------------|---------|---------------------------|
|                                                                             | 2018            | 2017    | 2018                      |
| Information on basic net income attributable to owners of parent per share: |                 |         |                           |
| Net income attributable to owners of parent .....                           | ¥ 3,442         | ¥ 3,804 | \$ 32,395                 |
| Net income not attributable to common shareholders.....                     | —               | —       | —                         |
| Adjusted net income attributable to common shareholders.....                | ¥ 3,442         | ¥ 3,804 | \$ 32,395                 |

|                                                                                    | Thousands of shares |        |
|------------------------------------------------------------------------------------|---------------------|--------|
|                                                                                    | 2018                | 2017   |
| Weighted-average number of shares of common stock outstanding during the year..... | 39,971              | 39,979 |

The financial data for the computation of net assets per share at March 31, 2018 and 2017 in the above table is summarized as follows:

|                                                                        | Millions of yen |          | Thousands of U.S. dollars |
|------------------------------------------------------------------------|-----------------|----------|---------------------------|
|                                                                        | 2018            | 2017     | 2018                      |
| Total net assets .....                                                 | ¥ 67,138        | ¥ 62,981 | \$ 631,887                |
| Deductions from total net assets:                                      |                 |          |                           |
| Non-controlling interests .....                                        | —               | —        | —                         |
| Total net assets used in the calculation of net assets per share ..... | ¥ 67,138        | ¥ 62,981 | \$ 631,887                |

|                                                                        | Thousands of shares |        |
|------------------------------------------------------------------------|---------------------|--------|
|                                                                        | 2018                | 2017   |
| Number of shares used in the calculation of net assets per share ..... | 39,968              | 39,975 |

## 23. Related Party Transactions

Major transactions and balances between the Company and an affiliated company for the years ended and as of March 31, 2018 and 2017 were as follows:

| Name of affiliated company | Type of transaction | Transactions    |       |                           | Account           | Balances        |       |                           |
|----------------------------|---------------------|-----------------|-------|---------------------------|-------------------|-----------------|-------|---------------------------|
|                            |                     | Millions of yen |       | Thousands of U.S. dollars |                   | Millions of yen |       | Thousands of U.S. dollars |
|                            |                     | 2018            | 2017  | 2018                      |                   | 2018            | 2017  | 2018                      |
| BELCHIM CROP               |                     |                 |       |                           |                   |                 |       |                           |
| PROTECTION N.V.            | Sales of products   | ¥ 399           | ¥ 465 | \$ 3,755                  | Trade receivables | ¥ –             | ¥ 154 | \$ –                      |

Major transactions and balances between a consolidated subsidiary and an affiliated company for the years ended and as of March 31, 2018 and 2017 were as follows:

| Name of affiliated company | Type of transaction | Transactions    |         |                           | Account           | Balances        |         |                           |
|----------------------------|---------------------|-----------------|---------|---------------------------|-------------------|-----------------|---------|---------------------------|
|                            |                     | Millions of yen |         | Thousands of U.S. dollars |                   | Millions of yen |         | Thousands of U.S. dollars |
|                            |                     | 2018            | 2017    | 2018                      |                   | 2018            | 2017    | 2018                      |
| BELCHIM CROP               |                     |                 |         |                           |                   |                 |         |                           |
| PROTECTION N.V.            | Sales of products   | ¥17,038         | ¥18,189 | \$160,358                 | Trade receivables | ¥ 4,118         | ¥ 2,545 | \$38,758                  |

The condensed financial statements of BELCOM CROP PROTECTION N.V. as the significant related party as of and for the years ended March 31, 2018 and 2017 are as follows:

|                                  | Millions of yen |          | Thousands of U.S. dollars |
|----------------------------------|-----------------|----------|---------------------------|
|                                  | March 31        |          | March 31                  |
|                                  | 2018            | 2017     | 2018                      |
| Current assets                   | ¥ 52,689        | ¥ 39,438 | \$ 495,943                |
| Fixed assets                     | 7,843           | 5,675    | 73,824                    |
| Total assets                     | ¥ 60,532        | ¥ 45,113 | \$ 569,767                |
| Current liabilities              | ¥ 52,313        | ¥ 40,145 | \$ 492,404                |
| Long-term liabilities            | 8,855           | 4,649    | 83,349                    |
| Total liabilities                | 61,168          | 44,794   | 575,753                   |
| Total net assets                 | (636)           | 319      | (5,986)                   |
| Total liabilities and net assets | ¥ 60,532        | ¥ 45,113 | \$ 569,767                |

  

|                            | Millions of yen              |          | Thousands of U.S. dollars    |
|----------------------------|------------------------------|----------|------------------------------|
|                            | For the years ended March 31 |          | For the years ended March 31 |
|                            | 2018                         | 2017     | 2018                         |
| Net sales                  | ¥ 59,280                     | ¥ 57,273 | \$ 557,982                   |
| Income before income taxes | 560                          | 2,552    | 5,271                        |
| Net (loss) income          | (478)                        | 1,538    | (4,499)                      |

## 24. Segment Information

### (a) Overview of the reportable segments

The Company's reportable segments are determined on the basis that such segments provide the Board of Directors with specific information to determine the business activity policy and allocation of management resources and to evaluate their business performance. Consequently, the Company has classified its business into three reportable segments of "Inorganic chemicals," "Organic chemicals," and "Other businesses" based on the properties of products and services sold, manufacturing methods and processes.

#### Inorganic chemicals

This reportable segment includes the business of manufacturing and sales of titanium dioxide, functional materials, which are value-added products designed to take advantage of the characteristics of titanium dioxide and other inorganic chemicals.

#### Organic chemicals

This reportable segment includes the business of manufacturing and sales of organic intermediates such as agrochemicals and active pharmaceutical ingredients.

#### Other businesses

This reportable segment principally includes the trading business and the construction business.

### (b) Valuation method for reportable segment sales, income and assets

The accounting policies for the reportable business segments are the same as those described in Note 2. Intersegment sales are recorded at the same prices used in transactions with third parties.

### (c) Reportable segment information

|                                                         | Millions of yen     |                   |                  |           |                                |                   |
|---------------------------------------------------------|---------------------|-------------------|------------------|-----------|--------------------------------|-------------------|
|                                                         | 2018                |                   |                  |           |                                |                   |
|                                                         | Reportable segments |                   |                  |           | Elimination and corporate (*1) | Consolidated (*2) |
|                                                         | Inorganic chemicals | Organic chemicals | Other businesses | Subtotal  |                                |                   |
| Net sales and operating income:                         |                     |                   |                  |           |                                |                   |
| Net sales:                                              |                     |                   |                  |           |                                |                   |
| External customers.....                                 | ¥ 54,441            | ¥ 50,461          | ¥ 3,099          | ¥ 108,001 | ¥ –                            | ¥ 108,001         |
| Intersegment.....                                       | –                   | –                 | 4,937            | 4,937     | (4,937)                        | –                 |
| Net sales.....                                          | 54,441              | 50,461            | 8,036            | 112,938   | (4,937)                        | 108,001           |
| Segment income .....                                    | ¥ 7,984             | ¥ 3,576           | ¥ 618            | ¥ 12,178  | ¥ (2,156)                      | ¥ 10,022          |
| Segment assets .....                                    | ¥ 69,542            | ¥ 51,706          | ¥ 2,798          | ¥ 124,046 | ¥ 35,721                       | ¥ 159,767         |
| Other items:                                            |                     |                   |                  |           |                                |                   |
| Depreciation and amortization of intangible assets..... | 3,178               | 873               | 49               | 4,100     | 114                            | 4,214             |
| Loss on impairment of fixed assets.....                 | 55                  | –                 | –                | 55        | –                              | 55                |
| Increase in fixed tangible and intangible assets ...    | 5,335               | 788               | 24               | 6,147     | 293                            | 6,440             |

|                                                         | Millions of yen     |                   |                  |           |                                |                   |
|---------------------------------------------------------|---------------------|-------------------|------------------|-----------|--------------------------------|-------------------|
|                                                         | 2017                |                   |                  |           |                                |                   |
|                                                         | Reportable segments |                   |                  |           | Elimination and corporate (*1) | Consolidated (*2) |
|                                                         | Inorganic chemicals | Organic chemicals | Other businesses | Subtotal  |                                |                   |
| Net sales and operating income:                         |                     |                   |                  |           |                                |                   |
| Net sales:                                              |                     |                   |                  |           |                                |                   |
| External customers .....                                | ¥ 47,504            | ¥ 51,064          | ¥ 3,033          | ¥ 101,601 | ¥ –                            | ¥ 101,601         |
| Intersegment.....                                       | –                   | –                 | 3,594            | 3,594     | (3,594)                        | –                 |
| Net sales.....                                          | 47,504              | 51,064            | 6,627            | 105,195   | (3,594)                        | 101,601           |
| Segment income .....                                    | ¥ 5,019             | ¥ 4,911           | ¥ 517            | ¥ 10,447  | ¥ (2,031)                      | ¥ 8,416           |
| Segment assets .....                                    | ¥ 67,555            | ¥ 52,390          | ¥ 2,944          | ¥ 122,889 | ¥ 33,982                       | ¥ 156,871         |
| Other items:                                            |                     |                   |                  |           |                                |                   |
| Depreciation and amortization of intangible assets..... | 3,157               | 898               | 55               | 4,110     | 105                            | 4,215             |
| Loss on impairment of fixed assets.....                 | 62                  | 731               | –                | 793       | 174                            | 967               |
| Increase in fixed tangible and intangible assets ...    | 3,982               | 1,408             | 3                | 5,393     | 49                             | 5,442             |

|                                                         | Thousands of U.S. dollars |                   |                  |              |                                |                   |
|---------------------------------------------------------|---------------------------|-------------------|------------------|--------------|--------------------------------|-------------------|
|                                                         | 2018                      |                   |                  |              |                                |                   |
|                                                         | Reportable segments       |                   |                  |              | Elimination and corporate (*1) | Consolidated (*2) |
|                                                         | Inorganic chemicals       | Organic chemicals | Other businesses | Subtotal     |                                |                   |
| Net sales and operating income:                         |                           |                   |                  |              |                                |                   |
| Net sales:                                              |                           |                   |                  |              |                                |                   |
| External customers .....                                | \$ 512,386                | \$ 474,927        | \$ 29,167        | \$ 1,016,480 | \$ –                           | \$ 1,016,480      |
| Intersegment.....                                       | –                         | –                 | 46,466           | 46,466       | (46,466)                       | –                 |
| Net sales.....                                          | 512,386                   | 474,927           | 75,633           | 1,062,946    | (46,466)                       | 1,016,480         |
| Segment income .....                                    | \$ 75,144                 | \$ 33,656         | \$ 5,816         | \$ 114,616   | \$ (20,291)                    | \$ 94,325         |
| Segment assets .....                                    | \$ 654,513                | \$ 486,645        | \$ 26,334        | \$ 1,167,492 | \$ 336,197                     | \$ 1,503,689      |
| Other items:                                            |                           |                   |                  |              |                                |                   |
| Depreciation and amortization of intangible assets..... | 29,911                    | 8,216             | 461              | 38,588       | 1,073                          | 39,661            |
| Loss on impairment of fixed assets.....                 | 518                       | –                 | –                | 518          | –                              | 518               |
| Increase in fixed tangible and intangible assets ...    | 50,212                    | 7,416             | 226              | 57,854       | 2,758                          | 60,612            |

(\*1) The elimination and corporate applicable to segment income amounted to ¥2,156 million (\$20,291 thousand) and ¥2,031 million in the above tables and includes ¥79 million (\$743 thousand) and ¥43 million of eliminations of intersegment transactions and ¥2,077 million (\$19,548 thousand) and ¥1,988 million of corporate expenses, which are not allocable to the reportable segments for the years ended March 31, 2018 and 2017, respectively. Corporate expenses mainly comprise expenses incurred by the administration department of the Company, which are not allocable to any reportable segment.

The elimination and corporate applicable to segment assets

amounted to ¥35,721 million (\$336,197 thousand) and ¥33,982 million includes ¥959 million (\$9,026 thousand) and ¥763 million of offset of inter-segment receivables and payables, and ¥36,680 million (\$345,223 thousand) and ¥34,745 million of corporate assets, which are not allocable to a reportable segment as of March 31, 2018 and 2017, respectively. Corporate assets consist of investments of surplus funds (cash and securities), long-term investments (investments in securities), assets of the administration department and so forth.

(\*2) Segment income corresponds to operating income in the consolidated statements of income.

## Related information

### Products and services information

The information on each product and service is omitted because it is the same as that of reportable segment information for the years ended March 31, 2018 and 2017.

### Geographical information

Net sales by geographical segment for the years ended March 31, 2018 and 2017 are summarized as follows:

|                | Millions of yen           |          |          |          |       |           |
|----------------|---------------------------|----------|----------|----------|-------|-----------|
|                | Year ended March 31, 2018 |          |          |          |       |           |
|                | Japan                     | Asia     | America  | Europe   | Other | Total     |
| Net sales..... | ¥ 50,309                  | ¥ 22,928 | ¥ 12,384 | ¥ 22,097 | ¥ 283 | ¥ 108,001 |

|                | Millions of yen           |          |          |          |       |           |
|----------------|---------------------------|----------|----------|----------|-------|-----------|
|                | Year ended March 31, 2017 |          |          |          |       |           |
|                | Japan                     | Asia     | America  | Europe   | Other | Total     |
| Net sales..... | ¥ 46,734                  | ¥ 18,709 | ¥ 11,298 | ¥ 24,584 | ¥ 276 | ¥ 101,601 |

|                | Thousands of U.S. dollars |            |            |            |          |             |
|----------------|---------------------------|------------|------------|------------|----------|-------------|
|                | Year ended March 31, 2018 |            |            |            |          |             |
|                | Japan                     | Asia       | America    | Europe     | Other    | Total       |
| Net sales..... | \$ 473,496                | \$ 215,793 | \$ 116,555 | \$ 207,972 | \$ 2,664 | \$1,016,480 |

The regions are determined on the basis of geographic proximity and the Company's business activities as follows:

Asia: China, Taiwan, South Korea, Thailand, Indonesia and Singapore

America: The United States, Canada, Brazil, Argentina and Mexico

Europe: Germany, the Netherlands, France, the United Kingdom, Belgium, Italy, Eastern Europe and the Middle East

Other: Australia, New Zealand and Africa

Property, plant and equipment by geographical segment as of March 31, 2018 and 2017 are summarized as follows:

|                                    | Millions of yen   |       |         |        |          |
|------------------------------------|-------------------|-------|---------|--------|----------|
|                                    | At March 31, 2018 |       |         |        |          |
|                                    | Japan             | Asia  | America | Europe | Total    |
| Property, plant and equipment..... | ¥ 39,810          | ¥ 141 | ¥ 849   | ¥ 43   | ¥ 40,843 |

|                                    | Millions of yen   |       |         |        |          |
|------------------------------------|-------------------|-------|---------|--------|----------|
|                                    | At March 31, 2017 |       |         |        |          |
|                                    | Japan             | Asia  | America | Europe | Total    |
| Property, plant and equipment..... | ¥ 38,131          | ¥ 138 | ¥ 885   | ¥ 30   | ¥ 39,184 |

|                                    | Thousands of U.S. dollars |          |          |        |            |
|------------------------------------|---------------------------|----------|----------|--------|------------|
|                                    | At March 31, 2018         |          |          |        |            |
|                                    | Japan                     | Asia     | America  | Europe | Total      |
| Property, plant and equipment..... | \$ 374,682                | \$ 1,327 | \$ 7,991 | \$ 405 | \$ 384,405 |

Geographical segments are determined on the basis of geographic proximity and the Company's business activity as follows:

Asia: Taiwan  
 America: The United States  
 Europe: Belgium

*Information on sales transactions with major customers*

Sales transactions with a major customer for the year ended March 31, 2018 are as follows:

| Customer name      | Relevant reportable segments                   | Millions of yen |        | Thousands of U.S. dollars |         |
|--------------------|------------------------------------------------|-----------------|--------|---------------------------|---------|
|                    |                                                | 2018            |        | 2018                      |         |
| MITSUI & CO., LTD. | Inorganic chemicals and Organic chemicals..... | ¥               | 11,717 | \$                        | 110,278 |

Information about major customers is not disclosed for the year ended March 31, 2017, because there is no customer that represents more than 10% of net sales in the consolidated statement of income.

# Report of Independent Public Accountants



## Independent Auditor's Report

The Board of Directors  
Ishihara Sangyo Kaisha, Ltd.

We have audited the accompanying consolidated financial statements of Ishihara Sangyo Kaisha, Ltd. and its consolidated subsidiaries, which comprise the consolidated balance sheet as at March 31, 2018, and the consolidated statements of income, comprehensive income, changes in net assets, and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

### *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ishihara Sangyo Kaisha, Ltd. and its consolidated subsidiaries as at March 31, 2018, and their consolidated financial performance and cash flows for the year then ended in conformity with accounting principles generally accepted in Japan.

### *Convenience Translation*

We have reviewed the translation of these consolidated financial statements into U.S. dollars, presented for the convenience of readers, and, in our opinion, the accompanying consolidated financial statements have been properly translated on the basis described in Note 1.

June 28, 2018  
Osaka, Japan

*Ernst & Young ShinNihon LLC*





## Corporate Data

(As of June 29, 2018)

### Head Office

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1-3-15 Edobori, Nishi-ku, Osaka 550-0002, Japan  
Tel: +81-6-6444-1451 (General Affairs Division)  
Fax: +81-6-6445-7798 (General Affairs Division)

### Board of Directors

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#### **Executive Director President**

Kenichi Tanaka

#### **Directors**

Michiyoshi Arata  
Chimoto Honda  
Teruaki Matsue  
Norihiro Kato  
Kiyomitsu Yoshida

#### **Outside Directors**

Noriyuki Yonemura  
Hiroshi Katsumata

### Board of Corporate Auditors

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#### **(Standing) Corporate Auditor**

Taizo Kato

#### **Outside Corporate Auditors**

Yoshitaka Akikuni  
Masaaki Harima

### Executive Officers

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#### **President & Chief Executive Officer**

Kenichi Tanaka

#### **Senior Managing Executive Officers**

Michiyoshi Arata  
Chimoto Honda

#### **Managing Executive Officers**

Teruaki Matsue  
Norihiro Kato  
Kiyomitsu Yoshida  
Masanari Kato  
Yasunobu Kawazoe  
Hideo Takahashi

#### **Executive Officers**

Yoichi Kobayashi  
Kiyoshi Masuda  
Hisashi Takenaka  
Masaki Shimojo  
Hiroshi Kimura  
Yasuhiro Fujii  
Mikiya Horie  
Shigeru Mitani

### Overseas Affiliated Companies

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#### **ISK Taiwan Co., Ltd**

Empire Bldg., Fl 11-1., 87, Sung Chiang Road  
Taipei, Taiwan  
Tel: +886-2-2504-5387 Fax: +886-2-2509-4961

#### **ISK KOREA CORPORATION**

#421 Cheonggu Blueville, 11-1 Sunae-dong, Bundang-gu  
Seongnam-City, Gyeonggi-do,  
463-825 Korea  
Tel: +82-31-778-6393 Fax: +82-31-778-6392

#### **ISK Biosciences Korea Ltd.**

4F Kairos Bldg., 837-2 Yeoksam-dong, Gangnam-gu,  
Seoul, 135-937 Korea  
Tel: +82-2-555-1401 Fax: +82-2-563-1408

#### **ISK Americas, Incorporated**

7474 Auburn Road  
Concord, OH 44077-9703, U.S.A.  
Tel: +1-440-357-4600 Fax: +1-440-357-4611

#### **ISK Biosciences Corporation**

7470 Auburn Road, Suite A  
Concord, OH 44077-9703, U.S.A.  
Tel: +1-440-357-4640 Fax: +1-440-357-4661

#### **ISK Biocides, Inc.**

416 East Brooks Road, Memphis, TN  
38109-0158, U.S.A.  
Tel: +1-901-344-5350 Fax: +1-901-344-5387

#### **ISHIHARA CORPORATION (U.S.A.)**

601 California Street Suite 1700  
San Francisco, CA 94108, U.S.A.  
Tel: +1-415-421-8207 Fax: +1-415-397-5403

#### **ISK Biosciences Europe N.V.**

Pegasus Park Building 6, 4th Floor De  
Kleetlaan 12B – Box9 1831 Diegem Belgium  
Tel: +32-2-627-8611 Fax: +32-2-627-8600

