



## **Notice of the 69<sup>th</sup> Ordinary General Meeting of Shareholders**

**To be held on June 27, 2023**

**Kyoto, Japan**

# **KYOCERA Corporation**

**6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan**

Please note that this is an English translation of the Japanese original of the Notice of the 69<sup>th</sup> Ordinary General Meeting of Shareholders of Kyocera Corporation distributed to shareholders in Japan. The translation is prepared solely for the reference and convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

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# Kyocera Management Philosophy

## Corporate Motto

敬天愛人

### “Respect the Divine and Love People”

Preserve the spirit to work fairly and honorably,  
respecting people, our work, our company and our global community.

## Management Rationale

To provide opportunities for the material and intellectual growth of all our employees, and through our joint efforts, contribute to the advancement of society and humankind.

## Management Philosophy

Living Together.

To coexist harmoniously with our society, our global community and nature. Harmonious coexistence is the underlying foundation of all our business activities as we work to create a world of prosperity and peace.

## Management Based on the Bonds of Human Minds

Kyocera started as a small, suburban factory, with no money, credentials or reputation. We had nothing to rely on but a little technology and 28 trustworthy colleagues. Nonetheless, the company experienced rapid growth because everyone exerted their maximum efforts and managers devoted their lives to earning the trust of employees. We wanted to be an excellent company where all employees could believe in each other, abandon selfish motives, and be truly proud to work. This desire became the foundation of Kyocera’s management.

Human minds are said to be easily changeable. Yet, there is nothing stronger than the human mind. Kyocera developed into what it is today because it is based on the bonds of human minds.

Kazuo Inamori  
Founder

## Greetings

We are pleased to present to you the Notice of the 69<sup>th</sup> Ordinary General Meeting of Shareholders.

In the year ended March 31, 2023 (hereinafter referred to as the “69<sup>th</sup> fiscal year” or “fiscal 2023,” with other fiscal years referred to in a corresponding manner), Kyocera achieved our long-stated target of 2 trillion yen in sales revenue while also marking a record high for the second consecutive year. This was due to increased production for components for cutting-edge semiconductors on the back of continued strong demand, growth in sales in the Document Solutions Unit and Industrial Tools Unit, amongst others, and the positive effect of the yen’s depreciation. Profit declined as compared with the 68<sup>th</sup> fiscal year (“fiscal 2022”), however, due primarily to rising costs caused by inflation and to one-time costs. Nonetheless, we still achieved the forecast we announced in February 2023.

Based on this performance, Kyocera plans to distribute a year-end dividend for fiscal 2023 of 100 yen per share, up 10 yen as compared with the year-end dividend for fiscal 2022. As a result, annual dividends for fiscal 2023 will be 200 yen per share, which includes the interim dividend of 100 yen per share that has already been paid. The figure represents an increase of 20 yen per share as compared with the annual dividend for fiscal 2022.

Kyocera has formulated a three-year Medium-Term Management Plan beginning from the 70<sup>th</sup> fiscal year (“fiscal 2024”) aiming for the new target of reaching 3 trillion yen in sales revenue by the 75<sup>th</sup> fiscal year (“fiscal 2029”). To achieve this, we will pursue selection and concentration of businesses while making proactive investments, promoting human resource and capital strategies, working to enhance corporate governance and strengthen our management foundation to drive ongoing growth.

We would very much appreciate your continued support of the Kyocera Group as we move forward.

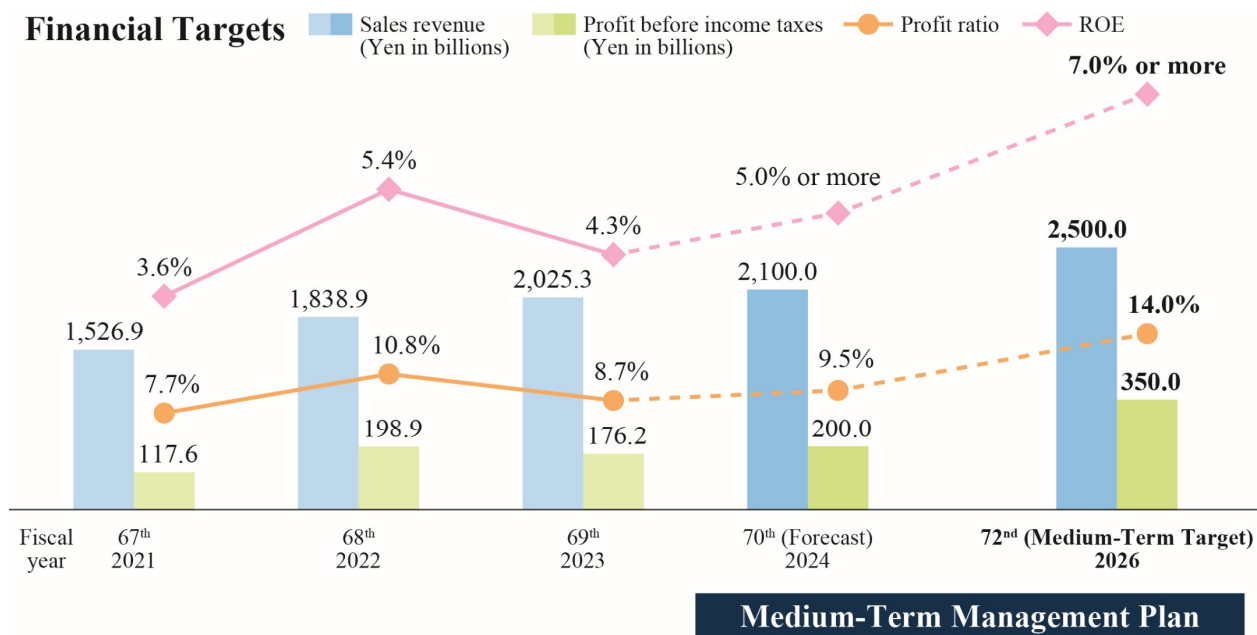
Goro Yamaguchi  
Chairman of the Board and Representative Director

Hideo Tanimoto  
President and Representative Director

## Initiatives to Increase Long-term Corporate Value

### 1. Set the Medium-Term Management Plan

Kyocera has set medium-term management targets. In order to clarify the initiatives necessary to achieve these targets, Kyocera has also adopted a medium-term management plan from fiscal 2024 through fiscal 2026. Kyocera aims for the next target of 3 trillion yen sales revenue by achieving the medium-term target and proceeding to the next stage of growth.



### Management Strategies

- Continue proactive investment on a record scale
- Realize high growth by concentrating internal resources into areas of competitive advantage
- Enhance profitability by maximizing use of digital technology
- Allocate management resources optimally by expediting decision-making on business continuity/withdrawal

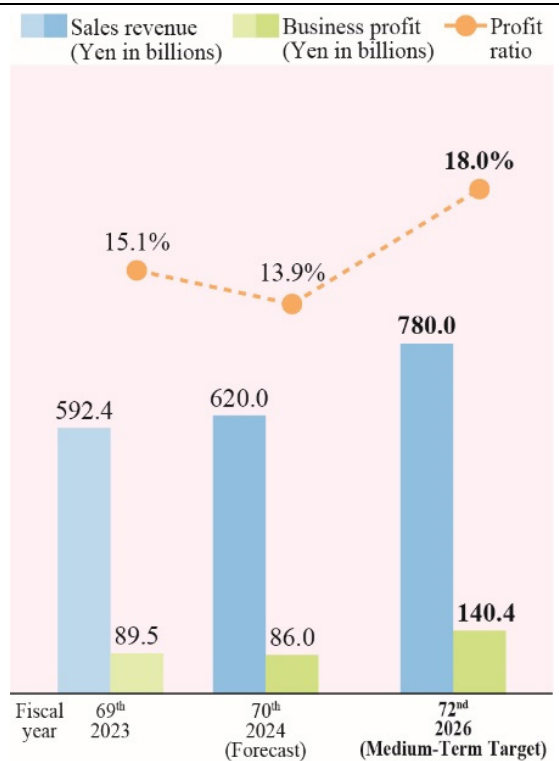
(1) Medium-Term Target by Reporting Segment

**Core Components Business**

- Focus on components for high-growth potential semiconductor-related markets
- Make aggressive capital investment to increase production and productivity

**Fiscal 2026 targets**

**Sales revenue: 780.0 billion yen**  
**Business profit: 140.4 billion yen**  
**Profit ratio: 18.0%**

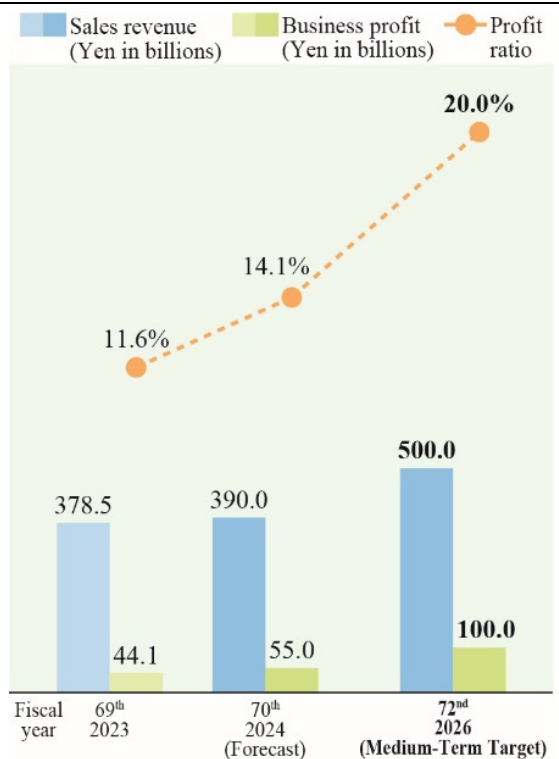


**Electronic Components Business**

- Increase market share by maximizing synergies between Kyocera and Kyocera AVX Components Corporation (“KAVX”)
- Focus on capacitors and timing devices

**Fiscal 2026 targets**

**Sales revenue: 500.0 billion yen**  
**Business profit: 100.0 billion yen**  
**Profit ratio: 20.0%**



**Solutions Business**

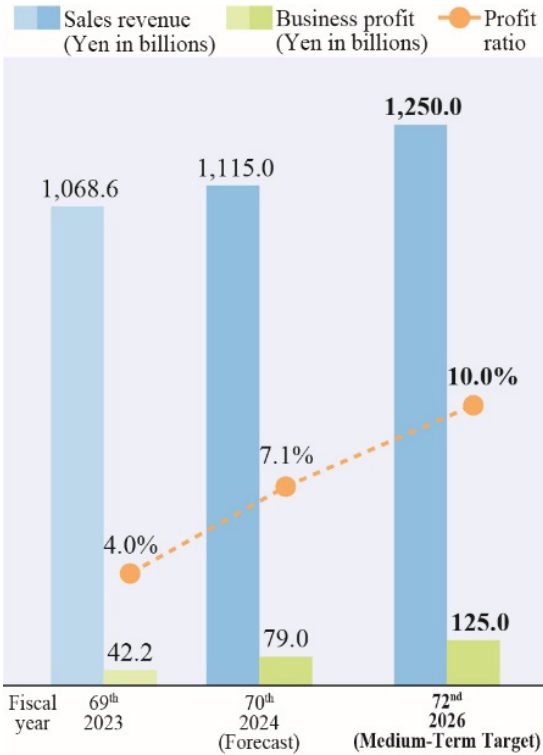
- Expand eco-friendly products and businesses that address social issues
- Enhance profitability through structural reforms in the Communications Unit and the energy business

**Fiscal 2026 targets**

**Sales revenue: 1,250.0 billion yen**

**Business profit: 125.0 billion yen**

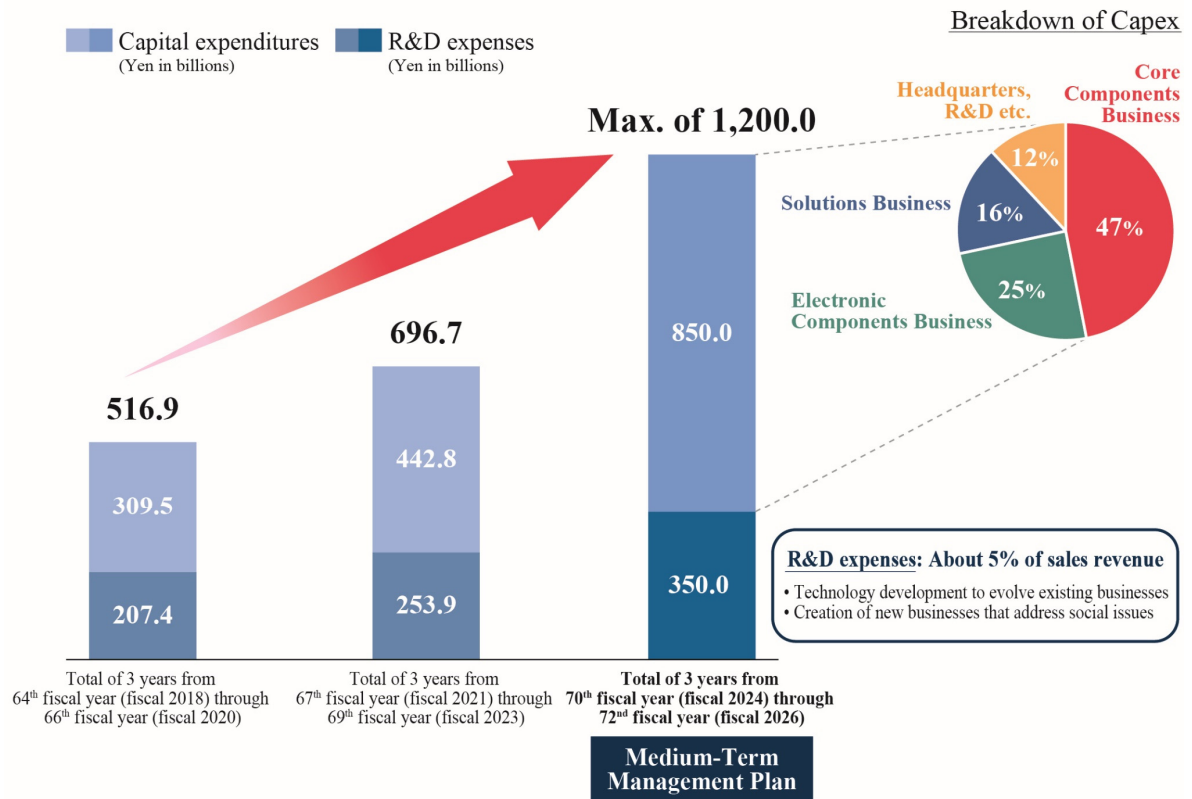
**Profit ratio: 10.0%**



(2) Proactive Investment in Key Areas

Kyocera expects further increase in capital expenditures and R&D expenses for the markets and products with high growth potential.

Trend of Capital Expenditures and R&D Expenses

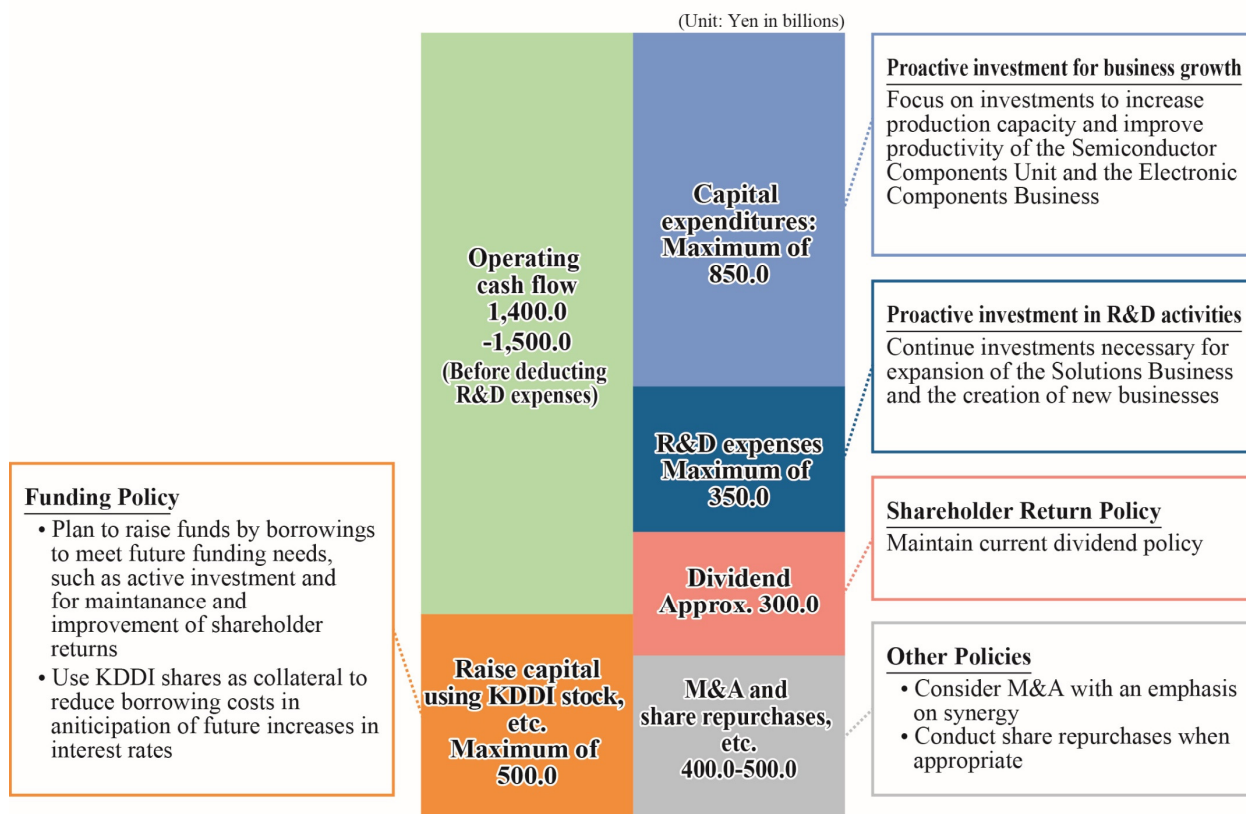




### (3) Clarification of Capital Allocation

To fund the proactive investments including capital expenditures and R&D activities and capital needs such as maintaining/enhancing shareholder returns, Kyocera plans to utilize operating cash flow and borrowings utilizing its financial assets.

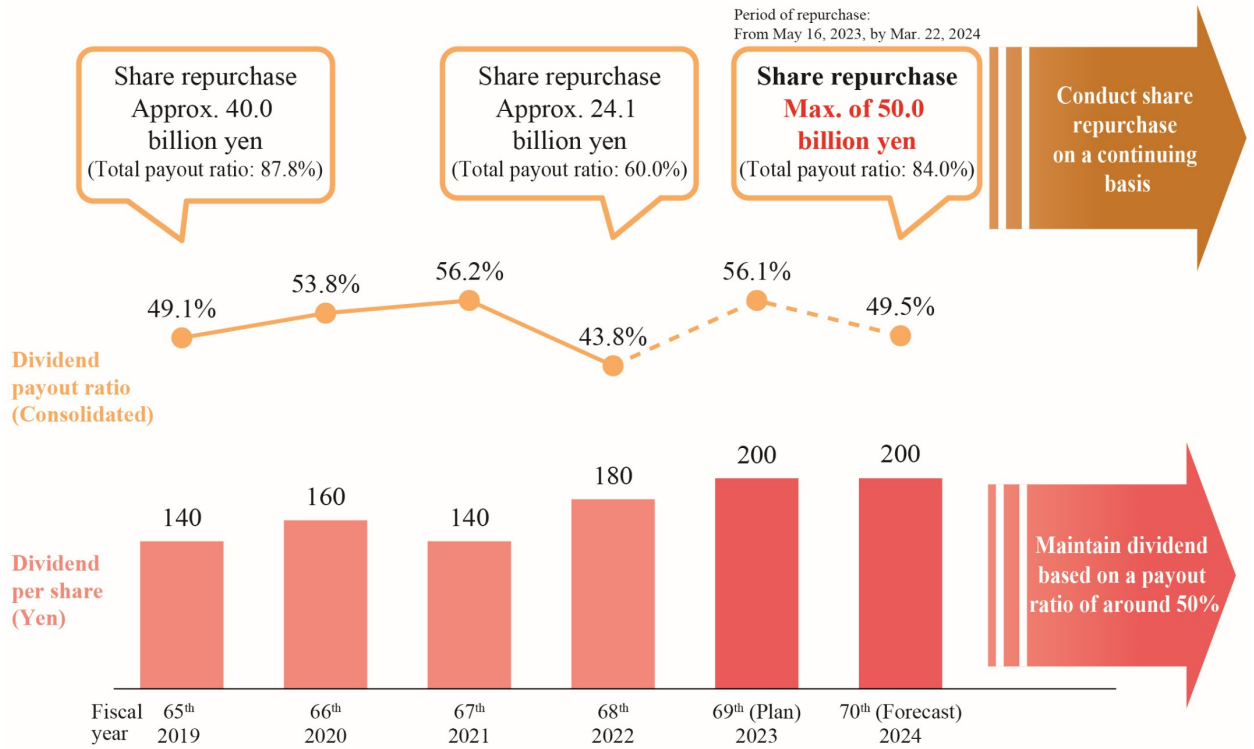
#### Capital Allocation from 70<sup>th</sup> fiscal year (fiscal 2024) through 72<sup>nd</sup> fiscal year (fiscal 2026)



(4) High-level of Shareholder Returns

Kyocera aims for a higher level of shareholder returns by stable dividends achieved through the practice of highly profitable management and conduct share repurchase on a continuing basis depending on capital structure and share prices.

Trend of Dividend Per Share and Consolidated Dividend Payout Ratio



## 2. Set Reduction Target of Cross-shareholdings

Kyocera reduces its shareholdings, if, as a result of annual examination of its shareholdings, it judges that a particular shareholding does not provide value.

For the purpose to clarify the immediate policy to further reduce such shareholdings, Kyocera has implemented a numerical target. Kyocera will strive to achieve the target.

<b>Target</b>	Reducing its shareholdings by at least 5% on a book value basis by fiscal 2026
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## 3. Initiatives Regarding Corporate Governance

### Align Interest with Shareholders

#### Introduction of Performance-Linked Restricted Stock Compensation Plan<sup>\*1</sup>

Reinforces incentives to continuously improve corporate value, as well as to promote even further aligning interest with shareholders.

### Appointment of an Outside Director

#### Appoint person with management experience as a new Outside Director<sup>\*2</sup>

**Shigenobu Maekawa** (Chairman of Nippon Shinyaku Co., Ltd.)

### Enhance Effectiveness of the Board of Directors

#### Introduce off-site meeting

Conducted meetings separately from the Board of Directors meetings in fiscal 2023 and had active discussions about strategies and policies regarding the medium-term management plan.

<sup>\*1</sup> Introduction of this initiative will be subject to the approval of proposal 5 on pages 28 to 35 by shareholders at the 69<sup>th</sup> Ordinary General Meeting of Shareholders.

<sup>\*2</sup> Introduction of this initiative will be subject to the approval of proposal 3 on pages 15 to 24 by shareholders at the 69<sup>th</sup> Ordinary General Meeting of Shareholders.

Note: Cautionary statements with respect to forward-looking statements

Certain of the statements made in this document are forward-looking statements, which are based on our current assumptions and beliefs in light of the information currently available to us. These forward-looking statements involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors include, but are not limited to the following:

- (1) General conditions in the Japanese or global economy;
- (2) Unexpected changes in economic, political and legal conditions in countries where we operate or export;
- (3) The effect of foreign exchange fluctuations on our results of operations;
- (4) Intense competitive pressures to which our products are subject;
- (5) Fluctuations in the price and ability of suppliers to provide the required quantity of raw materials for use in our production activities;
- (6) Manufacturing delays or defects resulting from outsourcing or internal manufacturing processes;
- (7) The possibility that future initiatives and in-process research and development may not produce the desired results;
- (8) Companies or assets acquired by us not produce the returns or benefits, or bring in business opportunities;
- (9) Inability to secure skilled employees;
- (10) Damages on our information security systems from cyberattacks, etc. and significant costs in order to recover and maintain the systems;
- (11) Insufficient protection of our trade secrets and intellectual property rights including patents;
- (12) Expenses associated with licenses we require to continue to manufacture and sell products;
- (13) Unintentional conflict with laws and regulations or newly enacted laws and regulations;
- (14) Environmental liability and compliance obligations by tightening of environmental laws and regulations;
- (15) Inability to respond to global climate change problems or delay in such response, which may lead to increased costs and negatively impact our corporate brands;
- (16) Our market or supply chains being affected by plague, infectious diseases, terrorism, wars or similar events;
- (17) Earthquakes and other natural disasters affecting our headquarters and major facilities as well as our suppliers and customers;
- (18) Credit risk on trade receivables;
- (19) Fluctuations in the value of financial instruments held by us;
- (20) Impairment losses on property, plant and equipment, goodwill and intangible assets;
- (21) Uncertainty over income tax and deferred tax assets; and
- (22) Changes in accounting standards.

Due to such risks, uncertainties and other factors, our actual results, performance, achievements or financial condition may be substantially different from any future results, performance, achievements or financial condition expressed or implied by these forward-looking statements. We undertake no obligation to publicly update any forward-looking statements included in this document.

(Provided in electronic form on June 1, 2023, according to Measures for the Electronic Provision)

To our shareholders

Hideo Tanimoto  
President and Representative Director  
**KYOCERA Corporation**

### **Notice of the 69<sup>th</sup> Ordinary General Meeting of Shareholders**

This is to inform you that Kyocera Corporation (the “Company”) will hold its 69<sup>th</sup> Ordinary General Meeting of Shareholders (the “Meeting”) as described below.

In convening of the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the Meeting (the items subject to the measures for electronic provision) in electronic format and posts the information on the following websites on the Internet. To review the information, please access one of the following websites.

[The Company’s website]

[https://global.kyocera.com/ir/s\\_info/meeting.html](https://global.kyocera.com/ir/s_info/meeting.html)

[The Tokyo Stock Exchange website (TSE’s Listed Company Search Service)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

\* Please access the TSE’s website and input Kyocera in “Issue name (company name)” or 6971 in “Code” to search. Select “Basic information” and “Documents for public inspection/PR information.” Then please confirm the detail in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection” section.

If you are unable to attend the Meeting, you may exercise your voting rights via the Internet, etc. or in written form, so please examine the reference documents for the Meeting and exercise your voting rights **no later than 5:30 p.m. Monday, June 26, 2023, Japan time.**

**1. Date and Time**                    10:00 a.m. on Tuesday, June 27, 2023, Japan Time (Reception starts at 9:00 a.m.)

**2. Venue**                                3rd Floor “Genji Room” at HOTEL GRANVIA KYOTO, in KYOTO STATION BUILDING, Shiokoji-sagaru, Karasuma-dori, Shimogyo-ku, Kyoto, Japan

### **3. Purpose of the Meeting**

#### **Matters to Be Reported**

- (1) Contents of the business report, consolidated financial statements and the audit results of consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 69<sup>th</sup> fiscal year (April 1, 2022 to March 31, 2023)
- (2) Contents of the financial statements for the 69<sup>th</sup> fiscal year (April 1, 2022 to March 31, 2023)

## **Matters to Be Resolved**

- |            |   |
|------------|---|
| Proposal 1 | Appropriation of Surplus  |
| Proposal 2 | Partial Amendments to the Articles of Incorporation             |
| Proposal 3 | Election of Nine (9) Directors                                  |
| Proposal 4 | Election of One (1) Substitute Audit & Supervisory Board Member |
| Proposal 5 | Partial Revision of Stock Compensation System for Directors     |

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### Notes:

1. If you attend the Meeting, please hand the voting card enclosed herewith to the receptionist.
2. The Meeting is conducted in Japanese. In addition, an interpreter is not hired. We appreciate your understanding in advance.
3. Among the items subject to the measures for electronic provision, the following items are not included in this Notice of the Meeting (documents delivered) in accordance with laws and regulations as well as the Article 16-2 of Incorporation of the Company. At the Meeting, however, the Company delivers documents to shareholders who have not request to do so.
  - “Four-Year Financial Summary,” “Principal Business Sites,” “Employees,” “Principal Sources of Borrowings” and “System and Policy” on the business report
  - “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” on the consolidated financial statements
  - “Balance Sheet,” “Statement of Income,” “Statement of Changes in Net Assets” and “Notes to Financial Statements” on the financial statements

Accordingly, this Notice of the Meeting (documents delivered) includes part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor when the audit report is prepared.

4. In the event of any changes to the items subject to the measures for electronic provision, the Company shall give notice thereof to shareholders by posting it and items before and after a change on the Company’s website and the Tokyo Stock Exchange website indicated above.
5. The voting results will be posted on the Company’s website indicated above without sending a written notice of resolution to shareholders.

### **Matters Relating to Exercise of Voting Rights**

You may exercise your voting rights via the Internet, etc. or in written form, instead of attending the Meeting.

#### **Exercising Voting Rights via the Internet, Etc.**

Deadline: to be entered by 5:30 p.m. on Monday, June 26, 2023, Japan time

Please enter the login ID and temporary password written on the right side of the voting card enclosed herewith to access the website (<https://evote.tr.mufg.jp/>), and follow the instructions on the website to enter your vote “for” or “against” the proposals.

#### **Exercising Voting Rights in Written Form**

Deadline: to be received by 5:30 p.m. on Monday, June 26, 2023, Japan time

Please indicate your vote “for” or “against” the proposals on the voting card enclosed herewith and return it to us.

#### **[Handling in the Event of Multiple Exercises of Voting Rights]**

- (1) In the event that any shareholder exercises voting rights via the Internet, etc. and in written form, the exercised voting rights via the Internet, etc. shall prevail.
- (2) In the event of multiple exercised voting rights via the Internet, etc. by a shareholder, the last exercised voting rights shall prevail.

#### **[Handling in the Event of not Indicating “For” or “Against” on the Voting Card]**

In an event that a shareholder returns a voting form, which does not indicate “for” or “against,” the Company shall deem it to be indicate “for”.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References are as follows:

#### Proposal 1 Appropriation of Surplus

The Company believes that the best way to increase corporate value and meet shareholders' expectations is to improve future consolidated performance on an ongoing basis.

The Company therefore has adopted a principal guideline that dividend amounts shall fall within a range based on profit attributable to owners of the parent on a consolidated basis, and has set its dividend policy to maintain a consolidated dividend payout ratio of around 50%. In addition, the Company determines dividend amounts based on a comprehensive assessment, taking into account various factors including the amount of capital expenditures necessary for medium- to long-term corporate growth.

Pursuant to this policy and based on full year performance through the 69<sup>th</sup> fiscal year, the Company proposes a year-end dividend for the 69<sup>th</sup> fiscal year in the amount of 100 yen per share as an ordinary dividend, which is an increase of 10 yen from the year-end dividend for the 68<sup>th</sup> fiscal year.

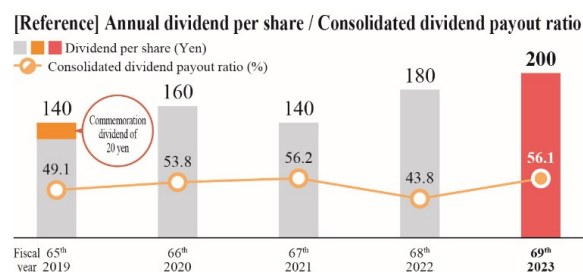
When aggregated with the interim dividend in the amount of 100 yen per share, the total annual dividend will be 200 yen per share. This amount will represent an increase of 20 yen per share as compared with 180 yen per share for the 68<sup>th</sup> fiscal year.

The Company also proposes that a general reserve shall be set aside, comprehensively taking into account the Company's financial status, performance through the 69<sup>th</sup> fiscal year and business conditions going forward.

The proposed appropriation of surplus is as follows:

#### 1. Matters Relating to Year-end Dividend

- (1) Type of Assets Distributed as Dividend:  
Cash
- (2) Matters Relating to the Appropriation to Shareholders of Assets Distributed as Dividend and Aggregate Amount Thereof:  
100 yen per share of common stock of the Company  
The aggregate amount thereof shall be 35,891,300,000 yen
- (3) Effective Date of Distribution of Surplus as Dividend: June 28, 2023



#### 2. Matters Relating to General Reserve

- (1) Category of Surplus to Increase and Amount Thereof:  
General reserve: 41,000,000,000 yen
- (2) Category of Surplus to Decrease and Amount Thereof:  
Unappropriated retained earnings: 41,000,000,000 yen



**Proposal 2 Partial Amendments to the Articles of Incorporation**

1. Reason for proposal

In its environment and energy business, the Company plans to launch a new business to procure electricity from renewable energy sources and distribute / sell. In response to such expansion of business areas, the Company proposes to add business items to Article 2 (Objects) of the current Articles of Incorporation.

2. Details of amendment

Details regarding the amendment are as follows.

(Amended portions are underlined)

Current Articles of Incorporation	Proposed Amendments
<p>Articles 2. (Objects)</p> <p>The objects of the Company shall be to engage in the following businesses:</p> <p>(1) – (13) (Text omitted)</p> <p>(14) Construction and sale of power plants, <u>and</u> power generation business and management and operation thereof;</p> <p>(15) – (28) (Text omitted)</p>	<p>Articles 2. (Objects)</p> <p>The objects of the Company shall be to engage in the following businesses:</p> <p>(1) – (13) (Unchanged)</p> <p>(14) Construction and sale of power plants, power generation business and management and operation thereof, <u>and distribution and sale of electricity</u>;</p> <p>(15) – (28) (Unchanged)</p>

### Proposal 3 Election of Nine (9) Directors

The terms of office of all of nine (9) Directors will expire at the conclusion of the Meeting. Accordingly, the Company proposes nine (9) Directors.

The policy to nominate the candidates for Director of the Company is that the Company shall maintain a balance of skills and the diversity of the members of its Board of Directors in terms of, without limitation, international experience and gender, job experience and age group, etc. subject to the prerequisite that the Company must always select superior personnel, who understand Kyocera Group (the “Group”) well and who excel in their “personal qualities,” “capability,” and “insight” to manage Kyocera. Based on such policy, the Board of Directors decided the candidates for Director after deliberation in advance by a Nomination and Remuneration Committee, a majority of whose members are Outside Directors.

The candidates for Director are as follows:

No.		Name	Gender	Expected assignment after election			Member of the Nomination and Remuneration Committee
				Right to represent	Outside Director	Independent Director	
1	Reelection	Goro Yamaguchi	Male	●			●
2	Reelection	Hideo Tanimoto	Male	●			
3	Reelection	Hiroshi Fure	Male				
4	Reelection	Norihiko Ina	Male				
5	Reelection	Koichi Kano	Male				
6	Reelection	Shoichi Aoki	Male				
7	Reelection	Akiko Koyano	Female		●	●	●
8	Reelection	Eiji Kakiuchi	Male		●	●	●
9	New election	Shigenobu Maekawa	Male		●	●	●

**Reference**

**Skills Matrix**

The Company considers that the Board of Directors must be equipped with the following skills from (1) to (5) to be able to suggest general directions of the Group's growth strategies, discuss the appropriateness, risks, and other factors of such directions from objective and diverse perspectives, and appropriately oversee the status of business operations.

- (1) Global Management
- (2) Sales / Marketing
- (3) Technology
- (4) Financial Affairs / Accounting
- (5) Legal Affairs / Risk Management


Principal skills each Director possesses, if the Proposal 3 is approved as originally proposed at the Meeting, are as follows:


	Global Management	Sales / Marketing	Technology	Financial Affairs / Accounting	Legal Affairs / Risk Management
Goro Yamaguchi	○	○			
Hideo Tanimoto	○		○		
Hiroshi Fure	○		○		
Norihiko Ina	○	○			
Koichi Kano	○	○		○	
Shoichi Aoki	○			○	○
Akiko Koyano					○
Eiji Kakiuchi	○	○			
Shigenobu Maekawa	○			○	○

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
1	Goro Yamaguchi (Jan. 21, 1956) 	<p>Mar. 1978 Joined the Company</p> <p>Jun. 2003 Executive Officer of the Company</p> <p>Jun. 2005 Senior Executive Officer of the Company</p> <p>Apr. 2009 Managing Executive Officer of the Company</p> <p>Jun. 2009 Director and Managing Executive Officer of the Company</p> <p>Apr. 2013 President and Representative Director, President and Executive Officer of the Company</p> <p>Apr. 2017 Chairman of the Board and Representative Director of the Company [Present]</p> <p>(Important Concurrent Post outside the Company) Outside Director of KDDI Corporation</p>	57,889
	<ul style="list-style-type: none"> <li>· Reelection</li> <li>· Right to represent</li> <li>· Member of the Nomination and Remuneration Committee</li> </ul>		
	Reason for nomination as Director	Mr. Goro Yamaguchi has been in charge of leading the management of the Group since he took office as a President and Representative Director in 2013, and has properly operated the Board of Directors as a Chairperson of the Board since serving as a Chairman of the Board and Representative Director from April 2017. He also proactively makes recommendations for the spread of the corporate philosophy throughout the Group. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.	
2	Hideo Tanimoto (Mar. 18, 1960) 	<p>Mar. 1982 Joined the Company</p> <p>Apr. 2015 Executive Officer of the Company</p> <p>Apr. 2016 Managing Executive Officer of the Company</p> <p>Jun. 2016 Director and Managing Executive Officer of the Company</p> <p>Apr. 2017 President and Representative Director, President and Executive Officer of the Company [Present]</p>	25,807
	<ul style="list-style-type: none"> <li>· Reelection</li> <li>· Right to represent</li> </ul>		
	Reason for nomination as Director	Mr. Hideo Tanimoto has been in charge of leading the management of the Group as a President and Representative Director from April 2017. He leads the sustainable growth of the Group by working to create new businesses and improve productivity, and strongly promoting organizational reform, etc. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.	


No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post		Number of the Company's Shares Held
3	Hiroshi Fure (Feb. 24, 1960) 	Mar. 1984	Joined the Company	9,688
		Apr. 2009	Senior General Manager of Corporate Automotive Components Group of the Company	
		Apr. 2011	Executive Officer of the Company	
		Apr. 2013	Managing Executive Officer of the Company	
		Jun. 2013	Director and Managing Executive Officer of the Company	
		Apr. 2015	Director and Senior Managing Executive Officer of the Company	
	• Reelection	Sep. 2016	Senior General Manager of Corporate Organic Materials Semiconductor Components Group of the Company	
		Apr. 2021	Director and Managing Executive Officer of the Company [Present] Executive General Manager of Core Components Business of the Company [Present]	
	Reason for nomination as Director	Mr. Hiroshi Fure held positions as a Senior General Manager of Corporate Automotive Components Group from 2009, followed by a Senior General Manager of Corporate Organic Materials Semiconductor Components Group. Since April 2021, he has been leading the Core Component Business as an Executive General Manager, contributing to the growth and development of those businesses. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.		
4	Norihiko Ina (Sep. 16, 1963) 	Apr. 1987	Joined Mita Industrial Company Ltd. (currently Kyocera Document Solutions Inc.)	10,370
		Aug. 2011	President of Kyocera Mita America, Inc. (currently Kyocera Document Solutions America, Inc.)	
		Apr. 2012	Executive Officer of Kyocera Document Solutions Inc.	
		Apr. 2014	Managing Executive Officer of Kyocera Document Solutions Inc.	
		Jun. 2014	Director and Managing Executive Officer of Kyocera Document Solutions Inc.	
	• Reelection	Apr. 2016	Director of Kyocera Document Solutions Inc. Senior General Manager of Corporate Sales Division of Kyocera Document Solutions Inc.	
		Apr. 2017	Managing Executive Officer of the Company President and Representative Director of Kyocera Document Solutions Inc.	
		Jun. 2017	Director and Managing Executive Officer of the Company [Present]	
		Apr. 2021	Executive General Manager of Solutions Business of the Company [Present]	
	Reason for nomination as Director	Mr. Norihiko Ina worked as a President and Representative Director of Kyocera Document Solutions Inc. from 2017. Since April 2021, he has been leading the Solutions Business as an Executive General Manager, contributing to the growth and development of those businesses. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.		

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post		Number of the Company's Shares Held
5	Koichi Kano (Sep. 21, 1961) 	Mar. 1985	Joined the Company	8,317
		Jun. 2005	General Manager of Circuit Components Division of the Company	
		Apr. 2012	Senior General Manager of Corporate Development Group of the Company	
		Apr. 2013	Executive Officer of the Company	
		Apr. 2015	Senior Executive Officer of the Company	
		Apr. 2016	Managing Executive Officer of the Company	
	• Reelection	Jun. 2016	Director and Managing Executive Officer of the Company [Present]	
		Apr. 2021	Deputy Executive General Manager of Electronic Components Business of the Company	
		Apr. 2023	Executive General Manager of Electronic Components Business of the Company [Present]	
	Reason for nomination as Director	From 2012, Mr. Koichi Kano provided proper guidance on all aspects of management, from business operations to financial management, to subsidiaries in Japan and overseas as a Senior General Manager of Corporate Development Group. He also served as Deputy Executive General Manager of Electronic Components Business from April 2021, and has been leading Electronic Components Business as an Executive General Manager since April 2023, contributing to the growth and development of those businesses. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.		
6	Shoichi Aoki (Sep. 19, 1959) 	Mar. 1983	Joined the Company	18,440
		Jun. 2005	Executive Officer of the Company Senior General Manager of Corporate Accounting Group of the Company	
		May 2008	Senior General Manager of Corporate Financial and Accounting Group of the Company	
		Apr. 2009	Managing Executive Officer of the Company	
		Jun. 2009	Director and Managing Executive Officer of the Company [Present]	
	• Reelection	Oct. 2010	Senior General Manager of Corporate Financial and Business Systems Administration Group of the Company	
		Apr. 2013	Senior General Manager of Corporate Financial and Accounting Group of the Company	
		Apr. 2018	Senior General Manager of Corporate Management Control Group of the Company	
		Apr. 2021	Executive General Manager of Headquarters of the Company [Present]	
	Reason for nomination as Director	Mr. Shoichi Aoki has overseen the accounting and financing strategy of the Group, serving as a Senior General Manager of the Corporate Financial and Accounting Group for many years. From April 2021, he has been contributing to the growth and development of the Group from a position overseeing all administrative divisions as an Executive General Manager of Headquarters. The Company nominated him as a Director sequentially because the Company believes that he will be adequately capable of accomplishing his duties as a Director of the Company, based on his experience and exceptional insight.		

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
7	Akiko Koyano (Apr. 23, 1974)	<p>Dec. 2008 Admitted to the Bar, Registered in the Kyoto Bar Association [Present] Joined Koyano &amp; Aoki Law Office</p> <p>Jul. 2009 Transferred to Koyano LPC</p> <p>Feb. 2018 Partner Attorney-at-law of Koyano LPC [Present]</p> <p>Jun. 2019 Outside Director of the Company [Present]</p>	467
			
	<ul style="list-style-type: none"> <li>· Reelection</li> <li>· Outside</li> <li>· Independent</li>   <li>· Member of the Nomination and Remuneration Committee</li> </ul>		
	Reason for nomination as Outside Director, and overview of expected role	<p>Ms. Akiko Koyano has abundant experience and exceptional insight in various areas as an attorney, such as corporate law, and has wide-ranging knowledge into social needs, such as gender equality. After taking office as an Outside Director, she has played a role in giving precise advice and supervision of overall corporate activities of the Company, proactively making statements notably from legal and diversity perspectives. The Company nominated her as an Outside Director because the Company has judged that she can adequately accomplish her duties as an Outside Director of the Company, based on the above-mentioned reasons. The Company expects that she will continue to play the above-mentioned role after election.</p>	

No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post		Number of the Company's Shares Held	
8	Eiji Kakiuchi (Apr. 3, 1954)	Apr.	1981	Joined Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	1,930
		Apr.	2005	Corporate Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	
		Apr.	2006	Senior Corporate Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	
		Apr.	2007	Corporate Executive Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	
	· Reelection	Jun.	2011	Director of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	
	· Outside	Apr.	2014	Representative Director, President of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)	
	· Independent	Jun.	2019	Representative Director, Chairman, Member of the Board of SCREEN Holdings Co., Ltd. [Present]	
	· Member of the Nomination and Remuneration Committee	Jun.	2021	Outside Director of the Company [Present]	
	Reason for nomination as Outside Director, and overview of expected role	Mr. Eiji Kakiuchi has abundant experience and exceptional insight in corporate management as he serves as top management of a manufacturer that produces and sells electronics products, such as semiconductor manufacturing equipment. After taking office as an Outside Director, he has played a role in giving precise advice and supervision of overall corporate activities of the Company, proactively making statements notably from business strategy and management strategy perspectives. The Company nominated him as an Outside Director because the Company has judged that he can adequately accomplish his duties as an Outside Director of the Company, based on the above-mentioned reasons. The Company expects that he will continue to play the above-mentioned role after election.			



No.	Name (Date of birth)	Career Summary, Position and Area of Responsibility, and Important Concurrent Post	Number of the Company's Shares Held
9	Shigenobu Maekawa (Jan. 18, 1953) 	<p>Apr. 1976 Joined Nippon Shinyaku Co., Ltd.</p> <p>Apr. 2004 Corporate Officer of Nippon Shinyaku Co., Ltd.</p> <p>Jun. 2005 Director of Nippon Shinyaku Co., Ltd.</p> <p>Jun. 2006 Managing Director of Nippon Shinyaku Co., Ltd.</p> <p>Jun. 2007 President of Nippon Shinyaku Co., Ltd.</p> <p>Jun. 2021 Chairman of Nippon Shinyaku Co., Ltd. [Present]</p>	0
	<ul style="list-style-type: none"> <li>• New election</li> <li>• Outside</li> <li>• Independent</li>   <li>• Member of the Nomination and Remuneration Committee</li> </ul>		
	Reason for nomination as Outside Director, and overview of expected role	Mr. Shigenobu Maekawa has abundant experience and exceptional insight in corporate management as he serves as top management of a pharmaceutical manufacturer that produces and sells medical products and functional foods. The Company nominated him as an Outside Director because the Company has judged that he can adequately accomplish his duties as an Outside Director, utilizing such experience and insight to provide appropriate advice and supervision of the overall corporate activities of the Company, mainly from a management perspective. The Company expects that he will play the above-mentioned role after election.	

Notes:

1. Mr. Goro Yamaguchi, candidate for Director, is a Representative Director of Kyoto Purple Sanga Co., Ltd., with which the Company engages in transactions relating to advertising. Also, he is a Representative Director of Kyocera Communication Systems Co., Ltd., with which the Company engages in transactions relating to the sale of solar products, etc., and the purchase of information systems, etc.
2. Mr. Eiji Kakiuchi, candidate for Director, is the Representative Director of SCREEN Holdings Co., Ltd., with which the Company engages in transactions relating to the sale of optical components, etc., and transactions relating to the sale of ink jet printer heads, etc. with various subsidiaries of the said company. The amounts of the applicable business transactions represent less than 1 % of the consolidated net sales of either the Company or the SCREEN Holdings, Co., Ltd. in any of the past three fiscal years, therefore, the Company deems that this does not affect his independence as an Outside Director. Mr. Kakiuchi will step down from the Representative Director of SCREEN Holdings Co., Ltd. on June 23, 2023, and be appointed Chairman, Member of the Board of the said company.
3. There is no special interest between the other candidates and the Company.
4. The number of the Company's shares held by the candidates for Director above is as of March 31, 2023, and it includes their ownership in the Stock Purchase Plan for Kyocera Group Executives.
5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3 paragraph (1) with an insurance company. The policy will cover damages incurred by the insured, such as compensation for damages and litigation expenses when they are subject to claims arising from actions (including inaction) conducted based on their position as a director or officer of the Company. Each candidate for Director will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
6. Matters with respect to the candidates for Outside Director are as follows:
  - (1) Ms. Akiko Koyano, Mr. Eiji Kakiuchi and Mr. Shigenobu Maekawa are candidates for Outside Director.
  - (2) Although Ms. Akiko Koyano has not been directly involved in corporate management other than through her undertaking of offices of Outside Director and Outside Audit & Supervisory Board Member of some companies, the Company believes that she will be adequately capable of accomplishing her duties as an Outside Director of the Company because she has abundant experience and exceptional insight in various areas as an attorney.
  - (3) The number of years from the time of Ms. Akiko Koyano and Mr. Eiji Kakiuchi's assumption of offices as Outside Directors of the Company to the conclusion of the Meeting and times of attendances at the meetings of the Board of Directors held during the 69<sup>th</sup> fiscal year are as follows:

	Number of years from the time of assumption of offices as Outside Director of the Company to the conclusion of the Meeting	Attendances at the meeting of the Board of Directors held during the 69 <sup>th</sup> fiscal year of the Company
Akiko Koyano	4 years	Attendance ratio 100% (12 out of 12 meetings)
Eiji Kakiuchi	2 years	Attendance ratio 100% (12 out of 12 meetings)


- (4) The Company has entered into agreements with Ms. Akiko Koyano and Mr. Eiji Kakiuchi, regarding the limitation of their liability for damages caused by negligence in the performance of their duties, in accordance with the provisions of the Companies Act and the Articles of Incorporation of the Company. The amount of liability to which they are subject, as set under such agreements, is limited to the minimum amount of liability provided under applicable laws and regulations. The Company will maintain such agreements if their re-election as an Outside Director is approved. The Company will also enter into an agreement under the same terms and conditions with Mr. Shigenobu Maekawa if his election as an Outside Director is approved.
  - (5) The Company has designated Ms. Akiko Koyano and Mr. Eiji Kakiuchi as Independent Directors as provided for by Tokyo Stock Exchange. The Company will also designate Mr. Shigenobu Maekawa as an Independent Director as provided for by the aforementioned exchange if his election as an Outside Director is approved.
  - (6) While Ms. Akiko Koyano and Mr. Eiji Kakiuchi were serving as Outside Directors of the Company, the Company identified that some of the chemical products that the Company manufactured and sold had violated the Act on the Regulation of Manufacture and Evaluation of Chemical Substances, and failed to register for Class reference number in the Gazette List. The Company, therefore, disclosed the fact publicly in September 2022. Ms. Koyano and Mr. Kakiuchi, however, have been regularly promoting awareness regarding the importance of compliance at Board of Directors meetings and so forth, and once this matter came to light, they have performed their duty by calling strongly for an understanding of the facts, identification of causes, and strengthening of governance and compliance systems, and by making recommendations to prevent recurrence in the Group.
7. Akiko Koyano, as set forth above, is her professional name. Her name on the family register is Akiko Yamamoto.

**Proposal 4 Election of One (1) Substitute Audit & Supervisory Board Member**

The validity of the election of the current substitute Audit & Supervisory Board Member will expire as of the beginning of the Meeting, so the Company proposes to elect one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The Audit & Supervisory Board has consented to the proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career Summary, Position and Important Concurrent Post	Number of the Company's Shares Held
Minoru Kida (Jul. 30, 1970)  	Oct. 1993 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)  Jan. 2004 Head of Kida CPA Office [Present]  Dec. 2006 Representative Partner of Gravitas Audit Corporation [Present]  Mar. 2019 Outside Director (Audit and Supervisory Committee Member) of OPTEX GROUP CO., LTD. [Present]	0

- Substitute
- Outside
- Independent

Reason for nomination as substitute Outside Audit & Supervisory Board Member	Mr. Minoru Kida has substantial knowledge of finance and accounting, and abundant experience and exceptional insight as a certified public accountant and certified tax accountant. The Company has judged that he can be expected to conduct accurate audits of the general corporate activities as an Outside Audit & Supervisory Board Member of the Company, and has decided to nominate him as a substitute Outside Audit & Supervisory Board Member.
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Notes:

1. There is no special interest between Mr. Minoru Kida and the Company.
2. The number of the Company's shares held by Mr. Minoru Kida is as of March 31, 2023.
3. Mr. Minoru Kida is a candidate for substitute Outside Audit & Supervisory Board Member.
4. Although Mr. Minoru Kida has not been directly involved in corporate management other than through his undertaking of offices of Outside Director and Outside Audit & Supervisory Board Member of some companies, the Company believes that he will be adequately capable of accomplishing his duties as an Outside Audit & Supervisory Board Member because he is familiar with corporate accounting and tax as a certified public accountant and tax accountant.
5. If Mr. Minoru Kida assumes the office as an Audit & Supervisory Board Member, the Company plans to enter into an agreement with him regarding the limitation of his liability for damages caused by negligence in the performance of his duties, in accordance with the provisions of the Companies Act and the Articles of Incorporation of the Company. The amount of liability to which he is subject, as set under such agreement, is limited to the minimum amount of liability provided under applicable laws and regulations.
6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3 paragraph (1) of the Companies Act with an insurance company. The policy will cover damages incurred by the insured, such as compensation for damages and litigation expenses when they are subject to claims arising from actions (including inaction) conducted based on their position as a director or officer of the Company. If Mr. Minoru Kida assumes the office as an Audit & Supervisory Board Member, he will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

7. The Company will designate Mr. Minoru Kida as an Independent Audit & Supervisory Board Member as provided for by Tokyo Stock Exchange if he assumes the office as an Audit & Supervisory Board Member.

Reference [Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members]

The Company judges that an Outside Director and an Outside Audit & Supervisory Board Member who is not fallen under any of the following items is independent of the Company.

- (1) An executive (note 1) of the Group (note 2).
- (2) A person who has been an executive (including a non-executive Director when judging the independence of an Outside Audit & Supervisory Board Member) of the Group in the past 10 years (note 3).
- (3) A major business partner of the Group (a business partner whose payments to the Group or payments received from the Group in the most recent fiscal year represent 2% or more of the consolidated net sales of either the Company or the business partner) or an executive thereof.
- (4) A person who is a consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property (10 million yen or more per year in the case of individuals, and 2% or more of the total income per year in the case of a body) from the Group, besides remuneration as a Director or an Audit & Supervisory Board Member.
- (5) A person who belongs to audit firms which are the Accounting Auditors of the Group.
- (6) A person who receives a large donation or subsidy (donation or subsidy of an amount equal to or more than 10 million yen or 2% of the total income of the person per year, whichever is greater) from the Group or an executive thereof.
- (7) A major shareholder (a shareholder who holds shares with 5% or more of total voting rights at the end of the most recent fiscal year) of the Company or an executive thereof.
- (8) An executive of the company which accept Directors or Audit & Supervisory Board Members (both full-time and part-time) from the Group, its parent companies or subsidiaries (except when the company, its parent companies or subsidiaries belong to the Group).
- (9) A person who has fallen under any of items (3) through (8) above in the past three years.
- (10) A spouse or relative within the second degree of kinship, of a person who falls under any of items (1) through (9) above (limited to the person in an important position (note 4)).
- (11) Any other person who is likely to have serious conflicts of interest with general shareholders.

Notes:

1. An “executive” means an Executive Director, Operating Officer, Executive Officer or other person or employee similar thereto.
2. “The Group” means the Company or its subsidiaries.
3. When judging the independence of an Outside Director who was a non-executive Director or an Audit & Supervisory Board Member of the Group (in the case of an Outside Audit & Supervisory Board Member who was an Audit & Supervisory Board Member of the Group) at any time in the past 10 years, “the past 10 years” means the 10 years prior to his or her appointment to those positions.
4. An “important position” means a Director, Audit & Supervisory Board Member, Executive Officer, Operating Officer, other person similar thereto, or an employee who executes important operations, such as a general manager.

## Proposal 5 Partial Revision of Stock Compensation System for Directors

Regarding remuneration for Directors, at the 55<sup>th</sup> Ordinary General Meeting of Shareholders held on June 25, 2009, it was approved that the amount of basic remuneration for Directors shall be no more than 400 million yen per year (excluding remuneration for services as employees or Executive Officers for those Directors who serve as such), and the amount of bonuses payable to Directors shall not exceed 0.2% of the consolidated net income\* of Kyocera for the relevant fiscal year, provided that such amount of bonuses shall in no case exceed 300 million yen annually. Regarding restricted stock compensation for Directors, at the 65<sup>th</sup> Ordinary General Meeting of Shareholders held on June 25, 2019 (hereinafter referred to as “the 65<sup>th</sup> Ordinary General Meeting of Shareholders”), it was approved that Directors, excluding Outside Directors, shall be paid monetary compensation claims, and an amount shall be no more than 100 million yen per year and not exceed 0.1% of the profit attributable to owners of the parent.

(\*) Due to the adoption of International Financial Reporting Standards (IFRS), the term has been changed to “Profit attributable to owners of the parent.”

The Company’s current Directors (excluding Outside Directors, hereinafter referred to as “Eligible Directors”) are granted basic remuneration, bonuses to Directors, and restricted stock compensation within the above-mentioned remuneration amount. However, for the purpose of further sharing value between Directors and shareholders, the Company has decided to review a part of its executive compensation system. The Company asks approval for granting restricted stock to Eligible Directors as remuneration, etc. based on a performance-linked restricted stock compensation system (I below), and a partial revision of contents of the restricted stock compensation system approved at the 65<sup>th</sup> Ordinary General Meeting of Shareholders (II below) as follows.

The Company currently has six Eligible Directors, and when Proposal 3 is approved, the number of Eligible Directors will remain six.

### I. Determining compensation under the performance-linked restricted stock compensation system for Directors

#### 1. Purpose of introduction

An introduction of the performance-linked restricted stock compensation system is intended to increase incentives for Eligible Directors to continuously improve corporate value of the Company and further promote sharing value with shareholders by granting restricted stock as part of their compensation package previously paid in cash as bonuses to Directors.

The performance-linked restricted stock compensation system shall offer incentives for Eligible Directors to achieve short-term goals during the performance evaluation period as the number of shares to be granted is determined according to the degree of achievement of the performance indicator. Common stock of the Company to be granted in accordance with the degree of achievement of the performance indicator shall be restricted stock, and the restriction period shall be from the date of delivery of restricted stock to a date of retirement or resignation of an Eligible Director from his / her position as Director of the Company or other position determined by the Board of Directors. The Company, therefore, provides Eligible Directors with incentives to continuously improve the Company’s corporate value over the medium-to long-term until their retirement or resignation, even after receiving the stock.

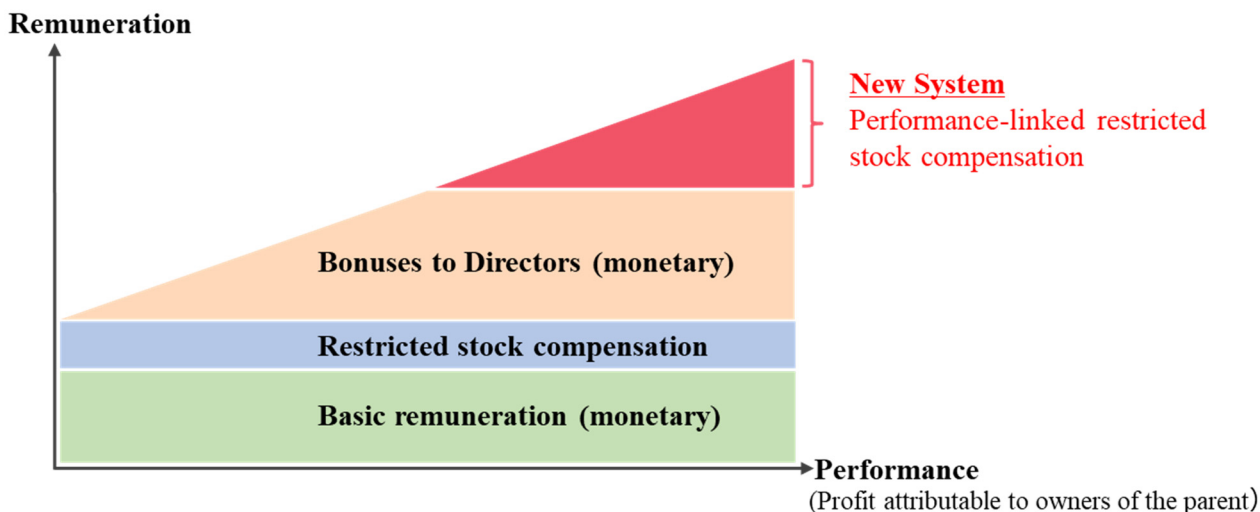
Thus, this newly introduced performance-linked restricted stock compensation system is a compensation plan that will promote sharing value between Eligible Directors and short-term shareholders, as well as medium-to long-term shareholders, therefore, further promote sharing value between Eligible Directors and shareholders.

#### 2. Summary of the System

The performance-linked restricted stock compensation system shall be based on a performance evaluation period of each fiscal year of the Company (the “Evaluation Period”), and a performance indicator of “profit attributable to owners of the parent,” which is the result of the Group’s annual corporate activities. After the end of each Evaluation Period, out of an amount calculated by a method based on a performance measured by “profit

attributable to owners of the parent” during the Evaluation Period, the Company shall grant an amount that exceeds a value determined by the Board of Directors in a form of the Company’s common stock, with a report from the Nomination and Compensation Committee, the majority of whose members consists of Outside Directors. As such, whether a compensation, etc. under the performance-linked restricted stock compensation system will be delivered or paid to each Eligible Director, as well as the number of shares of common stock of the Company to be delivered, have yet to be determined.

Image of remuneration for Eligible Directors



Upon granting restricted stock, Eligible Directors shall, based on a resolution of the Board of Directors of the Company, either (1) be issued or disposed of shares of common stock of the Company with no need for paying money or granting contributed assets in kind as Directors’ compensation, etc., or (2) grant all of the monetary compensation claims as contributed assets in kind, and be issued or disposed of shares of common stock of the Company. In the case of (2) above, an amount of the monetary claims to be paid in per share of these shares shall be decided by the Board of Directors, based on a closing price of the Company’s common stock on the Tokyo Stock Exchange on the last business day before the date of each resolution of the Board of Directors (or the closing price on the most recent trading day prior to each resolution if there is no trading for the Company’s common stock on that day), within such ranges that the amount is not particularly advantageous to Eligible Directors.

### 3. Maximum amount and maximum number of shares to be granted to Eligible Directors

Separately from the respective remuneration amounts described above, the total amount of remuneration to be paid to Eligible Directors for granting restricted stock based on the performance-linked restricted stock compensation system, which is considered reasonable in light of the above purposes, shall not exceed 0.2% of profit attributable to owners of the parent for the Evaluation Period, less the total amount of bonuses to Directors actually paid in cash. Therefore, the total amount of remuneration to be paid to Eligible Directors under the performance-linked restricted stock compensation system and the total amount of Directors’ bonuses to be actually paid in cash shall not exceed 0.2% of profit attributable to owners of the parent for the Evaluation Period. In addition, the total number of the Company’s common stock to be issued or disposed of under the performance-linked restricted stock compensation system shall not exceed 70,000 shares per year (If a stock split (including gratis allotment of the Company’s common stock) or reverse stock split of common stock of the Company is conducted after the date of approval for this proposal, the number of shares shall be adjusted according to the split ratio or reverse stock split ratio). The Board of Directors shall determine the specific timing and allocation of payment to each Eligible Director.



#### 4. Requirements for stock delivery

Under the performance-linked restricted stock compensation system, shares of common stock of the Company will be delivered to Eligible Directors after each Evaluation Period if they comply with the requirements described below.

- (1) No certain acts of misconduct, etc., as determined by the Board of Directors of the Company.
- (2) Satisfying other requirements determined by the Board of Directors of the Company as necessary to achieve the purpose of the performance-linked restricted stock compensation system.

From beginning of an Evaluation Period to delivery of shares, (1) in the event that any Eligible Director resigns or retires as a Director of the Company or any other position determined by the Board of Directors of the Company due to death or any other reason deemed justifiable by the Board of Directors of the Company, and (2) when a merger agreement under which the Company becomes a dissolving company, or a share exchange agreement, a share transfer plan, or any other matters related to organizational restructuring, etc., under which the Company becomes a wholly owned subsidiary, is approved (hereinafter referred to as “Approval for Organizational Restructuring, etc.”) by the Board of Directors of the Company (if the organizational restructuring, etc. does not require approval of an Ordinary General Meeting of Shareholders of the Company, the Board of Directors of the Company) or if the Board of Directors deems reasonable, the Company’s Board of Directors may, in lieu of shares of the Company’s common stock, as needed, pay cash in an amount reasonably determined by the Board of Directors of the Company at a time reasonably determined by the Board of Directors of the Company.

#### 5. Details of restrictions on transfers, etc.

When issuing or disposing shares of common stock of the Company, the Company and an Eligible Director shall enter into a restricted stock allotment agreement (hereinafter referred to as “the Allotment Agreement I”), which shall include the following details.

- (1) An Eligible Director is not entitled to transfer, create security interest on, or dispose of common stock of the Company allotted under the Allotment Agreement I (hereinafter referred to as “Allotted Shares I”) during a period from the date of delivery of the Allotted Shares I to the date the Eligible Director retires or resigns from his / her position as Director or other positions determined by the Board of Directors of the Company (hereinafter referred to as “the Restricted Transfer Period I”), (hereinafter referred to as the “Restriction on Transfer I”).
- (2) The Company shall lift the Restriction on Transfer I of all of the Allotted Shares I upon the expiration of the Restriction Period I.
- (3) The Company is eligible to automatically acquire the Allotted Shares I without consideration if, during the Restriction Period I, an Eligible Director violates any law and regulation, the Company rule or the Allotment Agreement I, or falls under any other reason specified by the Board of Directors of the Company as a reasonable matter for the Company to acquire the Allotted Shares I without consideration.
- (4) Notwithstanding the provisions of (1) above, in the event of Approval for Organizational Restructuring, etc. during the Restriction Period I, the Restriction on Transfer I shall be lifted prior to the effective date of the organizational restructuring, etc. for all of the Allotted Shares I.
- (5) The method of manifesting and notifying one’s intention under the Allotment Agreement I, the method of revising of the Allotment Agreement I, and other matters determined by the Board of Directors shall be set forth in the Allotment Agreement I.

## II. Partial Amendment of the Restricted Stock Compensation System for Directors

As described above, at the 65<sup>th</sup> Ordinary General Meeting of Shareholders, the Company received approval for the grant of remuneration under a restricted stock compensation system (hereinafter referred to as “the System”)

for the purpose of offering incentives to continuously improve the Company's corporate value and to further promote sharing value between Eligible Directors and shareholders. The details are as follows.

The Company shall pay to Eligible Directors a monetary compensation claims of not more than 100 million yen per year and not more than 0.1% of profit attributable to owners of the parent, and Eligible Directors grant all of the monetary compensation claims as contributed assets in kind, and be issued or disposed of shares of common stock of the Company. The total number of shares of common stock of the Company to be issued or disposed of as a result of this proposal shall not exceed 25,000 shares per year (However, if a stock split (including gratis allotment of shares of common stock of the Company) or a reverse stock split of shares of common stock of the Company is conducted after the date of approval for this proposal, the number shall be adjusted in accordance with the split or reverse stock split ratio). The amount of monetary compensation claims to be paid in per share when issuing or disposing of the Company's common stock shall be decided by the Board of Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the last business day before the date of each resolution of the Board of Directors (or the closing price on the most recent trading day prior to the resolution if there was no trading for the Company's common stock on that day), within such ranges that the amount is not particularly advantageous to Eligible Directors. Specific timing and allocation numbers to each Eligible Director shall be determined at the Board of Directors meeting.

In addition, at an issuance or disposal of the Company's common stock, the Company and Eligible Directors shall enter into a restricted stock allotment agreement, the terms of which shall include, among other things, that Eligible Directors may not transfer, create security interest on or dispose the allocated common stock of the Company for 10 to 30 years, as determined by the Board of Directors of the Company.

In conjunction with the introduction of the performance-linked restricted stock compensation system as described in I above, the Company now proposes to revise the system as described below to ensure that uniform operation of the restricted stock compensation, including a restricted period, and to clarify a timing to lift a transfer restriction.

#### 1. Method of granting restricted stock

In addition to the method of issuing or disposing of shares of common stock of the Company by receiving monetary compensation claims as contributed assets in kind as approved at the 65<sup>th</sup> Ordinary General Meeting of Shareholders as mentioned above, the Company may, as in the performance-linked restricted stock compensation system, issue or dispose of shares of common stock of the Company without requiring monetary payment or the receipt of contributed assets in kind as compensation, etc., from Directors. Either of the methods shall be determined by a resolution of the Board of Directors of the Company.

#### 2. Changes in the details of restrictions on transfers, etc.

The Company proposes the following changes to the content included in the restricted stock allotment agreement (hereinafter referred to as "the Allotment Agreement II") to be entered into between the Company and an Eligible Director pursuant to this system.

- (1) An Eligible Director is not entitled to transfer, create security interest on, or dispose of common stock of the Company allotted under the Allotment Agreement II (hereinafter referred to as "Allotted Shares II") during a period from the date of delivery of the Allotted Shares II to the date the Eligible Director retires or resigns from his / her position as Director or other positions determined by the Board of Directors of the Company (hereinafter referred to as "the Restricted Transfer Period II"), (hereinafter referred to as the "Restriction on Transfer II").
- (2) In the event that an Eligible Director of the Company resigns or retires from his / her position as Director of the Company or any other position determined by the Board of Directors of the Company before the expiration of the service period (hereinafter referred to as "the Service Period"), the Company is eligible to automatically acquire the Allotted Shares II without consideration, unless there is a reason deemed

justifiable by the Board of Directors of the Company.

- (3) The Company shall cancel the Restriction on Transfer II on all of the Allotted Shares II upon the expiration of the Restriction Period II, provided that an Eligible Director has continuously held the position stipulated in (2) above during the Service Period. However, if an Eligible Director resigns or retires from the position specified in (2) above before the expiration of the Service Period for reasons deemed justifiable by the Board of Directors of the Company as specified in (2) above, the number of the Allotted Shares II for which the Restriction on Transfer II is lifted shall be reasonably adjusted as necessary.
- (4) The Company shall automatically acquire, without consideration, the Allotted Shares II for which the Restriction on Transfer II is not lifted in accordance with the provisions of (3) above, at the time when the Restriction Period II expires.
- (5) The Company shall automatically acquire, without consideration, the Allotted Shares II if, during the Restriction Period II, an Eligible Director violates any law and regulation, the Company rule or this Allotment Agreement II, or falls under any other reason determined by the Board of Directors of the Company as a reasonable matter for the Company to automatically acquire the Allotted Shares II without consideration.
- (6) Notwithstanding the provisions of (1) above, in the event of approval for organizational restructuring, etc. during the Restriction Period II, the Company shall, by a resolution of the Board of Directors of the Company, cancel the Restriction on Transfer II with respect to all or part of the Allotted Shares II prior to the effective date of such organizational restructuring, etc.
- (7) In a case stipulated in (6) above, the Company shall automatically acquire, without consideration, the Allotted Shares II for which the Restriction on Transfer II is not lifted at the time immediately after a cancellation of the Restriction on Transfer II in accordance with the provisions of (6) above.
- (8) The method of manifesting and notifying one's intention under the Allotment Agreement II, the method of revising the Allotment Agreement II, and other matters determined by the Board of Directors shall be set forth in the Allotment Agreement II.

Other than 1 and 2 above, there shall be no change including the maximum amount and the maximum number of shares, and the previously approved details shall be maintained. These revisions shall apply to restricted stock to be granted to Eligible Directors in the future. It, therefore, shall not change the restricted period, etc. for restricted stock already granted to Eligible Directors.

In introducing the performance-linked restricted stock compensation system and partially revising the restricted stock compensation system in relation to this proposal, the Company consulted the Nomination and Remuneration Committee, a majority of whose members are Outside Directors, in advance. After reviewing a report from the Committee, the Board of Directors resolved to change the Decision Policy Regarding the Details of Individual Remuneration for Directors, and a summary of the revised policy is shown on pages 33 to 35. The Company believes that this proposal shall follow this revised policy and is appropriate.

(Reference)

In the event that Proposal 5 is approved and adopted, the Company intends to introduce the same restricted stock compensation system for Executive Officers of the Company.

At the meeting of the Board of Directors held on April 27, 2023, the Company resolved to change the content of the Decision Policy Regarding the Details of Individual Remuneration for Directors, subject to the approval of Proposal No. 5 at the General Meeting of Shareholders. Overview of this resolved policy is as follows.

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## **Decision Policy Regarding the Details of Individual Remuneration for Directors (Outline)**

### **1. Basic policy**

- The remuneration system for Directors is designed to be a mechanism that effectively encourages Directors to thoroughly demonstrate their abilities and fulfill their roles and responsibilities toward the healthy and sustainable growth of the Kyocera Group.
- The remuneration level of Directors shall be set at an appropriate level by referring to objective data from external specialist organizations while giving consideration to securing and maintaining excellent human resources necessary for realizing the management rationale.
- Regarding the remuneration system and remuneration level of Directors, high objectivity and transparency in the process for determining remuneration for Directors shall be assured by making decisions according to a resolution by the Board of Directors based on the deliberations with and reports from the Nomination and Remuneration Committee, which consists of a majority of Outside Directors.

### **2. Remuneration Composition and Proportion**

#### **<Representative Directors/Executive Directors>**

- Compensation for Representative Directors and Executive Directors consists of “basic remuneration,” “bonuses to Directors,” “performance-linked restricted stock compensation,” and “restricted stock compensation.”
- Based on the belief that a system for the healthy and sustainable growth of the Kyocera Group is important, the proportion of basic remuneration and restricted stock compensation is determined placing emphasis on the level and stability of basic remuneration as well as giving consideration to the pursuit of shareholder interests. Moreover, the higher the position of the Director, the higher the proportion of the restricted stock compensation to basic remuneration.
- For bonuses to Directors and performance-linked restricted stock compensation, to ensure maximize incentives for growing business results, no limit shall be established for proportions of basic remuneration or restricted stock compensation.

#### **<Outside Directors>**

- The remuneration of Outside Directors with duties independent of business execution shall consist only of “basic remuneration.”

### **3. Details of Each Type Remuneration**

#### **<Basic Remuneration>**

- This is monetary remuneration paid monthly according to the responsibilities of the Directors, and for individual payment levels of the payment amount will be determined according to each respective role upon taking into consideration the payment levels of other companies in the same industry.

- The annual amount shall be paid monthly in 12 equal portions.

#### **<Bonuses to Directors>**

- This is monetary remuneration paid according to the degree of contribution of each Director to business results in the relevant fiscal year. The performance indicator is “profit attributable to owners of the parent,” which represents the result of the Kyocera Group’s annual corporate activities. This is calculated by multiplying the numerical value determined based on this performance indicator by a prescribed coefficient according to the position of the Director and a coefficient for individual assessment according to the degree of contribution to performance.
- Provided once per year following the end of the business year.

#### **<Performance-Linked Restricted Stock Compensation>**

- This compensation system grants Directors shares of common stock of the Company (restricted stock) according to the degree of contribution of each Director to business results in the relevant fiscal year. The system is intended to offer incentives for Directors to improve short-term performance as well as continuously increasing mid- to long-term corporate and shareholder value of the Company. Performance indicator and calculation method are the same as for bonuses to Directors.
- If an amount calculated by the same method as bonuses to Directors exceeds an amount designated by the Board of Directors after consulting the Nomination and Remuneration Committee, shares of common stock of the Company (restricted stock) corresponding to the exceeding portion shall be granted as performance-linked restricted stock compensation.
- Granted once per year following the end of the fiscal year.

#### **<Restricted Stock Compensation>**

- This compensation system grants each Director shares of common stock of the Company (restricted stock) to offer incentives to continuously improve mid- to long-term corporate and shareholder value. The amount to be paid to each Director shall be set for each position.
- Granted once per year in each fiscal year.

#### **4. Process for Determining Remuneration**

- The Nomination and Remuneration Committee composed of a majority of Outside Directors shall be established as an advisory body to the Board of Directors. This committee receives inquiries from the Board of Directors and also upon referring to objective data such as benchmark results of executive compensation provided by external specialist organizations the committee validates the appropriateness of the Director remuneration system that encompasses the basic remuneration payment standard, the bonuses to Directors calculation standard, and restricted stock compensation grant standard, and the results shall be reported to the Board of Directors.
- The Chairman of the Board and Representative Director and the President and Representative Director shall be delegated with the authority to determine specific details for the amounts of individual remuneration for Directors based on a resolution of the Board of Directors. The details of their authority shall be as follows.

Basic remuneration	Determine the payment amount by position
Bonuses to Directors	Assess individuals and determine payment amount according to the degree of contribution to business results
Performance-linked restricted stock compensation	Assess individual performance and determine payment amount and the number of shares to be allotted according to the degree of contribution to business results
Restricted stock compensation	Determine the amount of payment and the number of shares to be allotted by position

- To ensure that such authority is properly exercised by the Chairman of the Board and Representative Director and the President and Representative Director, the Board of Directors shall consult with and obtain a report from the Nomination and Remuneration Committee on the payment standards, calculation method and grant standards for each type of remuneration by position and the Chairman of the Board and Representative Director and the President and Representative Director who have been delegated authority as mentioned above shall make their determinations in accordance with the contents of the relevant report, and shall report the results of the determined payment amount and the number of shares to be allotted to the Nomination and Remuneration Committee.

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- END

## **Business Report** (April 1, 2022 to March 31, 2023)

### **1. Current Conditions of Kyocera Corporation and its Consolidated Subsidiaries**

#### **(1) Business Progress and Results**

During fiscal 2023, global economic growth slowed due to persisting economic instabilities caused by interest rate hikes in global economies, rising uncertainty regarding the global situation and continuing inflation etc. The substantial depreciation of the yen also impacted the economy. With respect to our major markets, in addition to the weakening demand in the smartphone market, demand adjustment has strengthened mainly for commodity products in the semiconductor-related markets, which demand has previously been strong.

At Kyocera, in the above-mentioned business environment, our sales were affected by the weakening demand in the smartphone market. However, sales revenue for fiscal 2023 increased by 186.4 billion yen, or 10.1%, to 2,025.3 billion yen, as compared with fiscal 2022, achieving our long-stated target of 2 trillion yen in sales revenue. This was due to increased sales by the Document Solutions Unit and the Industrial Tools Unit, and also to the impact of the weaker yen, in addition to a contribution from the expansion of our component production for cutting-edge semiconductors, demand for which has been strong.

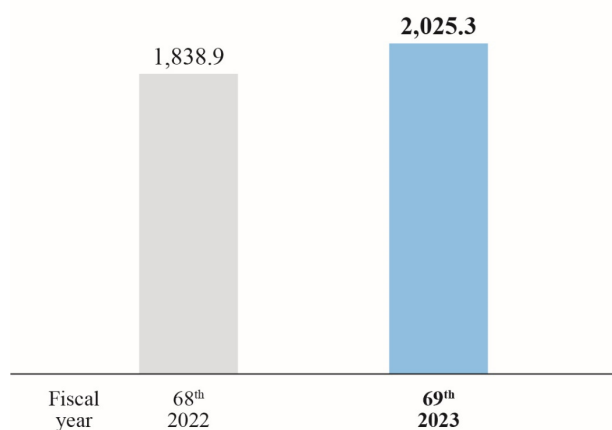
However, despite the impacts of this sales revenue increase and the weaker yen, profit decreased as compared with fiscal 2022, due to factors such as increases in costs for raw materials, energy and logistics, as well as a sharp decrease in sales revenue in the Communications Unit. In addition, three one-time costs totaling approximately 19.0 billion yen were recorded during fiscal 2023, namely, a litigation cost, an additional cost in connection with pension obligations and costs associated with structural reforms. As a result, operating profit decreased by 20.4 billion yen, or 13.7%, to 128.5 billion yen, profit before income taxes decreased by 22.7 billion yen, or 11.4%, to 176.2 billion yen, and profit attributable to owners of the parent decreased by 20.4 billion yen, or 13.8%, to 128.0 billion yen as compared with fiscal 2022.

#### (Notes for the Business Report)

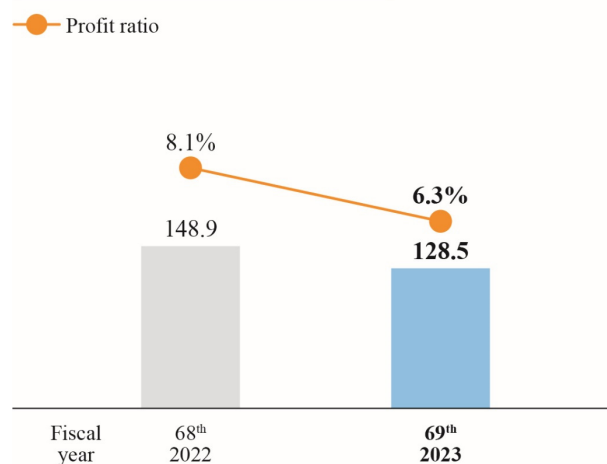
1. The amounts and number of shares in this report are rounded to digits represented. Ratios on pages 36 to 41 are shown as ratios compared in units of one million yen and rounded to digits represented.
2. Pictures and graphs in this report are presented solely for reference.
3. The sum total of sales revenue composition ratio shown on pages 38 to 40 shall not be 100% because “Others” and “Adjustments and Eliminations,” when aggregated, accounting for -0.7% of consolidated sales revenue in fiscal 2023.

## Highlights of Consolidated Results

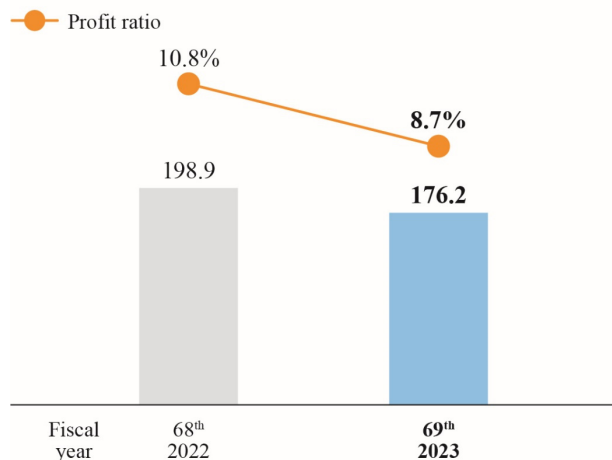
### Sales Revenue (Yen in billions)



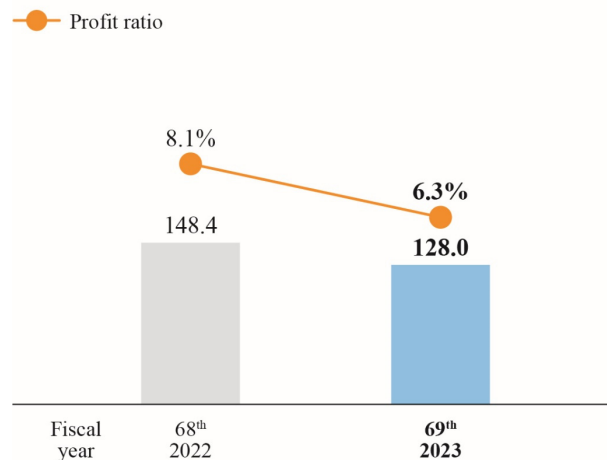
### Operating Profit (Yen in billions)



### Profit Before Income Taxes (Yen in billions)



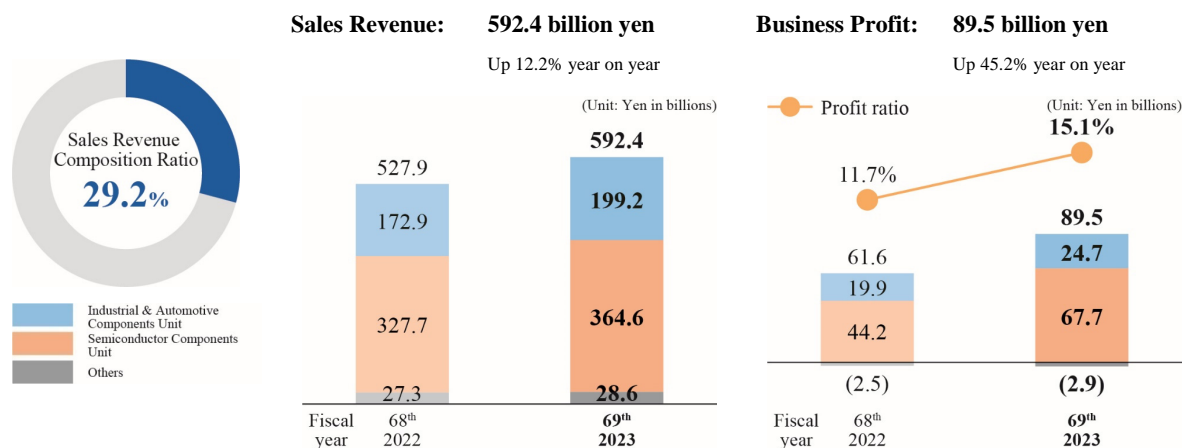
### Profit Attributable to Owners of the Parent (Yen in billions)





## Consolidated Results by Reporting Segment

### Core Components Business



Sales revenue and business profit increased due mainly to an increase in sales of high-value-added products, such as organic packages and boards for the information and communication infrastructure-related markets in the Semiconductor Components Unit, as well as fine ceramic components for semiconductor processing equipment in the Industrial & Automotive Components Unit.

### Principal Businesses

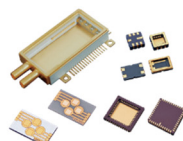
The Core Components Business provides components, such as fine ceramic components for semiconductor processing equipment, automotive camera modules, ceramic packages as well as organic packages and boards to protect electronic components and ICs, to industrial machinery, automotive-related, and the information and communication-related markets.



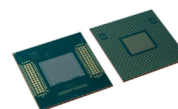
Fine ceramic components for semiconductor processing equipment



Automotive cameras

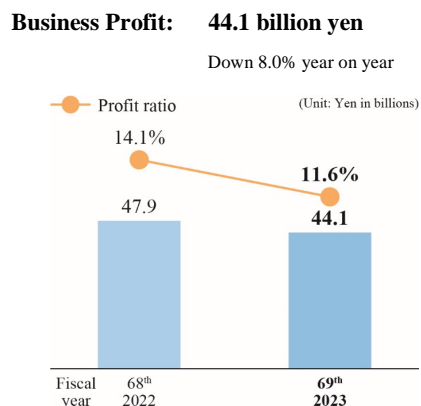
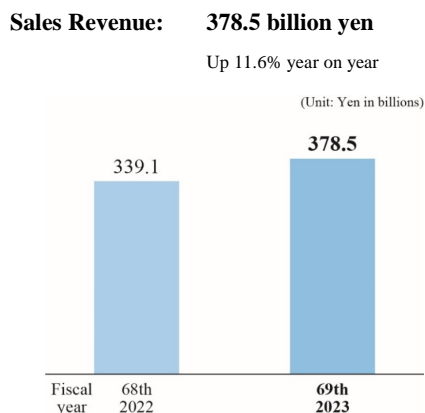
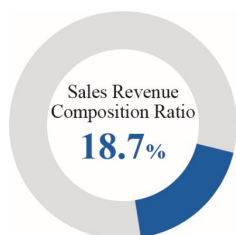


Ceramic packages



Organic packages

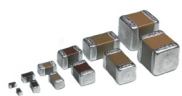
## Electronic Components Business



Sales revenue increased due to growing demand for components such as ceramic capacitors mainly for the industrial and the automotive-related markets. However, business profit decreased due to increases in costs for raw materials, etc. and weakening demand for smartphone components, as well as the recording of additional cost such as costs relating to pension obligations at a subsidiary.

## Principal Businesses

The Electronic Components Business provides a wide variety of electronic components and devices including capacitors, crystal devices, connectors and power semiconductor devices for diverse fields that include information and communications, industrial equipment, automotive-related, and consumer markets.



Ceramic capacitors



Tantalum capacitors



Timing devices  
(Crystal devices)

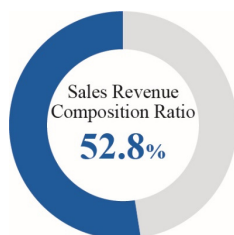


Connectors



Power semiconductor devices

## Solutions Business

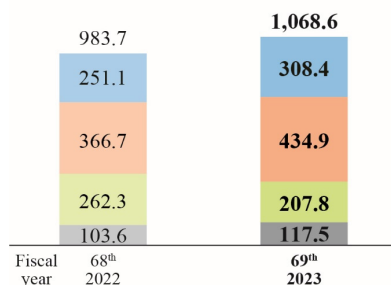


Industrial Tools Unit  
Document Solutions Unit  
Communications Unit  
Others

**Sales Revenue: 1,068.6 billion yen**

Up 8.6% year on year

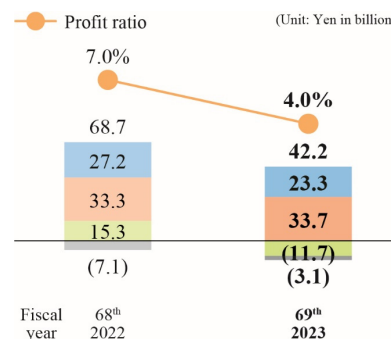
(Unit: Yen in billions)



**Business Profit: 42.2 billion yen**

Down 38.5% year on year

(Unit: Yen in billions)



Sales revenue increased due to increased sales of major products in the Document Solutions Unit and the Industrial Tools Unit. Business profit, however, decreased due to a substantial decrease in mobile phone sales volume in the Communications Unit, as well as the recording of a one-time cost in connection with structural reforms, including the write-down of inventory, and increases in costs for raw materials, energy and logistics, etc. in each business.

## Principal Businesses

The Solutions Business provides wide variety of equipment, system and solution services such as pneumatic and power tools for consumers as well as for industrial uses, MFPs, printers, mobile phones, information systems and telecommunication services, and residual energy storage system.



Pneumatic and power tools



MFPs and printers



Mobile phones



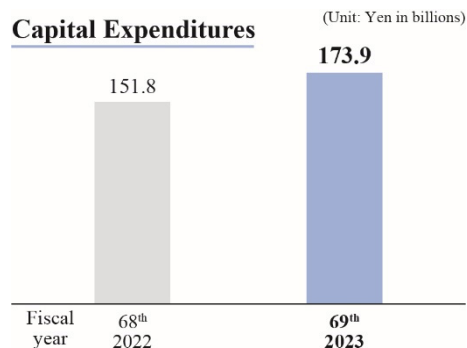
Information systems and telecommunication services



Residual energy storage system

## (2) Capital Expenditures

During fiscal 2023, Kyocera made aggressive capital expenditures to meet the increase in demand that has continued since fiscal 2022 for the 5G and semiconductor-related markets in Core Components Business. Also, Kyocera built a new manufacturing facility overseas to expand production capacity in Electronic Components Business. Furthermore, Kyocera established a new R&D facility in purpose of enhancing our R&D structure. As a result, capital expenditures for fiscal 2023 increased by 22.1 billion yen, or 14.6%, to 173.9 billion yen, compared with fiscal 2022.



## (3) Issues to be Addressed

As the comprehensive digitalization of society is accelerating with the advancement of AI and 5G communication technologies, further expansion of the semiconductor-related and electronic component industries is expected going forward. In addition, along with technological advances, there is a growing need for technologies and services that address various social issues such as environmental concerns including decarbonization, and introduction of smart factories in response to a shrinking working population.

Kyocera recognizes these changes in the business environment as a business opportunity and will seek to expand its business by taking advantage of its strengths, such as its broad range of business areas, diverse technologies and strong financial base, and strive to develop products and solutions that address social issues.

1. **Strengthen Investment for Expansion of Existing Businesses and Creation of New Businesses**  
Accompanying the broadening applicability of AI, demand for various components for the 5G/6G, semiconductor and mobility-related markets is expected to increase in the medium-to-long term. Delivery of higher definition, higher performance and higher quality components is required for these markets. On the other hand, demand fluctuations and the acceleration of technological innovation call for not only production capacity, but also a supply system that can respond to changing needs in a timely manner. Kyocera will continue to build new plants in Japan as well as overseas, mainly for products with high market share, and will strive to expand existing businesses by making aggressive capital investments, such as the introduction of smart factories at production sites utilizing digital technologies.  
Furthermore, to promote development of new products and technologies, Kyocera will strive to strengthen and accelerate our development capabilities by further utilizing management resources within the Group and outside resources, as well as to develop human resources to expand business areas.

In addition, Kyocera is aggressively investing in R&D activities to create new businesses that will support its long-term business growth. Pursuing development of new products in various markets through the development of applications for new materials, etc., Kyocera will seek to create unique new businesses that address social issues by combining our strengths, particularly our wide range of technological assets.

<Major Capital Expenditures to Expand Existing Business>

<p><b>KAVX Thai Plant</b> (New plant)</p> 	<p><b>New building in Kagoshima Sendai Plant</b> (Scheduled to commence production from Apr. 2024 onward)</p> 	<p><b>New building in Vietnam Plant</b> (Scheduled to commence production from Oct. 2024 onward)</p> 	<p><b>Nagasaki Isahaya Plant</b> (New plant; tentative name) (Scheduled to commence production from Apr. 2026 onward)</p> 
<p>Production items: Ceramic capacitors Tantalum capacitors</p>	<p>Production items: Ceramic packages Organic packages and boards</p>	<p>Production items: Ceramic packages</p>	<p>Production items: Fine ceramic components for semiconductor processing equipment Ceramic packages Organic packages and boards</p>



2. Selection and Concentration of Business to Improve Profitability

In order to further improve the profitability of our high profitability businesses and to improve the profitability of challenging businesses, Kyocera will promote selection and concentration of businesses by strengthening management-led business monitoring and reviewing business structures, business areas, and product development, etc.

In order to enhance the profitability of our business structure, the Core Components Business and the Electronic Components Business will concentrate on areas of competitive advantage, such as products with high added value, introduce smart factories to increase productivity, and promote streamlining by utilizing digital technologies in production control.

The Solutions Business will create new business models by combining various technologies and products possessed by Kyocera, and will implement structural reforms to improve profitability.

<Structural Reform of the Communications Unit>

<p><b><u>Discontinue consumer smartphone business</u></b></p> <p>End manufacturing and sales of smartphones for consumers in fiscal 2025</p>  <p>Focus resources for development on infrastructure-related business to further promote adoption of millimeter-wave 5G communication</p>	<p><b><u>Continue and expand communication terminal business and telecommunications service business for corporate customers</u></b></p> <ul style="list-style-type: none"> <li>◆ Shift to developing high-profit custom devices and providing telecommunication services for corporations</li> <li>◆ Expand existing ICT service and engineering business</li> </ul> 
<p><b>Aim to improve profitability by transforming business structure fundamentally</b></p>	

### 3. Promotion of Sustainable Management



Kyocera is addressing environmental and social issues, and is also strengthening its corporate governance for sustainable corporate management.

With respect to environmental issues, Kyocera is striving to realize a decarbonized society and is making efforts to expand the use of renewable energy. In addition to the installation of solar power generation systems at our own sites, Kyocera is working to establish and promote necessary infrastructure, such as a new subscription type business model that utilizes solar power generation systems, fuel cells and storage batteries, in order to reduce greenhouse gas emissions in our communities and society overall.

With respect to social issues, Kyocera is also working to create a work environment and systems in which our human resources can play an active role, in order to realize our management rationale, “To provide opportunities for the material and intellectual growth of all our employees, and through our joint efforts, contribute to the advancement of society and humankind.” Kyocera believes that diverse human resources working flexibly will enable Kyocera to identify social issues, and further lead to the creation of businesses that address these social issues.

With regard to corporate governance, in order to maximize corporate value, Kyocera is working to further enhance the diversity and effectiveness of the Board of Directors and to promote discussion of medium-to-long-term management and capital strategies. In addition, Kyocera will strive to practice sustainable management by promoting risk management and compliance practices, etc.

#### <Major Initiatives Regarding Promotion of Sustainable Management>

Environment	Social	Governance
<ul style="list-style-type: none"> <li>● <b>Endorsed TCFD</b> (From Mar. 2020)</li> </ul>  <ul style="list-style-type: none"> <li>● <b>Set and achieve long-term environmental goals</b> <ol style="list-style-type: none"> <li>① Reduce greenhouse gas emissions (Scope1,2,3) by <b>46%</b> by fiscal 2031 (vs fiscal 2020)</li> <li>② Increase renewable energy use by <b>20x</b> by fiscal 2031 (vs. fiscal 2014)</li> <li>③ Become <b>carbon neutral</b> by fiscal 2051</li> </ol> </li> </ul> <div style="text-align: center; margin: 10px 0;">  </div> <ul style="list-style-type: none"> <li>✓ Promote introduction of renewable energy</li> <li>✓ Implement group-wide energy-saving initiatives</li> </ul>	<ul style="list-style-type: none"> <li>● <b>Respect human rights</b> <ul style="list-style-type: none"> <li>✓ Joined the Responsible Business Alliance (RBA)</li> <li>✓ Conduct human rights due diligence for Kyocera and its suppliers</li> <li>✓ Provide training to eliminate harassment and discrimination</li> </ul> </li> <li>● <b>Create pleasant work environment and sites</b> <ul style="list-style-type: none"> <li>✓ Enhance employee engagement</li> <li>✓ Pursue diversity                             <ul style="list-style-type: none"> <li>• Promote the active participation of female employees</li> <li>• Support plans for balance work with childcare, nursing care, medical care, etc.</li> <li>• Promote male employees' engagements in childcare</li> <li>• Foster understanding of LGBTQ+</li> </ul> </li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>● <b>Align interest with shareholders and investors</b> <ul style="list-style-type: none"> <li>✓ Introduction of performance-linked restricted stock compensation plan</li> <li>✓ Enhance dialogue with shareholders and investors</li> </ul> </li> <li>● <b>Reduce cross-shareholdings</b> <ul style="list-style-type: none"> <li>✓ Set numerical reduction target</li> </ul> </li> <li>● <b>Strengthen the function of the Board of Directors</b> <ul style="list-style-type: none"> <li>✓ Enhance diversity and effectiveness of the Board of Directors</li> <li>✓ Create/update skills matrix</li> </ul> </li> <li>● <b>Promote risk management</b> <ul style="list-style-type: none"> <li>✓ Enhance risk management system globally</li> </ul> </li> </ul>

**(4) Significant Subsidiaries** (as of March 31, 2023)

<b>Name of Subsidiary</b>	<b>Amount of Capital</b>		<b>Ownership by Kyocera Corporation (%)</b>	<b>Principal Business</b>
Kyocera Document Solutions Inc.	Yen	12,000 million	100.00	Development, manufacture and sale of printers and multifunctional products and provision of solution services
Kyocera Communication Systems Co., Ltd.	Yen	2,986 million	76.64	Provision of information systems and telecommunication services
Kyocera (China) Sales & Trading Corporation	US\$	10,000 thousand	90.00	Sale of ceramic packages, electronic components and cutting tools
Dongguan Shilong Kyocera Co., Ltd.	HK\$	472,202 thousand	90.00	Manufacture of automotive components, cutting tools and displays
Kyocera Korea Co., Ltd.	Won	1,200 million	100.00	Sale of semiconductor components and electronic components
Kyocera Asia Pacific Pte. Ltd.	US\$	35,830 thousand	100.00	Sale of semiconductor components, electronic components and cutting tools
Kyocera International, Inc.	US\$	34,850 thousand	100.00	Manufacture and sale of fine ceramic components and semiconductor components, and sale of mobile phones
Kyocera AVX Components Corporation	US\$	1,763 thousand	100.00	Development, manufacture and sale of electronic components
Kyocera Industrial Tools, Inc.	US\$	1	100.00	Sale of pneumatic & power tools
Kyocera Europe GmbH	EURO	1,687 thousand	100.00	Sale of fine ceramic components, semiconductor components and printing devices

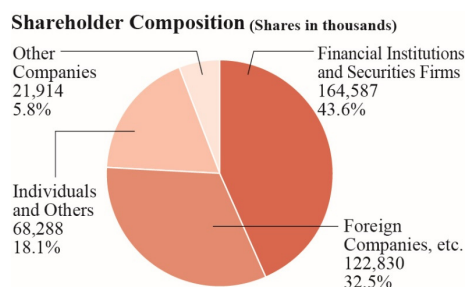


## 2. Shares (as of March 31, 2023)

<b>(1) Total Number of Shares Authorized to Be Issued:</b>	600,000,000
<b>(2) Total Number of Shares Issued:</b>	377,618,580
(Of which, Number of Treasury Shares:	18,705,580)
<b>(3) Number of Shareholders:</b>	59,745
<b>(4) Major Shareholders (Top 10 Largest Shareholders)</b>	

Name	Number of Shares Owned (Shares in thousands)	Share Ownership Ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Account) .....	80,802	22.51
Custody Bank of Japan, Ltd. (Trust Account) .....	33,179	9.24
The Bank of Kyoto, Ltd. ....	14,436	4.02
SSBTC Client Omnibus Account .....	10,527	2.93
Inamori Foundation.....	9,360	2.61
Stock Purchase Plan for Kyocera Group Employees .....	6,759	1.88
State Street Bank West Client - Treaty 505234 .....	5,704	1.59
Shinobu Kanazawa .....	5,237	1.46
Mizuho Inamori .....	5,237	1.46
MUFG Bank, Ltd. ....	5,077	1.41

Note: Share ownership ratios are calculated after deduction of the treasury shares.



### (5) Shares issued to Directors and Audit & Supervisory Board Members as a consideration for the execution of the duties in fiscal 2023

	Class and Number of Shares	Persons provided
Directors (excluding Outside Directors)	Common stock 9,757 shares	6 persons
Outside Directors	-	-
Audit & Supervisory Board Members	-	-

(Note) Kyocera Corporation's common stocks were delivered as the restricted stock compensation. An outline of the transfer restrictions under the restricted stock allocation agreement is as follows.

- (1) An Eligible Officer may not transfer, create security interest on, or otherwise dispose the Allocated Stocks during the restriction period (30 years).



- (2) Kyocera Corporation will cancel the transfer restriction when an Eligible Officer meets certain conditions. These conditions include the expiration of the transfer restriction period, and resignation or retirement from his/her position as the Director, etc. of Kyocera Corporation during the transfer restriction period due to death, expiration of term of office, or other reasons deemed legitimate by the Board of Directors.

### 3. Directors and Audit & Supervisory Board Members

#### (1) List of Directors and Audit & Supervisory Board Members (as of March 31, 2023)

Position	Name	Area of Responsibility and Important Concurrent Post
Chairman of the Board and Representative Director	Goro Yamaguchi	
President and Representative Director	Hideo Tanimoto	President and Executive Officer
Director	Hiroshi Fure	Managing Executive Officer Executive General Manager of Core Components Business
Director	Norihiko Ina	Managing Executive Officer Executive General Manager of Solutions Business
Director	Koichi Kano	Managing Executive Officer Deputy Executive General Manager of Electronic Components Business
Director	Shoichi Aoki	Managing Executive Officer Executive General Manager of Headquarters
Director	Atsushi Aoyama	Professor of Graduate School of Technology Management, Ritsumeikan University
Director	Akiko Koyano	Attorney-at-law Partner Attorney-at-law of Koyano LPC
Director	Eiji Kakiuchi	Representative Director, Chairman, Member of the Board of SCREEN Holdings Co., Ltd.
Full-time Audit & Supervisory Board Member	Shigeru Koyama	
Full-time Audit & Supervisory Board Member	Yushi Nishimura	
Audit & Supervisory Board Member	Hitoshi Sakata	Attorney-at-law Partner Attorney-at-law of Oike Law Office
Audit & Supervisory Board Member	Masaaki Akiyama	Certified Public Accountant Representative of Masaaki Akiyama Certified Public Accountant Office

#### Notes:

- At the 68<sup>th</sup> Ordinary General Meeting of Shareholders held on June 28, 2022, Mr. Yushi Nishimura was newly elected and assumed the position of Audit & Supervisory Board Member.
- Mr. Itsuki Harada retired as Audit & Supervisory Board Member at the conclusion of the 68<sup>th</sup> Ordinary General Meeting of Shareholders held on June 28, 2022.
- Important concurrent posts undertaken by Directors and Audit & Supervisory Board Members in fiscal 2023  
Mr. Goro Yamaguchi, Chairman of the Board and Representative Director, serves as an Outside Director of KDDI Corporation.
- Important concurrent posts undertaken by Outside Directors and Outside Audit & Supervisory Board Members, and their relations with Kyocera Corporation
  - There is no special interest between Kyocera Corporation and Ritsumeikan University where Mr. Atsushi Aoyama, Director, serves as a Professor of Graduate School.
  - There is no special interest between Kyocera Corporation and Koyano LPC where Ms. Akiko

Koyano, Director, serves as a Partner Attorney-at-law.

- (3) Although Kyocera Corporation engages in transactions relating to the sale and purchase of products with SCREEN Holdings Co., Ltd. where Mr. Eiji Kakiuchi, Director, serves as a Representative Director, Chairman, Member of the Board, and transactions relating to the sale and purchase of products with various subsidiaries of the said company, the amounts of the applicable business transactions represent less than 1% of the consolidated net sales of either the said company or Kyocera Corporation.
- (4) There is no special interest between Kyocera Corporation and Oike Law Office where Mr. Hitoshi Sakata, Audit & Supervisory Board Member, serves as a Partner Attorney-at-law.
- (5) There is no special interest between Kyocera Corporation and Masaaki Akiyama Certified Public Accountant Office where Mr. Masaaki Akiyama, Audit & Supervisory Board Member, serves as a Representative.
5. Mr. Atsushi Aoyama, Ms. Akiko Koyano and Mr. Eiji Kakiuchi are Outside Directors, and Messrs. Hitoshi Sakata and Masaaki Akiyama are Outside Audit & Supervisory Board Members.
6. Mr. Yushi Nishimura, Audit & Supervisory Board Member, has long experience in the accounting department and substantial knowledge of finance and accounting.
7. Mr. Masaaki Akiyama, Audit & Supervisory Board Member, has qualifications as a Certified Public Accountant and substantial knowledge of finance and accounting.
8. Kyocera Corporation has designated Mr. Atsushi Aoyama, Ms. Akiko Koyano and Mr. Eiji Kakiuchi as Independent Directors, and Messrs. Hitoshi Sakata and Masaaki Akiyama as Independent Audit & Supervisory Board Members, as provided for in the rules of the Tokyo Stock Exchange.
9. “Area of Responsibility and Important Concurrent Post” of Director was changed as of April 1, 2023 as follows:

Position	Name	Area of Responsibility and Important Concurrent Post
Director	Koichi Kano	Managing Executive Officer, Executive General Manager of Electronic Components Business

## **(2) Summary of Agreements Regarding the Limitation of Liability**

Kyocera Corporation has entered into agreements with all of the Outside Directors and Outside Audit & Supervisory Board Members regarding the limitation of their liability for damages caused by negligence in the performance of their duties, in accordance with Article 427, paragraph (1) of the Companies Act and Articles 28 and 36 of the Articles of Incorporation of Kyocera Corporation. The amount of liability to which they are subject, as set under such agreements, is limited to the minimum amount of liability provided under applicable laws and regulations.

## **(3) Summary of Contents of the Directors and Officers Liability Insurance Policy**

Kyocera Corporation has entered into a directors and officers liability insurance policy as provided for in Article 430-3 paragraph (1) of the Companies Act with an insurance company. The policy will cover damages incurred by the insured, such as compensation for damages and litigation expenses when they are subject to claims arising from actions (including inaction) conducted based on their position as a director or officer of Kyocera Corporation. However, damages, etc. incurred by an insured due to criminal acts or illegal acts intentionally committed by the insured are not covered by the policy as a measure to ensure the properness of the performance of duties by directors or officers is not impaired. The scope of insured persons is Directors, Audit & Supervisory Board Members, Executive Officers and managerial employees of Kyocera Corporation, and the insurance premiums are all paid by Kyocera Corporation.

**(4) Total Amount of Remuneration to Directors and Audit & Supervisory Board Members****(i) Total Amount of Remuneration to Directors and Audit & Supervisory Board Members for Fiscal 2023**

Classification	Amount of remuneration	Basic remuneration		Performance-linked remuneration (Bonuses to Directors)		Non-monetary remuneration (Restricted Stock Compensation)	
		Total amount	Persons paid	Total amount	Persons paid	Total amount	Persons paid
Directors (of which, Outside Directors)	429 million yen (41 million yen)	192 million yen (41 million yen)	9 persons (3 persons)	165 million yen (-)	6 persons (-)	72 million yen (-)	6 persons (-)
Audit & Supervisory Board Members (of which, Outside Audit & Supervisory Board Members)	70 million yen (22 million yen)	70 million yen (22 million yen)	5 persons (2 persons)	- (-)	- (-)	- (-)	- (-)
Total (of which, Outside Directors and Outside Audit & Supervisory Board Members)	499 million yen (63 million yen)	262 million yen (63 million yen)	14 persons (5 persons)	165 million yen (-)	6 persons (-)	72 million yen (-)	6 persons (-)

- (Notes)
- Aside from the remuneration in the above table, the aggregate amount of remuneration to Directors (excluding Outside Directors) was 249 million yen in remuneration for services as employees or Executive Officers for those Directors who serve as such.
  - As of the end of fiscal 2023, there were 9 Directors (including 3 Outside Directors) and 4 Audit & Supervisory Board Members (including 2 Outside Audit & Supervisory Board Members).
  - Bonuses to Directors are paid to Directors as performance-linked remuneration.  
The performance indicator for bonuses to Directors is profit attributable to owners of the parent and this amounted to 127,988 million yen. This was selected as a performance indicator to clarify its linkage with dividends and to ensure conformance with the interests of shareholders. The amount of bonuses to Directors is calculated by multiplying a prescribed numerical value determined based on the performance indicator by a prescribed coefficient based on the position of the Director and a coefficient for individual assessments based on the degree of contribution to performance.
  - Restricted Stock Compensation is issued to Directors as non-monetary remuneration.  
Restricted Stock Compensation consists of Kyocera Corporation's common stock (restricted stock) and the delivery conditions and circumstances are as described in "(iii) Decision Policy Regarding the Details of Individual Remuneration for Directors (b) Outline of the Details of the Decision Policy" and "2. Shares."
  - Regarding basic remuneration and restricted stock compensation for fiscal 2023, the Board of Directors has consulted with the Nomination and Remuneration Committee in advance about the payment criteria and stock granting criteria for each position and obtained a report. Messrs. Goro Yamaguchi, Chairman of the Board and Representative Director, and Hideo Tanimoto, President and Representative Director, who have been delegated authority by the Board of Directors, determined the amounts of individual compensation according to details of the report. This delegated authority consists of determining the payment amounts and the number of allotted shares, etc. This authority was delegated because the Chairman of the Board and Representative Director and the President and Representative Director are the most suitable persons for evaluating the roles and responsibilities of each Director while having an overall view of the business results of the entire Kyocera Group. Regarding director bonuses for fiscal 2023, the same process will be used to determine the details of individual remuneration after the 69<sup>th</sup> Ordinary General Meeting of Shareholders.

- (ii) Resolution of the Ordinary General Meeting of Shareholders for Remuneration for Directors and Audit & Supervisory Board Members

Regarding basic remuneration and bonuses for Directors, at the 55<sup>th</sup> Ordinary General Meeting of Shareholders held on June 25, 2009, it was resolved that the amount of basic remuneration payable to Directors shall be no more than 400 million yen per year (not including salaries for services as employees or Executive Officers for those Directors who serve as such), and the aggregate amount of bonuses payable to Directors shall not exceed 0.2% of the consolidated net income\* of Kyocera for the relevant fiscal year, provided that such amount of bonuses shall in no case exceed 300 million yen annually. The number of Directors stood at 12 at the end of this Ordinary General Meeting of Shareholders.

Regarding restricted stock compensation for Directors, at the 65<sup>th</sup> Ordinary General Meeting of Shareholders held on June 25, 2019, separate from basic remuneration and bonuses to Directors, it was resolved that their total compensation amounts shall be no more than 100 million yen per year as well as no more than 0.1% of the profit attributable to owners of the parent as the reasonable amounts and that the number of shares shall be no more than 25,000 shares per year (Outside Directors are not eligible for share grants). The number of Directors stood at 13 (excluding Outside Directors) at the end of this Ordinary General Meeting of Shareholders.

The amount of basic remuneration for Audit & Supervisory Board Members was determined by a resolution adopted at the 55<sup>th</sup> General Meeting of Shareholders, which was held on June 25, 2009, and shall be no more than 100 million yen per year. The number of Audit & Supervisory Board Members stood at five at the conclusion of the Ordinary General Meeting of Shareholders.

\* The notation has been changed to “Profit attributable to owners of the parent” due to the application of International Financial Reporting Standards (“IFRS”).

- (iii) Decision Policy Regarding the Details of Individual Remuneration for Directors (hereafter referred to as “Decision Policy”)

- (a) Method for determining the Decision Policy

Kyocera Corporation resolved the Decision Policy at the Board of Directors meeting convened on February 26, 2021. At the time of the resolution of the Board of Directors meeting, consultation on the details of the resolution was conducted with the Nomination and Remuneration Committee in advance and a report was obtained.

- (b) Outline of the Details of the Decision Policy

**[Basic policy]**

- The remuneration system for Directors is designed to be a mechanism that effectively encourages Directors to thoroughly demonstrate their abilities and fulfill their roles and responsibilities toward the healthy and sustainable growth of the Kyocera Group.
- The remuneration level of Directors shall be set at an appropriate level by referring to objective data from external specialist organizations while giving consideration to securing and maintaining excellent human resources necessary for realizing the management rationale.
- Regarding the remuneration system and remuneration level of Directors, high objectivity and transparency in the process for determining remuneration for Directors shall be assured by making decisions according to a resolution by the Board of Directors based on the deliberations with and reports from the Nomination and Remuneration Committee, which consists of a majority of Outside Directors.

**[Remuneration Composition and Proportion]**

**<Representative Directors/Executive Directors>**

- Compensation for Representative Directors and Executive Directors consists of “basic remuneration,” “bonuses to Directors,” and “restricted stock compensation.”
- Based on the belief that a system for the healthy and sustainable growth of the Kyocera Group is important,

the proportion of basic remuneration and restricted stock compensation is determined placing emphasis on the level and stability of basic remuneration as well as giving consideration to the pursuit of shareholder interests. Moreover, the higher the position of the Director, the higher the proportion of the restricted stock compensation to basic remuneration.

- For bonuses to Directors, to ensure maximize incentives for growing business results, no limit shall be established for proportions of basic remuneration or restricted stock compensation.

#### <Outside Directors>

- The remuneration of Outside Directors with duties independent of business execution shall consist only of “basic remuneration.”

#### [Details of Each Type Remuneration]

##### <Basic Remuneration>

- This is monetary remuneration paid monthly according to the responsibilities of the Directors, and for individual payment levels of the payment amount will be determined according to each respective role upon taking into consideration the payment levels of other companies in the same industry.
- The annual amount shall be paid monthly in 12 equal portions.

##### <Bonuses to Directors>

- This is monetary remuneration paid according to the degree of contribution of each Director to business results in the relevant fiscal year. The performance indicator is “profit attributable to owners of the parent,” which represents the result of the Kyocera Group’s annual corporate activities. This is calculated by multiplying the numerical value determined based on this performance indicator by a prescribed coefficient according to the position of the Director and a coefficient for individual assessment according to the degree of contribution to performance.
- Provided once per year following the end of the business year.

##### <Restricted Stock Compensation>

- This is remuneration that provides Kyocera Corporation’s common stock (restricted stock) for the purpose of further sharing value with shareholders while granting incentives to continuously improve medium- to long-term corporate value of Kyocera and shareholder value. Specifically, monetary compensation claims are paid to Directors, and Directors receiving this payment are paid entirely with assets contributed in-kind for the issue or disposal of Kyocera Corporation’s common stock (restricted stock). The amount to be paid to each Director shall be determined by position.
- Granted once a year in each business year.

#### [Process for Determining Remuneration]

- The Nomination and Remuneration Committee composed of a majority of Outside Directors shall be established as an advisory body to the Board of Directors. This committee receives inquiries from the Board of Directors and also upon referring to objective data such as benchmark results of executive compensation provided by external specialist organizations the committee validates the appropriateness of the Director remuneration system that encompasses the basic remuneration payment standard, the bonuses to Directors calculation standard, and restricted stock compensation grant standard, and the results shall be reported to the Board of Directors.
- The Chairman of the Board and Representative Director and the President and Representative Director shall be delegated with the authority to determine specific details for the amounts of individual remuneration for Directors based on a resolution of the Board of Directors. The details of their authority shall be as follows.

Basic remuneration	Determine the payment amount by position
Bonuses to Directors	Assess individuals and determine payment amount according to the degree of contribution to business results
Restricted stock compensation	Determine the amount of payment and the number of shares to be allotted by position

- To ensure that such authority is properly exercised by the Chairman of the Board and Representative Director and the President and Representative Director, the Board of Directors shall consult with and obtain a report from the Nomination and Remuneration Committee on the payment standards, calculation method and grant standards for each type of remuneration by position and the Chairman of the Board and Representative Director and the President and Representative Director who have been delegated authority as mentioned above shall make their determinations in accordance with the contents of the relevant report, and shall report the results of the determined payment amount and the number of shares to be allotted to the Nomination and Remuneration Committee.
- (c) Reasons the Board of Directors determined that individual remuneration for Directors for the current fiscal year is in accordance with the Decision Policy

Regarding the details of individual remuneration for Directors for fiscal 2023, the Nomination and Remuneration Committee has made a report in advance after undertaking a multifaceted examination that includes consistency with details prescribed in the Decision Policy regarding the payment standard, calculation method and grant standard for each type of remuneration. The Board of Directors judged that this is in accordance with the Decision Policy because the Chairman of the Board and Representative Director and the President and Representative Director, who have been delegated authority by the Board of Directors, have determined remuneration is in accordance with the details of the aforementioned report. (Director bonuses shall be decided following the 69<sup>th</sup> Ordinary General Meeting of Shareholders.)

(Reference)

At the meeting of the Board of Directors held on April 27, 2023, Kyocera Corporation resolved to change the content of the Decision Policy, subject to the approval of Proposal No. 5, which has been submitted to the General Meeting of Shareholders. Outline of the details of the Decision Policy is provided on pages 33 to 35.

**(5) Outside Directors and Outside Audit & Supervisory Board Members**

(i) Activities of Outside Directors and Outside Audit & Supervisory Board Members During Fiscal 2023

Position	Name	Attendance, remarks made, and overview of duties performed for the role expected of Outside Director
Outside Director	Atsushi Aoyama	<p>He attended all 12 meetings of the Board of Directors that were held during fiscal 2023. At meetings of the Board of Directors, he actively expressed his views particularly from the standpoint of technology management based on his abundant knowledge and experience as a Professor of Graduate School and played the role in giving precise advice and supervision of general corporate activities of Kyocera Corporation.</p> <p>He also attended both of two meetings of the Nomination and Remuneration Committee held during fiscal 2023 as a member of the Committee and provided a supervising function in the process of determining candidates for Directors and Executive Officers, Directors' compensation, and other matters from an objective and neutral position.</p>
Outside Director	Akiko Koyano	<p>She attended all 12 meetings of the Board of Directors that were held during fiscal 2023. At meetings of the Board of Directors, she actively expressed her views particularly from the legal standpoint and the standpoint of diversity based on her abundant knowledge and experience as an Attorney-at-law and played the role in giving precise advice and supervision of general corporate activities of Kyocera Corporation.</p> <p>She also attended both of two meetings of the Nomination and Remuneration Committee held during fiscal 2023 as a member of the Committee and provided a supervising function in the process of determining candidates for Directors and Executive Officers, Directors' compensation, and other matters from an objective and neutral position.</p>
Outside Director	Eiji Kakiuchi	<p>He attended all 12 meetings of the Board of Directors that were held during fiscal 2023. At meetings of the Board of Directors, he actively expressed his views particularly from the standpoint of business and management strategies based on his abundant knowledge and experience as a person with management experience and played the role in giving precise advice and supervision of general corporate activities of Kyocera Corporation.</p> <p>He also attended both of two meetings of the Nomination and Remuneration Committee held during fiscal 2023 as a member of the Committee and provided a supervising function in the process of determining candidates for Directors and Executive Officers, Directors' compensation, and other matters from an objective and neutral position.</p>



Position	Name	Attendance, remarks made, and overview of duties performed for the role expected of Outside Director
Outside Audit & Supervisory Board Member	Hitoshi Sakata	He attended all 12 meetings of the Board of Directors and all 8 meetings of the Audit & Supervisory Board, which were held during fiscal 2023. At meetings of the Board of Directors and the Audit & Supervisory Board, he actively expressed his views particularly from the legal standpoint based on his abundant knowledge and experience as an Attorney-at-law.
Outside Audit & Supervisory Board Member	Masaaki Akiyama	He attended all 12 meetings of the Board of Directors and all 8 meetings of the Audit & Supervisory Board, which were held during fiscal 2023. At meetings of the Board of Directors and the Audit & Supervisory Board, he actively expressed his views particularly from the standpoint of finance and accounting based on his abundant knowledge and experience as a Certified Public Accountant.

(ii) Overview of the Company's Responses to Scandal

The Company identified that some of the chemical products that the Company manufactured and sold had violated the Act on the Regulation of Manufacture and Evaluation of Chemical Substances, and failed to register for Class reference number in the Gazette List. The Company, therefore, disclosed the fact publicly in September 2022. Each Outside Director and each Outside Audit & Supervisory Board Member, however, have been regularly promoting awareness regarding the importance of compliance at Board of Directors meetings and so forth, and once this matter came to light, they have performed their duty by calling strongly for an understanding of the facts, identification of causes, and strengthening of governance and compliance systems, and by making recommendations to prevent recurrence in the Group.

#### 4. Accounting Auditor

(1) **Name of Accounting Auditor:** PricewaterhouseCoopers Kyoto

#### (2) Audit and Other Fees to Accounting Auditor

- (i) Audit and other fees by Kyocera Corporation to the Accounting Auditor for the services for fiscal 2023 .....193 million yen
- (ii) Total amount of fees by Kyocera group to the Accounting Auditor for the services for fiscal 2023 .....387 million yen

Notes:

1. The overseas subsidiaries of Kyocera Corporation are audited by auditing firms other than PricewaterhouseCoopers Kyoto.
2. In the audit agreement between Kyocera Corporation and the Accounting Auditor, audit fee is determined without separately indicating amounts for auditing under the Companies Act and for auditing under the Financial Instruments and Exchange Law are not separately indicated, therefore, the total of these amounts is shown in (i).
3. Audit & Supervisory Board agrees to the fee of Accounting Auditor based on Article 399, paragraph (1) of the Companies Act of Japan through following measures. Audit & Supervisory Board obtains the necessary materials and receives reports from Directors, relevant internal company divisions and Accounting Auditor. And Audit & Supervisory Board confirms audit content, hours and details and trend of its fee in the past fiscal year, and considers estimates of audit fee in the fiscal year.

#### (3) Policy Regarding Decision to Terminate or Not to Reappoint Accounting Auditor

In the event that the Audit & Supervisory Board determines that the Accounting Auditor is subject to any of the events provided in Article 340, paragraph (1) of the Companies Act of Japan, the Audit & Supervisory Board is authorized to terminate the office of such Accounting Auditor, based on the Regulations of the Audit & Supervisory Board. Should anything occur to negatively impact the qualifications or independence of the Accounting Auditor, making it unlikely that such Accounting Auditor will be able to properly perform an audit, the Audit & Supervisory Board shall determine the resolution to be proposed to the General Meeting of Shareholders to terminate or not to reappoint such Accounting Auditor.

**Consolidated Financial Statements**  
**Consolidated Statement of Financial Position**

	<b>(Yen in millions)</b>	
	<b>As of March 31,</b>	
	<b>2022</b>	<b>2023</b>
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents .....	414,129	373,500
Short-term investments .....	25,460	4,787
Trade and other receivables .....	379,066	380,972
Other financial assets .....	18,623	18,615
Inventories .....	452,506	539,441
Other current assets.....	39,339	39,997
Total current assets .....	<u>1,329,123</u>	<u>1,357,312</u>
<b>Non-current assets:</b>		
Equity and debt instruments .....	1,469,133	1,508,258
Investments accounted for using the equity method .....	15,795	16,752
Other financial assets .....	41,540	42,567
Property, plant and equipment .....	512,175	587,478
Right-of-use assets.....	40,703	62,620
Goodwill .....	262,985	271,156
Intangible assets.....	149,879	147,782
Deferred tax assets.....	36,483	39,759
Other non-current assets .....	59,449	60,244
Total non-current assets .....	<u>2,588,142</u>	<u>2,736,616</u>
<b>Total assets</b> .....	<u><u>3,917,265</u></u>	<u><u>4,093,928</u></u>

Note: The consolidated statement of financial position as of March 31, 2022 and the consolidated statement of profit or loss for the year ended March 31, 2022 are presented solely for reference.

	<b>(Yen in millions)</b>	
	<b>As of March 31,</b>	
	<b>2022</b>	<b>2023</b>
<b>Liabilities</b>		
<b>Current liabilities:</b>		
Borrowings .....	79,382	29,060
Trade and other payables .....	222,962	203,864
Lease liabilities .....	17,326	20,351
Other financial liabilities .....	16,552	4,741
Income tax payables .....	20,390	17,224
Accrued expenses .....	134,282	135,836
Provisions .....	7,010	8,014
Other current liabilities .....	41,445	41,984
<b>Total current liabilities</b> .....	<b>539,349</b>	<b>461,074</b>
<b>Non-current liabilities:</b>		
Borrowings .....	17,163	107,726
Lease liabilities .....	35,390	52,664
Retirement benefit liabilities .....	23,129	8,621
Deferred tax liabilities .....	384,513	393,961
Provisions .....	9,631	10,239
Other non-current liabilities .....	9,817	10,808
<b>Total non-current liabilities</b> .....	<b>479,643</b>	<b>584,019</b>
<b>Total liabilities</b> .....	<b>1,018,992</b>	<b>1,045,093</b>
<b>Equity</b>		
<b>Equity attributable to owners of the parent:</b>		
Common stock .....	115,703	115,703
Capital surplus .....	122,751	119,144
Retained earnings .....	1,846,102	1,912,372
Other components of equity .....	880,297	969,801
Treasury stock .....	(93,299)	(93,243)
<b>Total equity attributable to owners of the parent</b> .....	<b>2,871,554</b>	<b>3,023,777</b>
<b>Non-controlling interests</b> .....	26,719	25,058
<b>Total equity</b> .....	<b>2,898,273</b>	<b>3,048,835</b>
<b>Total liabilities and equity</b> .....	<b>3,917,265</b>	<b>4,093,928</b>

## Consolidated Statement of Profit or Loss

	(Yen in millions)	
	For the year ended March 31,	
	2022	2023
<b>Sales revenue</b> .....	1,838,938	2,025,332
Cost of sales .....	1,325,295	1,460,388
<b>Gross profit</b> .....	513,643	564,944
Selling, general and administrative expenses .....	364,733	436,427
<b>Operating profit</b> .....	148,910	128,517
Finance income .....	45,208	52,289
Finance expenses .....	2,750	3,594
Foreign exchange gains (losses) .....	2,748	(4,651)
Share of net profit (loss) of investments accounted for using the equity method .....	(807)	695
Other, net .....	5,638	2,936
<b>Profit before income taxes</b> .....	198,947	176,192
Income taxes .....	46,911	45,227
<b>Profit for the year</b> .....	152,036	130,965
<b>Profit attributable to:</b>		
Owners of the parent .....	148,414	127,988
Non-controlling interests .....	3,622	2,977
<b>Profit for the year</b> .....	152,036	130,965

# Audit Report

## Copy of Audit Report of Accounting Auditor on Consolidated Financial Statements

### Independent Auditors' Report (English Translation)

May 23, 2023

To the Board of Directors of  
Kyocera Corporation:

#### PricewaterhouseCoopers Kyoto

Designated and Engagement Partner,

Certified Public Accountant:

Yukihiro Matsunaga

Designated and Engagement Partner,

Certified Public Accountant:

Hiroyuki Yano

Designated and Engagement Partner,

Certified Public Accountant:

Toru Tamura

#### *Audit Opinion*

Pursuant to Article 444, paragraph (4) of the Companies Act of Japan, we have audited the consolidated financial statements, namely, the consolidated statements of financial position as of March 31, 2023 of Kyocera Corporation (the "Company") and its consolidated subsidiaries, and the consolidated statement of profit or loss, and changes in equity for the year then ended, including notes to consolidated financial statements.

In our opinion, the consolidated financial statements, prepared with the omission of a part of the disclosure item required under the designated International Financial Reporting Standards pursuant to the provisions of the second sentence of Article 120, paragraph (1) of the Ordinance on Accounting of Companies of Japan, present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of March 31, 2023 and the consolidated results for the year then ended.

#### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities in auditing standards are stated in "Auditor's Responsibilities for Audit of Consolidated Financial Statements."

We are independent of the Company and its consolidated subsidiaries in accordance with the provisions of the Code of Professional Ethics in our country, and fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Other Information*

The other information comprises the business report and the supplementary schedule. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the reporting process of the other information.

Our audit opinion on the consolidated financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the consolidated financial statements, our responsibilities are to read the other information carefully and in the course of reading, consider whether the other information is materially different from the consolidated financial statements or the knowledge we have obtained during the audit, and to pay attention to whether there are any indications of material errors in the other information other than such material differences.

If, based on the work we have performed, we conclude that there is a material misstatement in this other information, we are required to report that fact.

We have no matters to report with respect to the other information.

*Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of consolidated financial statements pursuant to the provisions of the second sentence of Article 120, paragraph (1) of the Ordinance on Accounting of Companies of Japan which permits the preparation of consolidated financial statements with some omissions of disclosure item required under the designated International Financial Reporting Standards. This includes implementing and maintaining internal control deemed necessary by management for the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements on the basis of the going concern assumption and for disclosing any matters relating to going concern, if necessary, pursuant to the provisions of the second sentence of Article 120, paragraph (1) of the Ordinance on Accounting of Companies of Japan which permits the preparation of consolidated financial statements with the omission of a part of the disclosure item required under the designated International Financial Reporting Standards.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operation of the financial reporting process.

*Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our responsibility is to express an opinion on these consolidated financial statements in the audit report from an independent position based on our audit, with obtaining reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatement due to fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these consolidated financial statements. As part of an audit in accordance with the auditing standards generally accepted in our country, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risk of material misstatement due to fraud or error, design and perform audit procedures responsive to material misstatement risks. The audit procedures are selected and applied depend on the auditor's judgement. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies adopted by management and the application thereof, as well as the reasonableness of accounting estimates and the validity of related disclosure made by management.
- conclude on the appropriateness of management's use of the going concern assumption and, based on the audit evidence obtained, whether material uncertainties exist related to events or circumstances that may cast significant doubt on the Company's ability to continue as a going concern assumption. If material uncertainties regarding the going concern assumption are identified, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inappropriate, we are required to express an opinion with exceptive items to the consolidated financial statements. Our conclusions are based on audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate whether the presentation and disclosures of the consolidated financial statements are pursuant to the provisions of the second sentence of Article 120, paragraph (1) of the Ordinance on Accounting of Companies of Japan which allows to prepare consolidated financial statements with the omission of a part of the disclosure item required under the designated International Financial Reporting Standards, as well as the presentation, structure and content of the consolidated financial statements, including the related disclosures, and whether the consolidated financial statements properly present the underlying transactions and accounting events.
- obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the directions, supervision and implementation of the audit of the consolidated financial statements. We are solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified in the process of the audit and other matters required by the audit standards.

We provide to Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence and on matters reasonably considered to affect the independence of the auditors and the content of safeguards, if any, to remove or reduce impediments to their independence.

*Interest*

Our firm and its designated engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act of Japan.



# Copy of Audit Report of Accounting Auditor

## Independent Auditors' Report (English Translation)

May 23, 2023

To the Board of Directors of  
Kyocera Corporation:

### PricewaterhouseCoopers Kyoto

Designated and Engagement Partner,

Certified Public Accountant:

Yukihiro Matsunaga

Designated and Engagement Partner,

Certified Public Accountant:

Hiroyuki Yano

Designated and Engagement Partner,

Certified Public Accountant:

Toru Tamura

#### *Audit Opinion*

Pursuant to Article 436, paragraph (2), item (i) of the Companies Act of Japan, we have audited the financial statements, namely, the balance sheet as of March 31, 2023 of Kyocera Corporation (the “Company”) for its 69<sup>th</sup> business term, and the statement of income, and the statement of changes in net assets for the year then ended, including the notes to the financial statements and the supplementary schedules (hereinafter “the financial statements”).

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2023 and the results for the year then ended in conformity with accounting principles generally accepted in Japan.

#### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities in auditing standards are stated in “Auditor’s Responsibilities for Audit of the Financial Statements.” We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in our country, and fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Other Information*

The other information comprises the business report and the supplementary schedule. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors’ execution of duties relating to the design and operating effectiveness of the controls over the reporting process of the other information.

Our audit opinion on the financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the financial statements, our responsibilities are to read the other information carefully and in the course of reading, consider whether the other information is materially different from the financial statements or the knowledge we have obtained during the audit, and to pay attention to whether there are any indications of material errors in the other information other than such material differences.

If, based on the work we have performed, we conclude that there is a material misstatement in this other information, we are required to report that fact.

We have no matters to report with respect to the other information.

### *Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in Japan. This includes implementing and maintaining internal control deemed necessary by management for the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing whether it is appropriate to prepare the financial statements on the basis of the going concern assumption and for disclosing any matters relating to going concern, if necessary, in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operation of the financial reporting process.

### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our responsibility is to express an opinion on these financial statements in the audit report from an independent position based on our audit, with obtaining reasonable assurance as to whether the financial statements as a whole are free from material misstatement due to fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these financial statements. As part of an audit in accordance with the auditing standards generally accepted in our country, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risk of material misstatement due to fraud or error, design and perform audit procedures responsive to material misstatement risks. The audit procedures are selected and applied depend on the auditor's judgement. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies adopted by management and the application thereof, as well as the reasonableness of accounting estimates and the validity of related disclosure made by management.
- conclude on the appropriateness of management's use of the going concern assumption and, based on the audit evidence obtained, whether material uncertainties exist related to events or circumstances that may cast significant doubt on the Company's ability to continue as a going concern assumption. If material uncertainties regarding the going concern assumption are identified, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inappropriate, we are required to express an opinion with exceptive items to the financial statements. Our conclusions are based on audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate whether the presentation and disclosures of the financial statements are in accordance with accounting principles generally accepted in Japan, as well as the presentation, structure and content of the financial statements, including the related disclosure, and whether the financial statements properly present the underlying transactions and accounting events.

We communicate with Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified in the process of the audit and other matters required by the audit standards.

We provide to Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence and on matter reasonably considered to affect the independence of the auditors and the content of safeguards, if any, to remove or reduce impediments to their independence.

### *Interest*

Our firm and its designated engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act of Japan.

## **Copy of Audit Report of Audit & Supervisory Board**

### **Audit Report (English Translation)**

The Audit & Supervisory Board (hereinafter referred to as “the Board”), based on audit reports prepared by each Audit & Supervisory Board Member (hereinafter referred to as “Board Member”) related to the execution of duties of Directors during the 69<sup>th</sup> fiscal year from April 1, 2022 to March 31, 2023, hereby reports its results of audit after deliberations, as the unanimous opinion of all Board Members, as follows:

#### 1. Methods and Details of Audit by Individual Board Members and by the Board

- (1) The Board established auditing policies, auditing plans and role sharing for the fiscal year and received audit reports from each Board Member on the execution of his auditing activities and the result thereof. In addition, it received reports on the execution of duties from Directors, etc. and from the Accounting Auditor, and, when necessary, requested their explanations regarding such reports.
- (2) In accordance with the auditing standards for Board Members set by the Board, each Board Member communicated with Directors, the internal audit department and employees of Kyocera Corporation (hereinafter referred to as the “Company”) and endeavored to gather information and create an improved environment for auditing, according to the auditing policies, auditing plans and role sharing for the fiscal year, and conducted the audit by the following methods.
  - (i) Board Members attended the meetings of the Board of Directors and other important meetings, received reports from Directors, the internal audit department and employees of the Company on the execution of their duties, and, when necessary, requested their explanations regarding those reports. Board Members also inspected documents related to important decisions including internally approved documents and examined operations and assets at the Company’s head office, plants and major operational establishments. In addition, Board Members had a meeting with the Chairman of the Board and Representative Director and the President and Representative Director of the Company and exchanged opinions and information on issues, etc. on auditing. With respect to subsidiaries, Board Members not only visited and examined subsidiaries based on the auditing plans, but also received reports on auditing situation of subsidiaries from their board members, etc. at the regular meetings with them, and facilitated communications and exchanged information with Directors of them too in face-to-face as well as by utilizing online tools, and, when necessary, attended important meetings as well as by utilizing online tools, received reports on business, requested explanations and expressed opinions.
  - (ii) Board Members received reports on the status of maintenance and operations from Directors, the internal audit department and board members of subsidiaries, etc., and, when necessary, requested their explanations and expressed opinions regarding the content of the resolution of the Board of Directors with respect to the development and maintenance of a system to ensure that the execution of duties by Directors as described in the business report shall be in compliance with laws and regulations and with the Company’s Articles of Incorporation and other systems required by Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of operations of the corporate group consisting of the Company and its consolidated subsidiaries, and the systems (internal control systems) established under such resolution. With respect to the internal control systems regarding financial reporting, Board Members received reports on the evaluation of such internal control systems and the auditing condition from Directors, the internal audit department and from PricewaterhouseCoopers Kyoto, and, when necessary, requested their explanations regarding those reports.
  - (iii) Board Members monitored and examined whether the Accounting Auditor maintained their independence and performed their audits in an appropriate manner, and received reports from the Accounting Auditor on the execution of their duties and, when necessary, requested their explanations regarding those reports. Board Members also received notification from the Accounting Auditor that

they have taken steps to improve the “system for ensuring appropriate execution of their duties” (matters set forth in the items of Article 131 of the Regulation on Corporate Accounting) in compliance with the “Quality Control Standards Relating to Auditing” (adopted by the Business Accounting Council on October 28, 2005), etc. and, when necessary, requested their explanations regarding such notification.

Based on the foregoing methods, Board Members reviewed the business report and supplementary schedule thereto, the financial statements (balance sheet, statement of profit or loss, statement of changes in net assets and notes to financial statements) and supplementary schedules thereto as well as consolidated financial statements (consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of changes in equity and notes to consolidated financial statements) for the fiscal year.

## 2. Results of Audit

### (1) Result of the Audit of the Business Report, etc.

- (i) The business report and the supplementary schedules thereto fairly present the condition of the Company in accordance with Japanese laws and regulations and the Articles of Incorporation of the Company.
- (ii) There has been neither unfair conduct nor any material violation of Japanese law or regulation or the Articles of Incorporation of the Company in connection with the execution of duties of the Directors.
- (iii) The content of the resolution by the Board of Directors regarding internal control systems is due and proper. Furthermore, nothing has arisen that requires comment on the description in the business report and the Directors’ execution with respect to the internal control systems, including financial reporting.

### (2) Result of the Audit of Financial Statements and Supplementary Schedules Thereto

The methods and results of the audit by the Accounting Auditor, PricewaterhouseCoopers Kyoto are due and proper.

### (3) Result of the Audit of Consolidated Financial Statements

The methods and results of the audit by the Accounting Auditor, PricewaterhouseCoopers Kyoto are due and proper.

May 26, 2023

Audit & Supervisory Board,  
Kyocera Corporation

Shigeru Koyama [Seal]  
Full-time Audit & Supervisory Board Member

Yushi Nishimura [Seal]  
Full-time Audit & Supervisory Board Member

Hitoshi Sakata [Seal]  
Audit & Supervisory Board Member

Masaaki Akiyama [Seal]  
Audit & Supervisory Board Member

Note: Messrs. Hitoshi Sakata and Masaaki Akiyama are Outside Audit & Supervisory Board Members as specified in Article 2, item (xvi) and Article 335, paragraph (3) of the Companies Act of Japan.