

## Corporate Governance Report

Last Update: March 4, 2021

**Kyocera Corporation**

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The corporate governance of Kyocera Corporation (the "Company") is described below.

### **I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information**

#### **1. Basic Views**

Kyocera Corporation has adopted through its Board of Directors Meeting the “Kyocera Group Basic Policy for Corporate Governance and Internal Control” as follows:

September 21, 2018

Enforced: October 1, 2018

Kyocera Corporation

Board of Directors

#### **Kyocera Group**

#### **Basic Policy for Corporate Governance and Internal Control**

The Kyocera Group has made “Respect the Divine and Love People” its corporate motto and “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” as its management rationale.

The Kyocera Group always strives to maintain equity and fairness and faces all situations with courage and conscience, as well as intends to realize transparent systems for corporate governance and internal control.

Under such corporate motto and management rationale, the Board of Directors is implementing a basic policy for corporate governance and internal control as described below.

This statement of basic policy sets forth such basic policy in accordance with Paragraph 5 and item 6 of Paragraph 4 of Article 362 of the Corporation Act, and Paragraphs 1 and 3 of Article 100 of the Execution Rules of the Corporation Act, which require the establishment of a system to ensure that the conduct of business by the Directors will be in compliance with all applicable laws and regulations and the Articles of Incorporation and to ensure the proper conduct of business by Kyocera Corporation (the “Company”) and the Kyocera Group as a whole.

## **I. Corporate Governance**

### **1. Basic Policy for Corporate Governance**

The Board of Directors of the Company defines the corporate governance of Kyocera Group to mean “structures to ensure that Directors conducting the business manage the corporations in a fair and correct manner”.

The purpose of corporate governance is to maintain soundness and transparency of management and to achieve fair and efficient corporate management through which the management rationale of the Kyocera Group can be realized.

The Board of Directors shall permeate the “Kyocera Philosophy”, which is the basis of the management policy of the Kyocera Group, in all Directors and employees working in the Kyocera Group, and establish a sound corporate culture. The Board of Directors shall establish proper corporate governance through the exercise of the Kyocera Philosophy (Note).

Note: The “Kyocera Philosophy” is a corporate philosophy and life philosophy created through integration of the thoughts of the founder of the Company regarding management and life. The “Kyocera Philosophy” incorporates a wide range of matters relating to basic thoughts on management and methods of undertaking day-to-day work, based on the core criterion of “what is the right thing to do as a human being”.

### **2. System for Corporate Governance**

The Board of Directors of the Company determines, pursuant to the basic policy described in 1 above, the below-outlined system for corporate governance of the Company, which is the core company within the Kyocera Group, to ensure that the conduct of business by the Directors is in compliance with all applicable laws and regulations and the Articles of Incorporation. The Board of Directors will constantly seek the ideal system for corporate governance and always evolve and develop its existing corporate governance system.

## **(1) Organs of Corporate Governance**

The Board of Directors shall establish a corporate structure in which the Audit & Supervisory Board Members and the Audit & Supervisory Board will serve as organs of corporate governance pursuant to the provisions of the Articles of Incorporation, as approved by the General Meeting of Shareholders of the Company. Directors of the Company shall strictly observe the following to ensure the effective audit by the Audit & Supervisory Board Members and the Audit & Supervisory Board:

### **(i) Matters relating to employees to facilitate the tasks of Audit & Supervisory Board Members (including matters relating to the independence of such employees from the Directors and matters to ensure effectiveness of instructions from the Audit & Supervisory Board Members to such employees)**

Representative Directors shall allocate certain employees upon the request of the Audit & Supervisory Board Members through prior discussion with the Audit & Supervisory Board Members to assist in their tasks and the Audit & Supervisory Board. Such employees while still subject to the work rules of the Company, shall be under each of the Audit & Supervisory Board Members' instruction and supervision relating to their tasks. Representative Directors shall not set a limit unfairly to such instruction and supervision. The personnel matters such as transfer, treatment (including evaluation) and disciplinary action relating to such employees shall be made through prior discussion with the Audit & Supervisory Board Members.

### **(ii) System for reporting to the Audit & Supervisory Board Members by Directors and employees and other related parties, and other systems relating to reporting to the Audit & Supervisory Board Members (including the system to ensure that the reporting party shall not be treated adversely due to such report)**

In the event that any Director becomes aware of any matter that breaches or may breach any law or regulation or the Articles of Incorporation, or in the event that any Director becomes aware of any matter that may cause substantial damage to the Kyocera Group, he or she shall immediately report thereon to the Audit & Supervisory Board. In addition, in the event that any of the Audit & Supervisory Board Members or the Audit & Supervisory Board requests a report from any Director pursuant to the Regulations of the Audit & Supervisory Board, such Director shall comply with such request.

Representative Directors shall cause the internal audit department to report regularly the status of the internal audit to the Audit & Supervisory Board Members. In addition, upon request from the Audit & Supervisory Board Members, Representative Directors shall cause any specified department(s) to report the status of their conduct of business directly to the Audit & Supervisory Board Members. Representative Directors shall also maintain a “system for internal complaint reporting to the Audit & Supervisory Board”, established by the Audit & Supervisory Board, under which all related parties including Directors, employees, suppliers and customers of the Kyocera Group may submit complaints directly to the Audit & Supervisory Board.

Representative Directors shall not treat adversely the party who submitted the report to the Audit & Supervisory Board, such as transfer or disciplinary action, because of such report.

**(iii) Matters relating to the policy for handling of costs and claims which may incur in the course of the execution of the tasks of the Audit & Supervisory Board Members**

Representative Directors shall accept request from Audit & Supervisory Board Members for reimbursement of costs in accordance with the Regulations of the Audit & Supervisory Board and shall make payment thereof accordingly.

**(iv) Other systems to ensure the effective audit by the Audit & Supervisory Board Members**

In the event that Representative Directors are requested by any of the Audit & Supervisory Board Members to effectuate any of the following matters, as necessary to establish a system to ensure the effective audit by the Audit & Supervisory Board Members, Representative Directors shall comply with such requests:

- a. Attendance at important meetings;
- b. Inspection of minutes of important meetings, important approval documents and important agreements, etc.; and
- c. Meetings with Representative Directors to exchange opinions regarding management of the Company in general.

**(2) Kyocera Philosophy Education**

Representative Directors of the Company shall undertake “Kyocera Philosophy Education” from time to time in order to permeate the “Kyocera Philosophy” into the Directors (including themselves) and employees of the Kyocera Group.

## **II. Internal Controls**

### **1. Basic Policy for Internal Controls**

The Board of Directors of the Company defines the internal controls of the Kyocera Group to mean “systems to be established within the corporate organization to achieve management rationale and master plans in a fair manner, in order for the Directors undertaking management of the Company to effectuate management policy”.

The Board of Directors of the Company will establish internal controls through practice of the “Kyocera Philosophy”.

### **2. System for Internal Controls**

Under the policy as described in 1 above, the Board of Directors shall cause Representative Directors to establish the systems described below. In addition, the Board of Directors shall constantly evolve and develop such systems, seeking an ideal system of internal controls.

#### **(1) Management and maintenance of information relating to conduct of business by Directors**

Representative Directors shall establish the “Kyocera Disclosure Committee” as a system for making timely and appropriate disclosure of information and for properly maintaining information relating to the conduct of business by the Directors in accordance with applicable laws and regulations and the internal rules of the Company.

#### **(2) Internal rules and systems relating to management of risk of loss of the Kyocera Group, and systems to ensure that conduct of business by all employees of the Kyocera Group and Directors of the Company’s subsidiaries is in compliance with applicable laws and regulations and the Articles of Incorporation**

Representative Directors shall create a risk management department in order to establish a risk management system for the Kyocera Group. Representative Directors shall also establish systems to undertake necessary actions from time to time.

Representative Directors shall establish “employee consultation corners” as an internal complaint reporting system within the Kyocera Group, so that employees who become aware of any matter that breaches or may breach laws or regulations or the Articles of Incorporation or other internal rules can report thereon. The employee consultation corners will take

appropriate action in respect of reports received thereby, which shall be treated in accordance with the Law for Protection of Reporters in the Public Interest. Besides, Representative Directors shall establish the system to take actions as necessary.

**(3) Systems to ensure efficient conduct of business by Directors**

Representative Directors shall clearly delegate authority and related responsibility by establishing an Executive Officer system to achieve efficient and effective conduct of business. Representative Directors shall cause the Executive Officers to report the status of their conduct of business to the Board of Directors, etc. and, accordingly, a system shall be maintained under which Representative Directors can verify whether business is conducted efficiently.

**(4) Other System to ensure appropriate conduct of business at the Kyocera Group**

In addition to the matters described in (1) through (3) above, as a system to ensure the appropriate conduct of business at the Kyocera Group and for efficient operation of the Kyocera Group, Representative Directors shall establish the Kyocera Group Management Committee. Such Committee shall discuss important matters relating to the Kyocera Group and receive reports relating thereto. Representative Directors shall also establish departments to support appropriate and efficient execution of business of each of the companies in the Kyocera Group, and an internal audit department in order to conduct audits regularly to evaluate the appropriateness of the conduct of business at the Kyocera Group.

**[Reasons for Non-compliance with the Principles of the Corporate Governance Code]**

The Company has complied with all principles of the Corporate Governance Code.

**[Disclosure Based on the Principles of the Corporate Governance Code] (Updated)**

**1.3 Basic Strategy for Capital Policy**

It is our management policy to become a “highly growing, highly profitable company,” and we consider that it is important to work to increase shareholder returns through expansion of our business. At the same time, in order to ensure business continuation in any business environment, we believe that it is to the benefit of shareholders from a long-term perspective that we maintain a high equity ratio and a strong financial basis.

Based on the above beliefs, we are making aggressive investments directed toward growth, including enhancement of production capacity, investment in research and development, conduct of mergers and acquisitions, etc. We are also actively utilizing capital and improving our capital efficiency in order to realize sustainable business development by conducting a structural reorganization aimed at improving profitability.

In addition, we continue to consider various types of returns to shareholders, such as increases in dividends, and conduct of repurchase of own shares when appropriate.

#### **1.4 Cross-Shareholdings**

##### **Policy regarding cross-holding of shares (seisaku hoyuu kabushiki):**

We engage in cross-holding of shares with the objective of improving our business value in the medium to long-term, focusing on corporate growth through enhancement, maintenance and development of business relationships, realization of profits through shareholdings, and the issuing companies' social significance.

In our annual review of cross-holdings of shares, if we determine that there is no significance in holding the relevant shares, in principle we will dispose of such shares.

Pursuant to the above-mentioned policy, we currently hold shares of KDDI CORPORATION ("KDDI"). We continue to hold these shares for economic reasons and because we anticipate that KDDI will be an important business partner of ours in future business opportunities.

##### **Review of cross-holdings of shares:**

Kyocera Group Management Committee and our Board of Directors conduct an annual review of all cross-holdings of shares to assess whether continued holding of the relevant shares is appropriate, taking into account business needs, such as maintenance and/or enhancement of business relationships and efficiency in use of assets, including capital costs, with respect to individual shares. For any shares as to which a justifiable reason for holding them cannot be identified, we decrease our holdings of such shares through discussions with the issuing companies.

We sold some of our cross-holdings of shares in the fiscal year ended in March 2020 as a result of such review.

##### **Exercise of voting rights:**

In exercising the voting rights of shares that we hold through cross-holdings, we undertake a comprehensive assessment based on criteria that include whether the proposed measure conforms to our basic policy regarding cross-holdings of shares, and whether our exercise of such voting rights will produce improvement in medium to long-term business value and in shareholder returns, or may cause damage to the management efficiency or financial soundness of the issuers, while continuing to respect their overall management policy and strategy.

#### **1.7 Related Party Transactions**

We have a system as mentioned below in order to ensure that when we engage in transactions with our Directors and Audit & Supervisory Board Members or major shareholders (i.e., related party transactions), such transactions do not harm the interests of the Company or the common interests of our shareholders:

- a) All competitive transactions or transactions involving conflict of interest are made subject to resolution of the Board of Directors, requiring such transaction to be approved by the Board of Directors in advance and to make its performance report to the Board of Directors.
- b) Regarding the transactions with a Director and an Audit & Supervisory Board Member or any of their close relatives (those within the second degree), confirmation is regularly secured from all Directors and Audit & Supervisory Board Members every year using a questionnaire prepared to investigate into whether any such transactions are conducted.
- c) Regarding the related party transactions, disclosure is made pursuant to the applicable laws and regulations, including the Companies Act and the Financial Instruments and Exchange Act.

## **2.6 Roles of Corporate Pension Funds as Asset Owners**

We have adopted a contract-type defined-benefit company pension plan. In connection with the management of our pension arrangements, we have put in place systems to ensure stable asset building and an appropriate company pension scheme, by establishing a department specializing in pension management and assigning specialists to work there. We also retain an external consulting firm. A periodic report on the pension plan's investment status is made by the relevant specialized department to the Pension Investment Management Committee and Kyocera Group Management Committee for review. We also entrust invested assets to multiple domestic and international investment institutions and leave portfolio selection and exercise of voting rights to the discretion of such investment institutions, so that no conflicts of interest will arise between beneficiaries of the company pension plan and the Company.

## **3.1 Full Disclosure**

### **i) Management Rationale and so on**

It is 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.” For realization of this management rationale, we are working to put into practice the “Kyocera Philosophy,” which is our corporate philosophy setting forth importance of conducting business management in a fair and honest way, basing its fundamental judgments on a precept that “what is the right thing to do as a human being.” By putting into practice “Kyocera Philosophy,” we aim at contributing to the construction of mutual trust with all our stakeholders and sustainable development of Kyocera Group and sound development of the society.

Please refer to the websites below for “Kyocera Philosophy” and the message from the management:

<https://global.kyocera.com/philosophy/index.html>

<https://global.kyocera.com/company/summary/message.html>

The target management indexes and mid- to long-term managerial strategies and issues to be addressed are disclosed, together with the management rationale and basic policies, in the statutory materials and Integrated Reports and other similar documents.



**ii) Basic views and guidelines on corporate governance based on each of the principles of the Code**

The Board of Directors of the Company has established “Kyocera Group Basic Policy for Corporate Governance and Internal Control” based upon the above-mentioned management rationale for the purpose of realizing highly transparent corporate governance and internal control as we courageously proceed forward with thoroughly fair and righteous spirit pursuant to our conscience.

**iii) Board policies and procedures in determining the remuneration of the senior management and Directors**

Our policies and procedures in determining the remuneration are disclosed in the Corporate Governance Report and the Financial Report. According to such policies and procedures, proposed remuneration is subject to prior review by the Nomination and Remuneration Committee, the majority of which consists of Outside Directors, and is then subject to approval by resolution of the meeting of the Board of Directors.

**iv) Board policies and procedures in the appointment/dismissals of the senior management and the nomination of Directors and Audit & Supervisory Board Members candidates**

Our policies and procedures related to the appointment of executive officers are disclosed in the Corporate Governance Report and the Financial Report. According to such policies and procedures, proposed candidates are subject to prior review by the Nomination and Remuneration Committee, the majority of which consists of Outside Directors, and are then subject to approval by resolution of the Board of Directors, followed by approval by resolution of the Shareholders' Meeting.

Any removal of a member of the senior management is also subject to prior consideration by the Nomination and Remuneration Committee, following which the Board of Directors shall remove the relevant senior management member.

**v) Explanations with respect to the individual appointments/dismissals and nominations based on iv)**

The reasons for selection of individual candidates for the Directors and Audit & Supervisory Board Members are disclosed in the proxy statement.

Any removal of a member of the senior management is disclosed in our website.

(Proxy Statement/Report of General Shareholders Meeting :

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

#### **4.1.1 Specification of delegation to the management**

As regards the matters prescribed in the Companies Act or other laws and ordinances, matters set forth in the Articles of Incorporation of the Company, matters resolved by the General Shareholders Meeting to be delegated to the Board of Directors and other matters that are material to the management of the Company, we require them to be resolved upon by the Board of Directors. With respect to the matters that relate to the business, assets and funds, among those matters, we have established, and put into practice, certain criteria regarding evaluation of importance for submission to the resolution by the Board of Directors.

Further, in order to further expedite swift decision-making and managerial efficiency, we have introduced an executive officer system, in which other specific matters of execution of business are taken charge of by the executive officers under the direction of the President and Representative Director appointed by the Board of Directors.

#### **4.9 Independence Standards and Qualification for Independent Directors**

The company has formulated the “Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members” based on the independence standards prescribed by the financial instruments exchanges as follows.

[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 Group 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 compensation 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 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.

Note

- 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, or an employee who executes important operations, such as a general manager.

#### **4.11.1 View on the balance between knowledge, experience and skills of the Board of Directors as a whole, and also on diversity and board size**

The policy to nominate the candidates for the Directors of the Company is that the Company shall maintain the diversity of the members of its Board of Directors in terms of, without limitation, nationality and gender, subject to the prerequisite that the Company must always select superior personnel, who understand Kyocera Group well and who excel in their “personal qualities”, “capability” and “insight” to manage Kyocera. Based on such policy, the Board of Directors is well balanced in skills, knowledge and experience, and it is constituted in a manner to achieve both diversity and appropriate size.

Specifically, in addition to those familiar with the Company's business areas, a certified public accountant and tax accountant, a professor of graduate school and a lawyer are selected as outside directors. The members of its Board of Directors includes foreign directors and a female director, ensuring the diversity of the Board of Directors.

#### **4.11.2 Additional post at other companies by Director and Audit & Supervisory Board Members**

Where the Directors and Audit & Supervisory Board Members, including Outside Directors and Outside Audit & Supervisory Board Members, also serve for other companies, the situation of such service is disclosed annually in the notice of the General Shareholders Meeting, the Business Report, Financial Report and Corporate Governance Report and other similar documents.

#### **4.11.3 Analysis and evaluation of effectiveness of the Board of Directors as a whole and summary of the results.**

The Company conducts analysis and evaluations in the Board of Director, and discloses a summary of the results once per year, in order to obtain an appropriate understanding of the current condition of the Board of Directors and of avenues for more effective operation.

##### **1. Evaluation method**

The Company conducted an effectiveness evaluation questionnaire to all Directors and all Audit & Supervisory Board Members.

##### **2. Questionnaire Items**

- (1) Administration and deliberation of the Board of Directors (Provision of information, agenda items, frequency of meetings, time for deliberations, free and open discussions and exchanges of views, support from the secretariat, etc.)
- (2) Composition of the Board of Directors (Size, member balance, diversity, etc.)
- (3) Roles and Responsibilities of the Board of Directors (Discussion of the broad direction of corporate strategy, oversight of the Management, management of subsidiaries, etc.)
- (4) Optional Nomination and Remuneration Committee (Agenda items, frequency of meetings and time for deliberations)

##### **3. Summary of Evaluation Results and Future Initiatives**

As a result of the above evaluations, we confirmed that the effectiveness of the Board of Directors has been generally ensured, and that the following points have been evaluated in particular:

- The early distribution of material for meetings is being promoted year by year.
- Sufficient time is being provided for deliberations.

Based on the evaluation results, the Board of Directors will promote the following initiatives to further improve their effectiveness:

- Increase opportunities for the Board of Directors to discuss future business strategies, etc. and ensure sufficient time for deliberations.
- Provide sufficient information on the background and process of deliberation of proposals for more multilateral and constructive discussions.
- Provide opportunities for continual confirmation and verification of the management status of subsidiaries. It also reports the status of compliance and governance at Group companies to the

Board of Directors. Through such monitoring, the Company shall strive to strengthen the governance of Kyocera Group as a whole.

#### **4.14.2 Training policy**

The Directors and Audit & Supervisory Board Members are given, at the time of their assumption of office, explanations concerning the details of the business of the Company and their respective roles and responsibilities that are considered necessary in order for them to perform their roles and fulfil their responsibilities.

Further, even after assumption of office, if a Director or Audit & Supervisory Board Member requests, a training tailored to meet the individual requests are given and opportunities for advancement of necessary knowledge are offered or introduced, or financial support for the necessary expenses for such purposes are provided, according to their individual situations.

#### **5.1 Policy for Constructive Dialogue with Shareholders**

The Company provides explanatory meetings and opportunities for separate dialogues in a proactive and continuous basis in an effort to have constructive dialogue with the shareholders and the investors. Aided by appointing of an executive officer who is in charge of supervision of IR activities of the Company, we have an organizational structure aimed at ensuring cooperation among related organizational units and promoting constructive dialogue with shareholders to construct a long-term relationship of mutual trust with the shareholders and investors.

When having dialogue with the shareholders and investors, the Company makes it a basic rule to endeavor to disclose information in a timely and fair manner. Based upon this rule, the contents and scope of disclosure are determined through joint efforts of the management and related organizational units so as to ensure that the insider information is appropriately controlled. Further, the materials of the financial settlement briefings or other various disclosure information is made widely available through “Investor Relations” on the Company’s website.

(Investor Relations : <https://global.kyocera.com/ir/index.html> )

In this connection, the opinions, etc. of the shareholders and investors that are obtained through dialogue with them are reported to the management.

## **2. Capital Structure**

Foreign Shareholding Ratio	More than 30%
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[Status of Major Shareholders (as of September 30, 2020)] **(Updated)**

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	58,598,600	16.17
Custody Bank of Japan, Ltd.(Trust Account)	25,229,200	6.96
The Bank of Kyoto, Ltd.	14,436,248	3.98

SSBTC Client Omnibus Account	13,749,644	3.79
Kazuo Inamori	10,212,330	2.82
Inamori Foundation	9,360,000	2.58
KI Enterprise Co., Ltd.	7,099,366	1.96
Stock Purchase Plan for Kyocera Group Employees	6,490,900	1.79
Custody Bank of Japan, Ltd. (Trust Account 5)	5,871,200	1.62
Custody Bank of Japan, Ltd. (Stock Investment Trust Account)	5,384,500	1.49

Controlling Shareholder (except for Parent Company)	N/A
Parent Company	N/A

#### Supplementary Explanation (Updated)

In addition, There are 15,176,543 of treasury shares other than mentioned above.

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

- According to the report filed with EDINET system on June 15, 2020, Mitsubishi UFJ Financial Group, Inc. and its related partners held shares as of June 8, 2020, as shown in the following table. Despite this report, they are not included in the above list of major shareholders because Kyocera is not able to confirm the number of shares beneficially owned by them from Kyocera's shareholders records as of September 30, 2020.

#### **Name / Shares owner (in thousands) / Ownership (%)**

MUFG Bank, Ltd. 5,077 (1.34)

Mitsubishi UFJ Trust and Banking Corporation 6,841 (1.81)

Mitsubishi UFJ Kokusai Asset Management Co., Ltd. 7,286 (1.93)

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. 937 (0.25)

Total 20,140 (5.33)

- According to the report filed with EDINET system on July 20, 2020, Nomura Securities Co., Ltd. and its related partners held shares as of July 15, 2020, as shown in the following table. Despite this report, they are not included in the above list of major shareholders because Kyocera is not able to confirm the number of shares beneficially owned by them from Kyocera's shareholders records as of September 30, 2020.

#### **Name / Shares owner (in thousands) / Ownership (%)**

Nomura International PLC 520 (0.14)

Nomura Asset Management Co., Ltd. 31,463 (8.33)
Total 31,984 (8.47)

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange (first section)
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than 1 trillion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 to less than 300

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

N/A

### 5. Other Special Circumstances which may have Material Impact on Corporate Governance

Kyocera Group establishes its corporate governance through practicing “Kyocera Philosophy”. For such purpose, based on “Kyocera Philosophy” and “Basic Policy for Kyocera Group Corporate Governance and Internal Control 1.2.(2)”, the Company holds not only the seminars for the new employees and gives daily guidance at workplace to them, but also holds seminars for executive management people and other employees in Japan. Besides, the Company holds seminars for the executive management people of the Group companies overseas. The Company intends to continue to hold such seminars by adding new programs. The Company also distributes “Kyocera Philosophy Pocketbook” to the employees including those of the materials subsidiaries.

## II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

### 1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Board
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20 persons
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Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	Company Chairperson
Number of Directors	15 persons
Number of Outside Directors	3 persons
Number of Independent Directors	3 persons

#### Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Hiroto Mizobata	CPA											
Atsushi Aoyama	Academic	▲							○			
Akiko Koyano	Lawyer											

\* Categories for "Relationship with the Company"

\* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

\* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major business partner is the Company or an executive thereof

e. Major business partner of the listed company or an executive thereof

f. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/Audit & Supervisory Board Member

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a business partner of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside directors/Audit & Supervisory Board Members are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others



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Outside Directors' Relationship with the Company (2)

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Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Hiroto Mizobata	○	CPA, LTA Representative of Mizobata CPA Office	<p>The Company believes that Mr. Hiroto Mizobata will be continuously capable of providing advice on and undertaking supervision, based on his abundant experience as a certified public accountant and licensed tax accountant, and exceptional insight, and his precise advice and supervision of general corporate activities as an Outside Director of the Company after the Outside Director assumption of office.</p> <p>(Reason for nomination as independent Director)</p> <p>Because he does not fall under any of the criteria set by the Tokyo Stock Exchange as having possibilities to have conflict of interest with the Company's shareholders in general, the Company judged that he will not have any conflict of interest with the shareholders in general of the Company. The Company, therefore, nominated him as an independent Director of the Company.</p> <p>[Thoughts of the Company with respect to the independence of Outside Director of the Company.]</p> <p>The Company thinks that it is important to retain a person, who has</p>

			<p>outstanding “personality”, “capability” and “insight” as an Outside Director of the Company and to have such person supervise the Company’s management from an objective point of view.</p> <p>Upon satisfaction of the above mentioned criteria, in order to establish a system in which the Company’s management is adequately supervised from an independent standpoint, the Company nominated three independent Outside Directors who will not have any conflict of interest with the shareholders in general of the Company.</p>
Atsushi Aoyama	○	<p>Professor of Graduate School of Technology Management, Ritsumeikan University</p> <p>Mr. Atsushi Aoyama has served as a Professor of Graduate School of Technology Management, Ritsumeikan University. The University and the Company have a Technical Assistance Agreement (600 thousand yen) in the field of electronic devices but no agreement with the Graduate School of Technology</p>	<p>The Company believes that Mr. Atsushi Aoyama will be continuously capable of providing advice on and undertaking supervision, based on his abundant experience and exceptional insight about area of Technology Management that study companies who make much of technology development and innovation, and precise advice and supervision of general corporate activities as an Outside Director of the Company after the Outside Director assumption of office.</p> <p>(Reason for nomination as independent Director)</p> <p>The relationship between Ritsumeikan University and the Company shown in the left Column and the fact that his</p>

		<p>Management where he serves as a Professor.</p> <p>He has two relatives within the second degree who used to be executives of Kyocera in the past.</p> <p>However, over 30 years have passed after the retirement of the relative who retired later and currently no relative works in Kyocera.</p>	<p>close relatives were our executives in the past, don't affect his independency.</p> <p>And because he does not fall under any of the criteria set by the Tokyo Stock Exchange as having possibilities to have conflict of interest with the Company's shareholders in general, the Company judged that he will not have any conflict of interest with the shareholders in general of the Company. The Company, therefore, nominated him as an independent Director of the Company.</p> <p>[Thoughts of the Company with respect to the independence of Outside Director of the Company.]</p> <p>The same as the reason set out in the column for the reason for nomination of Mr. Hiroto Mizobata as Outside Director.</p>
Akiko Koyano	○	<p>Lawyer</p> <p>Partner Attorney-at-law of Koyano LPC</p>	<p>She has extensive experience and insight as an attorney specializing in corporate law and various other areas. She also has wide-ranging insight into social issues, such as gender equality, etc.; and the Company accordingly has judged that she is well qualified to provide advice and supervision regarding the overall corporate activities of the Company as an Outside Director.</p> <p>(Reason for nomination as independent Director)</p> <p>Because she does not fall under any of the criteria set by the Tokyo Stock Exchange as having possibilities to</p>

			<p>have conflict of interest with the Company's shareholders in general, the Company judged that she will not have any conflict of interest with the shareholders in general of the Company. The Company, therefore, nominated her as an independent Director of the Company.</p> <p>[Thoughts of the Company with respect to the independence of Outside Director of the Company.]</p> <p>The same as the reason set out in the column for the reason for nomination of Mr. Hiroto Mizobata as Outside Director.</p>
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Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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#### Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's name	Nomination and Remuneration Committee	Nomination and Remuneration Committee
All Committee Members	4 persons	4 persons
Full-time Members	0	0
Inside Directors	1 person	1 person
Outside Directors	3 persons	3 persons
Outside Experts	0	0
Other	0	0
Chairperson	None	None

#### Supplementary Explanation

We endeavor to improve transparency by establishing and operating our Nomination and Remuneration Committee, which consists of all Outside Directors and Chairman of the Board, and by subjecting any matters regarding the appointment and/or remuneration of the senior management and/or Directors to comprehensive discussion and approval by this Committee.

At the time of the last update of this report, there are four members: Mizobata Outside Director, Aoyama Outside Director, Koyano Outside Director, and Yamaguchi Chairman. Meetings were held 3 times in the fiscal year ended in March 2020, to discuss proposals for appointment of the senior management and Directors and remuneration of Directors, and reported the results to the Board of Directors.

#### [Audit & Supervisory Board Member]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Member Stipulated in Articles of Incorporation	6 persons
Number of Audit & Supervisory Board Member	4 persons

#### Cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit Departments

##### [Cooperation between Audit & Supervisory Board Members and Accounting Auditor.]

They hold regular meetings every quarter to discuss the audit plan, the result of the audit, and so on. Besides, they meet from time to time to discuss the substance of audit and exchange information.

##### [Cooperation between Audit & Supervisory Board Members and the internal audit division.]

They report with each other and discuss the status and result of the audit in a timely manner. Besides, they meet from time to time to discuss the substance of audit and exchange information.

Appointment of Outside Audit & Supervisory Board Member	Appointed
Number of Outside Audit & Supervisory Board Member	2 persons

Number of Independent Audit & Supervisory Board Member	2 persons
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#### Outside Audit & Supervisory Board Member's Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Hitoshi Sakata	Lawyer													
Masaaki Akiyama	CPA													

\* Categories for "Relationship with the Company"

\* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

\* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiary

b. Non-executive director or accounting advisor of the Company or its subsidiaries

c. Non-executive director or executive of a parent company of the Company

d. Audit & Supervisory Board Member of a parent company of the Company

e. Executive of a fellow subsidiary company of the Company

f. A party whose major business partner is the Company or an executive thereof

g. Major business partner of the Company or an executive thereof

h. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Audit & Supervisory Board Member

i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

j. Executive of a business partner of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)

k. Executive of a company, between which and the Company outside directors/Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Member himself/herself only)

l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)

m. Others

#### Outside Audit & Supervisory Board Member's Relationship with the Company (2)

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Hitoshi Sakata	○	Lawyer	<p>Mr. Hitoshi Sakata has extensive experience and deep insight as an attorney, as well as great familiarity with corporate legal practice and overseas intellectual property rights. Since assuming office as an Outside Audit &amp; Supervisory Board Member of the Company, he has undertaken effective audit activities, applying an objective and independent perspective. The Company accordingly has judged that he will continue to conduct overall audits of the corporate activities of the Company in an appropriate manner.</p> <p>(Reason for nomination as independent Audit &amp; Supervisory Board Member.)</p> <p>Because he does not fall under any of the criteria set by the Tokyo Stock Exchange as having possibilities to have conflict of interest with the Company's shareholders in general, the Company judged that he will not have any conflict of interest with the shareholders in general of the Company. The Company, therefore, nominated him as an independent Audit &amp; Supervisory Board Member of the Company.</p> <p>[Thoughts of the Company with respect to the independence of Outside</p>

			<p>Audit &amp; Supervisory Board Member of the Company.]</p> <p>The Company thinks that it is important to retain a person, who has outstanding “personality”, “capability” and “insight” as an Audit &amp; Supervisory Board Member of the Company and to have such person supervise the Company’s management from an objective point of view.</p> <p>Upon satisfaction of the above-mentioned criteria, in order to effectively achieve the purpose of auditing the Company from an independent standpoint, the Company nominated two independent Outside Audit &amp; Supervisory Board Members who will not have any conflict of interest with the shareholders in general of the Company.</p>
Masaaki Akiyama	○	CPA	<p>Mr. Masaaki Akiyama has extensive experience and deep insight as a certified public accountant and has substantial knowledge of finance and accounting. Since assuming office as an Outside Audit &amp; Supervisory Board Member of the Company, he has undertaken effective audit activities, applying an objective and independent perspective. The Company accordingly has judged that he will continue to conduct overall audits of the corporate activities of the Company in an appropriate manner.</p>



			<p>(Reason for nomination as independent Audit &amp; Supervisory Board Member.)</p> <p>Because he does not fall under any of the criteria set by the Tokyo Stock Exchange as having possibilities to have conflict of interest with the Company's shareholders in general, the Company judged that he will not have any conflict of interest with the shareholders in general of the Company. The Company, therefore, nominated him as an independent Audit &amp; Supervisory Board Member of the Company.</p> <p>[Thoughts of the Company with respect to the independence of Outside Audit &amp; Supervisory Board Member of the Company.]</p> <p>The same as the reason set out in the column for the reason for nomination of Mr. Hitoshi Sakata as Outside Audit &amp; Supervisory Board Member.</p>
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**[Independent Directors/Audit & Supervisory Board Members]**

Number of Independent Directors/Audit & Supervisory Board Members	5 persons
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Matters relating to Independent Directors/ Audit & Supervisory Board Members (Updated)

All five (5) Outside Directors/Audit & Supervisory Board Members are designated as Independent Directors/ Audit & Supervisory Board Members pursuant to the "Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members" which was formulated based on the independence standards prescribed by the financial instruments exchanges. Please refer to I 1. [Disclosure Based on the Principles of the Corporate Governance Code] and [4.9 Independence Standards and Qualification for Independent Directors] about the "Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members".

**[Incentives]**

Incentive Policies for Directors	Performance-linked Remuneration, Other
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## Supplementary Explanation

**(1) Bonuses to Directors**

The performance linked remuneration system varies with the level of each director's contribution to the performance of "Profit attributable to owners of the parent." It does not, however, determine the proportion of compensation to total compensation, and does not impose restrictions on maximum incentives for improving performance. Bonuses to Directors accounted for approximately 40% of total director remuneration in the year ended March 31, 2020, which is generally considered to be appropriate.

The reason for selecting "Profit attributable to owners of the parent" as a performance indicator is that directors have an incentive to maximize profits and that the linkage with the dividend payout ratio is made clear so as to align the interests of shareholders.

**(2) Compensation for granting restricted stocks to Directors**

Compensation for granting restricted stocks to Directors (excluding Outside Directors, the "Eligible Directors") was introduced at the 65th Ordinary General Meeting of Shareholders, which was held on June 25, 2019, for the purpose of providing incentives for Eligible Directors to continuously improve the Company's corporate value, as well as to promote further shared value between Eligible Directors and shareholders. Compensation for granting restricted stocks to Directors accounted for approximately 10% of total director remuneration in the year ended March 31, 2020, which is generally considered to be appropriate at the present moment.

The Nomination and Remuneration Committee will also refer to the benchmark results of compensation for directors and corporate auditors provided by external consultants, and will continue deliberation on the ratios of (1) and (2) to total director remuneration.

## Recipients of Stock Options

## Supplementary Explanation

**[Director Remuneration]**

Disclosure of Individual Directors' Remuneration	Selected Directors
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## Supplementary Explanation

The amount of remuneration for 16 Directors of the Company for the fiscal year ended March 31, 2020 was as set out below.

Amount of Remuneration 385 million yen (Include Outside Director 38 million yen)

1. Basic Remuneration 201 million yen (Include Outside Director 38 million yen)
2. Bonuses to Directors 135 million yen
3. Restricted Stock Compensation 49 million yen

Note:

1. The amount of restricted stock compensation stated in the table above is the amount recognized as expense for the year ended March 31, 2020.
2. Aside from the “Basic Remuneration” and “Bonus to Directors” in the above table, the aggregate amount of remuneration to Directors (excluding Outside Directors) was 273 million yen in salaries for services as employees or Executive Officers for those Directors who serve as such and was 179 million yen in bonus for services as employees.

With respect to any Director who receives remuneration in the amount of 100 million yen or more on consolidated basis, the amount of remuneration for each such Director is individually disclosed as set out below.

Goro Yamaguchi 128 million yen

(Kyocera Corporation Basic remuneration 60 million yen Bonus 49 million yen  
Stock-based remuneration 13 million yen)

(AVX Corporation Basic remuneration 2 million yen Stock-based remuneration 4 million yen)

Hideo Tanimoto 142 million yen

(Kyocera Corporation Basic remuneration 67 million yen Bonus 54 million yen  
Stock-based remuneration 15 million yen)

(AVX Corporation Basic remuneration 2 million yen Stock-based remuneration 4 million yen)

John Sarvis 138 million yen

(Kyocera Corporation Basic remuneration 6 million yen Bonus 6 million yen)

(AVX Corporation Basic remuneration 59 million yen Bonus 4 million yen  
Stock-based remuneration 21 million yen Other 42 million yen)

Notes:

1. AVX Corporation is Kyocera's consolidated subsidiary in the United States and the determination of compensation for directors and officers of AVX Corporation was made by AVX Corporation's Compensation Committee pursuant to the U.S. regulations and based on its consideration for general and customary levels of compensation in the United States.
2. The amounts of compensation provided originally in the U.S. dollars at AVX Corporation was translated into the yen at a rate of 109 yen per 1.00 U.S. dollar, which is the average rate during the year ended March 31, 2020.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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#### Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Remuneration to the Directors of the Company consists of three components, namely, "basic remuneration", "bonus to Directors" and "Compensation for granting restricted stocks to Directors". The amount of each payment shall be determined after asking the Nomination and Remuneration Committee for advice.

##### 1) Basic Remuneration

It is remuneration to be paid based on the responsibility of each Director. Level of the amount to be paid to each Director shall be decided based on the importance of responsibility of each Director taking into consideration the amount of the remuneration of other companies doing similar businesses with the Company.

##### 2) Bonus to Directors

It is remuneration linked with the performance of the Company. The total amount thereof to all Directors shall be 300 million yen or less per year, and besides, shall be 0.2% or less of the amount of profit attributable to owners of the parent for the relevant fiscal year. The amount shall be decided based on the contribution of each Director for the performance of the Company.

##### 3) Compensation for granting restricted stocks to Directors

It is remuneration for the purpose of providing incentives for Eligible Directors to continuously improve the Company's corporate value, as well as to promote further shared value between Eligible Directors and shareholders. The total amount thereof to all Directors shall be 100 million yen or less per year, and besides, shall be 0.1% or less of the amount of profit attributable to owners of the parent. The amount of monetary compensation claims shall be decided based on the importance of responsibility of each Director.

Remuneration to the Audit & Supervisory Board Members of the Company consists of "basic remuneration" only to secure the neutrality of audit. The total amount of basic remuneration to the Audit & Supervisory Board Members shall be 100 million yen or less per year.

**[Supporting System for Outside Directors and/or Audit & Supervisory Board Members]**

The system adopted by the Company to support Outside Directors is that Corporate General Affairs Group provide assistance to Outside Directors. The system adopted by the Company to support Audit & Supervisory Board Members is that the Company allocates certain employees who are selected from Corporate Global Audit Division upon the request of Audit & Supervisory Board Members, through prior discussion with Audit & Supervisory Board Members, to assist in their tasks and the Audit & Supervisory Board. The support for Outside Audit & Supervisory Board Members is provided by those employees too. Besides, the office for the Board of Directors distributes the materials for the meeting of the Board to Outside Directors and Outside Audit & Supervisory Board Members in advance, and gives them opportunities for advance explanation about matters to be discussed so that they can understand the substance well.

As a part of the supporting system, when requested by Outside Directors and Outside Audit & Supervisory Board Members, the Company offer, arrange or provide opportunities as well as the costs therefor to improve their knowledge as necessary, which includes individual lecture in accordance with such request.

**[Status of Persons Who Have Retired from President, etc.]**

Name and Other Information of Councils, Advisors or Others Who Have Formerly Served as President, etc.

Name	Title and Position	Description of Business	Form and Conditions of Employment (Full-time or Part-time, Paid or Unpaid, etc.)	Date of Retirement as President, etc.	Term of Office
Kazuo Inamori	Chairmen Emeritus	Giving an advice to Consultation from top managements of the Company	Part-time, unpaid	June 26, 1992	Indefinite period

Total number of Councils, Advisers or others who have formerly served as President, etc.	1 person
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Other Matters

“Date of Retirement as President, etc.” is the date of retiring from the position of Representative Director.

## **2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)**

[Outline of the current System]

The Board of Directors of the Company is an organization to decide the important matters and to supervise the execution of businesses of Kyocera Group as a whole. It consists of Directors including three Outside Directors, and is held monthly. The Directors are nominated by the General Shareholders Meeting based on the proposal of candidates who have enough understanding of Kyocera Group and with outstanding “personality”, “capability” and “insight” to engage in the management of the Company.

Besides, the Company adopts the Executive Officer system to facilitate the efficiency of the management of the Company. The execution of the businesses of the Company is undertaken by the Executive Officers under the instruction of the President and Representative Director of the Company. President and Representative Director is nominated by the Board of Directors, which undertakes the management decision and supervision of the execution of businesses. Representative Director directs the Executive Officers report the status of the execution of the businesses to the Board of Directors, and the Board of Directors makes sure that the businesses is efficiently executed. As such, the Company clarifies the responsibility and authority to achieve efficient management of the Company, and to realize the efficient functionality of appropriate corporate governance and internal control of the Company. The Directors of the Company include some presidents of the important subsidiaries in Japan and overseas of the Company, to make sure that corporate governance works for whole Kyocera Group.

Further, the Company establishes “Kyocera Group Management Committee” consisting of the Directors (excluding Outside Directors) who live in Japan. Such Committee examines not only the agenda of the meetings of the Board of Directors but also other important matters relating to the execution of the businesses of Kyocera Group as a whole, and holds meetings every month regularly to secure the sound management of Kyocera Group as a whole.

With respect to the nomination and remuneration of Directors and Audit & Supervisory Board Members, proposed nomination and remuneration are subject to prior review by the Nomination and Remuneration Committee, the majority of which consists of Outside Directors, Kyocera Group Management Committee and the Board of Directors examine them, so that the decision relating thereto shall be made in a fair manner and appropriately. As for the remuneration of the Directors and the Audit & Supervisory Board Members, the General Shareholders Meeting for the Company’s 55th fiscal year held on June 25, 2009 decided that the Company should abandon the retirement allowance system for the Directors and the Audit & Supervisory Board Members, and restructured the remuneration system so that the remuneration shall consist of basic remuneration and bonus to the Directors and the Audit & Supervisory

Board Members. And the General Shareholders Meeting for the Company's 65th fiscal year held on June 25, 2019 introduced the compensation for granting restricted stocks to Directors (excluding Outside Directors, the "Eligible Directors"), for the purpose of providing incentives for Eligible Directors to continuously improve the Company's corporate value, as well as to promote further shared value between Eligible Directors and shareholders. As a result, total amount of the basic remuneration to all Directors per year shall be 400 million yen or less (provided that such amount does not include salary for the services as an employee when a Director is also serving as an employee of the Company). It shall be distributed among the Directors based on their responsibility. Total amount of the bonus to all Directors shall be 300 million yen or less, provided it shall be 0.2% or less of the amount of profit attributable to owners of the parent for the relevant fiscal year. It shall be allocated among the Directors based on the contribution by each Director for the performance of the Company. Total amount of the compensation for granting restricted stocks shall be 0.1% or less of the amount of profit attributable to owners of the parent. It shall be allocated among the Eligible Directors based on the importance of responsibility of each Director.

In addition, to ensure that the business of the Company is effectively executed, regular meetings are held among the President and Representative Director and executives of each business group and Japanese subsidiaries within the Group under the initiative of the Representative Director.

Besides, to ensure the sound management of the Company, the Representative Director announces management policy. Further, international management meetings shall be held twice a year to acknowledge the status of the management and business strategy.

The Company has Audit & Supervisory Board Members and Audit & Supervisory Board based on the corporate governance policy and the provision of its Articles of Incorporation which was approved by the General Shareholders Meeting. Audit & Supervisory Board Members include two full-time Audit & Supervisory Board Members originally employees of Kyocera, as well as two Outside Audit & Supervisory Board Members, who have plenty of knowledge and experience as an attorney-at-law or CPA. The Audit & Supervisory Board Members are conducting audit of the Company as a whole based on the accurate information about the Company gathered from inside and utilizing variety of view-points as outsider of the Company.

Audit & Supervisory Board Members are conducting audit pursuant to the audit policy and audit plan established every fiscal year. Besides, they attend the meetings of the Board of Directors and other important meetings, so that they have access to necessary information to conduct their task and, they check the soundness of the management of the Company from various points of view.

With respect to the accounting audit, the Company has been entering into an audit agreement with PricewaterhouseCoopers Kyoto and it conducts audit under the Companies Act as well as the audit under the Financial Instrument and Exchange Act. PricewaterhouseCoopers Kyoto also conducts audit of the financial statements of the Company as independent third party, and the Company receives result of the audit from it. The Company exchanges opinions with PricewaterhouseCoopers Kyoto and receive its proposal for improvement of the Company.

Kyocera Group is also evaluating the effectiveness of the internal control over the financial report pursuant to the Financial Instruments and Exchange Act of Japan, and receives audit from the accounting auditors.

[Current initiatives for the enhancement of the functions of the Audit & Supervisory Board Members.]

Current initiatives for the enhancement of the functions of the Audit & Supervisory Board Members are as follows:

1. Allocating certain employees who are selected from Corporate Global Audit Division upon the request of the Audit & Supervisory Board Members, through prior discussion with the Audit & Supervisory Board Members, to assist in their tasks and the Audit & Supervisory Board.
2. Holding regular meetings with Representative Directors to exchange opinions relating to the management of the Company as a whole;
3. Holding regularly the “Kyocera Group Audit & Supervisory Board Members Meeting” where all audit & supervisory board members of companies within Kyocera Group gather to report and discuss the condition of auditing the legality of the business execution and the status of the internal control of the directors of the companies within Kyocera Group;
4. Establishing the system called “Whistleblower System to Kyocera Audit & Supervisory Board” so that the related parties with Kyocera can directly submit complaints to the Audit & Supervisory Board;
5. Holding regular meetings with accounting auditors to discuss about the audit plan and substance of quarterly audit and result of the audit, and exchanging information and opinions as necessary from time to time;
6. Holding meetings in a timely fashion with internal audit division of the Company in order to evaluate and monitor whether the business of the Kyocera Group is duly and efficiently executed in accordance with the laws and regulations and internal rules of the Company; and
7. Nominating two Outside Audit & Supervisory Board Members who are independent and not to have any conflict of interest with the shareholders in general of the Company.



### 3. Reasons for Adoption of Current Corporate Governance System

The Company nominates three Outside Directors, who have plenty of knowledge and experience as certified public accountants and tax accountants, professors of graduate school and lawyers, and two Outside Audit & Supervisory Board Members, who have plenty of knowledge and experience as an attorney-at-law or CPA. The Company enhances the supervision by the Board of Directors and audit over the Directors by Audit & Supervisory Board Members by enough explanation by Directors to the Outside Directors and the Outside Audit & Supervisory Board Members at the meetings of the Board of Directors. The Directors also exchange opinions with the Outside Directors and Outside Audit & Supervisory Board Members on the management in general, etc. so that the Directors can make judgment taking into consideration the viewpoints from outside of the Company. The Company establishes sound corporate culture pursuant to the “Kyocera Philosophy”, which is the corporate philosophy based on the general criteria in making judgment, namely “what is the right thing to do as human being?” The Company establishes its corporate governance system through practicing the Kyocera Philosophy. Such system is supplemented by the function to check the management by the Outside Directors and Outside Audit & Supervisory Board Members.

## III. Implementation of Measures for Shareholders and Other Stakeholders

### 1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting	Dispatched approximately three weeks prior to the date of the General Shareholders Meeting.
Scheduling AGMs Avoiding the Peak Day	Holding meeting prior to the so-called “concentration day” (the day on which many companies in Japan hold their general shareholders meeting).
Allowing Electronic Exercise of Voting Rights	Permitting exercising of voting rights through personal computers, smartphones and mobile phones.
Participation in Electronic Voting Platform	Having participated in the platform for electrical exercising of voting rights.
Providing Convocation Notice in English	Preparing English translation of the notice for the General Shareholders Meeting to facilitate the exercise of voting rights by foreign shareholders, and upload it on the Company’s website together with the Japanese text prior to the date to dispatch the notice to the shareholders.
Other	

### 2. IR Activities

	Supplementary Explanations
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Preparation and Publication of Disclosure Policy	Disclosure Policy is explained on this report (refer to V. Other 2. Other Matters Concerning to Corporate Governance System).
Regular Investor Briefings for Individual Investors	At least once a year explanatory conference for the individual investors is held through the arrangement by securities companies. In the year ended March 31, 2020, a conference was held by Senior Manager of Investor Relations Department of the Company.
Regular Investor Briefings for Analysts and Institutional Investors	After the announcement of the financial result of the second quarter and the fourth quarter, explanatory conferences are held for analysts and institutional investors at which President and Representative Director present. After the announcement of the financial result of the first quarter and the third quarter, conference call is held by President and Representative Director. In addition, “Kyocera IR Day”, a corporate strategy meeting, is held by President and Representative Director and Senior Manager of business departments in order to explain and discuss initiatives to promote mid- to long-term business growth.
Regular Investor Briefings for Overseas Investors	Explanatory meetings are held for overseas investors, but timing and members to present thereat are irregular. The Company’s delegation visits mainly the US, European and Asian institutional investors individually to provide explanations. Besides, the Company makes explanation from time to time by participating in the conferences sponsored by the securities companies.
Posting of IR Materials on Website	The Company established its website for shareholders and investors. (Japanese) <a href="https://www.kyocera.co.jp/ir/index.html">https://www.kyocera.co.jp/ir/index.html</a> (English) <a href="https://global.kyocera.com/ir/index.html">https://global.kyocera.com/ir/index.html</a> In addition to the disclosure materials legally required and the timely disclosure materials, materials for explanatory conferences, Integrated Reports, materials for the General Shareholders Meetings and information for shareholders relating to procedures for share handling are uploaded thereat.
Establishment of Department and/or Manager in Charge of IR	IR Department is established in the Corporate Management Control Group.
Other	IR Department is having meetings with analysts and institutional investors frequently. The meetings between the Company’s management people and them are held from time to time. In order to achieve the equality in

	the information transfer, IR related materials in Japanese and English are uploaded on the website of the Company.
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### 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	Based on the “Customer-First” Principle, the Company established “CS improvement committee” in September 2005.
Implementation of Environmental Activities, CSR Activities etc.	Kyocera Group established “Kyocera Environmental Charter” as our basic mission in 1991. And we have set "Kyocera group environment and safety policy" and "Kyocera group environment and safety targets" respectively to promote our aggressive and continuing environmental preservation activities.  We also publish “Integrated Report” on our website annually to introduce our group’s challenges for CSR activities.
Development of Policies on Information Provision to Stakeholders	The Company, based on the ethical views appearing in the “Kyocera Philosophy,” believes that it is very important to enjoy a high degree of trust from its shareholders, investors and other stakeholders. For this purpose, the Company recognizes that sincere efforts to provide timely and appropriate disclosure of corporate information are indispensable and has accordingly established the following basic policies toward the disclosure of information.  “With respect to the disclosure of information, it shall be our policy to timely disclose both favorable information and unfavorable information in an equal and accurate manner.”  “With respect to the disclosure of information, it shall be our policy to timely disclose information without delay and in a fair manner, with no bias towards the domestic or foreign, and without preference towards specific persons.”
Other	To further improve bilateral communication with the “local society”, the Company holds “CSR report conference”.  We have established an inquiry form for each product on our website so that stakeholders can make inquiries.

## IV. Matters Related to the Internal Control System

### 1. Basic Views on Internal Control System and the Progress of System Development

[Basic Views]

Basic views are as described in “1. Basic Views” in “I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information”.

The current status of the preparedness of systems relating to internal control is as follows:

- (i) The “Kyocera Code of Conduct” was established in June 2000.
- (ii) The “Risk Management Division” was established in September 2000 in order to create a thorough system to ensure compliance with laws and regulations and internal rules.
- (iii) The “Kyocera Management Committee”, which was renamed the “Kyocera Group Management Committee” in August 2002, was established in January 2001.
- (iv) The “Kyocera Disclosure Committee” was established in April 2003.
- (v) The “Employee Counseling Office” was established in April 2003 as a function of the whistleblower reporting system.
- (vi) The Executive Officer System was introduced in June 2003 to improve management efficiency.
- (vii) The “Global Audit Division,” which was reorganized by the merger of “Risk Management Division” and renamed the “Corporate Global Audit Division” later in April 2010, was established in May 2005 to undertake internal audits, and it regularly conducts audits of Kyocera’s businesses, and reports the results of such audits to the Directors and Audit & Supervisory Board Members of Kyocera Corporation.
- (viii) “Kyocera Group Philosophy Committee” was established in May 2013.
- (iv) The functions of risk management were transferred from the Corporate Global Audit Division to the Corporate General Affairs Group. The “Risk Management Department” was established within the Group in January 2014 in order to restructure the risk management system.
- (x) “Kyocera Group Basic Policy for Risk Management” was established in June 2016.
- (xi) “Kyocera Group Internal Audit Committee” and “Kyocera Group Internal Audit Committee Charter” were established in June 2018.
- (xii) “Global Compliance Division” was established in October 2018.
- (xiii) “Nomination and Remuneration Committee”, a majority of whose members are Outside Directors, was established in December 2018.

- |                                                                                                                                                                                |
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| (xiv) The “Risk Management Department” was merged to “Global Compliance Division” and the functions of risk management were transferred into the “Global Compliance Division.” |
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## 2. Basic Views on Eliminating Anti-Social Forces

### [Basic Views on Eliminating Anti-Social Forces]

The Company declared in its “Basic Policy for Corporate Governance and Internal Control of Kyocera Group” that “Kyocera Group shall consistently insist on equal treatment and fairness, and challenge based on the conscience and braveness, and realize transparent corporate governance and internal control system”. The Company also decides as its basic policy for internal control that “through practicing Kyocera Philosophy the Company shall establish internal control system”.

Such basic policies include elimination of anti-social force from commitment in the management and prevention of damages by such force from taking place.

### [Progress of System Development]

The Company defines that internal control is “the system to be established in the organization in order for the Directors, who execute businesses, to achieve the management policy and master plan (management plan for a fiscal year) and to realize the ideal management of the Company. The Company also obliges its Representative Director that “the Company shall establish risk management division for the system to manage the risk of Kyocera Group, and shall establish various systems as necessary”.

Besides, “Kyocera Activity Policy”, which is a result of application of Kyocera Philosophy to various aspects of the corporate activities, and on which the employees of Kyocera Group relay for day-to-day operation, thoroughly requires the employees to “be sure to solve the problem in a resolute attitude based on laws and regulations” against anti-social force.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
Supplementary Explanation	

Currently there is no specific plan for adoption of anti-takeover measures.

## 2. Other Matters Concerning to Corporate Governance System

The timely disclosure system is as follows.

### 1. Establishment of Ethical Standards and Corporate Philosophy Forming the Basis of Timely Disclosure

The Company believes that the establishment of a corporate philosophy which will constitute the ethical basis for executive management as well as ordinary employees is indispensable for the Company to continue to act in a socially sound and honest manner within the industry, including the making of timely and appropriate disclosure of corporate information.

The Company's corporate philosophy, which constitutes ethical standards, has been passed along from its founder's manner of thinking towards both management and lifestyle known as the "Kyocera Philosophy."

The "Kyocera Philosophy" bases its fundamental judgments on precepts such as "what is the right thing to do as a human being" and includes wide, universal contents from basic management principles to the manner of pursuing daily work. The Company's fundamental attitude, which can also be the basis of the timely disclosure of corporate information, is displayed in numerous ways including, among others, the sayings "Pursue Fairly," "Make Unselfish Decision," "Insist on Playing Fair" and so forth.

In order to implement the ethical standards embodied in "The Kyocera Philosophy" throughout the entire Group, the Company, in addition to providing study programs upon entering the Company as well as constant daily guidance in the workplace, periodically implements educational and study programs for all personnel from executive management to ordinary employees. Similar training programs have been developed for Group companies located inside and outside Japan. Through such programs, the "Kyocera Philosophy" achieves wide permeation as a corporate creed throughout the entire Group.

Further, in consideration of the applicability of the "Kyocera Philosophy" to various aspects of business activities, the Company establishes "The Kyocera Code of Conduct" and requires that all Group employees conduct their daily business duties in accordance therewith. Such policies provide detailed explanations of various laws, regulations and rules, as well as internal Company rules, include provisions such as "Compliance with the Law" and "Handling Information" etc., and otherwise collectively indicate mandatory conduct for employees.

In addition, the Company's founder, emphasizing the importance of the role of “accounting” in corporate management, created “The Kyocera Accounting Principles” based on “The Kyocera Philosophy.” “The Principle of Double-Check”, “The Principle of Transparent Management” and so forth, which apply to all accounting practices, are included therein and constitute guidance for timely disclosure of corporate information in the same manner as “The Kyocera Philosophy.”

“The Kyocera Philosophy”, “The Kyocera Code of Conduct” and “The Kyocera Accounting Principles” have been published in the form of Pocketbook which are distributed to employees who utilize them as ethical standards and policies governing conduct.

As stated above, the Company has established ethical standards based on “The Kyocera Philosophy” which form the basis for internal Company standards concerning timely disclosure.

## 2. Status of the Company's Internal Standards etc. Concerning Timely Disclosure

### (1) Fundamental Attitudes

The Company, based on the ethical views appearing in “The Kyocera Philosophy,” believes that it is very important to enjoy a high degree of trust from its shareholders, investors and other stakeholders. For this purpose, the Company recognizes that sincere efforts to provide timely and appropriate disclosure of corporate information are indispensable and has accordingly established the following basic policies toward the disclosure of information.

“With respect to the disclosure of information, it shall be our policy to timely disclose both favorable information and unfavorable information in an equal and accurate manner.”

“With respect to the disclosure of information, it shall be our policy to timely disclose information without delay and in a fair manner, with no bias towards the domestic or foreign, and without preference towards specific persons.”

### (2) The Kyocera Disclosure Committee

The Company has established an organ known as the “Kyocera Disclosure Committee” which is primarily entrusted with the role of implementing the abovementioned fundamental policies of the Company for disclosure of corporate information. This Committee investigates all disclosure documents for the purpose of assuring the appropriateness of disclosures of corporate information, reporting the

results of its investigations to the President and Representative Director and being the principal internal organization of the Company which educates Group companies concerning rules relating to disclosure and promotes appropriate disclosure of information for the entire Group.

This Committee is constituted of the following executive officers and general managers who respectively have responsibility for the following departments.

- Accounting Division
- Finance Division
- Investor Relations Division
- Corporate Business Systems Administration Group
- Information Security Division
- Corporate General Affairs Human Resources Group
- Corporate Management Promotion Division
- Corporate Legal And Intellectual Property Group
- Corporate Development Group
- Internal Audit Division

This Committee consolidates information reported in respect of the respective areas undertaken by respective committee members and creates an exhaustive collection of all management information for Kyocera Group. Further, this Committee consists mainly of the Company's executive officers and, accordingly, this Committee can gather information with respect to important management decisions without delay.

### (3) The Information Disclosure Process Focusing on the Kyocera Disclosure Committee

Materials which are required to be timely disclosed by the Company pursuant to various domestic and foreign disclosure laws, regulations and rules as well as materials intended for voluntary disclosure to the markets, etc. are usually handled by the Kyocera Disclosure Committee and its Administrative Office as follows.

#### (i) Information Gathering and Preparation of Disclosure Materials

Facts, decisions of the board of directors and information concerning corporate accounting generated by the Company and each Group company are collected from each department through the related departments of the Company as raw information for disclosure, and consolidated at the Administrative Office of the Disclosure Committee constituted by the officers of the departments of the Company in charge of its IR and accounting.



This Office prepares, based on such reported information and reference to various domestic and foreign laws, regulations and rules concerning timely disclosure and disclosure materials from a fair standpoint, and submits such materials to the Kyocera Disclosure Committee indicating the points to be examined.

In the process of preparation of disclosure materials by the Administrative Office of the Kyocera Disclosure Committee, all information gathered from each department is approved by the head of each department reporting such information (with respect to information of Group companies, by the president or other executive in charge thereof) and the system (The Principle of Double-Check) does not permit independent judgments by department heads.

(ii) Investigation of Disclosure Materials

Members of the Kyocera Disclosure Committee investigate information submitted through the Administrative Office and undertake a review process to make determinations as to whether or not to disclose and the appropriateness of information to be disclosed by reference to independently obtained information. Each member provides notice of its investigation to the Administrative Office and if corrections are required, so indicates.

Due to the policy in connection with such investigation that judgments by the Kyocera Disclosure Committee as to whether disclosure shall be made are to be based on uniform criteria, the following “Guidelines for the Importance of Matters” have been established as such criteria.

Quantitative Criteria

Any event which would have an impact of 5% or more on sales revenue, profit before income taxes or profit attributable to owners of the parent for a quarterly period covered by the most recent corporate plan is an “Important Event.”

Qualitative Criteria

Any event which would have a material impact upon the ability of the Company to continue as a going concern based on consideration of the special characteristics of individual businesses, internal rules and ethics, applicable general laws, regulations and rules, and generally accepted social morals etc., is an “Important Event.”

Time Criteria

Based on consideration of both quantitative and qualitative criteria, an event which will obviously have such an impact within the next twelve (12) months is an “Important Event.”

Also, this Committee clarifies the purpose of the investigation and facts and materials which will be subject to investigation for the purpose of responding to changes in the management environment in an agile manner, and it is always endeavoring to increase the effectiveness of such investigations by convening the Committee in either of the following major ways.

#### Regular Scheduled Convening of the Committee

To gather information on matters arising mid-term, confirm matters that must be disclosed, perceive “Important Events” (focusing on information concerning risks) expected to occur during subsequent reporting periods, and investigate disclosure materials for the purpose of studying the contents of periodic disclosure materials such as quarterly reports and annual securities reports.

#### Extraordinary Convening of the Committee

A meeting of the Committee shall be convened upon the decision of the Chairman and Vice Chairman of the Committee in the event of mid-term amendments of laws, regulations and rules, or accounting standards, etc. or upon the unexpected occurrence of Important Events in order to determine whether or not to timely disclose and if so determined to investigate the contents of the disclosure.

#### (iii) Supplemental System for Representatives of Important Group Companies

The Kyocera Disclosure Committee may implement a supplemental system assuring the appropriateness of information from each Group company by demanding that the representatives of each of the most financially important Group companies, based on net sales and profits of all Group companies, individually certify in writing as to the accuracy of reported information.

#### (iv) Report of Investigation Results

After confirming that all Committee members have verified the appropriateness of the disclosure information, the Chairman of the Kyocera Disclosure Committee reports the results of such investigation to the President and Representative Director. The President and Representative Director confirm the investigation procedures by the Kyocera Disclosure Committee and issue instructions for corrective actions, if necessary, to the Chairman of the Kyocera Disclosure Committee.

(v) Approval and Disclosure of Information

The President and Representative Director of the Company, following the completion of the procedures described in (i) through (iv) above, upon receipt of a report from the Chairman of the Kyocera Disclosure Committee assuring the appropriateness of information disclosure, approves such information disclosure. Thereafter, each information disclosure execution department, after being informed of the approval of the President and Representative Director via the Administrative Office of the Kyocera Disclosure Committee, implements the disclosure of such information through the Financial Service Agency and Timely Disclosure Information System of Tokyo Stock Exchange, Inc.

As described above, the Company has established a system centered on the Kyocera Disclosure Committee as an investigation organ assuring the appropriateness of disclosed information by means of a process of gathering, preparing and disclosing corporate information. Please refer to the diagram appearing in Attachment 1 concerning the information disclosure process described in (i) through (v) above.

(4) Internal Audit System and Internal Alert System

The Company has established the Corporate Global Audit Division, which conducts audits to ensure that the accounting and operations of each group company are duly undertaken in accordance with applicable Japanese and overseas requirements. The Corporate Global Audit Division will periodically conduct investigations in cooperation with the internal audit division of each group company and report the results thereof to the directors and audit & supervisory board members of the Company and each relevant group company. The Directors and Audit & Supervisory Board Members who receive such reports will then issue instructions for any necessary corrective action. The Corporate Global Audit Division will also undertake the internal audit pursuant to “Internal Controls over Financial Reporting” prescribed under Article 24-4-4, paragraph 1 of the Financial Instruments and Exchange Act of Japan.

The Company also has an internal alert system referred to as the “Employee's Consultation Corner” which assures a system whereby employees are able to report acts which constitute violations, or acts which bear the risk of being violations, of the Kyocera Code of Conduct.

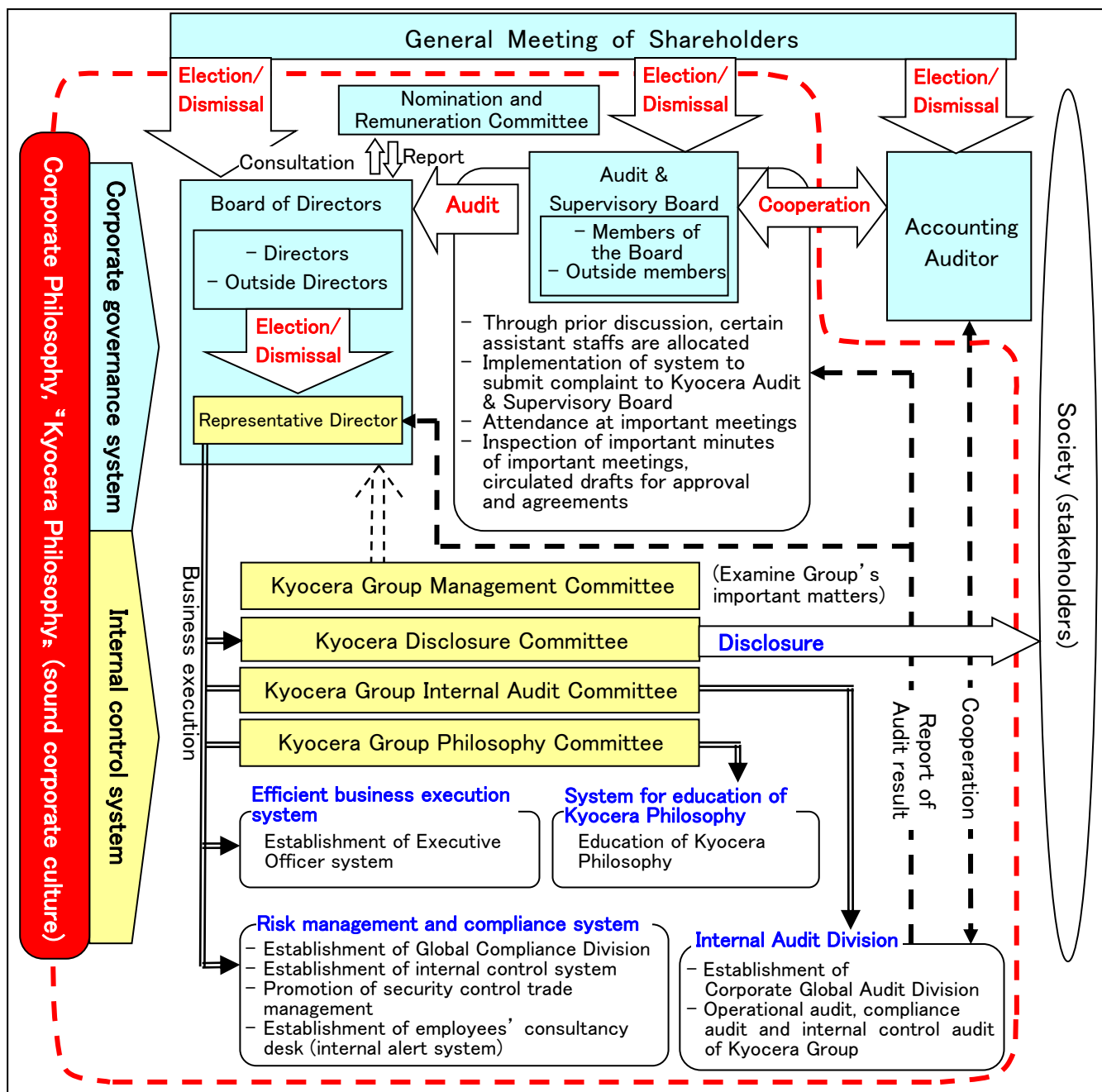
These systems have important functions in addition to heightening the effectiveness of the Company's internal structures related to timely disclosure.

## [Corporate Governance Chart of the Company]

The view on Corporate Governance of the Company is as set forth



Corporate Governance System of the Company is as set forth



< Attachment >

The outline of the corporate system for the timely disclosure of the corporate information is as follows.

