

Annual Securities Report

Fiscal year 93rd term (from April 1, 2022 to March 31, 2023)

F.C.C. CO., LTD.

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Document title	Annual Securities Report
Clause of stipulation	Article 24, paragraph 1 of the Financial Instruments and Exchange Act
Place of filing	Director-General of the Tokai Local Finance Bureau
Filing date	June 22, 2023
Fiscal year	93rd term (from April 1, 2022 to March 31, 2023)
Company name	株式会社エフ・シー・シー (<i>Kabushiki Kaisha F.C.C.</i>)
Company name in English	F.C.C. CO., LTD.
Title and name of representative	Yoshitaka Saito President and Representative Director
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Telephone number	+81-53-523-2400 (Main)
Name of contact person	Yasutaka Oishi, Operating Officer, Head of Management and Administration
Place for public inspection	Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

A. Company information

I. Overview of the Company

1. Trends in selected financial data

Summary of consolidated financial data

Term	89th term	90th term	91st term	92nd term	93rd term
Fiscal year-end	March 31, 2019	March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023
Revenue (Millions of yen)	177,605	171,060	146,157	170,971	218,939
Profit before income taxes (Millions of yen)	16,503	6,653	8,313	11,944	13,641
Profit attributable to owners of parent (Millions of yen)	11,779	3,921	4,462	8,551	9,566
Comprehensive income (Millions of yen)	12,380	(2,068)	12,067	18,929	16,300
Equity attributable to owners of parent (Millions of yen)	125,875	120,869	130,239	146,625	160,055
Total assets (Millions of yen)	173,644	161,727	175,644	195,364	210,626
Equity attributable to owners of parent per share (Yen)	2,533.32	2,432.56	2,621.16	2,950.09	3,218.63
Basic earnings per share (Yen)	235.05	78.92	89.81	172.07	192.41
Diluted earnings per share (Yen)	–	–	–	–	–
Ratio of equity attributable to owners of parent to total assets (%)	72.49	74.74	74.15	75.05	75.99
Ratio of profit to equity attributable to owners of parent (%)	9.69	3.18	3.55	6.18	6.24
Price earnings ratio (PER) (Times)	9.96	20.01	20.69	7.81	8.06
Net cash flows from (used in) operating activities (Millions of yen)	23,622	25,079	12,971	15,456	21,014
Net cash flows from (used in) investing activities (Millions of yen)	(8,695)	(10,597)	(8,522)	(9,627)	(10,307)
Net cash flows from (used in) financing activities (Millions of yen)	(7,981)	(8,990)	(3,175)	(4,202)	(3,232)
Cash and cash equivalents at end of period (Millions of yen)	32,444	35,350	39,607	44,627	53,738
Number of employees	8,829	8,718	8,360	8,115	7,970
[Separately, average number of temporary employees]	[4,017]	[3,777]	[3,369]	[3,425]	[3,793]

Note: Information on diluted earnings per share is omitted due to an absence of potential shares.

2. Company history

Year	Month	Event
1939	June	Fuji Lite Industries Co., Ltd. is established in Sato-cho, Hamamatsu-shi, Shizuoka. The Company begins manufacturing clutch plates, gears and other products employing compression molding of Bakelite resins.
1943	March	Changes name to Fuji Chemical Co., Ltd.
1982	February	Establishes Kyushu Fuji Chemical Industries Co., Ltd. (currently KYUSHU F.C.C. CO., LTD., a consolidated subsidiary) in Matsubase-machi, Shimomashiki-gun, Kumamoto (currently Uki-shi, Kumamoto).
1984	July	Changes name to F.C.C. CO., LTD.
1988	July	Establishes JAYTEC, INC. (currently FCC (INDIANA), LLC, a consolidated subsidiary) in Indiana, U.S.A.
1989	March	Establishes FCC (THAILAND) CO., LTD. (currently a consolidated subsidiary) in Bangkok, Thailand.
	June	Moves its corporate head office to the current address.
1992	September	Makes equity investment in KWANG HWA SHING INDUSTRIAL CO., LTD. of Tainan, Taiwan.
1993	September	Establishes FCC (PHILIPPINES) CORP. (currently a consolidated subsidiary) in Laguna, Philippines.
	October	Acquires shares of TENRYU SANGYO CO., LTD. (currently a consolidated subsidiary).
1994	August	Registers its shares for OTC trading with Japan Securities Dealers Association.
	December	Establishes CHENGDU JIANG HUA. F.C.C. CLUTCHES. CO., LTD. (currently CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD., a consolidated subsidiary) in Chengdu, Sichuan, China.
1995	March	Establishes CHU'S F.C.C. (SHANGHAI) CO., LTD. (currently a consolidated subsidiary) in Shanghai, China.
	September	Establishes FCC (EUROPE) LTD. in Milton Keynes, UK.
1997	April	Establishes FCC RICO LTD. (currently FCC CLUTCH INDIA PRIVATE LIMITED, a consolidated subsidiary) in Haryana, India.
1998	November	Establishes FCC DO BRASIL LTDA. (currently a consolidated subsidiary) in Amazonas, Brazil.
2000	April	Establishes FCC (North Carolina), INC. (currently FCC (North Carolina), LLC, a consolidated subsidiary) in North Carolina, U.S.A.
2001	April	Establishes PT. FCC INDONESIA (currently a consolidated subsidiary) in Karawang, Indonesia.
2002	December	Establishes FCC (North America), INC. (currently a consolidated subsidiary) and FCC (INDIANA), INC. (currently FCC (INDIANA), LLC, a consolidated subsidiary) in Indiana, U.S.A.
2003	February	Lists its shares on the Second Section of the Tokyo Stock Exchange.
	May	Establishes FCC (Adams), LLC (currently a consolidated subsidiary) in Indiana, U.S.A.
2004	March	Lists its shares on the First Section of the Tokyo Stock Exchange.
2005	June	Increases investment in KWANG HWA SHING INDUSTRIAL CO., LTD. (currently FCC (TAIWAN) CO., LTD.), making the company a consolidated subsidiary.
	November	Establishes FCC (VIETNAM) CO., LTD. (currently a consolidated subsidiary) in Hanoi, Vietnam.
2006	January	Establishes CHINA FCC FOSHAN CO., LTD. (currently a consolidated subsidiary) in Foshan, Guangdong, China.
2010	November	Acquires 100% of shares of Tohoku Chemical Industries, Ltd.
2012	September	Establishes F.C.C. (CHINA) INVESTMENT CO., LTD. (currently a consolidated subsidiary) in Chengdu, Sichuan, China.
	December	Completes liquidation of FCC (EUROPE) LTD.
2013	February	Establishes FCC SEOJIN CO., LTD. in Siheung, Gyeonggi-do, Korea.
	June	Establishes FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V. (currently a consolidated subsidiary) in San Luis Potosi, Mexico.
2014	November	Establishes FCC CLUTCH INDIA PRIVATE LIMITED (currently a consolidated subsidiary) in Haryana, India.
	December	Acquires 100% of shares of FCC RICO LTD. (currently FCC CLUTCH INDIA PRIVATE LIMITED, a consolidated subsidiary).
2015	November	FCC INDIA MANUFACTURING PRIVATE LIMITED has been merged by FCC CLUTCH INDIA PRIVATE LIMITED.
2017	September	Acquires 100% of shares of FLINT CO., LTD. (currently a consolidated subsidiary).
2018	December	Transferred all of the shares of Tohoku Chemical Industries, Ltd.
2022	April	Transitioned from the First Section of the Tokyo Stock Exchange to the Prime Market due to the revision of the Tokyo Stock Exchange market divisions
2022	November	Completed liquidation of FCC SEOJIN CO., LTD.

3. Description of business

The Group, comprising the Company, 23 subsidiaries and one associate, is engaged primarily in the manufacture and sale of clutches for motorcycles and automobiles.

The following breaks down the Group's businesses into operating segments and indicates in which segment each company falls. These operating segments are the same as those in "V. Financial information, 1. Consolidated financial statements, etc., (1) Consolidated financial statements, Notes to consolidated financial statements, 4. Segment information."

Motorcycle clutches

This segment is engaged primarily in the manufacture and sale of motorcycles, scooters, all-terrain vehicles (ATVs) and general-purpose clutches; it also manufactures and sells components and parts for motorcycles and automobiles.

Business category	Principal companies
Sales	PT. FCC PARTS INDONESIA [Indonesia]
Manufacture and sales	The Company, KYUSHU F.C.C. CO., LTD., TENRYU SANGYO CO., LTD., FLINT CO., LTD., FCC (North Carolina), LLC [U.S.], FCC (THAILAND) CO., LTD. [Thailand], FCC (PHILIPPINES) CORP. [Philippines], CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD. [China], CHU'S F.C.C. (SHANGHAI) CO., LTD. [China], FCC (TAIWAN) CO., LTD. [Taiwan], FCC CLUTCH INDIA PRIVATE LIMITED [India], PT. FCC INDONESIA [Indonesia], FCC (VIETNAM) CO., LTD. [Vietnam], FCC DO BRASIL LTDA. [Brazil]

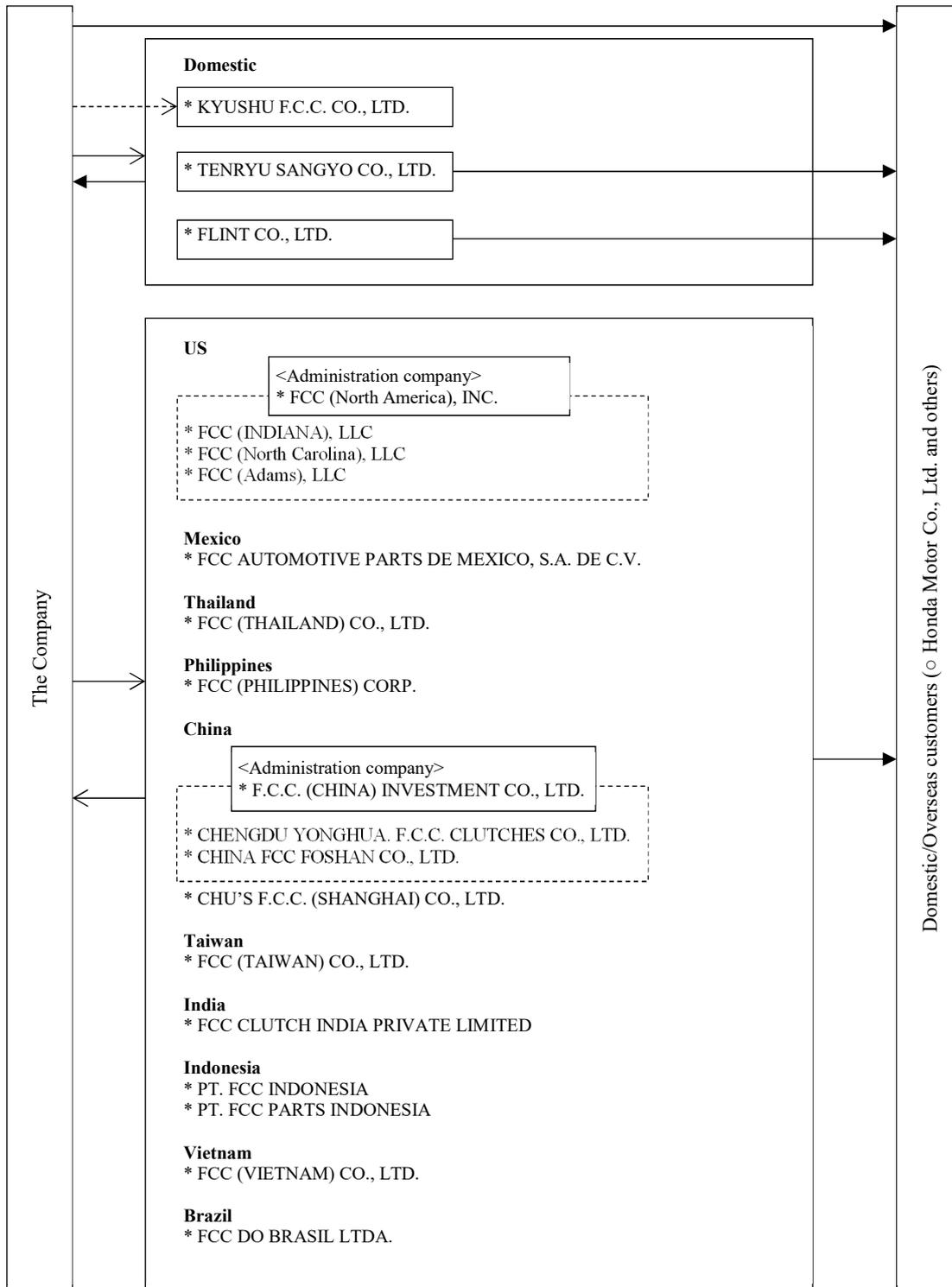
Automobile clutches

This segment is engaged primarily in the manufacture and sale of clutches for automatic and manual transmission automobiles.

Business category	Principal companies
Manufacture and sales	The Company, KYUSHU F.C.C. CO., LTD., FCC (INDIANA), LLC [U.S.], FCC (North Carolina), LLC [U.S.], FCC (Adams), LLC [U.S.], FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V. [Mexico], FCC (THAILAND) CO., LTD. [Thailand], FCC (PHILIPPINES) CORP. [Philippines], CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD. [China], CHINA FCC FOSHAN CO., LTD. [China], FCC CLUTCH INDIA PRIVATE LIMITED [India], PT. FCC INDONESIA [Indonesia], FCC (VIETNAM) CO., LTD. [Vietnam], FCC DO BRASIL LTDA. [Brazil]

Group business structure chart

The following Group business structure chart shows the matters described above.



- * Consolidated subsidiaries
- Other affiliated company
- > Receiving and supplying materials and parts
- ▶ Supplying products
- - - - -> Leasing land

4. Overview of subsidiaries and other affiliates

Name	Address	Issued capital	Principal contents of business	Ratio of voting rights holding (held) (%) (Note 3)	Relationship
<Consolidated subsidiaries>					
KYUSHU F.C.C. CO., LTD.	Uki-shi, Kumamoto	¥30,000,000	Motorcycle and automobile clutches	100	Manufacturing the Company's product components and products. Interlocking officers and leasing land.
TENRYU SANGYO CO., LTD.	Higashi-ku, Hamamatsu-shi, Shizuoka	¥22,500,000	Motorcycle clutches	80.22	Purchasing motorcycle, automobile and general-purpose components. Interlocking officers and capital assistance.
FLINT CO., LTD.	Ongatown, Ongagun, Fukuoka	¥10,000,000	Motorcycle clutches	100	Purchasing FLINT CO., LTD.'s products. Interlocking officers and capital assistance.
FCC (North America), INC. (Note 2)	Indiana, U.S.	US\$42,800,000	Administration of subsidiaries in the U.S.	100	Interlocking officers and capital assistance.
FCC (INDIANA), LLC (Notes 2, 4)	Indiana, U.S.	US\$17,800,000	Automobile clutches	100 [100]	Selling the Company's products, components and raw materials. Purchasing FCC (INDIANA), LLC's products and components. Interlocking officers.
FCC (North Carolina), LLC (Note 2)	North Carolina, U.S.	US\$10,000,000	Motorcycle and automobile clutches	100 [100]	Selling the Company's products, components and raw materials. Purchasing FCC (North Carolina), LLC's products and components. Interlocking officers.
FCC (Adams), LLC (Notes 2, 4)	Indiana, U.S.	US\$15,000,000	Automobile clutches	100 [100]	Selling the Company's products, components and raw materials. Purchasing FCC (Adams), LLC's products and components. Interlocking officers.
FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V. (Note 2)	San Luis Potosi, Mexico	MXN1,000,000,000	Automobile clutches	100 [45.30]	Selling the Company's products, components and raw materials. Interlocking officers and capital assistance.
FCC (THAILAND) CO., LTD.	Bangkok, Thailand	THB60,000,000	Motorcycle and automobile clutches	100 [0.07]	Selling the Company's products, components and raw materials. Purchasing FCC (THAILAND), CO., LTD.'s products and components. Interlocking officers.
FCC (PHILIPPINES) CORP. (Note 2)	Laguna, Philippines	PHP200,000,000	Motorcycle and automobile clutches	100	Selling the Company's products, components and raw materials. Purchasing FCC (PHILIPPINES) CORP.'s products and components. Interlocking officers.
F.C.C. (CHINA) INVESTMENT CO., LTD. (Note 2)	Sichuan, China	US\$30,000,000	Administration of subsidiaries in China	100	Interlocking officers.
CHENGDU YONGHUA F.C.C. CLUTCHES CO., LTD. (Note 2)	Sichuan, China	US\$28,000,000	Motorcycle and automobile clutches	100 [71.43]	Selling the Company's products, components and raw materials. Purchasing CHENGDU YONGHUA F.C.C. CLUTCHES CO., LTD.'s products and components. Interlocking officers and capital assistance.
CHU'S F.C.C. (SHANGHAI) CO., LTD. (Note 2)	Shanghai, China	US\$9,800,000	Motorcycle clutches	100	Selling the Company's products, components and raw materials. Purchasing CHU'S F.C.C. (SHANGHAI) CO., LTD.'s products and components. Interlocking officers.

Name	Address	Issued capital	Principal contents of business	Ratio of voting rights holding (held) (%) (Note 3)	Relationship
CHINA FCC FOSHAN CO., LTD. (Note 2)	Guangdong, China	US\$28,000,000	Automobile clutches	100 [61.43]	Selling the Company's products, components and raw materials. Purchasing CHINA FCC FOSHAN CO., LTD.'s products and components. Interlocking officers.
FCC (TAIWAN) CO., LTD. (Note 2)	Tainan, Taiwan	NT\$195,000,000	Motorcycle clutches	70 [15]	Selling the Company's products, components and raw materials. Purchasing FCC (TAIWAN) CO., LTD.'s products and components. Interlocking officers.
FCC CLUTCH INDIA PRIVATE LIMITED (Notes 2, 4)	Haryana, India	INR3,875,000,000	Motorcycle and automobile clutches	100	Selling the Company's products, components and raw materials. Purchasing FCC CLUTCH INDIA PRIVATE LIMITED's products and components. Interlocking officers and capital assistance.
PT. FCC INDONESIA (Notes 2, 4)	Karawang, Indonesia	US\$11,000,000	Motorcycle and automobile clutches	100 [0.55]	Selling the Company's products, components and raw materials. Purchasing PT. FCC INDONESIA's products and components. Interlocking officers.
PT. FCC PARTS INDONESIA	Karawang, Indonesia	US\$300,000	Motorcycle clutches	100 [100]	Selling the Company's products, components and raw materials. Purchasing PT. FCC PARTS INDONESIA's products and components.
FCC (VIETNAM) CO., LTD. (Note 2)	Hanoi, Vietnam	US\$25,000,000	Motorcycle and automobile clutches	90	Selling the Company's products, components and raw materials. Purchasing FCC (VIETNAM) CO., LTD.'s products and components. Interlocking officers.
FCC DO BRASIL LTDA. (Note 2)	Amazonas, Brazil	BRL31,600,000	Motorcycle and automobile clutches	100	Selling the Company's products, components and raw materials. Purchasing FCC DO BRASIL LTDA.'s products and components. Capital assistance.
<Other affiliate>					
Honda Motor Co., Ltd. (Note 5)	Minato-ku, Tokyo	¥86,067,000,000	Manufacture and sales of automobiles and engines	21.90 (held)	Selling the Company's products and purchasing raw materials and components.

Notes: 1. Descriptions in the "Principal contents of business" column are names of segments.

2. These companies are classified as "Specified Subsidiaries" under the Financial Instruments and Exchange Act of Japan.
3. The figures in brackets in the "Ratio of voting rights holding" column are indirect holding ratio included in the figures outside the brackets.
4. For FCC (INDIANA), LLC, FCC (Adams), LLC, PT. FCC INDONESIA and FCC CLUTCH INDIA PRIVATE LIMITED, the percentage of their net sales (excluding internal sales between consolidated companies) to consolidated net sales exceeded 10%.

Key profit and loss information

• FCC (INDIANA), LLC

(1) Net sales	¥47,269 million
(2) Profit before income taxes	¥2,219 million
(3) Profit	¥1,732 million
(4) Net assets	¥23,581 million
(5) Total assets	¥30,140 million

• FCC (Adams), LLC

(1) Net sales	¥51,512 million
(2) Profit before income taxes	¥3,326 million

(3) Profit	¥2,553 million
(4) Net assets	¥12,854 million
(5) Total assets	¥23,483 million

- PT. FCC INDONESIA

(1) Net sales	¥27,436 million
(2) Profit before income taxes	¥724 million
(3) Profit	¥596 million
(4) Net assets	¥16,777 million
(5) Total assets	¥21,255 million

- FCC CLUTCH INDIA PRIVATE LIMITED

(1) Net sales	¥28,607 million
(2) Profit before income taxes	¥718 million
(3) Profit	¥513 million
(4) Net assets	¥4,238 million
(5) Total assets	¥17,170 million

5. This company files its Annual Securities Report.

6. In addition to the above, there are four affiliates.

5. Information about employees

(1) Consolidated companies

As of March 31, 2023

Segment name	Number of employees	
Motorcycle clutches	4,444	[3,341]
Automobile clutches	2,989	[330]
Total of reportable segments	7,433	[3,671]
Administration (general operations)	537	[122]
Total	7,970	[3,793]

Notes: 1. The number of employees indicates the number of working employees, and the average number of temporary employees during the fiscal year under review is given in brackets separately.

2. The number in the Administration (general operations) segment indicates employees in administration departments and research and development departments, etc. that cannot be categorized into specific business divisions.

(2) Reporting company

As of March 31, 2023

Number of employees	Average age	Average years of service	Average annual salary (Yen)
1,092 [247]	43.1	18.4	6,988,847

Segment name	Number of employees	
Motorcycle clutches	222	[93]
Automobile clutches	333	[32]
Total of reportable segments	555	[125]
Administration (general operations)	537	[122]
Total	1,092	[247]

Notes: 1. The number of employees indicates the number of working employees, and the average number of temporary employees during the fiscal year under review is given in brackets separately.

2. Average annual salary includes bonuses and surplus wages.

3. The number in the Administration (general operations) segment indicates employees in administration departments and research and development departments, etc. that cannot be categorized into specific business divisions.

(3) Status of labor union

The reporting company and some of its consolidated subsidiaries have labor unions. However, these companies have no labor-management issues to note.

(4) Female workers as a percentage of management positions, uptake of childcare leave by male workers, and wage differential between male and female workers

1) Reporting company

Fiscal year ended March 31, 2023					Supplementary explanation
Percentage of female workers in management positions (%) (Note 1)	Uptake of childcare leave by male workers (%) (Note 2)	Wage differential between male and female workers (%) (Note 1)			
		All workers	For permanent, full-time workers	For part-time and fixed-term workers	
0.6	31.6	76.3	80.5	73.2	

Notes: 1. Calculated in accordance with the provisions of the Act on the Promotion of Women's Active Engagement in Professional Life (Act No. 64 of 2015)

2. Childcare leave uptake, etc. calculated as in Article 71-4, item 1 of the Ordinance for Enforcement of the Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members (Ordinance of the Ministry of Labor No. 25 of 1991) in accordance with the provisions of the Act

on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members (Act No. 76 of 1991).

2) Consolidated subsidiaries

Fiscal year ended March 31, 2023									Supplementary explanation
Name	Percentage of female workers in management positions (%) (Note 1)	Uptake of childcare leave by male workers (%)				Wage differential between male and female workers (%) (Note 1)			
		All workers	For permanent, full-time workers	For part-time and fixed-term workers		All workers	For permanent, full-time workers	For part-time and fixed-term workers	
KYUSHU F.C.C. CO., LTD.	0.0	–	100.0	0.0	(Note 1)	76.0	79.2	40.6	

Note: 1. Calculated in accordance with the provisions of the Act on the Promotion of Women's Active Engagement in Professional Life (Act No. 64 of 2015)

II. Overview of business

1. Management policy, management environment, issues to address, etc.

Please note that matters concerning the future in this article were determined by the Group as of the filing date of this Annual Securities Report.

(1) Basic corporate management policy

The Group’s basic policy of corporate philosophy is to “make a contribution to society by supplying products and services that make the best of ideas and technology to satisfy customers in every way.”

In line with this corporate philosophy, it is the course of action for the Group’s officers and employees to “place safety and the environment first when conducting business,” “employ ingenuity and creative thinking for the greater purpose of advancing our business,” “renew and improve ourselves and our business, every day,” “carry out our work in a speedy and timely manner” and “honor harmony among people and make our offices a place where people enjoy what they do in a bright working atmosphere.”

(2) Management environment, business strategy, issues to address, etc.

In the future business environment, for the present during the phase of living with COVID-19, while the Group expects a moderate economic recovery, due in part to the effects of various government policies, it is important to heed downward risks, including rising commodity prices and supply chain disruptions resulting from international instability. As such, the outlook remains uncertain.

Over the medium to long term, it is expected that growing awareness of sustainability and advances in digital technology will accelerate further in the future, requiring corporate and business transformation that will enable the provision of value in the era of CASE, and electrification in particular.

In the business environment, the Group formulated the 12th Medium-Term Management Plan beginning in fiscal 2023. Under a basic policy of “Second Founding: towards the brand-new FCC,” the Group will strive to continuously enhance its corporate value by transforming its business structure and strengthening its management base.

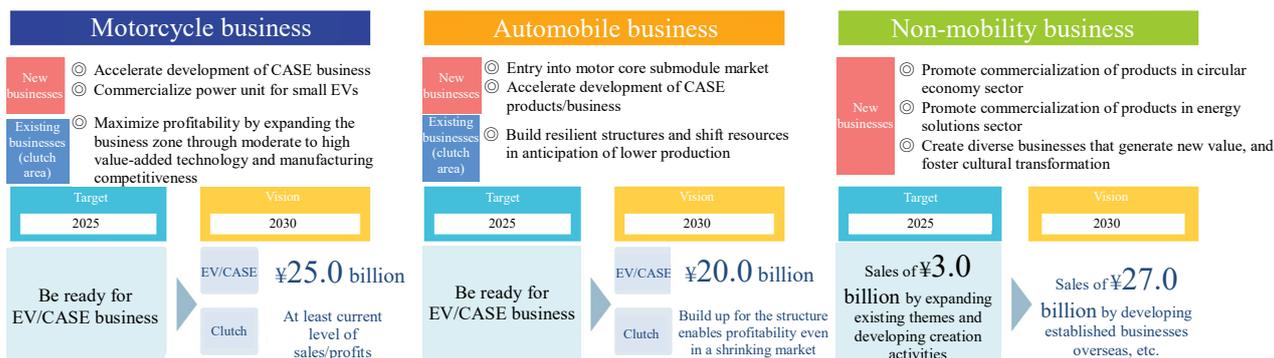
1) Transforming the business portfolio

- Transform the business portfolio looking ahead to 2030
- Aim to enhance the profitability of the clutch business through selection and concentration and invest in new business creation
- Transform into a company that continues to provide new value in mobility and non-mobility areas



2) Strategies for each business

- Establish strategies for each business aimed at transforming the business portfolio



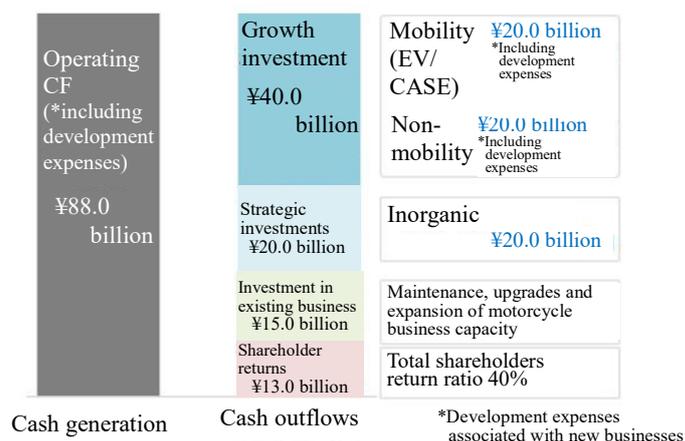
3) Financial strategy and goals

- Maintain sound finances while focusing allocation of cash generated in the clutch business on growth investment
- Enhance shareholder returns

Key performance indicators

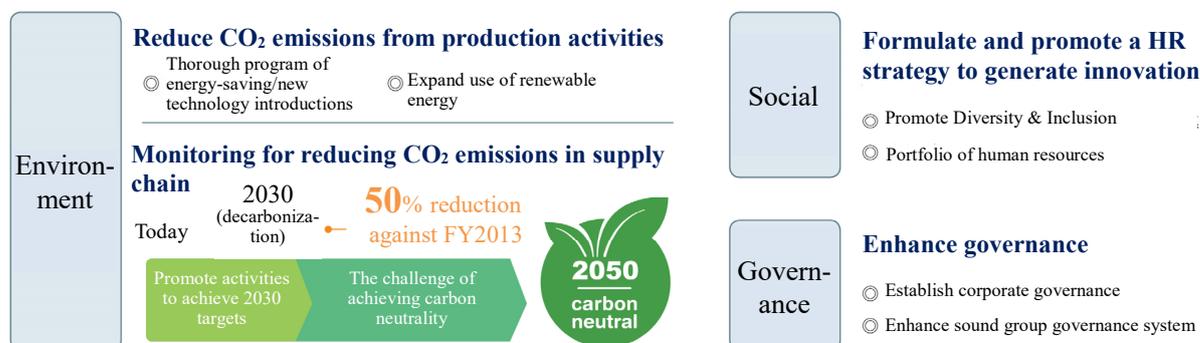


Cash allocation (total for three years)



4) Sustainability initiatives

- With a basic policy of contributing to the realization of a sustainable society and enhancing corporate value, promote the following initiatives in the ESG area.



2. Approach and initiatives on sustainability

The Group's approach and initiatives on sustainability are as follows.

Please note that matters concerning the future in this article were determined by the Group as of the end of the fiscal year ended March 31, 2023.

- **Governance**

The Group considers its impact on the environment, society, and the economy and is implementing various initiatives as part of its long-term corporate strategy to fulfill its social responsibility and resolve social issues. Sustainability-related matters are broken down in the medium-term management plans and the annual business plans based on the corporate philosophy and long-term vision, and the Board of Directors provides appropriate supervision of progress.

- **Risk management**

We identify the risks of sustainability-related matters that impact the Group, and these risks are monitored by the Sustainability Committee and others.

(Climate change)

- **Strategy**

The Group's analysis and response based on the TCFD recommendations is as follows.

Decarbonized economy transition risks (mainly risks leading to 1.5°C scenario)

Degree of impact	Category	Main risks	When risk manifests	Main responses
High	Government policy Legal regulations	Increase in burden of business costs associated with the introduction of carbon taxes, taxes on fuel and energy consumption, emissions trading, etc. Increase in raw material procurement costs due to changes to environmentally friendly raw materials by suppliers and cost increases due to carbon taxes, etc. being passed on to prices	Short to long term	Avoiding and reducing increase in burden of business costs, including carbon taxes, by further streamlining production, transport and other areas, using decarbonized and low carbon energy, and promoting introduction of high efficiency facilities
High	Technology	Loss of sales opportunities due to delays in development of technology for products and services Cost of equipment and other measures for decarbonization	Medium to long term	Contributing to reduction of CO2 emissions by developing innovative products and services and expanding environmental and decarbonized businesses <ul style="list-style-type: none"> • Securing and training human resources for new business creation • Commercializing compact EV power units • Exploring the motorcycle EV/CASE business areas Further stepping up efforts to minimize energy consumption by increasing labor savings and efficiency in production
Medium	Market trends Reputation	Increase in possibility that customers will select procurement products from a Life Cycle Assessment (LCA) perspective will lead to decrease in customer demand due to delays in LCA compliance. Increase in life cycle CO2 reduction requirements from automobile manufacturers Increase in costs due to securing power sources and electric power volume by shifting from fossil fuels to renewable energy (tight demand and supply with higher demand for renewable energy) and rising renewable energy prices Impact on sales due to evaluation of approach to addressing climate change issues and changes in market values	Medium to long term	Reducing raw material use and developing low-carbon products by implementing “environmentally-friendly design,” including reducing weight and use of chemical substances during design of products and services Strengthening LCA response throughout the supply chain Implementing introduction of clean energy and renewable energy on a global basis, including solar power generation that takes advantage of the regional characteristics of FCC base locations Implementing the roadmap established in view of growing investor and market interest in climate change and expectations about the role of companies, and making efforts to save energy associated with production activities, introducing renewable energy, and reduce CO2 emissions through products to contribute to the environment.

Risks related to physical impact of climate change (risks leading to 4°C scenario)

Degree of impact	Category	Main risks	When risk manifests	Main responses
High	Acute and chronic physical risks	(Acute risks) Increasingly severe typhoons, floods, and droughts, etc. Changes in climate patterns (Chronic risks) Business continuity risk due to weather related disasters thought to be the impact of climate change such as rising sea levels and temperatures	Short to long term	Considering location, layout of equipment, and changing climate patterns bearing in mind flood damage when establishing new plants Strengthening measures to address risks for each manufacturing base based on results of risk assessment Strengthening supply chain BCP

Climate change-related opportunities

Degree of impact	Category	Main risks	When risk manifests	Main responses
High	Products Services Markets	<p>Enhancement of market value and increase in earnings through expansion in sales of innovative products (services) that help mitigate and adapt to climate change</p> <ul style="list-style-type: none"> Expansion in demand for related products due to promotion of electrification Increase in need for air purification products, including for CO₂, to achieve carbon neutrality Expansion in renewable energy business Expansion in demand for low-carbon and energy-saving products 	Medium to long term	<p>Solidifying business by applying our proprietary technology and expanding business areas for small mobility to accelerate products and commercialization for EV/CASE applications</p> <ul style="list-style-type: none"> Establishing and expanding a business base for small EV power unit-related products at an early stage Developing SOFCs and shuttle batteries, etc. <p>Researching new functional materials and innovative manufacturing methods that can be commercialized and solve social issues in the environment and energy sector</p> <ul style="list-style-type: none"> Helping to reduce weight in the mobility industry by expanding sales of carbon nanotubes Developing air purification technologies, such as gas (CO₂, etc.) adsorption, utilizing proprietary technologies for extraction, coating and catalysts (honeycomb structure) <p>Shifting our business areas to solutions, including CASE</p> <ul style="list-style-type: none"> Providing technology that contributes to energy saving by reducing weight and cycle times in vehicles and other applications through bonding of dissimilar materials utilizing bonding technologies cultivated in existing businesses Functional, high-strength products (ceramic setter, etc.) Seeking business partners for flexible, thin and light next-generation solar perovskites Providing support for energy saving and carbon neutrality to other companies through environmental sensing activities using know-how gained from energy-saving efforts

- Metrics and targets

The Group will aim for a 50% reduction of CO₂ emissions in business activities by 2030 as a milestone toward the realization of carbon neutrality in 2050.

(Human capital)

- Strategy

The Group has established a code of conduct stating “We respect the individuality of each and every worker and create a safe and comfortable workplace” and a Personnel Policy stating “We believe that the development of human resources is the source of a company’s sustainable growth, and we will improve the abilities of our workers and realize work styles that respect diversity, personality and individuality.” We consider that mutual recognition and encouragement of the individuality, values and abilities of colleagues who work together is a source of growth for the Company and our human resources, and we have established personnel and remuneration systems that enable diverse human resources to work and achieve their full potential with the aim of creating a bright, enjoyable and rewarding workplace. For more details on human capital, please refer to the Sustainability Report (<https://www.fccnet.co.jp/sustainability/efforts/report/>)

- Metrics and targets

At each stage of recruitment, assignment, and promotion, the Company evaluates and treats employees based on their abilities and achievement without discrimination based on gender, nationality, employment category or other attributes. The Company does not set targets for specific attributes in the appointment of managers.

With regards to the employment of women, the Company has set targets for new graduate recruitment as the percentage of female employees is low partly due to the characteristics of the industry, and we are making efforts to increase the number of employees who use flexible work style systems.

With regards to the employment of non-Japanese nationals, the Group operates in ten countries outside of Japan and has appointed local employees to the management at overseas bases.

We regard the employment of experienced, mid-career workers is already at an adequate level as we have been actively recruiting such workers for some time, and the percentage of experienced, mid-career workers in management positions is the same as the percentage among all employees.

Going forward, we will consider the need to set targets for specific attributes from a variety of perspectives.

3. Business risks

Of the items related to the overview of business and financial information described in this Annual Securities Report, the following are major risks that management recognizes could have significant effect on the financial position, operating results and cash flows of consolidated companies. Please note that matters concerning the future in this article were determined by the Group as of the filing date of this Annual Securities Report.

(1) Business development centered on clutch products

The Group continues to evolve as a specialist in clutch products. Although clutch products are important functional components of drive trains for automobiles and motorcycles driven by internal combustion engines, clutch products may not be required in future with the spread of automobiles and motorcycles, etc. that are not driven by internal combustion engines.

The automotive industry is currently facing an era of significant structural change. Near-term growth is anticipated for both motorcycle clutches and automobile clutches, so the Group is definitely responding by evolving the existing businesses. The Group is also proactively proceeding with new business development based on themes of electrified products, energy solutions, and environmental purification.

(2) Dependence on certain industries and customers

Most clutch products manufactured and sold by the Group are for the automobile and motorcycle industries. As a result, the financial performance of the Group may be affected by future trends in these industries. In addition, the Group's revenue from the Honda Motor Group accounted for approximately 37% of the Group's revenue in the fiscal year ended March 31, 2023. The financial performance of the Group could be significantly affected, therefore, by the Honda Motor Group's future business strategy, procurement policies and other decisions.

The Group is striving to acquire new customers through sales expansion in addition to sales to the Honda Motor Group, which has led to the receipt of orders, and the Group continues to actively make proposals to customers.

(3) Development of overseas business

The Group operates globally, centering on Japan, the U.S. and Asia. Accordingly, the Group's financial performance could be affected by following factors: political and economic trends in various countries; fluctuations in foreign exchange markets; unforeseen changes in laws and regulations; international tax-related risks, such as transfer pricing taxation; and the occurrence of natural disasters.

To conduct business while having an appropriate understanding and reducing country risk, the Group strives to collect and appropriately address local information through overseas subsidiaries, etc. while utilizing a system of mutual synergies within the Group.

(4) Competition faced by the Group

International competition in the automobile and motorcycle industries has become extremely fierce. While the Group is endeavoring to sustain and strengthen its competitiveness in various areas, ranging from product development and manufacturing to quality assurance, certain obstacles may make it difficult to do so in the future, in which case the Group's market share and earnings capability could decline.

The Group strives for further expansion of its global share by improving product competitiveness in areas such as quality, cost, and delivery.

(5) Compensation for product defects

Although the Group is doing all it can to ensure sufficient quality control, it is not possible to completely prevent defects and deficiencies in all products. In addition, large recalls by final assemblers caused by defects in products supplied by the Group could result in enormous costs to the Group, as well as in serious damage to its reputation. In such an event, product defect liability could have a serious impact on both the Group's financial performance and financial condition.

The Group aims to further improve quality throughout all business activities and is taking initiatives to strengthen the quality assurance structure.

(6) Impacts of natural disasters and earthquakes, etc.

The Group is implementing measures to minimize potential risks of disruptions to its production lines caused by major natural disasters. There is no guarantee, however, that it will be able to completely avoid or reduce damage. In this respect, the Group's principal manufacturing facilities are concentrated notably in western Shizuoka, and this area lies within a region that is likely to be affected by the widely predicted Tokai and Tonankai earthquakes. The occurrence of such a major disaster could have an enormous impact on the Group's manufacturing facilities and cause a significant reduction in its production capacity.

The Group has taken action necessary to continue operations in emergencies triggered by major natural disasters. This includes the preparation of a risk response manual and the creation of a business continuity plan (BCP). In response to COVID-19, initiatives have been implemented to prevent the spread of infection, prioritizing the safety of employees and their families as well as related person. Measures have also been taken to minimize the impact on business in light of requests from each country's government and local government bodies, etc.

4. Management analysis of financial position, operating results and cash flows

(1) Overview of operating results, etc.

The Group's financial position, operating results and cash flows (hereinafter "operating results, etc.") for the fiscal year ended March 31, 2023 were as follows.

1) Financial position and operating results

Observing the economic status as of the fiscal year ended March 31, 2023, while there were some signs of recovery from the previous fiscal year, the outlook remained uncertain due to supply chain constraints, rising commodity prices, and fluctuations in financial and capital markets. In Japan, there was a moderate recovery in the economy, despite some areas of weakness. Overseas, the U.S. economy continued to be on track for recovery. In Asia, although China's recovery showed weakness, the economies of India and the ASEAN region saw a gradual recovery.

In the automotive industry, despite a trend toward recovery in production, impact remained from lower production due to the semiconductor shortage and inflated prices of materials. In the automobile market, new car sales in Japan were down year-over-year in the first quarter, but increased year-over-year after this to grow for the first time in four years. Overseas, recovery was seen from the second quarter in the U.S. market. In China, results were significantly lower in the first quarter, due in part to the impact of lockdowns, and were flat year on year despite a recovery in the second quarter. In the motorcycle market, demand remained solid in Indonesia and India.

In this situation, for the final year of the 11th Medium-Term Management Plan, in addition to strengthening the competitiveness of existing businesses, the Group increased the proportion of initiatives directed toward expanding its business areas, including the active development of new businesses based on products in the EV/CASE area, the environment, energy solutions, and other themes. In addition, the Group has taken efforts to improve efficiency of operations and strengthen response to production changes in order to secure profitability.

As a result, during the fiscal year ended March 31, 2023, revenue increased by 28.1% from the previous fiscal year to ¥218,939 million due to the increase in sales in India and the U.S. and the depreciation of the yen despite the impact of lower production. Operating profit increased by 18.4% from the previous fiscal year to ¥11,903 million due to revenue growth despite the impact of lower production and higher raw material prices. Profit before income taxes increased by 14.2% from the previous fiscal year to ¥13,641 million. Profit attributable to owners of parent increased by 11.9% from the previous fiscal year to ¥9,566 million.

The following are the business results in each operating segment.

Motorcycle clutches

Despite the impact of lower production, an increase in sales of motorcycle clutches in India and the impact of depreciation of the yen led to revenue increasing by 25.1% from the previous fiscal year to ¥101,381 million. Operating profit increased by 13.7% from the previous fiscal year to ¥9,419 million.

Automobile clutches

Despite the impact of lower production, an increase in sales of automobile clutches in the U.S. and the impact of depreciation of the yen led to revenue increasing by 30.7% from the previous fiscal year to ¥117,557 million. Operating profit increased by 47.6% from the previous fiscal year to ¥4,293 million.

2) Cash flows

As of the end of the fiscal year under review, cash and cash equivalents (hereinafter "net cash") totaled ¥53,738 million.

Cash flow positions in the fiscal year under review and the factors thereof are as follows.

Cash flows from (used in) operating activities

Net cash from operating activities was ¥21,014 million. The reasons for the increase are mainly due to profit before income taxes of ¥13,641 million, depreciation and amortization expense of ¥13,358 million and an increase in provisions of ¥1,808 million. The reasons for the decrease are mainly due

to finance income and finance costs of ¥1,645 million, an increase in trade and other receivables of ¥2,861 million and income taxes paid of ¥5,235 million.

Cash flows from (used in) investing activities

Net cash used in investing activities was ¥10,307 million. This is mainly due to purchase of property, plant and equipment of ¥7,776 million.

Cash flows from (used in) financing activities

Net cash used in financing activities was ¥3,232 million. This is mainly due to cash dividends paid of ¥2,585 million.

3) Performance of production, orders received and sales

(i) Production performance

Production performance by segment for the fiscal year under review is as shown below.

Segment name	Fiscal year ended March 31, 2023	Year-on-year comparison (%)
Motorcycle clutches (Millions of yen)	101,813	127.5
Automobile clutches (Millions of yen)	117,784	135.2
Total (Millions of yen)	219,597	131.5

Note: Amounts are based on sales prices.

(ii) Performance of orders received

Performance of orders received by segment for the fiscal year under review is as shown below.

Segment name	Orders received (Millions of yen)	Year-on-year comparison (%)	Order backlog (Millions of yen)	Year-on-year comparison (%)
Motorcycle clutches	101,484	123.6	7,781	101.3
Automobile clutches	118,146	129.6	10,581	105.9
Total	219,631	126.7	18,363	103.9

Note: Amounts are based on sales prices.

(iii) Sales performance

Sales performance by segment for the fiscal year under review is as shown below.

Segment name	Fiscal year ended March 31, 2023	Year-on-year comparison (%)
Motorcycle clutches (Millions of yen)	101,381	125.1
Automobile clutches (Millions of yen)	117,557	130.7
Total (Millions of yen)	218,939	128.1

Note: The table below shows sales results by major transaction partner and the ratio of those sales results to total sales results for the last two fiscal years.

Transaction partner	Fiscal year ended March 31, 2022		Fiscal year ended March 31, 2023	
	Amount (Millions of yen)	Ratio (%)	Amount (Millions of yen)	Ratio (%)
Ford Motor Company	25,910	15.2	40,085	18.3
General Motors Company	15,572	9.1	22,133	10.1
Honda Motor Co., Ltd.	8,807	5.2	8,988	4.1

- (2) Details of analysis and considerations regarding the status of operating results etc., from management's perspective

The details of recognition as well as analysis and considerations regarding the status of operating results etc. of the Group, from management's perspective are as follows. Please note that matters concerning the future in this article were determined as of the filing date of this Annual Securities Report.

- 1) Recognition as well as analysis and considerations of status of financial position and operating results

Analysis of operating results

(Revenue)

Revenue for the fiscal year under review increased by 28.1% from the previous fiscal year to ¥218,939 million.

Despite the impact of lower production due to supply shortages of semiconductors, revenue increased due to the depreciation of the yen in addition to the increase in sales of motorcycle clutches in India and the increase in sales of automobile clutches in the U.S.

(Operating profit)

Operating profit for the fiscal year under review increased by 18.4% from the previous fiscal year to ¥11,903 million.

The major reason the operating profit increased was the currency exchange impact of weaker yen, despite increases in R&D expenses and other SG&A expenses.

(Profit before income taxes)

Profit before income taxes for the fiscal year under review increased by 14.2% from the previous fiscal year to ¥13,641 million.

(Profit attributable to owners of parent)

Profit attributable to owners of the parent for the fiscal year under review increased by 11.9% from the previous fiscal year to ¥9,566 million.

Analysis of financial position

(Current assets)

At the end of the fiscal year under review, current assets were ¥132,189 million, up ¥17,179 million compared with the end of the previous fiscal year. This is mainly due to increases of ¥9,111 million in cash and cash equivalents, ¥4,536 million in trade and other receivables and ¥1,935 million in inventories.

(Non-current assets)

At the end of the fiscal year under review, non-current assets were ¥78,437 million, down ¥1,917 million compared with the end of the previous fiscal year. This is mainly due to a decrease of ¥2,545 million in property, plant and equipment in spite of an increase of ¥787 million in other financial assets.

(Current liabilities)

At the end of the fiscal year under review, current liabilities were ¥38,302 million, up ¥2,725 million compared with the end of the previous fiscal year. This is mainly due to increases of ¥1,808 million in provisions and ¥1,145 million in other current liabilities.

(Non-current liabilities)

At the end of the fiscal year under review, non-current liabilities were ¥10,199 million, down ¥1,055 million compared with the end of the previous fiscal year. This is mainly due to a decrease of ¥886 million in deferred tax liabilities.

(Equity)

At the end of the fiscal year under review, equity was ¥162,124 million, up ¥13,591 million compared with the end of the previous fiscal year. This is mainly due to increases of ¥7,386 million in retained earnings and ¥6,000 million in other components of equity.

- 2) Details of analysis and considerations regarding cash flows and information pertaining to capital resources and funding liquidity

Analysis of cash flows

Cash flows for the fiscal year under review are provided in “II. Overview of business, 4. Management analysis of financial position, operating results and cash flows, (1) Overview of operating results, etc., 2) Cash flows.”

Analysis of capital resources and funding liquidity

The Group’s financial policy is to maintain the sound balance sheet taking into account appropriate liquidity, etc. in securing funds for business activities. The Group procures working funds, funds for capital investment and funds for research and development investment from internal funds, mainly sourced from cash flows from operating activities, and bank borrowings. The Group considers that it has sufficiently secured the level of funds currently required.

- 3) Significant accounting estimates and assumptions used in such estimates

The consolidated financial statements of the Group have been prepared in accordance with IFRS pursuant to the provisions of Article 93 of the Ordinance on Terminology, Forms and Preparation Methods of Consolidated Financial Statements. Estimates that are deemed necessary in order to prepare for the consolidated financial statements have been made based on reasonable criteria.

Note that the significant accounting policies, accounting estimates and assumptions used in such estimates applied in the consolidated financial statements of the Group are provided in “V. Financial information, 1. Consolidated financial statements, etc., (1) Consolidated financial statements, Notes to consolidated financial statements, 2. Basis of preparation, (6) Significant accounting estimates and judgments, and 3. Significant accounting policies.”

5. Critical contracts for operation

Not applicable.

6. Research and development activities

As a manufacturer of functional components for transportation vehicles, the Group has adopted the basic R&D policy of identifying customer needs and providing products that give customers excellent performance through the application of creative ideas and technologies. Accordingly, it carries out both basic research on friction materials for use in motorcycle, automobile and general-purpose clutches and R&D on the clutches themselves as component, including R&D on production technologies for use in their manufacture.

The Group has conducted research on porous fiber catalytic sheet (paper catalyst) and R&D on its application as a paper catalyst to clean engine exhaust emissions, using technologies it has accumulated through experience in manufacturing clutches (and friction materials employed in clutches) and in making improvements to existing products. The Group is currently taking initiatives in new business development in areas such as electrified products, energy solutions, and environmental purification with the aim of expanding into business areas other than clutches.

During the fiscal year ended March 31, 2023, research and development expense (including expenses recognized as development assets) amounted to ¥6,236 million.

The following is a summary of research and development expense by segment during the fiscal year ended March 31, 2023.

Motorcycle clutches

Research and development activities are underway to improve product appeal, including clutch operability, and reduce costs. Research and development of wet friction materials for motorcycles and dry friction materials for scooters provided a foundation for these activities.

Research and development expense in the motorcycle clutches segment amounted to ¥4,177 million.

Automobile clutches

Research and development activities are underway to make clutches more compact and lightweight, less expensive to manufacture, and more fuel efficient. Research and development for automatic transmissions, CVTs and wet friction materials for hybrids provided a foundation for these activities.

Research and development expense in the automobile clutches segment amounted to ¥2,058 million.

III. Information about facilities

1. Overview of capital investments, etc.

During the fiscal year ended March 31, 2023, the Company made total capital investments (including investments on intangible assets) of ¥8,319 million. The principal capital investment details were: acquisition of buildings in Japan; expanding production capacity for automobile clutches in the U.S.; and expanding production capacity for motorcycle clutches in India. The breakdown of capital investments by business segment is ¥3,628 million for motorcycle clutches, ¥3,561 million for automobile clutches, and ¥1,130 million for the general operations segment.

(1) Reporting company

Acquisition of buildings

(2) Subsidiaries

Acquisition of buildings and production capacity expansion at FLINT CO., LTD.

Production capacity expansion at FCC CLUTCH INDIA PRIVATE LIMITED

Manufacturing facilities to produce new models and production capacity expansion at FCC (Adams), LLC

Manufacturing facilities to produce new models and production capacity expansion at CHINA FCC FOSHAN CO., LTD.

Manufacturing facilities to produce new models and production capacity expansion at FCC (VIETNAM) CO., LTD.

2. Major facilities

Major facilities of the Group are as follows:

(1) Reporting company

As of March 31, 2023

Name (Location)	Segment name	Facilities	Carrying amount (Millions of yen)				Number of employees	
			Buildings and structures	Machinery, equipment and vehicles	Land (m ²)	Other		Total
Hamakita Factory (Hamakita-ku, Hamamatsu-shi, Shizuoka)	Motorcycle and automobile clutches	Manufacturing facilities for clutches	1,141	1,114	595 (85,261)	290	3,141	159 [7]
Watagashima Factory (Tenryu-ku, Hamamatsu-shi, Shizuoka)	Motorcycle and automobile clutches	Manufacturing facilities for clutches	1,349	870	766 (61,268)	184	3,170	195 [21]
Suzuka Factory (Suzuka-shi, Mie)	Motorcycle and automobile clutches	Manufacturing facilities for clutches	1,438	597	1,228 (50,477)	156	3,421	176 [69]
R&D Center (Kita-ku, Hamamatsu-shi, Shizuoka)	General operations	Testing apparatus and measuring instruments	467	819	216 (12,093)	155	1,657	192 [89]

(2) Domestic subsidiaries

As of March 31, 2023

Name (Location)	Segment name	Facilities	Carrying amount (Millions of yen)					Number of employees
			Buildings and structures	Machinery, equipment and vehicles	Land (m ²)	Other	Total	
KYUSHU F.C.C. CO., LTD. (Uki-shi, Kumamoto)	Motorcycle and automobile clutches	Manufacturing facilities for clutches	160	554	11 (20,474)	89	814	124 [18]

(3) Overseas subsidiaries

As of March 31, 2023

Name	Location	Segment name	Facilities	Carrying amount (Millions of yen)					Number of employees
				Buildings and structures	Machinery, equipment and vehicles	Land (m ²)	Other	Total	
FCC (INDIANA), LLC	Indiana, U.S.	Automobile clutches	Manufacturing facilities for clutches	1,572	3,309	97 (246,263)	416	5,397	576 [38]
FCC (North Carolina), LLC	North Carolina, U.S.	Motorcycle and automobile clutches	Manufacturing facilities for clutches	3,111	450	37 (366,274)	38	3,639	263 [4]
FCC (Adams), LLC	Indiana, U.S.	Automobile clutches	Manufacturing facilities for clutches	3,908	6,384	61 (161,880)	904	11,259	394 [74]
FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V.	San Luis Potosi, Mexico	Automobile clutches	Manufacturing facilities for clutches	525	304	90 (81,837)	72	992	276
FCC (THAILAND) CO., LTD.	Bangkok, Thailand	Motorcycle and automobile clutches	Manufacturing facilities for clutches	469	520	733 (87,890)	362	2,086	420 [450]
FCC CLUTCH INDIA PRIVATE LIMITED	Haryana, India	Motorcycle and automobile clutches	Manufacturing facilities for clutches	852	1,983	523 (114,619)	1,570	4,928	718 [2,257]
PT. FCC INDONESIA	Karawang, Indonesia	Motorcycle and automobile clutches	Manufacturing facilities for clutches	441	1,342	– (72,812)	300	2,083	1,208 [359]
FCC (VIETNAM) CO., LTD.	Hanoi, Vietnam	Motorcycle and automobile clutches	Manufacturing facilities for clutches	765	1,756	– (45,816)	871	3,393	1,266

Notes: 1. The carrying amount of "Other" assets relates to tools, furniture and fixtures, right-of-use assets and intangible assets and includes construction in progress. The amounts shown above do not include consumption taxes.

2. Of the land of KYUSHU F.C.C. CO., LTD., 19,174 m² was leased from the reporting company.

3. Of the land of FCC (North Carolina), LLC of 366,274 m², 11,266 m² was leased.

4. The number of employees shown in brackets is the number of temporary employees at the end of the period.

3. Planned additions, retirements, etc. of facilities

(1) Planned additions, etc. of important facilities

During the next fiscal year (from April 1, 2023 to March 31, 2024), the Company plans to make total capital investments of ¥10,500 million. The principal capital investment items will be manufacturing facilities to produce new models and expansion of production capacity in Japan, India and the U.S. The breakdown of planned capital investments by business segment will be ¥3,750 million for motorcycle clutches, ¥4,310 million for automobile clutches, and ¥2,440 million for the general operations segment.

- Reporting company

 - Acquisition of buildings at the Hosoe Factory

 - Testing apparatus and measuring instruments in the new business

- Subsidiaries

 - Manufacturing facilities to produce new models and production capacity expansion at FCC CLUTCH INDIA PRIVATE LIMITED

 - Manufacturing facilities to produce new models and production capacity expansion at FCC (Adams), LLC

 - Manufacturing facilities to produce new models and production capacity expansion at FCC (VIETNAM) CO., LTD.

(2) Retirement, etc. of important facilities

The Company has no plan for the sales/retirement of important facilities, with the exception of the regular upgrading of facilities.

IV. Information about reporting company

1. Information about shares, etc.

(1) Total number of shares, etc.

Total number of shares

Class	Total number of authorized shares (Shares)
Ordinary shares	90,000,000
Total	90,000,000

(2) Changes in number of shares issued, issued capital, etc.

Date	Increase (decrease) in total number of shares issued (Shares)	Balance of total number of shares issued (Shares)	Increase (decrease) in issued capital (Millions of yen)	Balance of issued capital (Millions of yen)	Increase (decrease) in capital reserve (Millions of yen)	Balance of capital reserve (Millions of yen)
April 1, 2006 (Note)	26,322,015	52,644,030	–	4,175	–	4,555

Note: This was due to a 2-for-1 share split.

(3) Shareholding by shareholder category

As of March 31, 2023

Category	Shareholding status (Number of shares per share unit: 100 shares)								Shares less than one unit (Shares)
	Public sector	Financial institutions	Financial instruments business operators	Other corporations	Foreign investors		Individuals, etc.	Total	
					Companies, etc.	Individuals			
Number of shareholders	–	21	25	170	180	30	27,377	27,803	–
Number of shares held (Units)	–	123,469	9,632	147,286	90,212	87	155,569	526,255	18,530
Shareholding ratio (%)	–	23.46	1.83	27.99	17.14	0.02	29.56	100.00	–

Notes: 1. 2,916,364 treasury shares are included in “Individuals, etc.” as 29,163 units and “Shares less than one unit” as 64 shares.

2. “Other corporations” column above includes 37 units of shares held in the name of Japan Securities Depository Center, Incorporated.

(4) Major shareholders

As of March 31, 2023

Name	Address	Number of shares held (Thousands of shares)	Shareholding ratio (excluding treasury shares) (%)
Honda Motor Co., Ltd.	2-1-1 Minami-Aoyama, Minato-ku, Tokyo	10,881	21.88
The Master Trust Bank of Japan, Ltd. (Trust Account)	2-11-3 Hamamatsu-cho, Minato-ku, Tokyo	4,979	10.01
Y.A Co., Ltd.	38-28 Yamate-cho, Naka-ku, Hamamatsu-shi, Shizuoka	2,556	5.14
SMBC Trust Bank Ltd. (Sumitomo Mitsui Banking Corporation Retirement Benefit Trust Account)	1-3-2 Marunouchi, Chiyoda-ku, Tokyo	2,483	4.99
Custody Bank of Japan, Ltd. (Trust Account)	1-8-12 Harumi, Chuo-ku, Tokyo	2,378	4.78
Custody Bank of Japan, Ltd. as trustee for Mizuho Bank Retirement Benefit Trust Account re-entrusted by Mizuho Trust & Banking Co., Ltd.	1-8-12 Harumi, Chuo-ku, Tokyo	1,315	2.64
Ei Yamamoto	Naka-ku, Hamamatsu-shi, Shizuoka	1,300	2.62
F.C.C. Supplier Stock Ownership Association	7000-36 Nakagawa, Hosoe-cho, Kita-ku, Hamamatsu-shi, Shizuoka	894	1.80
BNY GCM CLIENT ACCOUNT JPRD AC ISG(FE-AC) (Standing Proxy: UFJ Bank Limited)	PETERBOROUGH COURT 133 FLEET STREET LONDON EC4A 2BB UNITED KINGDOM (2-7-1 Marunouchi, Chiyoda-ku, Tokyo)	629	1.27
JP MORGAN CHASE BANK 385781 (Standing Proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	25 BANK STREET, CANARY WHARF, LONDON, E14 5JP, UNITED KINGDOM (Shinagawa Intercity Building A, 2-15-1 Konan, Minato-ku, Tokyo)	455	0.92
Total	—	27,874	56.05

Notes: 1. In addition to the above, the Company held 2,916 thousand treasury shares.

2. Of the above number of shares held, the number of shares in association with fiduciary activities is as follows:

The Master Trust Bank of Japan, Ltd. (Trust Account)	4,979 thousand shares
SMBC Trust Bank Ltd. (Sumitomo Mitsui Banking Corporation Retirement Benefit Trust Account)	2,483 thousand shares
Custody Bank of Japan, Ltd. (Trust Account)	2,378 thousand shares
Custody Bank of Japan, Ltd. as trustee for Mizuho Bank Retirement Benefit Trust Account re-entrusted by Mizuho Trust & Banking Co., Ltd.	1,315 thousand shares

3. Nomura Securities Co., Ltd. and its joint holders, NOMURA INTERNATIONAL PLC and Nomura Asset Management Co., Ltd., made the change report for the substantial shareholding report available for public inspection as of May 21, 2021, describing that each of these companies held shares as follows as of May 14, 2021. Since the Company could not confirm the actual number of shares held by them as of March 31, 2023, they were not included in the above major shareholders.

Name	Address	Number of shares, etc. held (Shares)	Shareholding ratio (%)
NOMURA INTERNATIONAL PLC	1 Angel Lane, London EC4R 3AB, United Kingdom	Shares 126,900	0.24
Nomura Asset Management Co., Ltd.	2-2-1, Toyosu, Koto-ku, Tokyo	Shares 2,380,700	4.52

4. SMBC Nikko Securities Inc. and its joint holders, Sumitomo Mitsui Banking Corporation and Sumitomo Mitsui DS Asset Management Company, Limited, made the change report for the substantial shareholding report available for public inspection as of May 11, 2022, describing that each of these companies held shares as follows as of April 29,

2022. Since the Company could not confirm the actual number of shares held by them as of March 31, 2023, they were not included in the above major shareholders.

Name	Address	Number of shares, etc. held (Shares)	Shareholding ratio (%)
SMBC Nikko Securities Inc.	3-3-1 Marunouchi, Chiyoda-ku, Tokyo	Shares 209,360	0.40
Sumitomo Mitsui Banking Corporation	1-1-2 Marunouchi, Chiyoda-ku, Tokyo	Shares 2,483,600	4.72
Sumitomo Mitsui DS Asset Management Company, Limited	Toranomon Hills Business Tower 26F, 1-17-1 Toranomon, Minato-ku, Tokyo	Shares 117,100	0.22

2. Dividend policy

The Company considers returning profits to shareholders to be one of the top management issues. Our basic policy is to continue to pay a stable dividend from a comprehensive point of view based on consolidated financial performance and dividend payout ratio, etc., while striving to improve corporate value by making capital investments and carrying out research and development activities necessary for future growth and thus maintaining and strengthening its competitiveness.

The Company's basic policy on dividend payments is to pay dividends twice a year in the form of interim dividends and year-end dividends.

Based on the foregoing policy, the Company paid a total dividend for the fiscal year under review of ¥56 per share (of which ¥26 was paid out as an interim dividend). This resulted in a dividend payout ratio of 29.1%.

The Company uses internal reserves to make investments for future business expansion, etc.

The Articles of Incorporation were amended at the 91st Ordinary General Meeting of Shareholders held on June 22, 2021 to allow for dividends from surplus in accordance with a resolution of the Board of Directors based on the provisions of Article 459, paragraph 1 of the Companies Act.

Dividends for the fiscal year under review were as follows.

Resolution date	Total amount of dividends (Millions of yen)	Dividends per share (Yen)
Resolution at a Board of Directors meeting held on November 4, 2022	1,292	26
Resolution at a Board of Directors meeting held on May 12, 2023	1,491	30

3. Status of corporate governance, etc.

(1) Overview of corporate governance

1) Basic policy regarding corporate governance

Based on its corporate philosophy, the Company endeavors to enhance its corporate governance as one of the top management issues, aiming to build trust of its stakeholders, including shareholders, customers, employees, and local communities, conduct an agile and decisive decision-making in a fair and transparent way and pursue its continuous growth and an increase in corporate value over the medium- to long-term.

< Corporate philosophy >

“F.C.C. Co., Ltd. is committed to making a contribution to society by supplying products and services that make the best of ideas and technology to satisfy customers in every way.”

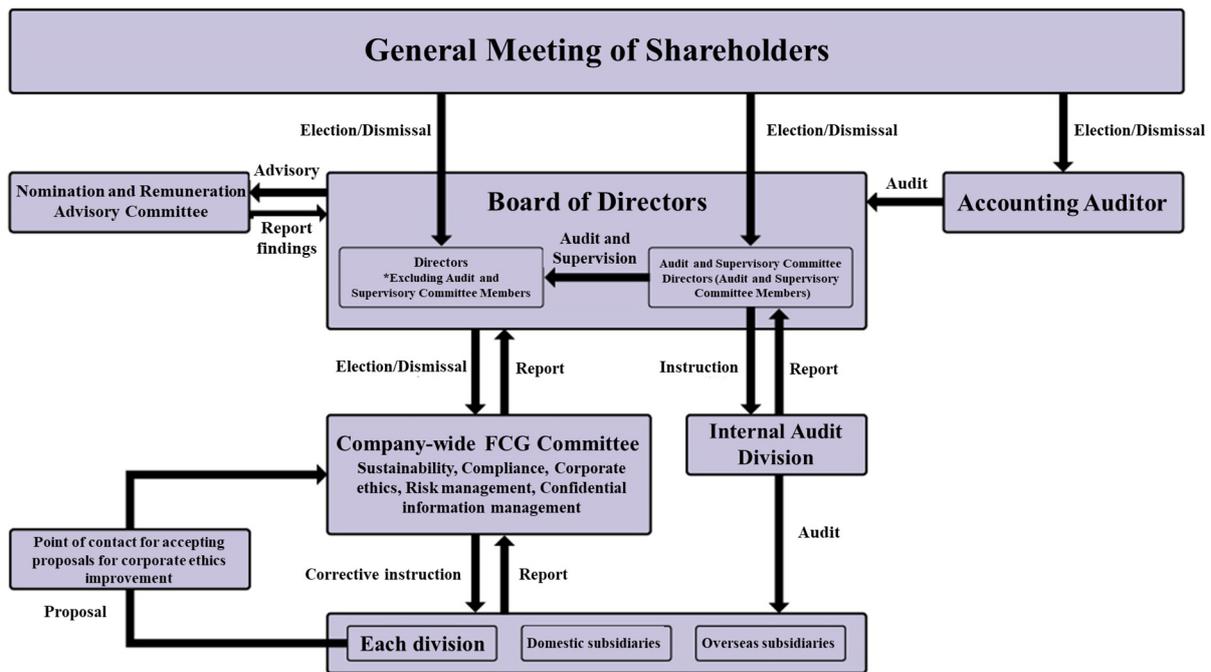
2) Summary of system of corporate governance and reasons for adopting the system

(i) Summary of the system of corporate governance

The Company has adopted an institutional design of a company with an Audit and Supervisory Committee.

The Board of Directors comprises ten Directors, of whom five are Outside Directors, and the President and Representative Director serves as its chairperson. In addition to making decisions on matters prescribed by laws and regulations and execution of important operations, the Board of Directors oversees the execution of duties of the Directors. The Audit and Supervisory Committee is composed of four Directors who are Audit and Supervisory Committee Members, of whom three are Outside Directors, and the Audit and Supervisory Committee Member (full time) serves as its chairperson. In accordance with auditing policies, plans and division of responsibility established by the Audit and Supervisory Committee, each Audit and Supervisory Committee Member participates in meetings of the Board of Directors and other important meetings, and audits and oversees the execution of duties of the Directors and the development and operation of the Company’s internal control system by examining the status of operations and assets of the Company. As for the Accounting Auditor, the Company has concluded an audit contract with Yasumori Audit Corporation to undergo accounting audits in compliance with the Companies Act and Financial Instruments and Exchange Act. In addition, the Nomination and Remuneration Advisory Committee comprises six Directors, of whom five are Outside Directors and the President and Representative Director serves as its chairperson, and deliberates and reports on findings pertaining to the nomination and remuneration of Directors, etc.

The following diagram shows the relationships among the Company’s organizations and internal control as of June 22, 2023.



Note: The names of the Members of the Board of Directors and the Audit and Supervisory Committee are provided in “(2) Information about officers, 1) Officers.”

The Nomination and Remuneration Advisory Committee is comprised of the President and Representative Director and Outside Directors.

(ii) Reasons for adopting the system of corporate governance described above

With the aim of strengthening the oversight function of the Board of Directors, improving the transparency and soundness of management and accelerating decision-making, the Company has adopted an institutional design of a company with an Audit and Supervisory Committee. The Company has a Board of Directors to oversee the execution of duties of the Directors. The Board of Directors comprises Directors who are well versed in the operations of the Company and Outside Directors with an objective, broad-ranging and in-depth perspective. The Nomination and Remuneration Advisory Committee has been established to strengthen the independence and objectivity of the Board of Directors’ functions pertaining to the nomination and remuneration of Directors, etc. and the accountability of the Board of Directors. In light of its business contents and scale, the Company considers its current corporate structure as appropriate.

3) Other matters regarding corporate governance

Basic policy regarding the internal control system

The Company resolved the following basic policy regarding the systems to ensure the proper execution of operations prescribed in the Companies Act at a meeting of the Board of Directors.

- System to ensure that the execution of duties by Directors and employees of the Company and Group companies complies with laws and regulations and the Articles of Incorporation

The Company shall establish a charter of corporate conduct that is shared by the entire Group and implement it thoroughly to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation and earns the trust of society.

Apart from appointing the Compliance Officer, who is in control of compliance, the Company shall establish an internal reporting system to promote compliance.

- System for storing and managing information on the execution of duties by the Company’s Directors

The Company shall establish the information management policy and various regulations, and appropriately store and manage information regarding the execution of duties by the Directors.

- Regulations and other systems for managing risk of losses of the Company and Group companies
The Company shall appoint a Risk Management Officer, who is in control of risk management, identify risk in the Group's business activities and develop a system for the appropriate management of the identified risk.
The Company's Board of Directors shall evaluate the management risk of important matters for the entire Group and determine the response.
- System to ensure the efficient execution of duties by Directors of the Company and Group companies
A meeting of the Board of Directors of the Company shall be held once or more in three months and on an extraordinary basis whenever necessary to take decisions on legally required matters and important operations, and oversee the execution of duties by the Directors.
The Company shall expedite and increase the efficiency of the management decision-making process using meetings such as management meetings and the executive officer system.
The Company shall draw up a medium-term management plan and annual business plan to manage the progress of operations and promote the effective use of management resources of the entire Group.
The Company shall establish segregation of duties, reporting lines, and other organizational standards in the regulations for executing duties, etc.
- System for reporting from Group companies to the Company and other systems to ensure the proper execution of operations within the corporate group comprising the Company and Group companies
The Company shall establish the charter of corporate conduct, group policies, group guidelines and various regulations with the aim of properly managing Group companies in accordance with their scale of business and significance, etc.
The Company shall oblige Group companies to report to it on a regular basis and develop a system for having them report specified important matters promptly.
The Internal Audit Division of the Company shall audit the Company and Group companies regularly or whenever necessary.
- Matters concerning Directors and employees who assist the Audit and Supervisory Committee of the Company in its duties
The Company shall establish the Internal Audit Division as an organization to assist the duties of the Audit and Supervisory Committee. The Audit and Supervisory Committee shall have responsibility for the Internal Audit Division, and the appointment, dismissal, personnel change, and revision of wages of employees in the Internal Audit Division shall be determined by the Board of Directors upon consent of the Audit and Supervisory Committee. The Company shall not have Directors who assist the Audit and Supervisory Committee in its duties.
- System for reporting to the Audit and Supervisory Committee of the Company
Audit and Supervisory Committee Members shall attend meetings of the Board of Directors and other important meetings, and be allowed to request Directors and employees of the Company and Group companies to report to them whenever necessary.
Upon receiving a request from the Audit and Supervisory Committee for a report, the Director or employee shall report to it promptly and appropriately.
The Company shall establish an internal reporting system to ensure an appropriate system for reporting to the Audit and Supervisory Committee.
The Company shall develop a system to prohibit unfavorable treatment of a reporting party in its operation rules for the internal reporting system.
- Matters regarding the policy for handling expenses and debts incurred for executing duties by the Audit and Supervisory Committee Members of the Company

If the Audit and Supervisory Committee requests payment of expenses needed for executing its duties, the Company shall pay such expenses promptly.

The Audit and Supervisory Committee shall factor expenses deemed necessary for executing its duties into the budget in advance. Provided, however, that the Audit and Supervisory Committee shall be allowed to request reimbursement of emergency or extraordinary expenses after the fact.

- Other systems to ensure audits by the Audit and Supervisory Committee of the Company are conducted effectively

The Audit and Supervisory Committee shall exchange opinions with Representative Director, Directors and Accounting Auditor regularly or whenever necessary.

The Audit and Supervisory Committee shall conduct audits effectively by cooperating closely with the Internal Audit Division.

Overview of limited liability agreements

In accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company has concluded agreements limiting the extent of any liability for statutory compensation as stipulated in Article 423, paragraph 1 of the said Act with the Outside Directors and the Directors who are Audit and Supervisory Committee Members. The limits on compensation stipulated in these agreements are the minimum amounts prescribed in Article 425, paragraph 1 of the said Act.

Overview of a directors and officers liability insurance policy

The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as prescribed in Article 430-3, paragraph 1 of the Companies Act, and the Company bears the total amount of premiums. Under this agreement the insurance company covers damages that may arise from the insured persons assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility and the agreement is renewed annually. The Company plans to renew the agreement under the same terms and conditions when it is next renewed.

Matters normally requiring adoption of a resolution by the General Meeting of Shareholders, which may be decided by the Board of Directors

- Decision-making body for dividends of surplus

To enable flexible return of profits to shareholders, the Company provides in its Articles of Incorporation that, except as otherwise prescribed by laws and regulations, it may make decisions on dividends of surplus and other matters set forth in each item of Article 459, paragraph 1 of the Companies Act by resolution of the Board of Directors.

- Exemption of Directors from liability

To create an environment where Directors are able to fulfill their expected roles adequately, the Company provides in its Articles of Incorporation that, pursuant to the provisions of Article 426, paragraph 1 of the Companies Act, it may exempt Directors (including former Directors) from liability as set forth in Article 423, paragraph 1 of the said Act within the limits stipulated by laws and regulations based on a resolution of the Board of Directors.

Number of Directors

The Company states in its Articles of Incorporation that it shall have no more than 12 Directors (of which, no more than 5 Directors are Audit and Supervisory Committee Members).

Requirements for election of Directors

The Company states in its Articles of Incorporation that adoption of resolutions for the election of Directors shall require that at least one-third of the shareholders entitled to execute voting rights be present, and that an affirmative vote be cast by a majority of such shareholders present. The Company also states in its Articles of Incorporation that cumulative voting shall not be used for the election of Directors.

Requirements for the adoption of special resolutions by the General Meeting of Shareholders

With the aim of ensuring the smooth operation of the General Meeting of Shareholders, the Company states in its Articles of Incorporation that the adoption of a special resolution based on Article 309, paragraph 2 of the Companies Act shall require that at least one-third of the shareholders entitled to execute voting rights be present, and that an affirmative vote be cast by at least two-thirds of such shareholders present.

Activity Status of the Board of Directors

In the fiscal year under review, the Company convened nine meetings of the Board of Directors and the status of attendance of each individual Director is as follows.

Name	Number of meetings held	Number of committee meetings attended
Yoshitaka Saito	9	9
Kazuto Suzuki	9	9
Atsuhiko Mukoyama	9	9
Kunihiro Koshizuka	7	7
Kazunori Kobayashi	7	7
Ryujiro Matsumoto	9	9
Yoshinori Tsuji	2	2
Masahide Sato	9	9
Kazumoto Sugiyama	9	9
Mayumi Yamamoto	7	7

- Notes: 1. Yoshinori Tsuji retired as of the conclusion of the 92nd Ordinary General Meeting of Shareholders held on June 21, 2022 and the table lists the number of board meetings he attended up until retirement.
2. Kunihiro Koshizuka, Kazunori Kobayashi, and Mayumi Yamamoto were appointed from the 92nd Ordinary General Meeting of Shareholders held on June 21, 2022 and the table lists the number of board meetings they attended following appointment.

The specific matters for consideration at the Board of Directors included supervision of the execution of duties by Directors, compliance, risk management, and the systems of Group companies. With regard to the 11th Medium-Term Management Plan, the Board of Directors worked to achieve the targets set out in the annual business plan and reported regularly on progress at meetings of the Board of Directors. The Board of Directors also implemented initiatives that included the establishment of the 12th Medium-Term Management Plan beginning in fiscal 2023.

Activity Status of the Nomination and Remuneration Advisory Committee

In the fiscal year under review, the Company convened three meetings of the Nomination and Remuneration Advisory Committee and the status of attendance of each individual Nomination and Remuneration Advisory Committee Member is as follows.

Name	Number of committee meetings held	Number of committee meetings attended
Yoshitaka Saito	3	3
Kunihiro Koshizuka	2	2
Kazunori Kobayashi	2	2
Yoshinori Tsuji	1	1
Masahide Sato	3	3
Kazumoto Sugiyama	3	3
Mayumi Yamamoto	2	2

- Notes: 1. The table lists the number of committee meetings and the number of committee meetings attended up until Yoshinori Tsuji retired as a committee member.
2. The table lists the number of committee meetings and the number of committee meetings attended following the appointment of Kunihiro Koshizuka, Kazunori Kobayashi and Mayumi Yamamoto as committee members.

The specific matters for consideration at the Nomination and Remuneration Advisory Committee included the preparation of the draft proposal for the election of Directors to be submitted to the General Meeting of Shareholders and a review of remuneration for officers.

(2) Information about officers

1) Officers

Men: 9, Women: 1 (Percentage of female officers: 10.0%)

Title and position	Name	Date of birth	Career summary	Term of office	Number of shares held (Hundreds of shares)
President and Representative Director	Yoshitaka Saito	November 29, 1973	<p>Feb. 2009 Joined the Company</p> <p>Jan. 2011 President and Director of FCC (INDIANA) Mfg., LLC (currently FCC (INDIANA), LLC) President and Director of FCC (INDIANA), INC. (currently FCC (INDIANA), LLC)</p> <p>Jun. 2011 Director of the Company</p> <p>Apr. 2012 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC.</p> <p>Jun. 2012 Managing Director, Head of business operation in North America of the Company</p> <p>Apr. 2013 Managing Director, Head of business operation of motorcycles business of the Company</p> <p>Apr. 2014 Managing Director, Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company</p> <p>Jun. 2018 Senior Managing Director, in charge of Sales and Head of business operation in China of the Company</p> <p>Apr. 2019 Vice President and Representative Director and in charge of Alliance of the Company</p> <p>Jun. 2020 President and Representative Director of the Company (incumbent)</p>	(Note 2)	287

Title and position	Name	Date of birth	Career summary	Term of office	Number of shares held (Hundreds of shares)
Senior Managing Director, Overall business management, Head of Development, Head of business operation in Japan, Risk Management Officer and in charge of Racing of the Company	Kazuto Suzuki	May 27, 1961	Apr. 1984 Joined the Company	(Note 2)	105
			Jun. 2010 Director, Head of business operation in China and South America and General Manager of Corporate Planning Office of the Company		
			Jun. 2011 Director, Head of business operation in China and South America, General Manager of Corporate Planning Office and Risk Management Officer of the Company		
			Jun. 2012 Director, Head of Production of Motorcycle Components, Head of Production Engineering and Head of business operation in China and South America of the Company		
			Apr. 2013 Director, Head of business operation of motorcycles business in Japan, Head of business operation in China and South America and Risk Management Officer of the Company		
			Apr. 2014 Director, Head of business operation of motorcycles business, Head of business operation in ASEAN and India and Head of business operation in South America of the Company		
			Apr. 2016 Director, Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and Head of business operation in South America of the Company		
			Jun. 2017 Managing Director, Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and Head of business operation in South America of the Company		
			Jun. 2018 Managing Director, Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and South America and Risk Management Officer of the Company		
			Apr. 2019 Managing Director, Head of business operation of motorcycles business, Head of business operation in ASEAN, Head of business operation in South America, Risk Management Officer and in charge of Racing of the Company		
			Aug. 2022 Head of business operation in India of the Company		
			Apr. 2023 Managing Director, Overall business management, Head of Development, Head of business operation in Japan, Risk Management Officer and in charge of Racing of the Company		
			Jun. 2023 Senior Managing Director, Overall business management, Head of Development, Head of business operation in Japan, Risk Management Officer and in charge of Racing of the Company (incumbent)		

Title and position	Name	Date of birth	Career summary	Term of office	Number of shares held (Hundreds of shares)
Managing Director Head of business operation of automobiles business of the Company	Atsuhiko Mukoyama	July 31, 1963	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2012 Head of Production of Automobile Components of the Company</p> <p>Jun. 2012 Director, Head of Production of Automobile Components of the Company</p> <p>Apr. 2013 Director, Head of business operation of automobiles business of the Company</p> <p>Apr. 2015 Director, Head of Production Engineering and Head of Environment and Safety of the Company</p> <p>Apr. 2019 Director, Head of business operation of automobiles business and in charge of Stacked Mold Technology Development of the Company</p> <p>Jun. 2021 Managing Director, Head of business operation of automobiles business of the Company (incumbent)</p>	(Note 2)	96
Managing Director, Head of business operation of motorcycles business, Head of Purchasing, Head of business operation in China, Head of business operation in India and ASEAN of the Company, and President of F.C.C. (CHINA) INVESTMENT CO., LTD.	Satoshi Nakaya	March 17, 1964	<p>Apr. 1986 Joined the Company</p> <p>Jan. 2012 General Manager of Corporate Planning Office of the Company</p> <p>Jun. 2012 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Risk Management Officer and Chief Information Officer of the Company</p> <p>Apr. 2013 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC. President and Director of FCC (INDIANA), LLC</p> <p>Apr. 2017 Director and Head of business operation in North America of the Company President and Director of FCC (North America), INC.</p> <p>Apr. 2019 Director, Head of Purchasing, Head of Environment and Safety and Head of business operation in China of the Company</p> <p>Jun. 2021 Managing Officer, Head of Purchasing and Head of business operation in China of the Company</p> <p>Apr. 2023 Managing Officer, Head of business operation of motorcycles business, Head of Purchasing, Head of business operation in China, Head of business operation in India and ASEAN of the Company, and President of F.C.C. (CHINA) INVESTMENT CO., LTD.</p> <p>Jun. 2023 Managing Director, Head of business operation of motorcycles business, Head of Purchasing, Head of business operation in China, Head of business operation in India and ASEAN of the Company, and President of F.C.C. (CHINA) INVESTMENT CO., LTD. (incumbent)</p>	(Note 2)	102

Title and position	Name	Date of birth	Career summary	Term of office	Number of shares held (Hundreds of shares)
Director	Kunihiro Koshizuka	September 30, 1955	<p>Apr. 1981 Joined Konishiroku Photo Industry Co., Ltd. (currently KONICA MINOLTA, INC.)</p> <p>Apr. 2012 Executive Officer, General Manager of Technology Strategy Division of KONICA MINOLTA, INC.</p> <p>Apr. 2014 Executive Vice President & Executive Officer, General Manager of Corporate R&D Headquarters of KONICA MINOLTA, INC.</p> <p>Apr. 2015 Executive Vice President & Executive Officer, General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p>Jun. 2015 Director, Executive Vice President & Executive Officer, and General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p>Apr. 2016 Director, Executive Vice President & Executive Officer of KONICA MINOLTA, INC.</p> <p>Jun. 2019 Senior Technical Advisor of KONICA MINOLTA, INC. (retired in March 2021)</p> <p>May 2020 Outside Director of AEON MALL Co., Ltd. (incumbent)</p> <p>Jun. 2021 External Director of TOKYU CONSTRUCTION CO., LTD. (incumbent)</p> <p>Jun. 2022 Outside Director of WILL GROUP, INC. (incumbent)</p> <p>Jun. 2022 Director of the Company (incumbent)</p>	(Note 2)	–
Director	Kazunori Kobayashi	June 2, 1958	<p>Apr. 1981 Joined Nippon Gakki Co., Ltd. (currently Yamaha Corporation)</p> <p>Jun. 2013 Operating Officer, General Manager of Professional Audio Business Department of Electronics Business Headquarters of Yamaha Corporation</p> <p>Aug. 2013 Operating Officer, General Manager of Business Development of Yamaha Corporation</p> <p>Jul. 2016 Operating Officer of Yamaha Corporation Representative Director and President of YAMAHA MUSIC JAPAN CO., LTD.</p> <p>Jun. 2018 Advisor of Yamaha Corporation (retired in June 2020)</p> <p>Jun. 2022 Director of the Company (incumbent)</p>	(Note 2)	–

Title and position	Name	Date of birth	Career summary	Term of office	Number of shares held (Hundreds of shares)
Director, Audit and Supervisory Committee Member (full time)	Ryujiro Matsumoto	June 4, 1962	<p>Jul. 2005 Joined the Company</p> <p>Jan. 2011 General Manager of FCC (THAILAND) CO., LTD.</p> <p>Jun. 2011 Director, Head of Production of Motorcycle Components and Head of business operation in Asia of the Company</p> <p>Jun. 2012 Director and Head of business operation in Asia of the Company</p> <p>Apr. 2013 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Compliance Officer and Chief Information Officer of the Company</p> <p>Jun. 2013 Director, Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company</p> <p>Apr. 2020 Director of the Company</p> <p>Jun. 2020 Director, Audit and Supervisory Committee Member (full time) of the Company (incumbent)</p>	(Note 3)	23
Director, Audit and Supervisory Committee Member	Masahide Sato	February 10, 1964	<p>Oct. 1992 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Apr. 1996 Registered as Certified Public Accountant</p> <p>Sep. 2005 Established Masahide Sato Accounting Firm (to present)</p> <p>Jun. 2010 Audit and Supervisory Board Member of the Company</p> <p>Apr. 2015 External Director of CRESTEC Inc. (incumbent)</p> <p>Jun. 2016 Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	(Note 3)	–
Director, Audit and Supervisory Committee Member	Kazumoto Sugiyama	May 27, 1969	<p>Sep. 2006 Graduated from The Legal Training and Research Institute of Japan</p> <p>Oct. 2006 Registered as an attorney (Shizuoka Bar Association)</p> <p>Joined Toshio Sugiyama Law Office (currently Sugiyama Law Office)</p> <p>Sep. 2008 President of Sugiyama Law Office (to present)</p> <p>Jun. 2014 Director of the Company</p> <p>Jun. 2016 Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	(Note 3)	–
Director, Audit and Supervisory Committee Member	Mayumi Yamamoto	July 28, 1971	<p>Oct. 2001 Joined Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Apr. 2005 Registered as Certified Public Accountant</p> <p>Aug. 2006 Established Mayumi Yamamoto Certified Public Accountant Office (to present)</p> <p>Jul. 2008 Joined Tokiwa Audit Corporation</p> <p>Jul. 2016 Representative Partner of Tokiwa Audit Corporation (incumbent)</p> <p>Jun. 2022 Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	(Note 3)	–
Total					614

Notes: 1. Kunihiro Koshizuka, Kazunori Kobayashi, Masahide Sato, Kazumoto Sugiyama, and Mayumi Yamamoto are Outside Directors.

2. One year from the conclusion of the Ordinary General Meeting of Shareholders held on June 20, 2023

3. Two years from the conclusion of the Ordinary General Meeting of Shareholders held on June 21, 2022

2) Outside Officers

The Company has five Outside Directors.

Directors (excluding Directors who are Audit and Supervisory Committee Members)

Kunihiro Koshizuka, Kazunori Kobayashi

Directors who are Audit and Supervisory Committee Members

Masahide Sato, Kazumoto Sugiyama, Mayumi Yamamoto

No conflict of interest of any personal, financial, or commercial nature exists between the Company and these officers.

The function and role of the Outside Directors in corporate governance of the Company is to supervise overall management and the decision process for the nomination and remuneration of Directors, etc. from the standpoint of experts and objective viewpoints based on extensive experience.

Mr. Kunihiro Koshizuka was elected as an Outside Director in the light of his extensive experience and knowledge of technological strategy, new business creation, and digital and scientific technology at global companies.

Mr. Kazunori Kobayashi was elected as an Outside Director in the light of his extensive experience and knowledge related to sales, business planning, and new business creation at global companies.

Mr. Masahide Sato was elected as an Outside Director in the light of his specialized expertise and extensive experience of corporate finance and accounting affairs acquired as a Certified Public Accountant.

Mr. Kazumoto Sugiyama was elected as an Outside Director in the light of his specialized expertise and extensive experience of corporate legal affairs acquired as a lawyer.

Ms. Mayumi Yamamoto was elected as an Outside Director in the light of her specialized expertise and extensive experience of corporate finance and accounting affairs acquired as a Certified Public Accountant.

While the Company has not established any specific standards or policy regarding independence when electing Outside Directors, the Company gives due consideration to ensure that no conflict of interest exists between them and the Company's ordinary shareholders and that there is independence from the Company in view of the Companies Act, the standards set by financial instruments exchanges, and the like.

In accordance with the requirements of the Tokyo Stock Exchange, the officers are designated as independent officers and are registered with the said stock exchange as such.

3) Coordination between supervision or auditing by Outside Directors and internal audits, audits by the Audit and Supervisory Committee and accounting audits, and relationship with divisions involved in internal control

The Company has established the Internal Audit Division as an organization to assist the duties of the Audit and Supervisory Committee. Outside Directors who are Audit and Supervisory Committee Members are performing audits and supervision in sufficient cooperation with the Internal Audit Division, the Audit and Supervisory Committee and the Accounting Auditor, receiving periodic reports from them and asking them for explanations as needed.

(3) Audits

1) Audits by the Audit and Supervisory Committee

The Audit and Supervisory Committee is composed of four Directors who are Audit and Supervisory Committee Members, of whom three are Outside Directors, and the Audit and Supervisory Committee Member (full time) serves as its chairperson.

In the fiscal year under review, the Company convened 13 meetings of the Audit and Supervisory Committee and the status of attendance of each individual Audit and Supervisory Committee Member is as follows.

Name	Number of committee meetings held	Number of committee meetings attended
Ryujiro Matsumoto	13	13
Yoshinori Tsuji	3	3
Masahide Sato	13	13
Kazumoto Sugiyama	13	13
Mayumi Yamamoto	10	10

- Notes:
1. Yoshinori Tsuji retired as of the conclusion of the 92nd Ordinary General Meeting of Shareholders held on June 21, 2022 and the table lists the number of meetings he attended up until retirement.
 2. Mayumi Yamamoto was appointed from the 92nd Ordinary General Meeting of Shareholders held on June 21, 2022 and the table lists the number of committee meetings she attended following appointment.

The specific matters for consideration at the Audit and Supervisory Committee include auditing policies, auditing plans, development of the internal control system and its operational status, the Accounting Auditor's method of audit and reasonableness of results.

In terms of the activities of the Audit and Supervisory Committee, in accordance with auditing policies, plans and division of responsibility established by the Audit and Supervisory Committee, each Audit and Supervisory Committee Member participates in meetings of the Board of Directors and other important meetings, and audits and oversees the execution of duties of the Directors and the development and operation of the Company's internal control system by examining the status of operations and assets of the Company. The Company has a system where Audit and Supervisory Committee Members exchange opinions with Representative Director, Directors, and Accounting Auditor regularly or whenever necessary, and collaborate with the Internal Audit Division to ensure the effectiveness of audits.

The Company appoints a full time Audit and Supervisory Committee Member with the aim of enhancing the collection of information and improving the effectiveness of the Audit and Supervisory Committee.

Outside Directors Masahide Sato and Mayumi Yamamoto are licensed CPAs with considerable knowledge of finance and accounting.

2) Internal audits

The Company has established the Internal Audit Division as an organization to assist the duties of the Audit and Supervisory Committee. The Audit and Supervisory Committee has responsibility for the Internal Audit Division, and the appointment, dismissal, personnel change, and revision of wages of employees in the Internal Audit Division are determined by the Board of Directors upon consent of the Audit and Supervisory Committee.

The Internal Audit Division audits the status of development and operations of internal controls of the entire Group with the aim of improving the effectiveness and efficiency of operations, increasing the reliability of financial reporting, ensuring compliance with laws and regulations relating to business activities, and protecting the Company's assets.

This office's nine staff members, including the General Manager, carry out periodic and unscheduled audits in collaboration with the Audit and Supervisory Committee.

3) Accounting audits

- a. Name of the audit corporation

Yasumori Audit Corporation

b. Length of continuous tenure

35 years

c. CPAs who conducted audits

Nobuko Inaba, Ryuta Arakawa

d. Assistant accountants who participated in audits

Assistant accountants who participated in accounting audits of the Company are ten CPAs and one person who has passed the Certified Public Accountant examination.

e. Policy and reason for selecting the audit corporation

The Company has selected Yasumori Audit Corporation, taking factors, including the Audit Corporation's specialization, independence and suitability as the Accounting Auditor, quality control systems and thorough knowledge of the Company's operations, comprehensively into consideration. The policy on decisions concerning the dismissal or non-reappointment of the Accounting Auditor is as follows.

In the event that there is an obstacle preventing the Accounting Auditor from performing its duties, the Audit and Supervisory Committee, if it is deemed necessary, will determine the content of a proposal to be proposed to the General Meeting of Shareholders concerning the dismissal or non-reappointment of the Accounting Auditor.

Also, the Audit and Supervisory Committee will dismiss the Accounting Auditor if it judges that any of the items stipulated in Article 340, paragraph 1 of the Companies Act is applicable to the Accounting Auditor, based on the consent of all members of the Audit and Supervisory Committee. In this case, an Audit and Supervisory Committee Member appointed by the Audit and Supervisory Committee will report the fact of dismissal and the reasons thereof at the first General Meeting of Shareholders convened after the dismissal.

f. Evaluation of the audit corporation conducted by the Audit and Supervisory Committee

The Audit and Supervisory Committee decides on the propriety of the reappointment of the Accounting Auditor by evaluating the suitability and validity of audits conducted by the Accounting Auditor based on the policy on decisions concerning the dismissal or non-reappointment of the Accounting Auditor.

4) Details of audit fee, etc.

a. Remuneration to independent auditors

Category	Fiscal year ended March 31, 2022		Fiscal year ended March 31, 2023	
	Fees for audit certification services (Millions of yen)	Fees for non-audit services (Millions of yen)	Fees for audit certification services (Millions of yen)	Fees for non-audit services (Millions of yen)
Reporting company	50	–	50	–
Consolidated subsidiaries	–	–	–	–
Total	50	–	50	–

- b. Remuneration to the same network as independent auditors (excluding a.)

Not applicable.

- c. Details of other major remuneration for audit certification services

Not applicable.

- d. Policy on determining audit fee

The Company has not formulated a policy on determining fees for audits conducted by independent auditors. However, the Company has implemented procedures for deciding the remuneration by obtaining the approval of the Audit and Supervisory Committee, taking factors, such as audit plans, audit details and the number of days spent on audits submitted by the Audit Corporation, into consideration.

- e. Reasons for approval of the Accounting Auditor's remuneration, etc. by the Audit and Supervisory Committee

The Audit and Supervisory Committee has approved remuneration for the Accounting Auditor based on the scale and characteristics of the Company's businesses, and the content of documents submitted by the Audit Corporation including the summaries of audit plans.

(4) Remuneration, etc. for officers

- 1) Policy for determining remuneration amounts paid to officers and the method of calculating such amount as well as the method of determination thereof

Policy regarding the determination of details of remuneration, etc. for individual Directors is as follows.

1. Basic policy

The Company's remuneration for Directors is a remuneration system that is linked to business performance and shareholder benefit so that it can function as a sound and appropriate incentive for sustainable growth. The Company's basic policy on remuneration for individual Directors is to pay reasonable levels based on factors such as work responsibilities. Remuneration for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) comprises basic remuneration, remuneration based on individual assessment, performance-based bonus, and share-based remuneration. Remuneration for Outside Directors and Directors who are Audit and Supervisory Committee Members comprises only basic remuneration considering the duties involved in this role.

2. Basic remuneration

Basic remuneration is a fixed monthly remuneration paid in cash and is determined comprehensively taking into account factors including position, work responsibilities, and levels at other companies.

3. Remuneration based on individual assessment and performance-based bonus

Remuneration based on individual assessment is cash remuneration based on factors such as a qualitative assessment of the individual Director's contribution to business performance which is paid monthly as an addition to basic remuneration in the following business year.

Performance-based bonus is cash remuneration that reflect key performance indicators (KPI) aimed at enhancing awareness regarding improving business performance each business year. An amount calculated in accordance with consolidated business profit for each business year is paid as bonus at a fixed time each year. The Nomination and Remuneration Advisory Committee deliberates on any special factors that should be taken into consideration.

4. Share-based remuneration

Share-based remuneration is the granting of common shares subject to transfer restrictions (“restricted shares”) until the time of retirement at a fixed time each year with the purpose of promoting shared value with shareholders.

5. Ratio of remuneration

This is considered by the Nomination and Remuneration Advisory Committee using remuneration levels, etc. at companies of a similar size and that belong in the same sector and business category as the Company as benchmarks. The target ratio of different types of remuneration, etc. at standard times is basic remuneration : remuneration based on individual assessment : performance-based bonus : share-based remuneration = 65:10:10:15.

6. Method for determining details of remuneration, etc.

Regarding items related to remuneration for officers, remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) is decided by resolution of the Board of Directors within the scope of the maximum amount approved by the General Meeting of Shareholders after receiving recommendations from the Nomination and Remuneration Advisory Committee, of which Outside Directors form a majority, to ensure appropriateness and the objectivity and transparency of the decision making process. Remuneration for Directors who are Audit and Supervisory Committee Members is determined through discussions among Directors who are Audit and Supervisory Committee Members within the scope of the maximum amount approved by the General Meeting of Shareholders.

The determination of the specific amount of remuneration for individual Directors has been entrusted to the President and Representative Director by resolution of the Board of Directors and the President and Representative Director makes these decisions based on recommendations from the Nomination and Remuneration Advisory Committee.

The Board of Directors decides the above policy after receiving reports from the Nomination and Remuneration Advisory Committee. Also, the Board of Directors confirms that the reports from the Nomination and Remuneration Advisory Committee about the remuneration for individual Directors in that fiscal year are respected and judges that the details and method of deciding remuneration, etc. are in line with the policy.

In the fiscal year under review the Nomination and Remuneration Advisory Committee convened three times. The Nomination and Remuneration Advisory Committee referred to office remuneration survey data from an external research institution and deliberated and reported the findings after considering the size of the Company’s business, etc.

Performance-based bonus

The performance indicator for performance-based bonuses are consolidated business profit, appropriately reflecting the profit generated from the business. Targets for payment decisions are not set, but performance on this fiscal year was ¥11,325 million.

The Company shall pay performance-based bonus corresponding to profit-related remuneration provided for in Article 34, paragraph 1, item 3 of the Corporation Tax Act for the fiscal year ending March 31, 2024 as follows.

- Eligible Persons

Directors and Managing Officers corresponds to “executive officers” provided for in Article 34, paragraph 1, item 3 of the Corporation Tax Act Excludes Outside Directors and Directors who are Audit and Supervisory Committee Members.

- Method of calculating

The specific calculation method for each position shall be as follows. However, the amount paid shall be 0 if consolidated business profit does not exceed ¥6 billion.

President and Representative Director (Consolidated business profit - ¥6.0 billion) ×0.115%

Senior Managing Director (Consolidated business profit - ¥6.0 billion) ×0.06517%

Managing Director (Consolidated business profit - ¥6.0 billion) ×0.05367%

Managing Officer (Consolidated business profit - ¥6.0 billion) ×0.03833%

Notes: 1. “Index indicating the status of profit” prescribed in Article 34, paragraph 1, item 3 (a) of the Corporation Tax Act shall be the “consolidated business profit” for the fiscal year ending March 31, 2024.

2. “Consolidated business profit” used in the above calculation shall be “gross profit - SG&A expenses” in the consolidated statement of income.

3. The “consolidated business profit” used in the above calculation shall be the amount of such payment amount before accounting for a loss.

4. The payment amount in the above formula shall be rounded down to the nearest ¥10,000.

• Defined amount

“Defined amount” prescribed in Article 34, paragraph 1, item 3 (a) of the Corporation Tax Act shall have a ceiling of ¥50 million.

• Other

The payment amount if a person retires during the term for unavoidable circumstances shall be the amount calculated on the basis that the person completed his or her term office with such amount proportionally calculated according to the number of months employed (rounded down to the nearest ¥10,000). The number of months shall be calculated in accordance with the calendar, and if there are fractions less than one month the calculation will be rounded up to the nearest number of months.

Share-based remuneration

Overview of the restricted share-based remuneration plan is as follows.

Eligible Persons	Directors (excluding Directors who are Audit and Supervisory Committee Members)
Share-based remuneration allocation	Within ¥100 million per year Within 50,000 shares
Amount of payments	Determined at the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the day of each resolution of the Board of Directors, in a range that is not particularly beneficial to eligible Directors
Transfer restriction period	The period until the day of retirement or resignation as a Company Director or other position determined by the Company’s Board of Directors
Conditions for removing the transfer restrictions	Removed when the transfer restriction period expires However, transfer restrictions are removed in the event of retirement or resignation due to reasons deemed reasonable by the Company’s Board of Directors
Free acquisition by the Company	If there is a breach of laws and regulations, internal rules or the Allotment Agreement or other reasons equivalent obtaining such stock free of charge, the Company shall obtain such stock free of charge if this corresponds to a reason determined by the Company’s Board of Directors

2) Total amount of remuneration, etc., total amount of remuneration, etc. by type and number of payees by category

Category	Total amount of remuneration, etc. (Millions of yen)	Total amount of remuneration, etc. by type (Millions of yen)				Number of payees
		Basic remuneration	Remuneration based on individual assessment	Performance-based bonus	Share-based remuneration	
Directors (excluding Directors who are Audit and Supervisory Committee Members) [Outside Directors]	139 [10]	97 [10]	11 [-]	11 [-]	18 [-]	5 [2]
Directors, Audit and Supervisory Committee Members [Outside Directors]	42 [18]	42 [18]	- [-]	- [-]	- [-]	5 [4]
Total [Outside Directors]	181 [28]	139 [28]	11 [-]	11 [-]	18 [-]	10 [6]

- Notes: 1. The amount of remuneration, etc. of Directors (excluding Directors who are Audit and Supervisory Committee Members) does not include employee salaries paid to persons who are concurrently Directors and employees.
2. Performance-based bonuses include the planned payment amount.
3. Share-based remuneration includes booking expenses for the current fiscal year.
4. At the 91st Ordinary General Meeting of Shareholders held on June 22, 2021, the amount of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) was capped at ¥300 million per year (which, however, does not include salaries paid for work performed as employees) and the amount of share-based remuneration to grant restricted shares was capped at ¥100 million per year (number of Directors (excluding Directors who are Audit and Supervisory Committee Members) at the conclusion of this Ordinary General Meeting of Shareholders: three).
5. At the 86th Ordinary General Meeting of Shareholders held on June 22, 2016, remuneration of Directors who are Audit and Supervisory Committee Members was capped at ¥90 million per year (number of Directors who are Audit and Supervisory Committee Members at the conclusion of this Ordinary General Meeting of Shareholders: five).
6. The President and Representative Director Yoshitaka Saito delegated by the Board of Directors based on its resolution decided remuneration, etc. amounts for the fiscal year under review based on the policy on determining remuneration for officers, taking factors such as job responsibilities by position, into consideration. The reason for the delegation is that the Representative Director is judged to be appropriate in evaluating the business for which each director is responsible while considering the performance of the Company. The Nomination and Remuneration Advisory Committee confirmed beforehand that the details of delegated decisions were appropriate.

(5) Share ownership

1) Policy and concept of the classification of investment shares

The Company has classified investment shares into shares held for the purpose of net investment aimed entirely at achieving profits from fluctuations in their value or dividends on them and cross-held shares owned from viewpoints, including the maintenance and strengthening of business relationships.

2) Investment shares whose purpose of holding is other than for net investment

- (i) Method for inspecting the holding policy and the rationality of ownership, and the details of inspections by the Board of Directors and the like concerning the propriety of the ownership of individual issues

The Company may hold investment shares from viewpoints, including the maintenance and strengthening of business relationships with customers and transaction partners, in cases where it judges their ownership contributes to enhancing its corporate value in the medium and long term. The Board of Directors inspects the propriety of owning cross-held shares every year, taking benefits, risks and the like involved in holding them into consideration, in addition to the nature and scale of transactions.

Two issues of unlisted shares were sold in the fiscal year under review as follows. As of the end of the fiscal year under review, cross-held shares accounted for less than 1.5% of total equity, and the impact on the consolidated financial statements is recognized as insignificant.

(ii) Number of issues and total amount of balance sheet amount

	Number of issues (Issues)	Total amount of balance sheet amount (Millions of yen)
Unlisted shares	11	731
Shares other than unlisted shares	6	1,632

(Issues whose number of shares increased in the fiscal year ended March 31, 2023)

	Number of issues (Issues)	Total acquisition costs associated with increase in number of shares (Millions of yen)	Reason for increase in number of shares
Unlisted shares	3	634	Capital investment in new businesses
Shares other than unlisted shares	1	1	Contributions to Supplier Stock Ownership Association

(Issues whose number of shares decreased in the fiscal year ended March 31, 2023)

	Number of issues (Issues)	Total sale value associated with decrease in number of shares (Millions of yen)
Unlisted shares	2	2
Shares other than unlisted shares	–	–

(iii) Information about the numbers of specified investment shares by issue, balance sheet amounts, etc.

Specified investment shares

Issue	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2022	Purpose of holding, overview of business alliance, etc., quantitative effect of holding and reason for increase in number of shares (Note)	Holding of the Company's shares
	Number of shares (Shares)	Number of shares (Shares)		
	Balance sheet amount (Millions of yen)	Balance sheet amount (Millions of yen)		
KANEMATSU CORPORATION	740,200	740,200	Principally engaged in the sale of motorcycle clutches to U.S. and European customers through this Group, which accounted for 2.5% of revenue in the fiscal year under review. Although held to maintain and strengthen the transactional relationship in the business, this is not limited to a transactional relationship and we consider that the exchange of personnel and technologies and the stable relationship of trust is contributing to improvement in the Company's corporate value.	Yes
	1,215	993		
SUZUKI MOTOR CORPORATION	52,500	52,500	A customer for motorcycle clutches, etc. with sales to this Group accounting for 2.2% of revenue in the fiscal year under review. Although held to maintain and strengthen the transactional relationship in the business, this is not limited to a transactional relationship and we consider that the exchange of personnel and technologies and the stable relationship of trust is contributing to improvement in the Company's corporate value.	No
	252	221		
Mizuho Financial Group, Inc.	53,216	53,216	Held to maintain and strengthen smooth financial transactions such as investment and procurement of funds as a main financial institution.	No
	99	83		
Sumitomo Mitsui Financial Group, Inc.	5,755	5,755	Held to maintain and strengthen smooth financial transactions such as investment and procurement of funds as a main financial institution.	No
	30	22		
MUSASHI SEIMITSU INDUSTRY CO., LTD.	12,000	12,000	Purchase clutch components from this Group and although held to maintain and strengthen the transactional relationship in the business, this is not limited to a transactional relationship and we consider that the exchange of personnel and technologies and the stable relationship of trust is contributing to improvement in the Company's corporate value.	Yes
	22	18		

Issue	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2022	Purpose of holding, overview of business alliance, etc., quantitative effect of holding and reason for increase in number of shares (Note)	Holding of the Company's shares
	Number of shares (Shares)	Number of shares (Shares)		
	Balance sheet amount (Millions of yen)	Balance sheet amount (Millions of yen)		
YAMABIKO CORPORATION	8,614	7,758	A customer for general-purpose exhaust gas purification catalysts and although held to maintain and strengthen the transactional relationship in the business, this is not limited to a transactional relationship and we consider that the exchange of personnel and technologies and the stable relationship of trust is contributing to improvement in the Company's corporate value. Number of shares increased due to contributions to Supplier Stock Ownership Association.	No
	11	11		

Note: The quantitative effects of holding the specified investment shares are difficult to state, but the rationality of their ownership is inspected as stated in the above item i).

V. Financial information

1. Preparation policy of the consolidated and non-consolidated financial statements

- (1) The consolidated financial statements of the Company are prepared in accordance with International Financial Reporting Standards (hereinafter “IFRS”) pursuant to the provisions of Article 93 of the Ordinance on Terminology, Forms and Preparation Methods of Consolidated Financial Statements (Ordinance of the Ministry of Finance No. 28 of 1976).
- (2) The non-consolidated financial statements of the Company are prepared in accordance with the Ordinance on Terminology, Forms and Preparation Methods of Financial Statements, etc. (Ordinance of the Ministry of Finance No. 59 of 1963; hereinafter the “Ordinance on Financial Statements, etc.”).

The Company is qualified as a company submitting financial statements prepared in accordance with special provision and has prepared financial statements pursuant to the provisions of Article 127 of the Ordinance on Financial Statements, etc.

2. Audit certification

In accordance with the provisions of Article 193-2, paragraph 1 of the Financial Instruments and Exchange Act, the consolidated financial statements and the non-consolidated financial statements for the fiscal year ended March 31, 2023 were audited by Yasumori Audit Corporation.

It should be noted that Yasumori Audit Corporation, from which the Company has been receiving audit certification for some time, changed its name in Japanese from *Kansa Hojin Yasumori Kaikei Jimusho* to *Yasumori Kansa Hojin* on August 1, 2022, while the name in English is unchanged.

3. Special efforts to ensure the appropriateness of consolidated financial statements, etc., and development of a system for fair preparation of consolidated financial statements, etc. in accordance with IFRS

The Company is making special efforts to ensure the appropriateness of consolidated financial statements, and developing a system for the appropriate preparation of consolidated financial statements, in accordance with IFRS. The content thereof is as follows:

- (1) To develop a system for ensuring correct understanding of accounting standards, etc. and appropriate responses to any changes in accounting standards, etc., the Company has joined the Financial Accounting Standards Foundation and attends seminars held by the foundation and audit corporations.
- (2) For the adoption of IFRS, the Company keeps up with the latest accounting standards by obtaining press releases and standards published by the International Accounting Standards Board as needed. To prepare appropriate consolidated financial statements, etc. under IFRS, the Company has developed accounting policies of the Group in accordance with IFRS and performs accounting procedures based on these policies.

1. Consolidated financial statements, etc.

(1) Consolidated financial statements

1) Consolidated statement of financial position

		(Millions of yen)	
	Notes	As of March 31, 2022	As of March 31, 2023
Assets			
Current assets			
Cash and cash equivalents	6,29	44,627	53,738
Trade and other receivables	7,29	34,203	38,739
Other financial assets	8,29	2,413	3,902
Inventories	9	30,780	32,715
Other current assets	10	2,985	3,091
Total current assets		115,010	132,189
Non-current assets			
Property, plant and equipment	11,13,17, 32	60,029	57,483
Goodwill and intangible assets	12,32	3,805	3,447
Investments accounted for using the equity method	14	168	161
Other financial assets	8,29	13,607	14,395
Deferred tax assets	15	2,595	2,554
Other non-current assets	10,20	146	394
Total non-current assets		80,354	78,437
Total assets		195,364	210,626

		(Millions of yen)	
	Notes	As of March 31, 2022	As of March 31, 2023
Liabilities and equity			
Liabilities			
Current liabilities			
Trade and other payables	19,29	18,254	18,204
Borrowings	16,29	6,100	6,100
Other financial liabilities	8,29	385	313
Income taxes payable	15	2,125	2,019
Provisions	21	1,669	3,478
Other current liabilities	10	7,042	8,187
Total current liabilities		35,577	38,302
Non-current liabilities			
Other financial liabilities	8,29	1,260	1,096
Defined benefit liability	20	1,644	1,527
Provisions	21	14	14
Deferred tax liabilities	15	7,973	7,087
Other non-current liabilities	10	362	472
Total non-current liabilities		11,255	10,199
Total liabilities		46,832	48,502
Equity			
Issued capital	22	4,175	4,175
Retained earnings	22	132,252	139,639
Treasury shares	22	(4,764)	(4,723)
Other components of equity		14,962	20,963
Total equity attributable to owners of parent		146,625	160,055
Non-controlling interests		1,906	2,069
Total equity		148,532	162,124
Total liabilities and equity		195,364	210,626

(Note) The accompanying notes are an integral part of these financial statements.

2) Consolidated statement of income

(Millions of yen)

	Notes	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Revenue	4, 5	170,971	218,939
Cost of sales		(143,234)	(185,944)
Gross profit		27,737	32,994
Selling, general and administrative expenses	23	(17,867)	(21,669)
Other income	24	626	1,125
Other expense	13,24	(445)	(546)
Operating profit	4	10,051	11,903
Finance income	25	1,928	1,820
Finance costs	25	(23)	(74)
Share of profit (loss) in investments accounted for using the equity method	14	(11)	(9)
Profit before income taxes		11,944	13,641
Income tax expense	15	(3,263)	(3,838)
Profit		8,681	9,802
Profit attributable to			
Owners of parent		8,551	9,566
Non-controlling interests		130	236
Profit		8,681	9,802
Earnings per share			
Basic earnings per share (Yen)	27	172.07	192.41
Diluted earnings per share (Yen)	27	–	–

(Note) The accompanying notes are an integral part of these financial statements.

3) Consolidated statement of comprehensive income

(Millions of yen)

	Notes	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Profit		8,681	9,802
Other comprehensive income			
Components that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans	26	43	411
Changes in the fair value of financial assets measured at fair value through other comprehensive income	26	(56)	304
Total		(13)	715
Components that may be reclassified to profit or loss			
Exchange differences of foreign operations	26	10,271	5,782
Share of other comprehensive income of associates accounted for using equity method	14,26	(10)	(0)
Total		10,261	5,781
Total other comprehensive income		10,248	6,497
Comprehensive income		18,929	16,300
Comprehensive income attributable to			
Owners of parent		18,649	15,980
Non-controlling interests		280	319
Comprehensive income		18,929	16,300

(Note) The accompanying notes are an integral part of these financial statements.

4) Consolidated statement of changes in equity

Equity attributable to owners of parent					
Notes	Issued capital	Retained earnings	Treasury shares	Other components of equity	
				Exchange differences of foreign operations	Changes in the fair value of financial assets measured at fair value through other comprehensive income
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance as of April 1, 2021	4,175	125,943	(4,788)	367	4,541
Profit	–	8,551	–	–	–
Other comprehensive income	–	–	–	10,113	(58)
Total comprehensive income	–	8,551	–	10,113	(58)
Purchase of treasury shares	22	–	(0)	–	–
Disposal of treasury shares	22	–	23	–	–
Dividends	22	–	(2,286)	–	–
Transfer from other components of equity	–	44	–	–	(1)
Total transactions with the owners	–	(2,242)	23	–	(1)
Balance as of March 31, 2022	4,175	132,252	(4,764)	10,480	4,481
Profit	–	9,566	–	–	–
Other comprehensive income	–	–	–	5,700	302
Total comprehensive income	–	9,566	–	5,700	302
Purchase of treasury shares	22	–	(0)	–	–
Disposal of treasury shares	22	–	41	–	–
Dividends	22	–	(2,585)	–	–
Transfer from other components of equity	–	412	–	–	(1)
Total transactions with the owners	–	(2,179)	41	–	(1)
Balance as of March 31, 2023	4,175	139,639	(4,723)	16,180	4,782

Equity attributable to owners of parent						
Other components of equity						
	Notes	Remea- surements of defined benefit plans	Total	Total	Non- controlling interests	Total equity
		Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance as of April 1, 2021		–	4,908	130,239	1,756	131,996
Profit		–	–	8,551	130	8,681
Other comprehensive income		43	10,098	10,098	149	10,248
Total comprehensive income		43	10,098	18,649	280	18,929
Purchase of treasury shares	22	–	–	(0)	–	(0)
Disposal of treasury shares	22	–	–	22	–	22
Dividends	22	–	–	(2,286)	(129)	(2,415)
Transfer from other components of equity		(43)	(44)	–	–	–
Total transactions with the owners		(43)	(44)	(2,263)	(129)	(2,393)
Balance as of March 31, 2022		–	14,962	146,625	1,906	148,532
Profit		–	–	9,566	236	9,802
Other comprehensive income		411	6,413	6,413	83	6,497
Total comprehensive income		411	6,413	15,980	319	16,300
Purchase of treasury shares	22	–	–	(0)	–	(0)
Disposal of treasury shares	22	–	–	33	–	33
Dividends	22	–	–	(2,585)	(157)	(2,742)
Transfer from other components of equity		(411)	(412)	–	–	–
Total transactions with the owners		(411)	(412)	(2,551)	(157)	(2,708)
Balance as of March 31, 2023		–	20,963	160,055	2,069	162,124

(Note) The accompanying notes are an integral part of these financial statements.

5) Consolidated statement of cash flows

(Millions of yen)

	Notes	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Net cash flows from (used in) operating activities			
Profit before income taxes		11,944	13,641
Depreciation and amortization expense		12,803	13,358
Impairment loss		–	315
Finance income and finance costs		(1,571)	(1,645)
Share of loss (profit) in investments accounted for using the equity method		11	9
Loss (gain) on sales and retirement of non-current assets		174	12
Decrease (increase) in inventories		(6,814)	(352)
Decrease (increase) in trade and other receivables		247	(2,861)
Increase (decrease) in trade and other payables		127	(820)
Increase (decrease) in defined benefit liability		260	316
Increase (decrease) in provisions		1,669	1,808
Other		(289)	1,489
Subtotal		18,563	25,270
Interest and dividend income received		752	923
Interest expenses paid		(24)	(20)
Income taxes paid		(4,344)	(5,235)
Income taxes refund and interest on refund received		508	75
Net cash flows from (used in) operating activities		15,456	21,014
Net cash flows from (used in) investing activities			
Payments into time deposits		(2,040)	(2,665)
Proceeds from withdrawal of time deposits		2,519	1,492
Purchase of property, plant and equipment		(9,859)	(7,776)
Proceeds from sales of property, plant and equipment		198	170
Purchase of intangible assets		(1,048)	(770)
Payments of loans receivable		(78)	(74)
Collection of loans receivable		111	102
Purchase of investments		(364)	(711)
Proceeds from sales and redemption of investments		954	2
Other		(20)	(76)
Net cash flows from (used in) investing activities		(9,627)	(10,307)
Net cash flows from (used in) financing activities			
Net increase (decrease) in short-term borrowings		(1,093)	–
Repayments of lease liabilities		(693)	(489)
Purchase of treasury shares		(0)	(0)
Cash dividends paid	22	(2,285)	(2,585)
Cash dividends paid to non-controlling shareholders		(129)	(157)
Net cash flows from (used in) financing activities		(4,202)	(3,232)
Net increase (decrease) in cash and cash equivalents		1,625	7,474
Cash and cash equivalents at beginning of period	6	39,607	44,627
Effect of exchange rate change on cash and cash equivalents		3,393	1,637
Cash and cash equivalents at end of period	6	44,627	53,738

(Note) The accompanying notes are an integral part of these financial statements.

[Notes to consolidated financial statements]

1. Reporting entity

F.C.C. CO., LTD. (hereinafter the “Company”) is a public company incorporated under the laws of Japan. The addresses of the registered headquarters and major business offices have been disclosed on the website (<https://www.fcc-net.co.jp/>). The Company’s consolidated financial statements were prepared with the end of the fiscal year on March 31, 2023 and consist of accounts of the Company and its subsidiaries as well as interests in its associates (hereinafter the “Group”).

The Group is principally engaged in the sales and manufacture of motorcycle and automobile clutches.

2. Basis of preparation

(1) Applicable accounting standards

The consolidated financial statements of the Group have been prepared in accordance with IFRS as pursuant to the provisions of Article 93 of the Ordinance on Terminology, Forms and Preparation Methods of Consolidated Financial Statements (Ordinance of the Ministry of Finance No. 28 of 1976), since all the requirements of a “Specified Company under Designated International Accounting Standards” set forth in Article 1-2 of this Ordinance have been fulfilled.

These consolidated financial statements were approved by the Board of Directors on June 20, 2023.

(2) Basis of measurement

As described in the note “3. Significant accounting policies,” the consolidated financial statements of the Group have been prepared on the basis of cost, except for certain financial instruments, etc. that are measured at fair value.

(3) Functional currency and presentation currency

The consolidated financial statements of the Group are presented in Japanese yen, which is the Company’s functional currency. All financial information presented is rounded down to the nearest million yen.

(4) Impact of application of new accounting standards

Effective from the fiscal year ended March 31, 2023, the Group has applied the following accounting standards.

Standard book	Standard name	Description of revision
IAS 12	Income taxes	Introduction of a temporary exception to the accounting and disclosure requirements for corporate income taxes arising from tax laws enacted or effectively enacted to implement the Pillar Two Model Rules issued by the Organization for Economic Cooperation and Development (OECD)

(5) Accounting standards and interpretations that have not yet been applied

There are no standards, interpretations, or amendments to existing standards issued by the International Accounting Standards Board that are not yet mandatory and have not been early adopted by the Group that have a material effect on the Group’s consolidated financial statements.

(6) Significant accounting estimates and judgments

In preparing IFRS-compliant consolidated financial statements, the management makes judgments, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Because actual results may differ from these estimates, such estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the accounting period in which the estimate is revised and future periods that are affected.

Of items for which the management made estimates and judgments, those that have significant effects on the amounts recognized in the consolidated financial statements are as follows:

Note 13. Impairment loss

Note 15. Income taxes

Note 20. Employee benefits

Note 21. Provisions and contingent liabilities

Information concerning uncertainty in the process and estimates that are risks that could cause significant adjustments for the following fiscal year is as follows:

Impairment on non-current assets (Note 13. Impairment loss)

Recoverability of deferred tax assets (Note 15. Income taxes)

Estimate of provision for product warranty (Note 21. Provisions and contingent liabilities)

3. Significant accounting policies

(1) Basis of consolidation

1) Subsidiaries

Subsidiaries are entities that are controlled by the Group. The Group is deemed to control an entity when the Group has exposures or rights to variable returns arising from the Group's involvement in the investee and has an ability to affect those returns through power over the investee.

The acquisition date is the date when the Group obtained control, and the entity is consolidated from that date to the date when the Group loses the control.

If any accounting policies applied by a subsidiary differ from those applied by the Group, adjustments are made to the subsidiary's financial statements where needed.

The Group's balances of payables and receivables and transactions as well as unrealized gains or losses arising from intra-group transactions are offset in preparing the consolidated financial statements. Comprehensive income of subsidiaries is attributable to owners of parent and non-controlling interests, even if the balance of non-controlling interests is negative.

Accounts of all subsidiaries that comprise the Group were reflected in the consolidated financial statements with March 31 as the reporting date.

2) Associates

Associates are entities over which the Group has significant influence in terms of financial and marketing policies but which the Group does not control or jointly control.

Investments in associates are recognized at cost at the time of acquisition and subsequently accounted for using equity method.

(2) Business combinations

Business combinations are accounted for using the acquisition method. Considerations for acquisition are measured as the total of fair values of assets transferred and liabilities assumed in exchange for the control over the acquired entity and equity financial instruments on the acquisition date. If the consideration for acquisition exceeds fair values of identifiable assets and liabilities, the excess is recorded as goodwill in the consolidated statement of financial position. If the consideration for acquisition is less than those fair values, the shortfall is immediately recorded as revenue. Any change in ownership interests in subsidiaries that does not result in a loss of control is accounted for as equity transaction.

(3) Foreign currency translation

1) Foreign currency transactions

Foreign currency transactions are translated into the functional currency of each entity in the Group using the exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of each fiscal year are translated into the functional currencies using the exchange rates at that date.

Foreign exchange differences arising from the translation or settlement are recognized as profit or loss.

2) Financial statements of foreign operations

To prepare consolidated financial statements, assets and liabilities of the Group's foreign subsidiaries, etc. are translated into Japanese yen using exchange rates at the end of the fiscal year. Profit or loss items are translated using the average exchange rate during the fiscal period, unless exchange rates fluctuate significantly during that period. If there is any significant fluctuation in exchange rates, the exchange rate on the transaction date is used.

Exchange differences on translation are recognized as other comprehensive income in the consolidated statement of comprehensive income and cumulative translation differences are included in other components of equity in the consolidated statement of financial position.

Cumulative translation differences of a foreign operation are reclassified to profit or loss when the Group loses control and significant influence over the foreign operation.

(4) Financial instruments

1) Financial assets

(i) Initial recognition and measurement

The Group classifies the financial assets into financial assets measured at fair value through profit or loss (hereinafter "financial assets at FVTPL"), financial assets measured at fair value through other comprehensive income (hereinafter "financial assets at FVTOCI"), and financial assets measured at amortized cost. This classification is determined at initial recognition. The Group recognizes the relevant financial instruments on the transaction date when it became a party to the contract related to the financial assets.

All financial assets are initially measured at fair value plus transaction costs, except for the case of being classified as financial assets at FVTPL. Trade receivables that do not involve a significant financing component are measured at the transaction price.

Financial assets are classified as financial assets measured at amortized cost, on the condition that they meet both of the following conditions:

- Assets are held based on the business model to hold assets for the purpose of collecting contractual cash flows.
- Contractual terms associated with financial assets giving rise to cash flows on specified dates, consisting only of payment of the principal and interest on the principal balance.

Financial assets not classified as those measured at amortized cost are classified as financial assets measured at fair value. Among them, equity financial instruments held for purposes other than trading for which ex post facto fair value changes are selected to be presented through other comprehensive income at the time of initial recognition are classified as financial assets at FVTOCI.

For equity financial instruments measured at fair value through other comprehensive income, changes in the fair value are recognized as other comprehensive income, and when the equity financial instruments are derecognized, the accumulated other comprehensive income is transferred to retained earnings.

(ii) Subsequent measurement

Financial assets are subsequently measured as follows in accordance with their respective classifications.

(a) Financial assets measured at amortized cost

They are measured based on amortized cost using the effective interest method.

(b) Financial assets at FVTPL and financial assets at FVTOCI

They are measured at fair value.

For financial assets at FVTOCI, changes in the fair value are recognized as other comprehensive income, and when the equity financial instruments are derecognized, the accumulated other comprehensive income is transferred to retained earnings.

(iii) Impairment of financial assets

For financial assets measured at amortized cost, the Group has adopted the method of recognizing allowance for doubtful accounts to deal with such losses expected in relation to the concerned financial assets. In this method, the Group evaluates, at the end of each fiscal year, whether credit risk of each financial asset has significantly increased since the initial recognition. If credit risk of a financial asset has not increased significantly since the initial recognition, 12-month expected credit losses on the financial asset are recognized as allowance for doubtful accounts.

On the other hand, if credit risk of a financial asset has increased significantly since the initial recognition, an amount equal to the lifetime expected credit losses is recognized as allowance for doubtful accounts.

However, with regard to trade receivables that do not contain a significant financing component, allowance for doubtful accounts is always recognized at an amount equal to the lifetime expected credit losses, regardless of whether credit risk has increased significantly since the initial recognition.

(iv) Derecognition of financial assets

If contractual rights to cash flows arising from a financial asset are extinguished, or if a financial asset is transferred and substantially all risks and economic rewards relating to ownership of the asset are transferred, the financial asset is derecognized.

2) Financial liabilities

Financial liabilities are initially measured at fair value after deducting transaction expenses. After initial recognition, they are measured at amortized cost using the effective interest method.

When a financial liability is extinguished, that is, the debt is dismissed, cancelled or expired, the Group derecognizes the financial liability.

3) Offsetting financial instruments

Financial assets and liabilities are offset, with the net amount presented in the consolidated statement of financial position, if the Group holds a legal right to offset the balance and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

4) Derivatives

As its policy, the Group does not conduct derivative transactions for speculative purposes.

Derivatives to which hedge accounting is not applied are classified as either “financial assets measured at fair value through profit or loss” or “financial liabilities measured at fair value through profit or loss” and they are accounted for in accordance with the aforesaid classification.

(5) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, demand deposits, and short-term investments with maturities or repayment terms of three months or less from the date of acquisition that are readily convertible to cash and subject to an insignificant risk of changes in value.

(6) Inventories

Inventories are measured at cost, or if lower, at net realizable value. Net realizable value is calculated by deducting estimated costs and estimated costs to sell required up to the completion from the estimated selling price in the normal course of business. The cost is calculated principally based on the progressive average inventory method and includes material costs, labor costs and manufacturing expenses.

(7) Property, plant and equipment

The cost model is applied in measurement of property, plant and equipment. Property, plant and equipment are recorded at the value calculated as cost less any accumulated depreciation and any accumulated impairment loss.

The cost of property, plant and equipment includes cost directly incidental to the acquisition of assets, and the initial estimated costs of dismantling and removing the assets and restoration costs for the places where the assets were located. Depreciation of these assets is started when the assets become available for use.

Maintenance costs arising on a daily basis for property, plant and equipment are recognized in profit or loss when incurred.

Depreciation expense for assets except for land and construction in progress is recorded by the straight-line method over the following estimated useful lives.

Buildings and structures	5 to 31 years
Machinery, equipment and vehicles	3 to 9 years
Tools, furniture and fixtures	2 to 6 years

(8) Goodwill and intangible assets

1) Goodwill

Goodwill is recorded at the value calculated as cost less any accumulated impairment loss. Goodwill is not amortized. As a result of impairment test performed each fiscal year, impairment loss is recorded if necessary. Impairment loss of goodwill is recognized in the consolidated statement of income and not reversed subsequently. Information on measurement on initial recognition is provided in (2) Business combinations.

2) Intangible assets

The cost model is applied in measurement of intangible assets. Intangible assets are recorded at the value calculated as cost less any accumulated amortization and any accumulated impairment loss.

(i) Properties for development

Expenditure incurred in development activities are capitalized only if it can be verified that all the following conditions are met:

- Technical practicability of completing the intangible asset so that the asset can be used or sold
- The entity's intention to complete the intangible asset and then use or sell the asset
- Ability to use or sell the intangible asset
- Highly probable method for the intangible asset to generate future economic benefits
- Usability of appropriate technical, financial and other resources necessary to complete development of the intangible asset and then use or sell the asset
- Ability to reliably measure expenditure attributable to the intangible asset during the development period

The amount of initial recognition of properties for development is the total of expenses arising in the period from the date when an intangible asset meets all the above recognition requirements for the first time to the completion of development. Properties for development are amortized using the straight-line method over a period in which funds spent for the development are expected to be recovered. The amortization method and useful life are reviewed at the end of each fiscal year and revised as needed.

(ii) Other intangible assets

Other intangible assets consist of software. Software is amortized using the straight-line method over its estimated useful life of five years from the time when it becomes usable. The amortization method and useful life are reviewed at the end of each fiscal year and revised as needed.

(9) Leases

The Group judges whether a contract is a lease or contains a lease when entering into the contract. If the contract conveys the right to control the use of identified assets for a period of time in exchange for consideration, the Group judges whether such contract is a lease or contains a lease.

If the contract is judged to be a lease or contains a lease, the right-of-use assets and lease liabilities are recognized as of the commencement date of the lease. Lease liabilities are measured at the present value of the total amount of accrued lease payments and right-of-use assets are measured at cost, which comprises the amount of the initial measurement of the lease liability adjusted for initial direct costs, etc.

Following initial recognition, right-of-use assets are depreciated on a systematic basis over the lease term.

In the consolidated statement of financial position, right-of-use assets are presented in “property, plant and equipment” and lease liabilities are presented in “other financial liabilities.”

Lease payments are allocated to finance costs and repayments of lease liabilities based on the effective interest method with finance costs recognized in the consolidated statement of income.

However, right-of-use assets and lease liabilities are not recognized for short-term leases with lease terms of 12 months or less and leases where the underlying assets are of low value, and lease payments are recognized as an expense over the lease term using the straight-line method.

(10) Impairment

The Group assesses whether there is any indication of impairment at the end of each fiscal year for the carrying amounts of non-financial assets except for inventories and deferred tax assets. If any such indication exists, the recoverable amount of the asset is estimated. The recoverable amount of goodwill is estimated at the same time in each fiscal period.

The recoverable amount of an asset or a cash-generating unit is the higher of its value in use or its fair value less costs to sell. In calculation of value in use, estimated future cash flows are discounted to the present value using the pretax discount rate that reflects time value of money and risks inherent to the asset. Assets that are not individually tested for impairment are integrated in the smallest cash-generating unit that generates cash inflow substantially independent of cash inflow of other assets or asset groups through continued use. Impairment loss is recognized in profit or loss when the carrying amount of the asset or cash-generating unit exceeds the estimated recoverable amount.

For previously recognized impairment loss, the Group assesses whether there is any indication of a decrease or disappearance of the loss at the end of each fiscal year. For assets or cash-generating units for which there is any indication of reversal of impairment loss, the recoverable amount is estimated, and the impairment loss is reversed if the recoverable amount exceeds the carrying amount. Reversal of impairment loss is recognized in profit or loss to the extent that the carrying amount assuming that impairment loss recognized for the asset in the past period had not existed is not exceeded. Impairment loss relating to goodwill is not reversed.

(11) Employee benefits

1) Defined-benefit retirement benefit plans

For defined-benefit retirement benefit plans, the net amount of the present value of defined benefit obligations and the fair value of plan assets is recognized as liabilities or assets. The present value of defined benefit obligations and related service costs are, as a general rule, calculated using the projected unit credit method. The discount rate used to calculate the present value of defined benefit obligations is, as a general rule, determined by reference to the market yield on high quality corporate bonds as of the end of the fiscal year.

The Group recognizes remeasurements arising from defined-benefit retirement benefit plans as other comprehensive income and immediately transfers the amounts to retained earnings.

2) Defined-contribution retirement benefits

Expenses for defined-contribution retirement benefits are recognized as current expenses at the amount of contributions required.

3) Multi-employer plans

Multi-employer plans, for which the amount of plan assets corresponding to the entity's own contributions cannot be calculated reasonably, are accounted for in the same manner as defined contribution plans.

4) Short-term employee benefits

Short-term employee benefits are expensed when an employee renders the related service.

Bonus accrual and paid absences are recognized as liabilities when the Group has legal or constructive obligations to pay them and when a reliable estimate of the amount of obligations can be made.

(12) Share-based remuneration

The Group has adopted a restricted share-based remuneration plan for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) as equity-settled share-based remuneration. Consideration for services received is measured at fair value of the Company's shares on the vesting date. It is recognized as an expense on the consolidated statement of income over the vesting period, and the same amount is recognized as an increase in capital on the consolidated statement of financial position.

(13) Provisions and contingent liabilities

When there are present legal or constructive obligations as a result of past events, it is highly probable that outflows of resources with economic benefits will be required to settle the obligations, and reliable estimates can be made of the amount of obligations, provisions are recognized by estimating expenditure necessary to settle the present obligations taking into account uncertainties related to the obligations at the end of the fiscal year.

If the time value of money for provisions is significant, the provisions are measured at discounted present value.

If there is a potential liability as of the end of the period and it is not possible to determine whether it is a liability as of the end of the period, or if it does not meet the criteria for recognizing a provision, it is noted as a contingent liability.

(14) Revenue

The Group recognizes revenues based on the following five-step approach:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when the entity satisfies a performance obligation

The Group is principally engaged in the sales and manufacture of motorcycle and automobile clutches. With regard to the sales of these products, the Group recognizes revenue at the time of delivery of a product since it considers that the customer obtains control over the product and performance obligations are satisfied at the time of delivery of the product. Revenue is measured at the amount of consideration promised in contracts with customers less discounts, etc.

(15) Government grants

Government grants are measured at fair value and recognized when there is reasonable assurance that the Group will comply with the conditions attached to the grants and that the grants will be received. Grants for expenses incurred are recorded as revenue in the fiscal year during which the expenses occurred. Grants for the acquisition of an asset are recorded as other income regularly over the useful life of the asset, and unearned grant income is recorded as deferred income in liabilities.

(16) Finance income and finance costs

Finance income mainly consists of interest income, dividend income, gain on sale of financial assets, changes in the fair value of financial assets measured at fair value through profit and loss, and foreign exchange gains.

Interest income is recognized using the effective interest method when the income arises. Dividend income is recognized when the Group's right to receive the income is established.

Finance costs mainly consist of interest expense, loss on sale of financial assets, changes in the fair value of financial assets measured at fair value through profit and loss, and foreign exchange losses. Interest expense is recognized using the effective interest method when incurred.

(17) Income taxes

Income taxes consist of current taxes and deferred taxes. These taxes are recognized in profit or loss, except for those related to business combinations and items recognized directly in equity or other comprehensive income.

Current taxes are measured at the amount of expected tax payment to or expected tax refund from tax authorities. The amount of taxes is computed in accordance with tax rates and tax laws that are in effect or substantially in effect by the end of the fiscal year in countries where the Group conducts business activities and earns taxable profits or losses.

Deferred taxes are recognized for temporary differences between accounting carrying amounts of assets and liabilities as of the reporting date and amounts of them for tax purposes, unused tax losses and unused tax credits.

Deferred tax assets are recognized for deductible temporary differences to the extent that it is highly probable that taxable profits will be available against which the deductible temporary differences could be utilized. Deferred tax liabilities are recognized for taxable temporary differences.

The carrying amount of deferred tax assets is reviewed in every period, and reduced by the amount of deferred tax assets for which taxable profit sufficient to use all or part of the deferred tax assets are unlikely to be earned. Unrecognized deferred tax assets are reassessed in every fiscal period and recognized to the extent that it is highly probable that deferred tax assets are realizable with future taxable profit.

Deferred tax assets and liabilities are not recorded for the following temporary differences:

- Temporary differences arising from initial recognition of goodwill
- Temporary differences arising from initial recognition of assets and liabilities which occur through transactions that affect neither accounting profit nor taxable profit for tax purposes, except for business combinations
- In cases where, for taxable temporary differences associated with investments in subsidiaries, timing of reversal can be controlled and it is highly probable that such temporary differences are not reversed in a foreseeable period

Deferred tax assets and liabilities are measured in accordance with tax rates and tax laws expected to be applied in the period in which the assets are realized or the liabilities are settled based on tax rates and tax laws that are in effect or substantially in effect at the end of the fiscal year.

Deferred tax assets and liabilities are offset if the Group has a legally enforceable right to offset current tax assets against current tax liabilities, and they are related to income taxes levied by the same taxation authority on the same taxable entity.

The Company and some of its domestic subsidiaries have applied the group profit and loss sharing regime (the group relief system).

(18) Earnings per share (attributable to owners of parent)

Basic earnings per share are calculated by dividing profit or loss for the year attributable to ordinary equity holders of parent, by the weighted-average number of ordinary shares issued during the period that is adjusted by the number of treasury shares. Diluted earnings per share are not calculated because there are no potential ordinary shares with dilutive effects.

(19) Shareholders' equity

1) Ordinary shares

Ordinary shares issued by the Company are recorded at the issuance value in issued capital and share premium.

2) Treasury shares

When treasury shares are acquired, the consideration paid is recognized as deduction from equity. When treasury shares are sold, the difference between the carrying amount and consideration at the time of the sale is recognized as share premium.

4. Segment information

(1) Overview of reportable segments

The Group's reportable segments are components of the Group for which discrete financial information is available, and whose operating results are regularly reviewed by the Board of Directors to make decisions about managerial resources to be allocated to the segments and assess their performances. In the Group, principally the Head of business operation of motorcycles business and the Head of business operation of automobiles business develop domestic and overseas comprehensive strategies and build businesses for the motorcycle clutches business and the automobile clutches business, respectively. Thus the Group has two reportable segments: "motorcycle clutches" and "automobile clutches." The motorcycle clutches segment manufactures clutches for motor cycles, scooters and ATVs and other products. The automobile clutches segment manufactures clutches for manual and automatic transmission automobiles and other products.

(2) Revenue and performance for reportable segments

Fiscal year ended March 31, 2022

	Reportable segments			Adjustments	Consolidated
	Motorcycle clutches	Automobile clutches	Total		
	Millions of yen	Millions of yen	Millions of yen		
Revenue					
External revenue	81,012	89,959	170,971	–	170,971
Intersegment revenue	–	–	–	–	–
Total	81,012	89,959	170,971	–	170,971
Depreciation and amortization expense	(5,206)	(7,475)	(12,682)	(121)	(12,803)
Other profit (loss)	(67,518)	(79,576)	(147,094)	(1,022)	(148,116)
Operating profit	8,287	2,907	11,194	(1,143)	10,051
Finance income					1,928
Finance costs					(23)
Share of profit (loss) in investments accounted for using the equity method					(11)
Profit before income taxes					11,944

Notes: 1. Adjustments to segment profit and loss are expenses for development of new businesses not allocated to each reportable segment.

2. The breakdown of capital investments by business segment is ¥4,842 million for motorcycle clutches, ¥3,586 million for automobile clutches, and ¥1,992 million for the general operations segment.

Fiscal year ended March 31, 2023

	Reportable segments			Adjustments	Consolidated
	Motorcycle clutches	Automobile clutches	Total		
	Millions of yen	Millions of yen	Millions of yen		
Revenue					
External revenue	101,381	117,557	218,939	–	218,939
Intersegment revenue	–	–	–	–	–
Total	101,381	117,557	218,939	–	218,939
Depreciation and amortization expense	(5,510)	(7,726)	(13,237)	(120)	(13,358)
Other profit (loss)	(86,451)	(105,538)	(191,989)	(1,687)	(193,677)
Operating profit	9,419	4,293	13,712	(1,808)	11,903
Finance income					1,820
Finance costs					(74)
Share of profit (loss) in investments accounted for using the equity method					(9)
Profit before income taxes					13,641

Notes: 1. Adjustments to segment profit and loss are expenses for development of new businesses not allocated to each reportable segment.

2. Other profit (loss) includes ¥315 million of impairment loss (¥315 million for automobile clutches).

3. The breakdown of capital investments by business segment is ¥3,628 million for motorcycle clutches, ¥3,561 million for automobile clutches, and ¥1,130 million for the general operations segment.

(3) Geographic information

The regional breakdown of revenue and non-current assets is as follows:

Revenue from external customers

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Japan	17,116	17,988
U.S.	65,767	92,324
Indonesia	17,511	23,519
India	19,590	27,516
Other	50,984	57,590
Total	170,971	218,939

Notes: 1. Revenue is classified by country based on the location of customers.

2. Major countries belonging to “Other” category are Thailand, China, Brazil and Vietnam.

Non-current assets

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Japan	22,704	23,019
U.S.	22,366	19,816
China	3,068	3,194
Other	15,744	15,056
Total	63,883	61,086

Notes: 1. Non-current assets are classified based on the location of assets and do not include financial assets, deferred tax assets and defined benefit assets, etc.

2. Main countries belonging to “Other” category are Indonesia, Thailand, India and Vietnam.

(4) Information about major customers

Counterparties of which revenue accounts for 10% or more of revenue of the entire Group

	Related segment	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
		Millions of yen	Millions of yen
Honda Motor Co., Ltd. and its group	Motorcycle clutches	36,759	48,398
	Automobile clutches	30,424	33,093
Ford and its group	Automobile clutches	26,609	40,257
General Motors	Automobile clutches	15,572	22,133

5. Revenue

The Group is principally engaged in the sales and manufacture of motorcycle and automobile clutches. With regard to the sales of these products, the Group recognizes revenue at the time of delivery of a product since it considers that the customer obtains control over the product and performance obligations are satisfied at the time of delivery of the product. Revenue is measured at the amount of consideration promised in contracts with customers less discounts, etc.

The statement of disclosed information about disaggregated revenue is omitted on the basis of judgment that information stated in “4. Segment information” fulfills disclosure requirements prescribed in IFRS 15.

(1) Balance of contracts

Balance of contract liability is as follows:

Fiscal year ended March 31, 2022

	<u>As of April 1, 2021</u>	<u>As of March 31, 2022</u>
	Millions of yen	Millions of yen
Contract liability	28	11

Fiscal year ended March 31, 2023

	<u>As of April 1, 2022</u>	<u>As of March 31, 2023</u>
	Millions of yen	Millions of yen
Contract liability	11	27

The amount of revenue recognized in the balance of contract liability at the beginning of the period was ¥28 million in the previous fiscal year and ¥11 million in the fiscal year under review.

Note: Contract liability is included in “other current liabilities” in the consolidated statement of financial position.

(2) Transaction price allocated to the remaining performance obligations

The statement of information about remaining performance obligations is omitted because there is no significant transaction whose predicted individual term of contract exceeds one year in the Group. Considerations arising from contracts with customers contain no significant amount not included in transaction prices.

(3) Performance obligations

1) Point in time at which performance obligations are satisfied

Unless set forth otherwise in contracts, in principle, the point in time at which performance obligations are satisfied is the point in time at which products are delivered to customers.

There is no contract for fulfilling performance obligations over a fixed period in step with the provision of services.

2) Conditions for the payment of considerations

Payments normally become due one month to five months after the fulfillment of performance obligations. They do not include any significant financial component.

3) Content of goods or services transferred to customers

The goods transferred to customers are principally motorcycle and automobile clutches.

The Group does not conduct transactions as an agent.

4) Transaction price allocated to the remaining performance obligations at the end of the fiscal year

The statement of allocated transaction prices and their breakdown by forecasted net sales recording period is omitted because no unfulfilled performance obligation existed as of the last day of the fiscal year under review.

5) Product warranties and related obligations

Product sales agreements with customers include clauses in which the products are guaranteed to meet the agreed specifications, and the Company recognizes provision for product warranty for costs related to these guarantees. Refer to the “21. Provisions and contingent liabilities” in Notes to consolidated financial statements for details on these provisions.

(4) Assets recognized from the costs to obtain or fulfill a contract with a customer

There was no asset recognized from the costs of contracts as of the end of the previous fiscal year and as of the end the fiscal year under review.

6. Cash and cash equivalents

Breakdown of cash and cash equivalents

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Cash and deposits	44,627	53,738

Note: Cash and cash equivalents recorded in the consolidated statement of financial position are equal to cash and cash equivalents recorded in the consolidated statement of cash flows.

7. Trade and other receivables

Breakdown of trade and other receivables

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Notes and accounts receivable - trade	31,159	34,886
Accounts receivable - other	3,052	3,861
Allowance for doubtful accounts	(9)	(8)
Total	34,203	38,739

Note: Information on management of credit risk and liquidity risk to “trade and other receivables” is provided in the note “29. Financial instruments.”

8. Other financial assets and other financial liabilities

Breakdown of other financial assets

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Other current financial assets		
Financial assets measured at amortized cost		
Time deposits	2,328	2,799
Bonds	–	1,031
Loans	84	71
Total	2,413	3,902
Other non-current financial assets		
Financial assets measured at fair value through profit or loss		
Investments in limited liability investment partnerships	840	785
Financial assets measured at fair value through other comprehensive income		
Shares of subsidiaries and associates	6,222	6,300
Investment securities	2,885	3,883
Investments in capital	4	4
Financial assets measured at amortized cost		
Time deposits	1,134	1,959
Bonds	1,014	–
Long-term deposits	648	648
Loans	293	286
Other	564	526
Total	13,607	14,395

Breakdown of other financial liabilities

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Other current financial liabilities		
Financial liabilities measured at amortized cost		
Lease liabilities	385	313
Total	<u>385</u>	<u>313</u>
Other non-current financial liabilities		
Financial liabilities measured at amortized cost		
Lease liabilities	1,260	1,096
Total	<u>1,260</u>	<u>1,096</u>

Note: From the fiscal year ended March 31, 2023, the presentation of the breakdown above has been reclassified to improve the clarity and usefulness of the note. Accordingly, the presentation of figures for the fiscal year ended March 31, 2022 has been reclassified to match the presentation for the fiscal year ended March 31, 2023.

9. Inventories

Breakdown of inventories

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Finished goods	4,857	5,503
Work in process	4,224	4,674
Raw materials and supplies	21,698	22,538
Total	<u>30,780</u>	<u>32,715</u>

The amounts of write-down of inventories recognized as expenses and inventories recognized as expenses

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Amount of write-down	1,071	1,312
Amount of inventories	143,234	185,944

10. Other assets and liabilities

Breakdown of other assets

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Other current assets		
Accrued income taxes	1,347	1,220
Advances paid	773	945
Prepaid expenses	463	440
Suspense payments	24	33
Other	376	451
Total	<u>2,985</u>	<u>3,091</u>
Other non-current assets		
Long-term prepaid expenses	48	155
Defined benefit asset	98	239
Total	<u>146</u>	<u>394</u>

Breakdown of other liabilities

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Other current liabilities		
Accrued expense	2,433	2,927
Accrued bonuses	1,995	2,058
Other	2,612	3,201
Total	<u>7,042</u>	<u>8,187</u>
Other non-current liabilities		
Deferred income	149	271
Other	212	200
Total	<u>362</u>	<u>472</u>

11. Property, plant and equipment

Changes in cost and accumulated depreciation and impairment loss of property, plant and equipment, and carrying amounts thereof

(1) Cost

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Land	Right-of- use assets	Constructi on in progress	Total
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
April 1, 2021	41,617	129,766	19,216	6,404	4,223	3,279	204,508
Acquisition	107	2,378	1,067	1,022	340	5,862	10,778
Disposal	(1,046)	(1,397)	(999)	–	(548)	(237)	(4,242)
Transfer of line items	114	4,216	902	567	–	(5,801)	–
Exchange differences on translation	2,508	10,734	1,241	115	328	202	15,110
Other	–	0	–	–	–	(40)	(3)
March 31, 2022	43,301	145,698	21,428	8,110	4,345	3,266	226,150
Acquisition	158	2,074	935	7	296	4,721	8,193
Disposal	(71)	(1,866)	(1,668)	–	(524)	–	(4,130)
Transfer of line items	1,679	2,784	1,117	–	–	(5,581)	–
Exchange differences on translation	2,094	8,324	752	81	142	119	11,515
Other	–	–	–	–	(243)	(407)	(651)
March 31, 2023	47,162	157,015	22,566	8,200	4,015	2,118	241,078

(2) Accumulated depreciation and impairment loss

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Land	Right-of- use assets	Constructi on in progress	Total
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
April 1, 2021	24,568	103,004	16,848	1,408	1,019	88	146,937
Depreciation	1,138	8,326	1,595	–	577	–	11,638
Impairment loss	–	–	–	–	–	–	–
Disposal	(939)	(1,227)	(859)	–	(520)	–	(3,563)
Exchange differences on translation	1,381	8,627	1,033	–	50	–	11,109
Other	0	–	–	–	0	–	0
March 31, 2022	26,149	118,731	18,616	1,408	1,126	88	166,121
Depreciation	1,328	8,792	1,604	–	556	–	12,280
Impairment loss	31	144	81	–	–	53	310
Disposal	(53)	(1,761)	(1,477)	–	(525)	–	(3,818)
Exchange differences on translation	1,179	6,885	661	–	32	–	8,758
Other	–	–	–	–	(58)	–	(58)
March 31, 2023	28,635	132,790	19,486	1,408	1,130	141	183,594

(3) Carrying amount

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Land	Right-of-use assets	Construction in progress	Total
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Balance as of April 1, 2021	17,048	26,761	2,368	4,996	3,204	3,190	57,570
Balance as of March 31, 2022	17,151	26,967	2,811	6,702	3,218	3,177	60,029
Balance as of March 31, 2023	18,527	24,224	3,079	6,792	2,884	1,976	57,483

Notes: 1. Depreciation expense of property, plant and equipment is recorded in “cost of sales” and “selling, general and administrative expenses” in the consolidated statement of income.

2. Information on commitments related to purchase of property, plant and equipment is provided in the note “32. Commitments.”

12. Goodwill and intangible assets

Changes in cost and accumulated amortization and impairment loss of goodwill and intangible assets, and carrying amounts thereof

(1) Cost

	Goodwill		Intangible assets				Total
	Software	Properties for development	Water facilities usage right	Patent right	Other		
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
April 1, 2021	489	2,189	6,165	–	109	–	8,953
Acquisition	–	155	–	0	–	–	155
Increase due to internal development	–	–	892	–	–	–	892
Disposal	–	(107)	(816)	–	–	–	(923)
Transfer of line items	–	–	–	–	–	–	–
Exchange differences on translation	–	40	–	–	–	–	40
Other	–	12	–	–	–	–	12
March 31, 2022	489	2,290	6,241	0	109	–	9,131
Acquisition	–	104	–	–	–	2	106
Increase due to internal development	–	–	664	–	–	–	664
Disposal	–	(46)	(1,204)	–	–	–	(1,250)
Transfer of line items	–	–	–	–	–	–	–
Exchange differences on translation	–	22	–	–	–	–	22
Other	–	–	–	–	–	–	–
March 31, 2023	489	2,370	5,701	0	109	2	8,674

(2) Accumulated amortization and impairment loss

	Goodwill	Intangible assets					Total
		Software	Properties for development	Water facilities usage right	Patent right	Other	
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	
April 1, 2021	489	1,811	2,716	–	1	–	5,018
Amortization expense	–	149	1,028	0	13	–	1,190
Impairment loss	–	–	–	–	–	–	–
Disposal	–	(107)	(816)	–	–	–	(923)
Exchange differences on translation	–	27	–	–	–	–	27
Other	–	11	–	–	–	–	11
March 31, 2022	489	1,892	2,928	0	14	–	5,325
Amortization expense	–	162	954	0	13	0	1,131
Impairment loss	–	–	–	–	–	–	4
Disposal	–	(46)	(1,204)	–	–	–	(1,250)
Exchange differences on translation	–	15	–	–	–	–	15
Other	–	–	–	–	–	–	–
March 31, 2023	489	2,029	2,679	0	28	0	5,226

(3) Carrying amount

	Goodwill	Intangible assets					Total
		Software	Properties for development	Water facilities usage right	Patent right	Other	
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	
April 1, 2021	–	378	3,448	–	108	–	3,934
March 31, 2022	–	398	3,312	0	94	–	3,805
March 31, 2023	–	341	3,021	0	81	2	3,447

Notes: 1. Amortization expense of software is recorded in “cost of sales” and “selling, general and administrative expenses” in the consolidated statement of income, while amortization expense of properties for development is recorded in “cost of sales.”

2. Information on commitments related to purchase of intangible assets is provided in the note “32. Commitments.”

13. Impairment loss

(1) Breakdown of assets for which impairment loss is recognized by type

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Buildings and structures	–	31
Machinery, equipment and vehicles	–	144
Tools, furniture and fixtures	–	81
Construction in progress	–	53
Total property, plant and equipment	–	310
Software	–	5
Total intangible assets	–	5
Total impairment loss	–	315

Notes: 1. The impairment loss is included and recorded in “other expense” in the consolidated statement of income.

2. The reportable segment with impaired assets in the fiscal year ended March 31, 2023 is automobile clutches.

(2) Cash-generating unit

The Group groups assets based on the smallest unit of asset groups identifiable as a unit generating cash inflow that is substantially independent of cash inflow of other assets or asset groups, by company and type of business. Idle assets that are not expected to be used in the future are determined by individual asset unit.

(3) Impairment loss

Fiscal year ended March 31, 2022

There were no items falling under the category of impairment loss during the fiscal year ended March 31, 2022.

Fiscal year ended March 31, 2023

In consideration of a deterioration of business environment and profitability, the Company has conducted an impairment test with regard to CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD., a subsidiary of the Company, based on the latest plan. Consequently, the carrying amount of the assets held by the subsidiary was reduced to the recoverable amount and recorded as impairment loss (¥315 million) in other expense.

The recoverable amount is calculated with the value in use, obtained by discounting the estimated amount of cash flows based on the future business plan approved by management to the present value using the pretax weighted average cost of capital (2.43%) for the cash-generating unit.

(4) Significant accounting estimates and assumptions

1) The amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023

	(Millions of yen)	
	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Impairment loss	–	315

Note: Of “property, plant and equipment” and “goodwill and intangible assets,” ¥310 million and ¥5 million respectively relate to consolidated subsidiary CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD., and the ¥315 million impairment loss is wholly attributable to this subsidiary.

2) Information for understanding the details of accounting estimates

(i) Calculation method

Impairment is measured for assets indicating impairment and asset groups, and if the recoverable amount is below the carrying amount, such difference is recorded as impairment loss. The Group

measures the recoverable amount of such asset groups by value in use and such value in use is calculated as the discounted present value of the estimated future cash flows.

The above impairment amount includes assets scheduled to be sold and under such circumstances if the net estimated selling price of such assets is below the carrying amount, such difference is recorded as impairment loss.

(ii) Major assumption

It is very hard to forecast the impact that changes in the Japanese economy and business environment will have on the Group's performance, but considering the business environment of companies subject to the above impairment based on certain assumptions with improved estimates, the Company calculates the future cash flows using a revised business plans with somewhat conservative views for the amount of orders relative to the initial plan. We presume that the economic conditions will gradually recover as semiconductor supply shortages are resolved and COVID-19 is contained.

(iii) Impact on the consolidated financial statements for the next fiscal year

The future performance of the companies subject to the above impairment may be affected by the future uncertain economic conditions and change in the business environment. If the recoverability of the impairment loss recorded in the fiscal year ended March 31, 2023 increases, there could be an impact on the consolidated financial statements of subsequent fiscal years due to reversal of such impairment loss, etc.

14. Investments accounted for using the equity method

Summary of financial information aggregating accounts of associates accounted for using the equity method

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Total carrying amount	168	161
	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Profit	(11)	(9)
Other comprehensive income	(10)	(0)
Comprehensive income	(21)	(9)

Note: There is no associate that has quoted market prices of its shares.

15. Income taxes

(1) Deferred tax assets and liabilities

Breakdown of and changes in deferred tax assets and deferred tax liabilities by major cause

Fiscal year ended March 31, 2022

	April 1, 2021	Recognized through profit or loss	Recognized in other comprehens ive income	Recognized directly in equity	Other	March 31, 2022
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Deferred tax assets						
Inventories	861	311	–	–	(5)	1,167
Accrued bonuses	384	42	–	–	–	427
Accrued expense	170	77	–	–	0	248
Non-current assets	1,416	(72)	–	–	(21)	1,321
Defined benefit liability	355	167	(16)	–	(63)	442
Other	1,297	(205)	–	–	0	1,091
Total	<u>4,485</u>	<u>320</u>	<u>(16)</u>	<u>–</u>	<u>(90)</u>	<u>4,699</u>
Deferred tax liabilities						
Non-current assets	(3,668)	67	–	–	(14)	(3,615)
Valuation difference of equity financial instruments measured at fair value through other comprehensive income	(1,937)	–	21	–	–	(1,916)
Retained surplus of overseas consolidated subsidiaries	(3,863)	(575)	–	–	–	(4,438)
Other	(134)	89	–	–	(61)	(106)
Total	<u>(9,603)</u>	<u>(418)</u>	<u>21</u>	<u>–</u>	<u>(76)</u>	<u>(10,077)</u>

Fiscal year ended March 31, 2023

	April 1, 2022	Recognized through profit or loss	Recognized in other comprehens ive income	Recognized directly in equity	Other	March 31, 2023
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Deferred tax assets						
Inventories	1,167	(16)	–	–	(7)	1,143
Accrued bonuses	427	3	–	–	–	430
Accrued expense	248	(41)	–	–	(2)	204
Non-current assets	1,321	(10)	–	–	(2)	1,308
Defined benefit liability	442	153	(143)	–	0	454
Other	1,091	656	–	–	(22)	1,725
Total	<u>4,699</u>	<u>744</u>	<u>(143)</u>	<u>–</u>	<u>(33)</u>	<u>5,267</u>
Deferred tax liabilities						
Non-current assets	(3,615)	724	–	–	(117)	(3,008)
Valuation difference of equity financial instruments measured at fair value through other comprehensive income	(1,916)	–	(117)	–	–	(2,033)
Retained surplus of overseas consolidated subsidiaries	(4,438)	(113)	–	–	–	(4,551)
Other	(106)	(104)	–	–	4	(206)
Total	<u>(10,077)</u>	<u>507</u>	<u>(117)</u>	<u>–</u>	<u>(112)</u>	<u>(9,800)</u>

The amounts of unused tax losses and deductible temporary differences for which deferred tax assets have not been recognized are as follows:

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Unused tax losses	7,586	8,244
Deductible temporary differences	569	428
Total	8,156	8,673

Expiration of unused tax losses for which deferred tax assets have not been recognized is as follows:

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
1st year	166	970
2nd year	975	1,684
3rd year	1,690	1,759
4th year	1,759	1,032
5th year and onward	2,994	2,796
Total	7,586	8,244

The total amount of taxable temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognized was ¥46,875 million as of March 31, 2022 and ¥51,229 million as of March 31, 2023. For these taxable differences, deferred tax liabilities have not been recognized since the Group may control timing of their reversal and there is high possibility that the temporary differences will not be reversed within a foreseeable period.

(2) Significant accounting estimates and assumptions pertaining to the recoverability of deferred tax assets

1) The amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023

	(Millions of yen)	
	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Deferred tax assets	2,595	2,554

2) Information for understanding the details of accounting estimates

(i) Calculation method

Deferred tax assets are recorded as the tax amount pertaining to deductible temporary differences and unused tax losses (hereinafter, deductible temporary differences, etc.) after deducting the amount of taxes thought unlikely to be recovered in future fiscal years.

The amount deducted as thought unlikely to be recovered is judged to be the amount of such deductible temporary differences, etc. that cannot be scheduled from forecast taxable income based on the future business plan.

(ii) Major assumption

It is very hard to forecast the impact that changes in the Japanese economy will have on the Group's performance, but we presume that the economic conditions will gradually recover as the semiconductor shortage is resolved and COVID-19 is contained as a certain assumption for making an improved estimate, and estimate the future taxable income, while estimating the recoverability of deferred tax assets for accounting purposes.

(iii) Impact on the consolidated financial statements for the next fiscal year

We record deferred tax assets based on the currently anticipated forecast improvements, but future tax income could be substantially affected by future changes in economic conditions and the business

environment, the timing of resolution of the semiconductor shortage, and the timing of containment of COVID-19, etc., which could have a major impact on the recoverability of deferred tax assets.

(3) Breakdown of income tax expense

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Current tax expense	3,164	5,090
Deferred tax expense	98	(1,252)
Total	<u>3,263</u>	<u>3,838</u>

(4) Factors of differences between the effective statutory tax rate and the effective tax rate

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	%	%
Effective statutory tax rate	29.9	29.9
Non-deductible expenses in calculation of taxable profits	2.4	2.9
Unrecognized deferred tax assets	1.9	1.5
Tax credits	(1.1)	(0.8)
Difference from the applicable tax rate of overseas subsidiaries	(7.1)	(8.0)
Retained surplus of overseas subsidiaries	4.8	0.8
Other	(3.5)	1.8
Effective tax rate	<u>27.3</u>	<u>28.1</u>

The Group is mainly liable for corporation, inhabitant, and enterprise taxes, and the effective statutory tax rate calculated on this basis was 29.9% in the fiscal years ended March 31, 2022 and March 31, 2023. However, overseas subsidiaries are liable for corporation tax in the country where they are located.

16. Borrowings

Breakdown of borrowings

	As of March 31, 2022	As of March 31, 2023	Average interest rate	Due
	Millions of yen	Millions of yen	%	
Current				
Financial liabilities measured at amortized cost				
Short-term borrowings	6,100	6,100	0.17	-
Total	<u>6,100</u>	<u>6,100</u>		

Notes: 1. "Average interest rate" shows weighted average interest rate on the balance as of March 31, 2023.

2. "Due" shows the repayment due for the balance as of March 31, 2023.

3. For the breakdown of the balance of borrowings by due date, refer to the note "29. Financial instruments, (3) Financial risk management, 2) Liquidity risk management."

17. Leases

Breakdown of the expense relating to leases is as follows.

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Depreciation expense for right-of-use assets		
Land, buildings and structures	495	461
Machinery, equipment and vehicles	57	66
Tools, furniture and fixtures	25	28
Total	577	556
Interest expense for lease liabilities	11	7
Expense for short-term leases	3	8
Expense for low-value asset leases	2	2
Total	18	18

The breakdown of the carrying amounts of right-of-use assets is as follows.

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Right-of-use assets		
Land, buildings and structures	2,931	2,627
Machinery, equipment and vehicles	143	133
Tools, furniture and fixtures	143	123
Total	3,218	2,884

- Notes: 1. The amount of increase in the right-of-use assets was ¥340 million in the fiscal year ended March 31, 2022 and ¥296 million in the fiscal year ended March 31, 2023.
2. The total cash outflow for leases was ¥693 million in the fiscal year ended March 31, 2022 and ¥489 million in the fiscal year ended March 31, 2023.
3. The amount of lease liabilities was ¥385 million (current) and ¥1,260 million (non-current) in the fiscal year ended March 31, 2022 and ¥313 million (current) and ¥1,096 million (non-current) in the fiscal year ended March 31, 2023. Lease liabilities are respectively included in the consolidated statement of financial position under “other financial liabilities” of current liabilities and non-current liabilities.
4. The breakdown of the balances of lease liabilities by due date are provided in “29. Financial instruments, (3) Financial risk management, 2) Liquidity risk management.”

18. Information on cash flows

(1) Changes in liabilities arising from financing activities

Changes in liabilities arising from financing activities are as follows.

Fiscal year ended March 31, 2022

(Millions of yen)

	April 1, 2021	Changes associated with cash flows	Changes not associated with cash flows		March 31, 2022
			New leases	Foreign exchange fluctuations and other	
Short-term borrowings	7,208	(1,108)	–	–	6,100
Lease liabilities	1,676	(693)	304	358	1,645
Derivative liabilities	54	–	–	(54)	–
Total	8,939	(1,802)	304	303	7,745

Fiscal year ended March 31, 2023

(Millions of yen)

	April 1, 2022	Changes associated with cash flows	Changes not associated with cash flows		March 31, 2023
			New leases	Foreign exchange fluctuations and other	
Short-term borrowings	6,100	–	–	–	6,100
Lease liabilities	1,645	(489)	294	(39)	1,410
Total	7,745	(489)	294	(39)	7,510

(2) Significant non-cash transactions

Fiscal year ended March 31, 2022

The increase in right-of-use assets is stated in the note “17. Leases.”

Fiscal year ended March 31, 2023

The increase in right-of-use assets is stated in the note “17. Leases.”

19. Trade and other payables

Breakdown of trade and other payables

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Notes and accounts payable - trade	14,583	15,141
Electronically recorded obligations - operating	1,006	907
Accounts payable - other	2,663	2,155
Total	18,254	18,204

20. Employee benefits

To provide for retirement benefits of employees, the Group has adopted funded and unfunded defined benefit plans and defined contribution plans and has joined Nihon Jidosha Buhin Kogyo Kigyo Nenkin Kikin, which is a multi-employer corporate pension fund.

(1) Defined benefit plans

The pension and retirement plans of the Company and certain of its subsidiaries generally entitle employees to receive a retirement lump sum or pension payments calculated on the basis of salary and years of service, or points based on these, at the time of retirement. The minimum payment in the case of retirement before the retirement age is generally an amount based on retirement for personal reasons.

Due to its defined benefit plans, the Company is exposed to actuarial risks, including price fluctuation risks, interest rate risks, and life expectancy risks.

1) Amounts recognized in the consolidated statement of financial position

The year-end balances of defined benefit obligations and plan assets, and defined benefit liability and defined benefit asset recognized in consolidated statement of financial position

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Funded defined benefit obligations	9,498	9,349
Plan assets	(9,698)	(9,682)
Subtotal	(200)	(332)
Unfunded defined benefit obligations	1,746	1,621
Net amount of liabilities and assets recognized in consolidated statement of financial position	1,545	1,288
Defined benefit liability	1,644	1,527
Defined benefit asset	(98)	(239)
Net amount of liabilities and assets recognized in consolidated statement of financial position	1,545	1,288

Note: Defined benefit assets are included in “other non-current assets” in the consolidated statement of financial position.

2) Amounts recognized as retirement benefit expenses

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Retirement benefit expenses for defined benefit plans	849	837

3) Reconciliation of defined benefit obligations

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Defined benefit obligations at beginning of period	10,851	11,244
Service cost	760	754
Interest cost	160	174
Past service cost	58	68
Remeasurement	42	(1,477)
Retirement benefits paid	(648)	112
Exchange differences on translation	20	95
Defined benefit obligations at end of period	11,244	10,970

Note: The weighted average duration of defined benefit obligations was 11.2 to 17 years as of March 31, 2022 and 10.5 to 16.2 years as of March 31, 2023.

4) Reconciliation of plan assets

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Plan assets at beginning of period	9,536	9,698
Interest income	69	86
Remeasurement	(132)	(177)
Contributions by the employer	746	492
Retirement benefits paid	(518)	(427)
Exchange differences on translation	(3)	9
Plan assets at end of period	9,698	9,682

5) Composition of plan assets

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Debentures	5,402	4,725
Shares	1,400	1,592
Other	2,895	3,364
Total	9,698	9,682

Note: A portion of plan assets is invested in jointly managed money trusts at trust banks. Jointly managed money trusts do not have quoted prices in active markets, but the investments within jointly managed money trusts include listed shares and debentures with quoted prices in active markets.

6) Major actuarial assumptions

	As of March 31, 2022	As of March 31, 2023
	%	%
Discount rate (Japan)	0.6	1.1
Discount rate (Overseas)	3.0 to 7.6	3.0 to 7.2

7) Sensitivity analysis

The impact of 0.5% changes in the key actuarial assumption on defined benefit obligations is as follows:

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
0.5% increase in the discount rate	(476)	(487)
0.5% decrease in the discount rate	681	522

Note: The sensitivity analysis is calculated in a manner that keeps assumptions other than variable factors constant and does not take into account interdependencies between the assumptions.

(2) Defined contribution plans

Amounts recognized as expenses for defined contribution plans

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Amount recorded as expenses	243	299

(3) Multi-employer plans

To the multi-employer plan, the amount calculated by multiplying salaries in the period employees rendered services by a constant rate is contributed and contributions during the fiscal period are recognized as retirement benefit expenses in profit or loss.

The total amount of expenses recognized for the employees' pension fund that is a multi-employer plan, which is accounted for in the same manner as defined contribution plans, was ¥187 million in the previous fiscal year and ¥191 million in the fiscal year under review.

1) Latest funding position of multi-employer plan

	As of March 31, 2021	As of March 31, 2022
	Millions of yen	Millions of yen
Plan assets	67,923	69,380
Total of actuarial obligations for the purpose of pension financing calculation and minimum liability reserve	51,801	52,786
Difference	16,121	16,593

2) Proportion of contributions by the Group to total contributions of the multi-employer plan

	<u>As of March 31, 2021</u>	<u>As of March 31, 2022</u>
	%	%
Proportion of contributions by the Group	6.6	6.7

21. Provisions and contingent liabilities

Breakdown of and changes in provisions

	<u>Provision for product warranty</u>	<u>Asset retirement obligations</u>	<u>Total</u>
	Millions of yen	Millions of yen	Millions of yen
April 1, 2021	–	29	29
Increase during the period	1,669	–	1,669
Interest expense during the period in discounting	–	0	0
Decrease during the period (intended use)	–	–	–
Decrease during the period (reversal)	–	14	14
March 31, 2022	<u>1,669</u>	<u>14</u>	<u>1,684</u>
Increase during the period	1,808	–	1,808
Interest expense during the period in discounting	–	0	0
Decrease during the period (intended use)	–	–	–
Decrease during the period (reversal)	–	–	–
March 31, 2023	<u><u>3,478</u></u>	<u><u>14</u></u>	<u><u>3,493</u></u>
Current	3,478	–	3,478
Non-current	–	14	14

(1) Provision for product warranty

The amount expected to occur has been recorded as a provision in order to prepare for future repair expenses for some products delivered by the Company.

(2) Asset retirement obligations

To prepare for removal of toxic substances related to buildings, the Group recognizes and measures the provision by estimating asset retirement obligations based on the period in which the building is expected to be used in light of useful lives of fixtures inside the building and other factors, taking into account the status of each property individually and specifically. The payment is made in a period after one year or more passed from the end of each fiscal year.

(3) Significant accounting estimates and assumptions related to provision for product warranty

1) The amount recorded in the consolidated financial statements for the fiscal year ended March 31, 2023

	(Millions of yen)	
	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Provision for product warranty	1,669	3,478

2) Information for understanding the details of accounting estimates

(i) Calculation method

Repair expenses for defects in some products delivered to certain customers in the United States have been recorded based on currently available information and the judgment that said information is reasonable and based on fact.

(ii) Major assumption

The provision for product warranty pertaining to this defect countermeasure is calculated by multiplying (1) number of cases by (2) per unit repair cost. It is an estimated amount based on currently available information.

(iii) Impact on the consolidated financial statements for the next fiscal year and contingent liabilities

It is not possible to reliably estimate the expected financial impact at this time, except for those provisions that have already been recorded. This is because in preparing such an estimate, it is necessary to consider multiple factors such as the quantity for which future repairs will be required. However, there is no historical data to form the basis for an estimate, and at this point in time, the actual number of defects related to this case is insufficient. As such, it is difficult to calculate the quantity of repairs, which would serve as the basis for the estimate. When it becomes possible with future progress to record an additional provision, it may have a significant impact on the Company's consolidated results.

22. Equity and other equity items

(1) Issued capital

Breakdown of changes in number of shares authorized, number of shares issued and issued capital

	Number of shares authorized	Number of shares issued	Issued capital
	Shares	Shares	Millions of yen
As of April 1, 2021	90,000,000	52,644,030	4,175
Change during the period	—	—	—
As of March 31, 2022	90,000,000	52,644,030	4,175
Change during the period	—	—	—
As of March 31, 2023	90,000,000	52,644,030	4,175

Note: All shares issued by the Company are ordinary shares with no rights limitations and without par value. Issued shares are fully paid up.

(2) Retained earnings

Retained earnings consist of earned reserve and unappropriated retained surplus. Retained earnings include the amount of remeasurements of defined benefit plans recognized in other comprehensive income when the amount arose and immediately transferred to retained earnings, and cumulative exchange differences of foreign operations as of the date of transition to IFRS.

(3) Treasury shares

Changes in the number and the amount of treasury shares are as follows:

	Number of shares	Amount
	Shares	Millions of yen
As of April 1, 2021	2,956,232	4,787
Change during the period	(14,353)	(23)
As of March 31, 2022	2,941,879	4,764
Change during the period	(25,515)	(41)
As of March 31, 2023	2,916,364	4,723

Note: Changes during the previous fiscal year are due to the disposal of 14,484 treasury shares for the restricted share-based remuneration plan and purchase of shares less than one unit of 131 shares.

Changes during the fiscal year under review are due to the disposal of 25,551 treasury shares for the restricted share-based remuneration plan and purchase of shares less than one unit of 36 shares.

(4) Dividends

- Cash dividends paid

Fiscal year ended March 31, 2022

Resolution date	Total amount of dividends	Dividends per share	Record date	Effective date
	Millions of yen	Yen		
June 22, 2021 Ordinary General Meeting of Shareholders	993	20.00	March 31, 2021	June 23, 2021
November 4, 2021 Board of Directors meeting	1,292	26.00	September 30, 2021	November 26, 2021

Fiscal year ended March 31, 2023

Resolution date	Total amount of dividends	Dividends per share	Record date	Effective date
	Millions of yen	Yen		
May 11, 2022 Board of Directors meeting	1,292	26.00	March 31, 2022	June 22, 2022
November 4, 2022 Board of Directors meeting	1,292	26.00	September 30, 2022	November 28, 2022

- Dividends for which record date is in the current fiscal year with effective date in the following fiscal year

Fiscal year ended March 31, 2022

Resolution date	Total amount of dividends	Dividends per share	Record date	Effective date
	Millions of yen	Yen		
May 11, 2022 Board of Directors meeting	1,292	26.00	March 31, 2022	June 22, 2022

Fiscal year ended March 31, 2023

Resolution date	Total amount of dividends	Dividends per share	Record date	Effective date
	Millions of yen	Yen		
May 12, 2023 Board of Directors meeting	1,491	30.00	March 31, 2023	June 21, 2023

23. Selling, general and administrative expenses

Breakdown of selling, general and administrative expenses

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Packing and shipping expenses	2,398	2,399
Personnel expenses	5,106	5,794
Depreciation and amortization expense	489	571
Research and development expense	4,299	5,572
Provision for product warranty	1,669	1,486
Other	3,904	5,844
Total	17,867	21,669

24. Other income and expense

(1) Breakdown of other income

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Gain on sales of non-current assets	78	68
Grant income	69	7
Other	477	1,049
Total	<u>626</u>	<u>1,125</u>

(2) Breakdown of other expense

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Loss on sales and retirement of non-current assets	253	81
Impairment loss	–	315
Other	192	149
Total	<u>445</u>	<u>546</u>

Note: 1. Refer to the note “13. Impairment loss” for impairment loss.

25. Finance income and finance costs

(1) Breakdown of finance income

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Interest income		
Cash and cash equivalents, financial assets measured at amortized cost	488	651
Dividend income		
Financial assets measured at fair value through other comprehensive income	255	329
Foreign exchange gains	1,128	839
Other	56	–
Total	<u>1,928</u>	<u>1,820</u>

(2) Breakdown of finance costs

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Interest cost		
Borrowings	11	17
Lease liabilities	11	7
Loss on valuation of financial instruments		
Financial assets measured at fair value through profit or loss	–	49
Total	<u>23</u>	<u>74</u>

26. Other comprehensive income

Amount arising during year, reclassification adjustments to profit or loss and tax effects for each component of other comprehensive income

Fiscal year ended March 31, 2022

	Amount arising	Reclassificati on adjustments	Before tax effects	Tax effects	Net of tax effects
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Components that will not be reclassified to profit or loss					
Remeasurements of defined benefit plans	59	–	59	(16)	43
Changes in the fair value of financial assets measured at fair value through other comprehensive income	(78)	–	(78)	21	(56)
Total	(18)	–	(18)	5	(13)
Components that may be reclassified to profit or loss					
Exchange differences of foreign operations	10,271	–	10,271	–	10,271
Share of other comprehensive income of associates accounted for using equity method	(10)	–	(10)	–	(10)
Total	10,261	–	10,261	–	10,261
Total	10,243	–	10,243	5	10,248

Fiscal year ended March 31, 2023

	Amount arising	Reclassificati on adjustments	Before tax effects	Tax effects	Net of tax effects
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Components that will not be reclassified to profit or loss					
Remeasurements of defined benefit plans	554	–	554	(143)	411
Changes in the fair value of financial assets measured at fair value through other comprehensive income	421	–	421	(117)	304
Total	976	–	976	(260)	715
Components that may be reclassified to profit or loss					
Exchange differences of foreign operations	5,782	–	5,782	–	5,782
Share of other comprehensive income of associates accounted for using equity method	(0)	–	(0)	–	(0)
Total	5,781	–	5,781	–	5,781
Total	6,758	–	6,758	(260)	6,497

27. Earnings per share

Basis of calculating basic earnings per share attributable to ordinary equity holders

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Profit attributable to ordinary equity holders of parent (Millions of yen)	8,551	9,566
Weighted-average number of ordinary shares (Thousands of shares)	49,697	49,719
Basic earnings per share (Yen)	172.07	192.41

Note: Information on diluted earnings per share is omitted due to an absence of potential shares.

28. Share-based remuneration

(1) Description of plan

The Company has adopted a restricted share-based remuneration plan to reflect the Group's business environment and short-, medium- and long-term performance, provide an incentive for ongoing improvement of corporate value, and promote the further sharing of value with shareholders. Under this plan, the Company's Directors (excluding those who are Audit and Supervisory Committee Members; hereinafter referred to as "Eligible Directors") are paid monetary remuneration claims for the granting of restricted shares. All of these claims are paid in as property contributed in kind to receive ordinary shares of the Company that are issued or disposed of by the Company. Eligible Directors may not transfer, create a security interest on, or otherwise dispose of (collectively "Transfer Restrictions") the ordinary shares of the Company allotted under the restricted share allotment agreement (the "Allotment Agreement") for the period from the date the allotted shares are granted to the date that said Eligible Director resigns or retires as a Director of the Company or any other such position stipulated by the Company's Board of Directors (the "Restriction Period"). The Transfer Restrictions are lifted on all allotted shares at the end of the Restriction Period on the condition that the Eligible Director remained in his or her position throughout the Restriction Period. In addition, if there is a breach of laws and regulations or any other reason specified by the Board of Directors of the Company during the Restriction Period, the Company will acquire all of the allotted shares free of charge.

In addition to the Eligible Directors, the Company has also adopted a similar restricted share-based remuneration plan for Managing Officers of the Company.

(2) Number of shares granted during period and fair value thereof

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Vesting date	July 21, 2021	July 20, 2022
Number of shares	14,484	25,551
Fair value on vesting date (Yen)	1,556	1,323

Note: The fair value on the vesting date is calculated based on the market value of the Company's stock.

(3) Expense related to share-based remuneration

The expense related to share-based remuneration was ¥16 million in the previous fiscal year and ¥30 million in the fiscal year under review and is included under "selling, general and administrative expenses" in the consolidated statement of income.

29. Financial instruments

(1) Capital management

The Group's basic policy for capital risk management is to build and maintain the stable financial base in order to firmly maintain soundness and efficiency of the management and achieve sustainable growth.

In line with this policy, the Group returns profits to shareholders through investments in effect, dividends and other means based on operating cash flows.

(2) Classification of financial assets and financial liabilities

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Financial assets		
Financial assets measured at fair value through profit or loss		
Other financial assets		
Investments in limited liability investment partnerships	840	785
Financial assets measured at fair value through other comprehensive income		
Other financial assets		
Shares of subsidiaries and associates	6,222	6,300
Investment securities	2,885	3,883
Investments in capital	4	4
Financial assets measured at amortized cost		
Trade and other receivables	34,203	38,739
Other financial assets		
Time deposits	3,462	4,759
Bonds	1,014	1,031
Long-term deposits	648	648
Loans	378	357
Other	564	526
Cash and cash equivalents	44,627	53,738
Total financial assets	94,851	110,777
Financial liabilities		
Financial liabilities measured at amortized cost		
Trade and other payables	18,254	18,204
Borrowings	6,100	6,100
Other financial liabilities		
Lease liabilities	1,645	1,410
Total financial liabilities	25,999	25,715

Note: From the fiscal year ended March 31, 2023, the presentation of the breakdown above has been reclassified to improve the clarity and usefulness of the note. Accordingly, the presentation of figures for the fiscal year ended March 31, 2022 has been reclassified to match the presentation for the fiscal year ended March 31, 2023.

(3) Financial risk management

The Group is exposed to financial risks (credit risks, liquidity risks and market risks) in the course of business activities. In order to avoid or mitigate these risks, the Group conducts risk management under certain policies. As its policy, the Group does not conduct derivative transactions for speculative purposes.

1) Credit risk management

Credit risks are risks that result in financial losses incurred by the Group when a customer becomes in default for contractual obligations.

Most clutch products manufactured and sold by the Group are for the automobile and motorcycle industries.

The certain customer group accounts for a large percentage of the Group's revenue.

The credit risks on trade receivables from the customer group are always measured at an amount equal to lifetime expected credit losses. The Group considers significant increase in credit risk, financial circumstances of debtors at year-end, history of recorded losses from past bad debts, and information on past overdue payments, etc. The Group classifies financial assets of “Debtors not experiencing significant issues in operating conditions” and financial assets of “Debtors experiencing significant issues in payment of their debt.” With respect to each of those categories, the Group estimates the expected credit losses and records the allowance for doubtful accounts. “Debtors not experiencing significant issues in operating conditions” are debtors that do not show any indication of issues in payment of their debt or do not have issues in their ability to pay their debt. The allowance for doubtful accounts for the credit of the applicable debtors is recorded collectively using a ratio taking into account future circumstances and the past bad debt rate. “Debtors experiencing significant issues in payment of their debt” are debtors that are experiencing significant issues in payment of their debt or show a high likelihood of experiencing such issues. The allowance for doubtful accounts for the credit of the applicable debtors is recorded based on the individually estimated recoveries related to the applicable assets.

Information about trade receivables

The carrying amounts of the allowance for doubtful accounts related to trade receivables past due and credit are as follows.

Trade receivables past due

As of March 31, 2022

(Millions of yen)

	Debtors not experiencing significant issues in operating conditions	Debtors experiencing significant issues in operating conditions	Total
Balance at beginning of period	151	–	151
Balance at end of period	190	–	190

As of March 31, 2023

(Millions of yen)

	Debtors not experiencing significant issues in operating conditions	Debtors experiencing significant issues in operating conditions	Total
Balance at beginning of period	190	–	190
Balance at end of period	132	–	132

Allowance for doubtful accounts

As of March 31, 2022

(Millions of yen)

	Debtors not experiencing significant issues in operating conditions	Debtors experiencing significant issues in operating conditions	Total
Balance at beginning of period	7	–	7
Increase in the period	1	–	1
Decrease in the period	–	–	–
Other	1	–	1
Balance at end of period	9	–	9

As of March 31, 2023

(Millions of yen)

	Debtors not experiencing significant issues in operating conditions	Debtors experiencing significant issues in operating conditions	Total
Balance at beginning of period	9	–	9
Increase in the period	–	–	–
Decrease in the period	(1)	–	(1)
Other	0	–	0
Balance at end of period	8	–	8

2) Liquidity risk management

Liquidity risks are risks of failure to make payments on the due date in situations when the Group is required to fulfill its repayment obligations for financial liabilities due. The Group manages liquidity risks by securing credit lines available at any time in financial institutions and continuously monitoring a cash flow plan and actual performance while raising appropriate funds for repayment.

Breakdown of the balances of financial liabilities by due date

As of March 31, 2022

	Carrying amount	Contractual amount	Due within one year	Due after one year within two years	Due after two years within three years	Due after three years within four years	Due after four years within five years	Due after five years
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Trade and other payables	18,254	18,254	18,254	–	–	–	–	–
Borrowings	6,100	6,100	6,100	–	–	–	–	–
Lease liabilities	1,645	1,715	392	225	187	165	143	600
Total	25,999	26,070	24,747	225	187	165	143	600

As of March 31, 2023

	Carrying amount	Contractual amount	Due within one year	Due after one year within two years	Due after two years within three years	Due after three years within four years	Due after four years within five years	Due after five years
	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Trade and other payables	18,204	18,204	18,204	–	–	–	–	–
Borrowings	6,100	6,100	6,100	–	–	–	–	–
Lease liabilities	1,410	1,449	324	278	160	136	118	432
Total	25,715	25,755	24,629	278	160	136	118	432

3) Market risk management

(i) Exchange risks

Because the Group has business operations on a global basis, it is exposed to risks that transactions denominated in currencies other than its functional currency may affect profit or loss and cash flows and risks that equity and profit or loss may be affected when equity and profit or loss denominated in currencies other than its functional currency are translated into the functional currency, both due to currency fluctuations. The Group strives to mitigate these risks due to currency fluctuations by monitoring currency fluctuations.

- Sensitivity analysis of foreign exchange

For financial instruments held by the Group as of the reporting date, the impact of a 1% depreciation of Japanese yen against US dollars and renminbi on profit before income taxes in the consolidated statement of income is as follows.

The effects of translation of financial instruments denominated in the functional currency, assets and liabilities and revenue and expenses of foreign operations into yen are not included. This analysis is based on the assumption that other variable factors are constant.

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
US dollar	46	79
RMB	9	6

(ii) Price fluctuation risks

Although the Group is exposed to risks of fluctuations in share prices, which arise from equity financial instruments (shares), these instruments are shares in companies with which the Group has business relationships and the Group grasps information on market prices of the shares quarterly.

- Sensitivity analysis on market prices

The impact of a 10% fluctuation in market prices of equity financial instruments held by the Group as of the end of fiscal year on other comprehensive income (before tax effects) was ¥798 million in the previous fiscal year and ¥836 million in the fiscal year under review.

This analysis is based on the assumption that other variable factors are constant.

(iii) Interest rate risks

Since borrowings are raised with fixed interest rates and interest rate risks are considered insignificant to the Group, the sensitive analysis of interest rates has not been performed.

(4) Equity financial instruments measured at fair value through other comprehensive income

The Group holds shares in listed companies with which it has business relationships. In light of the purpose of holding to maintain and strengthen business relationships, those equity financial instruments are designated as financial assets measured at fair value through other comprehensive income.

1) Major financial instruments and their fair value

Major financial instruments and their fair value are as follows:

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Honda Motor Co., Ltd.	6,597	6,676
KANEMATSU CORPORATION	993	1,215
SUZUKI MOTOR CORPORATION	221	252
Mizuho Financial Group, Inc.	83	99
Kawasaki Heavy Industries, Ltd.	36	49
Sumitomo Mitsui Financial Group, Inc.	22	30

2) Derecognized equity financial instruments measured at fair value through other comprehensive income

During the period, the Company derecognized equity financial instruments measured at fair value through other comprehensive income. The fair value and cumulative gain or loss at the date of derecognition of those equity financial instruments measured at fair value through other comprehensive income are as follows:

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Fair value at the date of derecognition	1	2
Cumulative gain (loss) on disposal	1	1

Notes: 1. Primarily with the purpose of reviewing business relationships, a portion of those equity financial instruments measured at fair value through other comprehensive income was derecognized due to sale.

2. When equity financial instruments measured at fair value through other comprehensive income are derecognized, the cumulative gain or loss of other comprehensive income is transferred to retained earnings.

3) Dividend income

The breakdown of dividend income recognized from those equity financial instruments measured at fair value through other comprehensive income is as follows:

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Equity financial instruments derecognized during the period	0	0
Equity financial instruments held at the end of the period	261	303
Total	<u>261</u>	<u>303</u>

(5) Fair value of financial instruments

1) Fair value hierarchy

Fair value is defined as the price that would be received on the sale of an asset or paid to transfer a liability in an ordinary transaction between market participants on the measurement date. The fair value hierarchy of financial instruments is categorized as follows:

Level 1: Fair value measured at the quoted price in active markets

Level 2: Fair value, other than Level 1, that is determined by directly or indirectly using the observable price

Level 3: Fair value that is determined using a valuation technique including unobservable inputs

When multiple inputs are used for fair value measurement, the level of the fair value is determined based on the lowest level of significant input in the entire measurement of the fair value.

Transfers between levels of the fair value hierarchy are recognized as if they had occurred at the beginning of each quarter.

For financial instruments classified as Level 3, the valuer determines the valuation method and measures the fair value of the financial instrument in accordance with the valuation policies and procedures for fair value measurement established by the Group.

In addition, the results of fair value measurements are approved by the appropriate person with responsibility.

2) Method of fair value measurement

Financial assets and liabilities measured at fair value through profit or loss

The fair value of investment in limited liability investment partnerships and partnerships of a similar nature is calculated using a valuation model based on net assets.

The fair value of derivatives to which hedge accounting is not applied is obtained from the counterparty financial institutions.

Financial assets measured at amortized cost

The carrying amounts of trade and other receivables and cash and cash equivalents reasonably approximate the fair values, since the period to maturity is short.

Other financial assets are measured by the discounted cash flow method or other appropriate valuation methods.

Financial assets measured at fair value through other comprehensive income

The fair values of listed shares are measured based on market prices at the end of the fiscal year. The fair values of unlisted shares are principally measured by valuation techniques based on net asset value.

Financial liabilities measured at amortized cost

The carrying amounts of borrowings (current) approximate the fair values since they are settled in a short period of time. Therefore, their fair values are determined based on their carrying amounts.

For borrowings (non-current), fair values are calculated by discounting expected future cash flows to the present value based on the assumed interest rate for executing similar, new borrowings.

3) Financial instruments measured at fair value on a recurring basis

Classification of financial instruments measured at fair value on a recurring basis based on the fair value hierarchy is as follows:

As of March 31, 2022

	Level 1	Level 2	Level 3	Total
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Financial assets				
Financial assets measured at fair value through profit or loss				
Other (investments in limited liability investment partnerships)	–	–	840	840
Financial assets measured at fair value through other comprehensive income				
Listed shares	7,986	–	–	7,986
Unlisted shares	–	–	1,121	1,121
Other (investments in capital)	–	–	4	4
Total	<u>7,986</u>	<u>–</u>	<u>1,966</u>	<u>9,953</u>

As of March 31, 2023

	Level 1	Level 2	Level 3	Total
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
Financial assets				
Financial assets measured at fair value through profit or loss				
Other (investments in limited liability investment partnerships)	–	–	785	785
Financial assets measured at fair value through other comprehensive income				
Listed shares	8,360	–	–	8,360
Unlisted shares	–	–	1,823	1,823
Other (investments in capital)	–	–	4	4
Total	<u>8,360</u>	<u>–</u>	<u>2,613</u>	<u>10,974</u>

Note: No transfers between Level 1, Level 2 and Level 3 were made in the fiscal year under review and the previous fiscal year.

- 4) The adjustment table for the beginning balance to the ending balance of the fair value measurement categorized as Level 3 is as follows:

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Balance at beginning of period	1,855	1,966
Acquisition	333	703
Distribution	(5)	(88)
Sale	0	0
Total gains and losses		
Other comprehensive income	(147)	82
Profit or loss	(69)	(49)
Balance at end of period	1,966	2,613

- Notes: 1. Gains and losses included in other comprehensive income relate to shares, etc. held as of the reporting date that were not traded at a market. These gains and losses are included in “changes in the fair value of financial assets measured at fair value through other comprehensive income” and “exchange differences of foreign operations” in the consolidated statement of comprehensive income.
2. Financial assets categorized as Level 3 are comprised mainly of unlisted shares (financial assets measured at fair value through other comprehensive income) and investment in limited liability investment partnerships, etc. (financial assets measured at fair value through profit or loss).

- 5) Carrying amount and fair value of financial instruments

Most of the financial assets measured at amortized cost held by the Company are “trade and other receivables” and “borrowings (current).” As they are settled in a short period of time and their fair values are approximately equal to their carrying amounts, disclosure on comparison of the fair values and carrying amounts has been omitted.

30. Important subsidiaries

Status of important subsidiaries at the end of the fiscal year under review

Name	Location	Principal contents of business	Ratio of voting rights holding (%)
KYUSHU F.C.C. CO., LTD.	Japan	Motorcycle and automobile clutches	100
TENRYU SANGYO CO., LTD.	Japan	Motorcycle clutches	80.22
FLINT CO., LTD.	Japan	Motorcycle clutches	100
FCC (North America), INC.	U.S.	Administration of subsidiaries in the U.S.	100
FCC (INDIANA), LLC	U.S.	Automobile clutches	100 [100]
FCC (North Carolina), LLC	U.S.	Motorcycle and automobile clutches	100 [100]
FCC (Adams), LLC	U.S.	Automobile clutches	100 [100]
FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V.	Mexico	Automobile clutches	100 [45.30]
FCC (THAILAND) CO., LTD.	Thailand	Motorcycle and automobile clutches	100 [0.07]
FCC (PHILIPPINES) CORP.	Philippines	Motorcycle and automobile clutches	100
F.C.C. (CHINA) INVESTMENT CO., LTD.	China	Administration of subsidiaries in China	100
CHENGDU YONGHUA. F.C.C. CLUTCHES CO., LTD.	China	Motorcycle and automobile clutches	100 [71.43]
CHU'S F.C.C. (SHANGHAI) CO., LTD.	China	Motorcycle clutches	100
CHINA FCC FOSHAN CO., LTD.	China	Automobile clutches	100 [61.43]
FCC (TAIWAN) CO., LTD.	Taiwan	Motorcycle clutches	70 [15]
FCC CLUTCH INDIA PRIVATE LIMITED	India	Motorcycle and automobile clutches	100
PT. FCC INDONESIA	Indonesia	Motorcycle and automobile clutches	100 [0.55]
FCC (VIETNAM) CO., LTD.	Vietnam	Motorcycle and automobile clutches	90
FCC DO BRASIL LTDA.	Brazil	Motorcycle and automobile clutches	100

Note: The figures in brackets in the "Ratio of voting rights holding" column are indirect holding ratio included in the figures outside the brackets.

31. Related parties

(1) Related party transactions

Fiscal year ended March 31, 2022

Type	Name	Description of relationship with the related party	Transaction amount	Unsettled amount
			Millions of yen	Millions of yen
Other affiliate	Honda Motor Co., Ltd.	Sale of the Company's products	9,738	1,476

Note: The method for determining the sales price is to create a quotation considering the economically rational market price and the Company's production technology, etc. with determination made by negotiation of the price following submission of the quotation.

Fiscal year ended March 31, 2023

Type	Name	Description of relationship with the related party	Transaction amount	Unsettled amount
			Millions of yen	Millions of yen
Other affiliate	Honda Motor Co., Ltd.	Sale of the Company's products	9,914	1,529

Note: The method for determining the sales price is to create a quotation considering the economically rational market price and the Company's production technology, etc. with determination made by negotiation of the price following submission of the quotation.

(2) Remuneration for key management personnel

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
	Millions of yen	Millions of yen
Remuneration and bonuses	195	163
Share-based remuneration	10	18
Total	205	181

Note: For the basic policy, etc. for remuneration of key management personnel, refer to "A. Company information, IV. Information about reporting company, 4. Status of corporate governance, etc., (4) Remuneration, etc. for officers."

32. Commitments

Breakdown of commitments related to expenditures at and after the end of the fiscal year

	As of March 31, 2022	As of March 31, 2023
	Millions of yen	Millions of yen
Property, plant and equipment and intangible assets	1,915	1,258

33. Subsequent events

Not applicable.

Opinion of independent auditors

Auditors: Yasumori Audit Corporation

Opinion: unqualified

2. Non-consolidated financial statements, etc.

(1) Non-consolidated financial statements

1) Non-consolidated balance sheet

(Millions of yen)

	As of March 31, 2022	As of March 31, 2023
Assets		
Current assets		
Cash and deposits	8,685	9,792
Notes receivable - trade	–	7
Electronically recorded monetary claims - operating	694	804
Accounts receivable - trade	8,145	7,403
Securities	–	1,031
Merchandise and finished goods	853	951
Work in process	920	946
Raw materials and supplies	2,588	2,640
Prepaid expenses	65	45
Short-term loans receivable from subsidiaries and associates	3,159	4,807
Other	2,112	2,136
Allowance for doubtful accounts	(2)	(2)
Total current assets	27,222	30,565
Non-current assets		
Property, plant and equipment		
Buildings	4,657	4,492
Structures	282	244
Machinery and equipment	4,546	3,817
Vehicles	37	24
Tools, furniture and fixtures	712	823
Land	4,900	4,908
Construction in progress	195	596
Total property, plant and equipment	15,333	14,906
Intangible assets		
Patent right	94	81
Software	173	169
Software in progress	9	5
Total intangible assets	277	256
Investments and other assets		
Investment securities	3,317	3,149
Shares of subsidiaries and associates	25,203	24,723
Bonds of subsidiaries and associates	5,846	5,846
Investments in capital	4	4
Investments in capital of subsidiaries and associates	3,069	3,069
Long-term loans to employees	101	90
Long-term loans receivable from subsidiaries and associates	2,448	2,670
Long-term prepaid expenses	16	2
Prepaid pension expenses	163	142
Deferred tax assets	–	153
Other	688	690
Allowance for doubtful accounts	(772)	(1,509)
Total investments and other assets	40,088	39,034
Total non-current assets	55,699	54,197
Total assets	82,921	84,762

(Millions of yen)

	As of March 31, 2022	As of March 31, 2023
Liabilities		
Current liabilities		
Notes payable - trade	1	1
Accounts payable - trade	3,067	2,633
Short-term borrowings	6,100	6,100
Accounts payable - other	544	548
Electronically recorded obligations - operating	1,006	907
Accrued expense	448	447
Income taxes payable	243	81
Advances received	2	15
Deposits received	61	61
Provision for bonuses	1,266	1,259
Provision for officer bonuses	38	13
Provision for product warranty	1,669	3,478
Other	45	48
Total current liabilities	14,496	15,598
Non-current liabilities		
Deferred tax liabilities	126	–
Asset retirement obligations	14	14
Total non-current liabilities	141	14
Total liabilities	14,638	15,613
Net assets		
Shareholders' equity		
Issued capital	4,175	4,175
Capital surplus		
Legal capital surplus	4,555	4,555
Other capital surplus	9	2
Total capital surpluses	4,565	4,557
Retained earnings		
Legal retained earnings	1,043	1,043
Other retained earnings		
Reserve for dividends	1,600	1,600
Reserve for advanced depreciation of non-current assets	483	472
Reserve for open innovation promotion tax system	–	124
General reserve	54,500	54,500
Retained earnings brought forward	2,825	3,310
Total retained earnings	60,452	61,051
Treasury shares	(4,764)	(4,723)
Total shareholders' equity	64,428	65,061
Valuation and translation adjustments		
Valuation difference on available-for-sale securities	3,854	4,088
Total valuation and translation adjustments	3,854	4,088
Total net assets	68,283	69,149
Total liabilities and net assets	82,921	84,762

2) Non-consolidated statements of income

(Millions of yen)

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Net sales	39,256	38,705
Cost of sales		
Beginning finished goods	726	853
Cost of products manufactured	27,075	26,588
Purchase of finished goods	429	504
Total	28,231	27,947
Ending finished goods	853	951
Cost of finished goods sold	27,377	26,996
Gross profit	11,878	11,709
Selling, general and administrative expenses		
Packing and delivery expenses	876	790
Salaries and allowances	1,706	1,721
Provision for bonuses	251	280
Retirement benefit expenses	229	223
Depreciation	77	62
Provision for product warranty	1,669	1,486
Research and development expense	5,188	6,236
Other	1,839	1,906
Total selling, general and administrative expenses	11,839	12,708
Operating profit (loss)	38	(999)
Non-operating income		
Interest income	59	149
Interest on capital receivable	62	162
Interest on securities	548	580
Dividend income	3,698	4,655
Rental income	10	10
Commissions on equipment sales	240	267
Foreign exchange gains	860	239
Technical advisory fee	62	44
Other	80	86
Total non-operating income	5,622	6,195
Non-operating expenses		
Interest expenses	11	9
Rent expenses	1	3
Provision of allowance for doubtful accounts	–	737
Losses on investment partnership management	69	49
Other	2	0
Total non-operating expenses	85	800
Ordinary profit	5,575	4,395
Extraordinary income		
Gain on sales of non-current assets	0	12
Gain on sales of investment securities	1	1
Gain on liquidation of subsidiaries and associates	–	0
Total extraordinary income	1	14
Extraordinary losses		
Loss on sales and retirement of non-current assets	212	42
Loss on valuation of investment securities	191	–
Loss on valuation of shares of subsidiaries and associates	–	547
Total extraordinary losses	403	590
Profit before income taxes	5,173	3,819

(Millions of yen)

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Income taxes - current	787	1,007
Income taxes - deferred	93	(371)
Total income taxes	881	635
Profit	4,292	3,184

3) Non-consolidated statements of changes in shareholders' equity

Fiscal year ended March 31, 2022

(Millions of yen)

	Shareholders' equity										
	Issued capital	Capital surplus			Retained earnings						
		Legal capital surplus	Other capital surplus	Total capital surpluses	Legal retained earnings	Other retained earnings					Total retained earnings
						Reserve for dividends	Reserve for advanced depreciation of non-current assets	Reserve for open innovation promotion tax system	General reserve	Retained earnings brought forward	
Balance at beginning of current period	4,175	4,555	10	4,566	1,043	1,600	483	–	54,500	817	58,445
Changes of items during period											
Reversal of reserve for advanced depreciation of non-current assets							(0)			0	–
Reserve for open innovation promotion tax system											
Dividends of surplus										(2,286)	(2,286)
Profit										4,292	4,292
Purchase of treasury shares											
Disposal of treasury shares			(0)	(0)							
Net changes of items other than shareholders' equity											
Total changes of items during period	–	–	(0)	(0)	–	–	(0)	–	–	2,007	2,006
Balance at end of current period	4,175	4,555	9	4,565	1,043	1,600	483	–	54,500	2,825	60,452

	Shareholders' equity		Valuation and translation adjustments		Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at beginning of current period	(4,788)	62,399	3,754	3,754	66,153
Changes of items during period					
Reversal of reserve for advanced depreciation of non-current assets		-			-
Reserve for open innovation promotion tax system		-			-
Dividends of surplus		(2,286)			(2,286)
Profit		4,292			4,292
Purchase of treasury shares	(0)	(0)			(0)
Disposal of treasury shares	23	22			22
Net changes of items other than shareholders' equity			100	100	100
Total changes of items during period	23	2,028	100	100	2,129
Balance at end of current period	(4,764)	64,428	3,854	3,854	68,283

Fiscal year ended March 31, 2023

(Millions of yen)

	Shareholders' equity										
	Issued capital	Capital surplus			Retained earnings						
		Legal capital surplus	Other capital surplus	Total capital surpluses	Legal retained earnings	Other retained earnings					Total retained earnings
						Reserve for dividends	Reserve for advanced depreciation of non-current assets	Reserve for open innovation promotion tax system	General reserve	Retained earnings brought forward	
Balance at beginning of current period	4,175	4,555	9	4,565	1,043	1,600	483	–	54,500	2,825	60,452
Changes of items during period											
Reversal of reserve for advanced depreciation of non-current assets							(10)			10	–
Reserve for open innovation promotion tax system								124		(124)	–
Dividends of surplus										(2,585)	(2,585)
Profit										3,184	3,184
Purchase of treasury shares											
Disposal of treasury shares			(7)	(7)							
Net changes of items other than shareholders' equity											
Total changes of items during period	–	–	(7)	(7)	–	–	(10)	124	–	484	599
Balance at end of current period	4,175	4,555	2	4,557	1,043	1,600	472	124	54,500	3,310	61,051

	Shareholders' equity		Valuation and translation adjustments		Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at beginning of current period	(4,764)	64,428	3,854	3,854	68,283
Changes of items during period					
Reversal of reserve for advanced depreciation of non-current assets		-			-
Reserve for open innovation promotion tax system		-			-
Dividends of surplus		(2,585)			(2,585)
Profit		3,184			3,184
Purchase of treasury shares	(0)	(0)			(0)
Disposal of treasury shares	41	33			33
Net changes of items other than shareholders' equity			233	233	233
Total changes of items during period	41	632	233	233	866
Balance at end of current period	(4,723)	65,061	4,088	4,088	69,149

[Notes to non-consolidated financial statements]

Significant accounting policies

1. Valuation basis and methods for assets

(1) Valuation basis and methods for securities

Shares of subsidiaries and associates

Stated at cost determined by the weighted-average method

Available-for-sale securities (securities classified as other securities under Japanese GAAP)

Items other than stock with no market value

Stated at fair value (unrealized gains and losses, net of applicable taxes, are recognized in a separate component of net assets, and costs of securities sold are determined by the weighted-average method).

Stock with no market value

Stated at cost determined by the weighted-average method

The Company records investments in limited liability investment partnerships and similar partnerships (deemed to be securities under the provisions set forth in Article 2, paragraph 2 of the Financial Instruments and Exchange Act) using the net amount of ownership in such partnerships computed based on the most recent financial statements available for the report date stipulated in the partnership agreement.

(2) Valuation basis and methods for inventories

Finished goods and work in process

Stated at cost determined by the weighted-average method (the carrying amounts in the non-consolidated balance sheet are calculated by the method in which carrying amounts are written down due to a decline in profitability of assets).

Raw materials and supplies

Stated at cost determined by the first-in, first-out method (the carrying amounts in the non-consolidated balance sheet are calculated by the method in which carrying amounts are written down due to a decline in profitability of assets).

2. Depreciation methods for non-current assets

(1) Property, plant and equipment

The straight-line method is applied.

Major useful lives are as follows:

Buildings 10 to 38 years

Machinery and equipment 9 years

(2) Intangible assets

The straight-line method is applied.

For software for internal use, the straight-line method based on the estimated usable period (five years) in the Company is applied.

3. Recognition of reserves

(1) Allowance for doubtful accounts

To cover losses from bad debts for trade receivables, loans, etc., allowance for doubtful accounts is provided in the amount expected to be uncollectible based on historical experience of bad debts for general receivables and individual collectability for specific receivables such as doubtful receivables.

(2) Provision for bonuses

To prepare for bonus payments to employees, provision for bonuses is provided based on the estimated amount of payments.

(3) Provision for officer bonuses

To prepare for bonus payments to officers, provision for bonuses is provided based on the estimated amount of payments.

(4) Provision for retirement benefits

To prepare for payment of retirement benefits to employees, provision for retirement benefits is provided based on the estimated amounts of retirement benefit obligations and plan assets at the end of the fiscal year under review.

1) Method of attributing expected retirement benefits to periods

In calculation of retirement benefit obligations, the benefit formula basis is applied to attribute expected retirement benefits to periods up to the end of the fiscal year under review.

2) Amortization of actuarial gains or losses and past service cost

Past service cost is amortized on a straight-line basis from the fiscal year in which the cost occurred over a period equal to or less than the average remaining service period of eligible employees (five years) at the time of occurrence.

Actuarial gains or losses are amortized by the declining-balance method from the fiscal year in which the gains or losses occurred over a period equal to or less than the average remaining service period of eligible employees (mainly 14 years) at the time of occurrence in each fiscal year.

(5) Provision for product warranty

The amount expected to occur has been recorded as a provision in order to prepare for future repair expenses for some products delivered by the Company.

4. Criteria for recording revenue and expenses

The Company recognizes revenues based on the following five-step approach:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when the entity satisfies a performance obligation

The Company is principally engaged in the sales and manufacture of motorcycle and automobile clutches. With regard to the sales of these products, the Company recognizes revenue at the time of delivery of a product since it considers that the customer obtains control over the product and performance obligations are satisfied at the time of delivery of the product. Revenue is measured at the amount of consideration promised in contracts with customers less discounts, etc.

Significant accounting estimates

1. Recoverability of deferred tax assets

- (1) The amount recorded in the non-consolidated financial statement for the fiscal year under review

(Millions of yen)

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Deferred tax assets	–	153
Deferred tax liabilities	126	–

- (2) Information for understanding the details of accounting estimates

This description is omitted because the relevant information is described in “15. Income taxes.”

2. Recording of provision for product warranties

- (1) The amount recorded in the non-consolidated financial statement for the fiscal year under review

(Millions of yen)

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Provision for product warranty	1,669	3,478

- (2) Information for understanding the details of accounting estimates

This description is omitted because the relevant information is described in “21. Provisions and contingent liabilities.”

3. Valuation of loans to and investments in subsidiaries and associates

- (1) The amount recorded in the non-consolidated financial statement for the fiscal year under review

(Millions of yen)

	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023
Shares of subsidiaries and associates	25,203	24,723
Investments in capital of subsidiaries and associates	3,069	3,069
Loss on valuation of shares of subsidiaries and associates	–	547
Short-term loans receivable from subsidiaries and associates	3,159	4,807
Long-term loans receivable from subsidiaries and associates	2,448	2,670
Allowance for doubtful accounts related to aforementioned loans	747	1,484

Shares of subsidiaries and associates and short-term loans receivable from subsidiaries and associates attributable to consolidated subsidiary FCC AUTOMOTIVE PARTS DE MEXICO, S.A. DE C.V. were ¥647 million and ¥1,335 million respectively, and long-term loans receivable from subsidiaries, loss on valuation of shares of subsidiaries and associates, allowance for doubtful accounts related to loans to subsidiaries and associates were wholly attributable to this subsidiary.

- (2) Information for understanding the details of accounting estimates

1) Calculation method

For shares of subsidiaries and associates and investments in capital of subsidiaries and associates (“shares of subsidiaries and associates, etc.”), the acquisition price is used as the balance sheet amount. If the real value is deemed to have declined significantly due to deterioration in the

financial position of the relevant subsidiary or associate, the Company's policy is to record impairment loss up to the real value, unless the possibility of recovery is supported by a future business plan. In addition, allowance for doubtful accounts is recorded against loans to subsidiaries and associates, and the entire amount of the difference between the present value, calculated by applying a certain discount rate based on the recovery plan in light of the estimated future cash flows and cash positions, etc. from such borrowers' future business plans, and the carrying amount and the scheduled recovery amount for the term beyond the production plan indicated by the customer is recorded as allowance for doubtful accounts as a type of suspended claim.

2) Major assumption

Valuation of investments in and loans to subsidiaries and associates is based on the future business plans of the target companies. Based on discrepancies between the plans and actual results to date, we examine the recoverability of shares of subsidiaries and associates, etc. and of loans to subsidiaries and associates based on certain revised figures in the future business plans. Future business plans are prepared based on key assumptions regarding sales volume forecasts based on customers' unofficial production plans, the impact of semiconductor shortages and material price increases, and future plans for personnel and capital investment. Important assumptions are also used in determining the discount rate to be used in calculating the amount expected to be uncollectible on loans to subsidiaries and associates.

3) Impact on the non-consolidated financial statements for the next fiscal year

We carry out valuation of loans to and investments in subsidiaries and associates based on the currently anticipated forecast improvements, but the acquisition of future cash flows could be substantially affected by future changes in economic conditions and the business environment, which could have a major impact on the shares of subsidiaries and associates, the recoverability of loans and the amount recorded for allowance for doubtful accounts on the non-consolidated financial statements for the next fiscal year.

Accounting standards, etc. that have not yet been applied

Of the accounting standards, etc., that have been issued, there are no standards with a material impact on the Company's financial statements among the standards which are not yet compulsory to apply and which have not been applied early by the Company.

4) Supplementary statements

[Detailed schedule of property, plant and equipment and others]

(Millions of yen)

Category	Type of assets	Balance at beginning of current period	Increase in the period	Decrease in the period	Depreciation during the period	Balance at end of current period	Accumulated depreciation
Property, plant and equipment	Buildings	4,657	114	1	278	4,492	7,653
	Structures	282	3	–	41	244	1,330
	Machinery and equipment	4,546	624	62	1,290	3,817	20,896
	Vehicles	37	3	0	15	24	165
	Tools, furniture and fixtures	712	495	136	248	823	5,644
	Land	4,900	7	–	–	4,908	–
	Construction in progress	195	1,149	749	–	596	–
	Total	15,333	2,398	950	1,874	14,906	35,690
Intangible assets	Patent right	94	–	–	13	81	28
	Software	173	64	–	68	169	175
	Software in progress	9	18	21	–	5	–
	Total	277	82	21	82	256	204
Investments and other assets	Long-term prepaid expenses	16	–	14	–	2	–

Note: Principal increases and decreases in the period are as follows:

Property, plant and equipment

[Increase]

Construction in progress	Head office	Construction of building for new business	¥488 million
Machinery and equipment	R&D Center	Testing apparatus and measuring instruments	¥278 million
Molds	Hamakita Factory	Manufacturing facilities to produce new models, etc.	¥117 million
Machinery and equipment	Hamakita Factory	Manufacturing facilities to produce new models, etc.	¥105 million

[Detailed schedule of allowances]

(Millions of yen)

Category	Balance at beginning of current period	Increase in the period	Decrease in the period	Balance at end of current period
Allowance for doubtful accounts	774	737	–	1,511
Provision for bonuses	1,266	1,259	1,266	1,259
Provision for officer bonuses	38	9	34	13
Provision for product warranty	1,669	1,808	–	3,478

(2) Components of major assets and liabilities

This information has been omitted as the consolidated financial statements have been prepared.

(3) Other

Not applicable.

Opinion of independent auditors

Auditors: Yasumori Audit Corporation

Opinion: unqualified

VI. Overview of operational procedures for shares of the reporting company

Fiscal year	From April 1 to March 31
Ordinary General Meeting of Shareholders	June
Record date	March 31
Record dates for dividends of surplus	September 30 March 31
Number of shares per share unit	100 shares
Purchase of shares less than one unit	
Office for handling business	(Special account) 1-3-3 Marunouchi, Chiyoda-ku, Tokyo Securities Agent Department, Head Office, Mizuho Trust & Banking Co., Ltd.
Shareholder register administrator	(Special account) 1-3-3 Marunouchi, Chiyoda-ku, Tokyo Mizuho Trust & Banking Co., Ltd.
Forwarding office	—
Handling charge for purchase	The amount separately stipulated as the amount equivalent to share brokerage fees
Method of public notice	Electronic public notice will be made. However, if it is impossible to publish public notices electronically because of an accident or other unavoidable circumstances, the public notices shall be made by publication in the Nihon Keizai Shimbun. The Company's URL for public notice: https://www.fcc-net.co.jp/
Special benefits for shareholders	<ul style="list-style-type: none"> Content of the shareholder special benefit plan Shareholders owning at least 200 shares for at least a year who are recorded or listed on the shareholder register as of March 31 and September 30 of each year (recorded or listed on the shareholder register as of March 31 and September 30 at least three consecutive times under the same shareholder number) are gifted with a local specialty product worth ¥2,500.

Note: Pursuant to the provision of the Company's Articles of Incorporation, the Company's shareholders may not exercise any right, in relation to their holding shares less than one unit, other than rights set forth in each item of Article 189, paragraph 2 of the Companies Act.