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# ITEMS DISCLOSED ON INTERNET CONCERNING NOTICE OF THE 125TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS ··········· 1

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This document is provided on the Company's website pursuant to laws and regulations, and provisions of the Articles of Association of the Company.

This document is included in the scope of audits for an audit report and an accounting audit report that were conducted by the Audit & Supervisory Board Members and the Accounting Auditor during preparation, respectively.

<< The Company's website>> http://www.kanematsu.co.jp

## **Kanematsu Corporation**

#### **Notes to the Consolidated Financial Statements**

#### 1. Notes on significant matters forming the basis for preparing consolidated financial statements

1-1 Accounting standards for preparing consolidated financial statements

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") pursuant to the provisions of Article 120, paragraph 1 of the Regulation on Corporate Accounting.

Some description and notes required to be disclosed in IFRSs are omitted under the provision of the second sentence of the same paragraph.

#### 1-2 Scope of consolidation

Number of consolidated subsidiaries:

90

Principal consolidated subsidiaries:

Kanematsu Electronics Ltd., Kanematsu Communications Ltd., Kanematsu Sustech Corporation, Kanematsu Trading Corp., Kanematsu KGK Corp., Kanematsu Petroleum Corp., Shintoa Corp., Kanematsu USA Inc., Kanematsu (Hong Kong) Ltd.

#### 1-3 Application of the equity method

Number of companies accounted for by the equity method:

26

Principal companies accounted for by the equity method:

Hokushin Co., Ltd., Kaneyo Co., Ltd., Kantatsu Co., Ltd.

#### 1-4 Accounting policies

- (1) Valuation basis and methods for significant assets
- (i) Financial assets

The Consolidated Group classifies financial assets at initial recognition as financial assets measured at fair value through profit or loss, financial assets measured at fair value through other comprehensive income or financial assets measured at amortized cost. The Consolidated Group initially recognizes financial assets measured at amortized cost on the date that they arise and the other financial assets on the transaction date.

The Consolidated Group derecognizes a financial asset when, and only when (i) the contractual rights to cash flows from the financial asset expire, or (ii) it transfers the contractual rights to cash flows and substantially all the risks and rewards of ownership of the financial asset.

#### (a) Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flow and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Consolidated Group initially recognizes and measures a financial asset measured at amortized cost at its fair value plus any transaction costs directly attributable to the

acquisition of the financial asset. The Consolidated Group subsequently measures it at amortized cost using the effective interest method.

(b) Financial assets measured at fair value through other comprehensive income

A financial asset that meets both of the following conditions is classified as a financial asset measured at fair value through other comprehensive income:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Consolidated Group initially recognizes and measures a financial asset measured at fair value through other comprehensive income at its fair value plus any transaction costs directly attributable to the acquisition of the financial asset. The Consolidated Group subsequently measures it at fair value and recognizes the subsequent changes in fair value as other comprehensive income. When the financial asset is derecognized, the cumulative gain or loss is reclassified to profit or loss.

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

With regard to a financial asset that has not been classified as either a financial asset measured at amortized cost or a financial asset measured at fair value through other comprehensive income, and classified as a financial asset measured at fair value through profit or loss, IFRS 9 permits an entity to make an irrevocable election at initial recognition to present in other comprehensive income changes in fair value of an investment in an equity instrument that is not held for trading. The Consolidated Group makes this election on an instrument-by-instrument basis.

The Consolidated Group initially recognizes and measures an equity instrument measured at fair value through other comprehensive income at its fair value plus any transaction costs directly attributable to the acquisition of the financial asset. The Consolidated Group subsequently measures it at fair value and recognizes the subsequent changes in fair value as other comprehensive income. When the equity instrument is derecognized, or its fair value substantially decreases, the Consolidated Group reclassifies the cumulative amount of other comprehensive income to retained earnings and not to profit or loss. Dividends are recognized in profit or loss.

(d) Financial assets measured at fair value through profit or loss

A financial asset other than those classified as (a), (b) and (c) above is classified as a financial asset measured at fair value through profit or loss.

The Consolidated Group initially recognizes and measures a financial asset measured at fair value through profit or loss at its fair value and expenses the transaction costs as incurred that are directly attributable to the acquisition of the financial asset. The Consolidated Group subsequently measures it at fair value and recognizes the subsequent changes in fair value in profit or loss.

The Consolidated Group assesses impairment of financial assets measured at amortized cost and financial assets measured at fair value through other comprehensive income based on the expected credit loss approach.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Consolidated Group measures the loss allowance for that financial instrument at an amount equal to the 12-month expected credit losses, i.e., the expected credit losses that result from default events on that financial instrument that are possible within the 12 months after the reporting date. Conversely, if, at the reporting date, the credit risk on that financial instrument has increased significantly since initial

recognition, the Consolidated Group measures the loss allowance for that financial instrument at an amount equal to the lifetime expected credit losses, i.e., the expected credit losses that result from all possible default events over the expected life of that financial instrument.

However, the Consolidated Group always measures the loss allowance for trade receivables that do not contain a significant financing component at an amount equal to the lifetime expected credit losses despite the above requirement.

#### (ii) Inventories

Inventories are measured at the lower of cost determined mainly by the moving-average method and net realizable value.

#### (iii) Property, plant and equipment

The Consolidated Group uses the cost model to measure an item of property, plant and equipment after initial recognition and carries it at its cost less any accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes the cost directly attributable to the acquisition of the asset.

#### (iv) Goodwill and intangible assets

#### (a) Goodwill

Goodwill is carried at cost less any accumulated impairment losses.

#### (b) Intangible assets

The Consolidated Group uses the cost model to measure an intangible asset after initial recognition and carries it at its cost less any accumulated amortization and any accumulated impairment losses.

A separately acquired intangible asset is initially recognized and measured at cost. The cost of an intangible asset acquired in a business combination is its fair value at the acquisition date. With respect to an internally generated intangible asset that does not qualify for asset recognition, expenditures on such an internally generated intangible asset are recognized as expenses when they are incurred. Conversely, the cost of an internally generated intangible asset that qualifies for asset recognition is the sum of expenditures incurred from the date when it first meets the recognition criteria.

#### (v) Impairment of non-financial assets

The Consolidated Group assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, it estimates the recoverable amount of the asset or the cash-generating unit to which the asset belongs. Goodwill and an intangible asset with an indefinite useful life are tested for impairment annually and whenever there is an indication that such assets may be impaired. If the carrying amount of an individual asset or the cash-generating unit exceeds its recoverable amount, the carrying amount of the asset is reduced to its recoverable amount, and that reduction is recognized as an impairment loss.

#### (2) Depreciation and amortization method for significant depreciable and amortizable assets

#### (i) Property, plant and equipment

Property, plant and equipment are depreciated mainly using the straight-line method over the estimated useful life of each component thereof.

#### (ii) Intangible assets

An intangible asset with a finite useful life is amortized using the straight-line method over its estimated useful life from the year in which it arises.

#### (3) Accounting policy for significant provisions

The Consolidated Group recognizes a provision when, and only when (i) the Consolidated Group has a present obligation (legal or constructive) as a result of a past event; (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (iii) a reliable estimate can be made of the amount of the obligation.

Where the effect of the time value of money is material, the Consolidated Group recognizes the provision by discounting it using a current pre-tax discount rate that reflects the risks specific to the liability.

#### (4) Accounting policy for revenue

#### (i) Recognition of revenue

The Consolidated Group recognizes revenue from contracts with customers based on the following five-step approach.

- Step 1: Identifying the contracts with customers
- Step 2: Identifying the performance obligations in the contracts
- Step 3: Determining the transaction price
- Step 4: Allocating the transaction price to the performance obligations in the contracts
- Step 5: Recognizing revenue when (or as) an entity satisfies the performance obligations

The Consolidated Group's principal business is to sell goods in the four segments of Electronics & Devices, Foods & Grain, Steel, Materials & Plant, and Motor Vehicles & Aerospace. It recognizes revenue from the sale of these goods at the time when performance obligations are delivered because customers obtain control of the goods and the performance obligations are satisfied at the time of delivery in many cases. In the provision of some services, the Consolidated Group recognizes revenue in accordance with the performance obligations that will be satisfied within a certain period of time according to the progress of individual contracts.

The Consolidated Group also measures revenue at an amount obtained by deducting discounts, rebates and returned goods from the promised consideration in the contract with the customer. If there is more than one identifiable performance obligation in a single contract, the contract is divided into each performance obligations, and revenue is recognized for each performance obligation. In addition, if an economic reality is not presented unless multiple contracts are considered as one, the Consolidated Group recognizes revenue by combining the multiple contracts.

If the Consolidated Group receives compensation from the customer before satisfying the performance obligations, the Consolidated Group recognizes it as a contract liability.

#### (ii) Presentation of revenues

If the Consolidated Group conducts a transaction as a party involved, the Consolidated Group presents revenue at the total amount of consideration received from the customer. If the Consolidated Group conducts a transaction as a proxy for a third party, the Consolidated Group presents revenue at the net amount of the commission.

When the Consolidated Group determines whether it conducts a transaction as a party involved or as a proxy for a third party, the Consolidated Group takes the following indicators into account.

- Whether the other party has the principal responsibility for fulfilling the contract.

- Whether a Kanematsu Group company has the inventory risk both when goods are shipped and when goods are returned before and after the customer places an order for the goods.
- Whether the benefits that a Kanematsu Group company can receive from the goods or services of the other party are limited because the Kanematsu Group company does not have discretion over the setting of the price of the goods or services of the other party.
- (5) Other significant matters forming the basis for preparing consolidated financial statements

#### (i) Foreign currency translation

#### (a) Translation of foreign currency transactions

Foreign currency transactions are translated into functional currencies of individual companies using the exchange rates at the dates of such transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into functional currencies using the exchange rate at the end of each reporting period. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise. Non-monetary items that are measured on a historical cost basis in a foreign currency are translated into the functional currency using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated into the functional currency using the exchange rates at the date when the fair value was measured.

With respect to the exchange differences of a non-monetary item, when a gain or loss on a non-monetary item is recognized in other comprehensive income, the Consolidated Group recognizes any exchange component of that gain or loss in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognized in profit or loss, the Consolidated Group recognizes any exchange component of that gain or loss in profit or loss.

#### (b) Translation of foreign operations

The assets and liabilities of foreign operations, including any goodwill and fair value adjustments arising on the acquisition of foreign operations, are translated using the exchange rate at the end of the reporting period. In addition, income and expenses of foreign operations are translated using the average exchange rate for the reporting period unless exchange rates fluctuate significantly.

Exchange differences arising from the translation are recognized in other comprehensive income, and the cumulative amounts of the exchange differences are included in other components of equity. When the Consolidated Group's foreign operations are disposed of, the cumulative amounts of the exchange differences related to foreign operations are reclassified to profit or loss when the gain or loss on disposal is recognized.

#### (ii) Derivatives and hedge accounting

In order to hedge the foreign currency fluctuation risk, interest rate fluctuation risk and commodity price fluctuation risk, the Consolidated Group enters into derivative transactions such as forward exchange transactions, interest rate swap transactions and commodity futures and forwards transactions.

When initiating a hedge, the Consolidated Group designates and documents the risk management purposes and strategies regarding the hedge relationship and initiation of such hedge. Such documentation includes the designation of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and methods of assessing the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Although such hedging is expected to be highly effective in offsetting changes in fair value or cash flows attributable

to the hedged risk, it is assessed on an ongoing basis whether it was actually highly effective throughout the reporting periods for which such hedging was designated.

The Consolidated Group initially recognizes and measures derivatives at fair value and subsequently measures them at fair value and accounts for subsequent changes in fair value as follows:

#### (a) Fair value hedge

The Consolidated Group recognizes the changes in fair value of a derivative used as a hedging instrument in profit or loss, and the changes in fair value of a hedged item attributable to the hedged risk in profit or loss by adjusting the carrying amount of the hedged item.

#### (b) Cash flow hedge

Of the changes in fair value of a derivative used as a hedging instrument, the portion determined to be effective is recognized in other comprehensive income, and the cumulative amount is included in other components of equity. Conversely, the portion determined to be ineffective is recognized in profit or loss. The amounts accumulated in other components of equity are reclassified from other components of equity to profit or loss in the same period that the transaction of the hedged item affects profit or loss; provided, however, that if hedging of a forecast transaction subsequently results in the recognition of a non-financial asset or liability, the amounts accumulated in other components of equity are then accounted for as an adjustment to the initial carrying amount of the non-financial asset or liability.

When the hedging instrument expires or is sold, terminated or exercised; or when the hedge no longer meets the criteria for the hedge accounting, the Consolidated Group discontinues the hedge accounting prospectively. If the forecast transaction is no longer expected to occur, the amounts accumulated in other components of equity are reclassified immediately from other components of equity to profit or loss.

#### (c) Derivatives not designated as hedging instruments

The Consolidated Group recognizes the changes in fair value of derivatives not designated as hedging instruments in profit or loss.

#### (iii) Retirement benefit liabilities

Defined benefit plans are retirement benefit plans other than defined contribution plans. Defined benefit obligations are calculated separately for each plan by estimating the future amounts of benefits that employees will have earned in return for their services provided in the current and prior periods and discounting such amounts in order to determine the present value. The fair value of any plan assets is deducted from the present value of the defined benefit obligations. The discount rate is determined by reference to the market yields on highly rated corporate bonds at the fiscal year-end that have maturity terms that are approximately the same as those of the Consolidated Group's defined benefit obligations and use the same currencies as those used for future benefits payments.

When the retirement benefit plans are amended, the change in defined benefit obligations related to past service by employees is immediately recognized in profit or loss.

The Consolidated Group recognizes the changes in the net defined benefit liability (asset) due to remeasurements in other comprehensive income and immediately reclassifies them to retained earnings.

#### (iv) Consumption taxes

Consumption tax and local consumption tax on goods and services are not included in the revenue and expense amounts subject to such taxes in the accompanying consolidated statement of income.

#### (v) Application of consolidated taxation system

The Company and its wholly owned domestic subsidiaries apply the consolidated taxation system.

#### 1–5 Changes in accounting policies

Important accounting policies applied to the consolidated financial statements of the Consolidated Group are the same as the accounting policies applied to the consolidated financial statements for the previous fiscal year, except for the following.

#### IFRS 15 "Revenue from Contracts with Customers"

The Consolidated Group has adopted IFRS 15 "Revenue from Contracts with Customers" from the current fiscal year. On the occasion of adopting IFRS 15, the Consolidated Group has adopted a method of recognizing the cumulative effects of adopting this standard on the commencement date of adoption, which is accepted as a transitional measure.

Information on critical judgments in the application of accounting policies that have a significant effect on the amounts recognized in the consolidated financial statements is provided in "1-4 Accounting policies (4) Accounting policy for revenue."

In conjunction with the application of this standard, as a result of identifying contracts with customers and performance obligations and determining the transaction prices based on the five-step approach above and comparing revenue based on this approach with revenue recognized based on the prior and existing accounting standards, a difference has occurred in the time of recognizing the satisfaction of the performance obligations in some transactions. As a result of reversing a provision (non-current) of \(\frac{1}{2}\)209 million and recognizing other current assets of \(\frac{1}{2}\)1 million, other non-current assets of \(\frac{1}{2}\)4 million and other current liabilities of \(\frac{1}{2}\)46 million, and other non-current liabilities of \(\frac{1}{2}\)28 million at the beginning of the current fiscal year in the consolidated statement of financial position in comparison with the case where the prior and existing accounting standards are applied, retained earnings have decreased by \(\frac{1}{2}\)61 million.

Revenue, cost of sales, and other expenses decreased by \(\pmathbb{4}103\) million, \(\pmathbb{4}118\) million, and \(\pmathbb{2}25\) million, respectively, compared with those if the prior accounting standard was applied, in the consolidated statement of profit or loss in the current fiscal year. In addition, in the consolidated statements of financial position at the end of the current fiscal year, trade and other receivables (current), other current assets, other non-current assets, other current liabilities and other non-current liabilities increased by \(\pmathb{3}5\) million, \(\pmathbb{2}2\) million, \(\pmathbb{5}5\) million and \(\pmathbb{2}26\) million and \(\pmathbb{2}23\) million and \(\pmathbb{2}23\) million, respectively.

#### 2. Notes to consolidated statement of financial position

- (1) Assets pledged as collateral and associated secured obligations
- (i) Assets pledged as collateral for obligations

(Million yen)

	As of March 31, 2019
Pledged assets	
Other financial assets (non-current)	20
Property, plant and equipment	632
Total	652
Associated secured obligations	
Borrowings (current)	1,162
Borrowings (non-current)	645
Total	1,808

#### (ii) Assets pledged in lieu of guarantee money

(Million yen)

	As of March 31, 2019
Assets pledged in lieu of guarantee money or guarantee funds	
Other financial assets (current)	51
Other financial assets (non-current)	60
Other investments	3,605
Total	3,717

(2) Allowance for doubtful accounts directly deducted from assets

Allowance for doubtful accounts directly deducted from current assets, including trade and other receivables \$\quantum{\text{\$\text{\$\text{4}}\$}}{103}\$ million

- (3) Accumulated depreciation and accumulated impairment losses of property, plant and equipment \$29,597 million
- (4) Guarantee obligations

(Million yen)

	As of March 31, 2019
Debt guarantees for equity method investees	138
Debt guarantees for third parties	1,027
Total	1,165

(Note) However, debt guarantees for third parties include the debt guarantees covered by the insurance agreement with one non-life insurance company that is limited to ¥1,011 million.

#### 3. Notes to consolidated statement of changes in equity

- (1) Type of stock and total number of issued shares as of the end of the fiscal year

  Common stock 84,500,202 shares
- (2) Dividends of surplus
- (i) Amounts of dividends paid

Resolution	Type of stock	Total amounts of dividends	Dividends per share	Record date	Effective date	
May 21, 2018 Board of Directors meeting	Common stock	¥2,569 million	¥30.50	March 31, 2018	June 4, 2018	
October 31, 2018 Board of Directors meeting	Common stock	¥2,106 million	¥25.00	September 30, 2018	December 3, 2018	

(Note) The total amount of dividends pursuant to a resolution by the Board of Directors on October 31, 2018 includes ¥17 million of dividends on the Company's shares owned by the stock delivery trust for officers.

(ii) Dividends with record date in the current fiscal year, and effective date in the following fiscal year

Resolution (planned)	Type of	Source of	Total amounts	Dividends	Record date	Effective date	
Resolution (planned)	stock	dividends	of dividends	per share	Record date	Effective date	
May 20, 2019	Common	Retained	¥2.948 million	V25 00	March 31, 2019	June 3, 2019	
Board of Directors meeting	stock	earnings	₹2,946 million	¥35.00	#33.00   March 31, 2019	June 3, 2019	

(Note) The total amount of dividends for which a resolution is planned to be adopted by the Board of Directors on May 20, 2019 includes ¥24 million of dividends on the Company's shares owned by the stock delivery trust for officers.

#### 4. Notes on financial instruments

#### (1) Status of financial instruments

The Consolidated Group restricts fund management to short-term deposits etc. and uses borrowings from financial institutions, mainly banks, and bond issuance for its financing needs.

The Consolidated Group mitigates customers' credit risks related to trade and other receivables in accordance with risk management regulations. Other investments are principally financial assets measured at fair value through other comprehensive income, and their fair values are assessed on a quarterly basis.

The Consolidated Group uses bonds and borrowings to fund working capital (mainly short-term) and business investments. The Consolidated Group uses interest rate swaps and fixes interest expenses for some long-term borrowings to hedge their interest rate fluctuation risks. In principle, derivative transactions are conducted within the limit of actual needs in accordance with the Company's regulations and investment policy.

#### (2) Fair value, etc. of financial instruments

Carrying amounts and fair values of major financial instruments at the end of the current fiscal year by type are as follows.

(Million yen)

		(Million yen	
	As of March 3	31, 2019	
	Carrying amount	Fair value	
Financial assets			
Trade and other receivables	1,449	1,449	
Other investments			
Financial assets measured at fair value through profit or loss	3,962	3,962	
Financial assets measured at fair value through other comprehensive income	28,453	28,453	
Guarantee deposits	3,592	3,592	
Other financial assets			
Financial assets measured at amortized cost	623	623	
Derivative financial assets	575	575	
Total	38,656	38,656	
Financial liabilities			
Bonds and borrowings	65,188	65,393	
Long-term lease obligations	670	670	
Long-term deposits received	0	0	
Long-term guarantee deposits received	1,625	1,625	
Derivative financial liabilities	1,504	1,504	
Total	68,990	69,194	

The carrying amounts of financial instruments measured at amortized cost reported in current assets and liabilities such as trade and other receivables, other financial assets, trade and other payables, bonds and borrowings, and other financial liabilities, approximate their fair values; therefore, those amounts are not included in the table above.

The fair values stated above are calculated as follows:

#### (i) Trade and other receivables

The fair value of trade and other receivables is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (ii) Other investments

The fair value of listed shares is based on the price on the stock exchange.

The fair value of unlisted shares is calculated using valuation methods including discounted future cash flows, market prices of comparable companies, net asset value, and other valuation methods.

#### (iii) Guarantee deposits

The fair value of guarantee deposits is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (iv) Other financial assets

#### Financial assets measured at amortized cost

The fair value of these assets is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (v) Bonds and borrowings

The fair value of bonds is determined based on their market price.

The fair value of borrowings is the present value of the sum of principal and interest payments discounted using an assumed interest rate on equivalent incremental borrowings.

#### (vi) Long-term lease obligations

The fair value of long-term lease obligations is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (vii) Long-term deposits received

The fair value of long-term deposits received is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (viii) Long-term guarantee deposits received

The fair value of long-term guarantee deposits received is the present value of future cash flows discounted by an interest rate that reflects time to maturity and credit risk.

#### (ix) Derivative financial assets and liabilities

#### Currency-related derivatives

The fair value of forward exchange transactions is calculated based on the forward exchange rate at the end of the fiscal year.

#### Interest rate-related derivatives

The fair value of interest-rate swaps is the present value of future cash flows discounted by an interest rate that reflects time to settlement, as well as market conditions.

#### Commodity-related derivatives

The fair value of commodity futures transactions is calculated using final prices on commodities exchanges as of the fiscal year-end. The fair value of commodity swap transactions is calculated based on the index prices publicly announced at the end of the fiscal year.

#### 5. Notes on per share information

(1) Equity attributable to owners of the Parent per share \$\frac{\pma}{2}\$1,499.86

(2) Basic earnings per share (attributable to owners of the Parent) ¥198.22

#### (3) Diluted earnings per share (attributable to owners of the Parent)

(Note) With regard to the number of outstanding shares at the end of the current fiscal year used to calculate equity attributable to owners of the Parent per share and the average number of common stock during the period used to calculate basic earnings per share, the portion of shares held under own name has been deducted, and the Company's shares owned by the stock delivery trust for officers (end of the current fiscal year: 711,500 shares, average number of shares during the period: 437,846 shares) have been included in the treasury stock deducted.

#### 6. Notes on business combination

The major business combination that occurred during the current fiscal year (April 1, 2018 to March 31, 2019) was described as follows:

#### (1) Contents of the business combination

Name of the acquired company: G-Printec, Inc.

Contents of business Development, manufacture and sale of card printers

and related devices

Date of the business combination December 3, 2018

Legal form of the business combination: Acquisition of shares for cash consideration

Company name after the combination: G-Printec, Inc.

Percentage of voting rights acquired: Percentage of voting rights immediately before the

share acquisition 40.0%

Percentage of voting rights additionally obtained on the date of business combination 60.0%

Percentage of voting rights subsequent to the share acquisition 100.0%

#### (2) Purpose of the business combination

The card printer business, one of the key businesses in the Electronics & Devices segment, has been focusing on the distribution of card printers for many years. We position G-Printec, Inc. as an important strategic function to further enhance the added value of the card printer business, and we have decided that the acquisition of the printer design and development functions of G-Printer, Inc. will contribute to the enhancement of the corporate value of the Consolidated Group, because it will enable us to mutually generate synergistic effects by meeting even more diversified customer needs.

#### (3) Acquisition costs and the detail

#### Consideration for acquisition

Fair value on the acquisition date of shares of the acquired company held immediately before the acquisition date

Fair value of shares of the acquired company additionally acquired on the acquisition date

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Acquisition cost ¥3,600 million

#### (4) Gain from remeasurement relating to business combinations

Gain from remeasurement relating to business combinations of ¥610 million is recorded in "Other income" in the consolidated statements of income as a result of re-measuring the fair value on the acquisition date of equity interests in the acquired company held immediately before the acquisition date.

## (5) Estimated fair values of assets acquired and liabilities assumed at the date of acquisition and amount of goodwill recognized

Items	Amounts (Million yen)
Fair values of assets acquired and liabilities assumed	
Cash and cash equivalents	439
Trade receivables	845
Inventories	301
Other current assets	91
Property, plant and equipment	124
Intangible assets	2,856
Other non-current assets	25
Current liabilities	(1,740)
Non-current liabilities	(1,831)
Amount of goodwill recognized	2,485
Total	3,600

<sup>(</sup>Note) The details of goodwill are mainly excess earning power and synergy effects with the existing businesses.

The amount of goodwill recognized does not include the amount that is expected to be deductible for tax purposes.

#### (6) Effects on cash flows through business combination

Payments for acquisition costs	$\Psi(2,160)$ million
Cash and cash equivalents of the acquired company	¥439 million
Net payment for acquisition of subsidiaries	$\Psi(1,720)$ million

#### (7) Effects on the operating results of the Consolidated Group

Operating results at the acquired company from the date of acquisition to March 31, 2019 are as follows:

Revenue  $$\mathbb{Y}$1,628 million$  Profit  $$\mathbb{Y}$287 million$ 

Pro-forma information (unaudited information) concerning consolidated operating results in the current fiscal year in the case that the business combination is assumed to be conducted at the beginning of the period is revenue of \$726,220 million and profit attributable to owners of the Parent of \$16,760 million.

#### **Notes to the Non-Consolidated Financial Statements**

#### 1. Notes on significant accounting policies

- 1-1 Valuation basis and methods for assets
  - (1) Valuation basis and method for short-term investments
    - Held-to-maturity bonds: Debt securities are stated at cost less the amortization of any premium or discounts, which are amortized over the period to maturities.
    - Shares of subsidiaries and affiliates: Shares of subsidiaries and affiliates are stated at cost using the moving-average method.
    - Other short-term investments

Marketable Securities: Marketable securities are stated at fair value. Net unrealized gains or losses on securities recorded in "Net assets" are net of tax amounts. The cost for marketable securities that have been sold is determined using the moving-average method. The fair value is determined based on the average of daily market price for one-month prior to the fiscal year-end.

Non-marketable securities: Non-marketable securities are stated at cost using the moving-average method.

(2) Valuation basis and method for derivatives

Derivatives are stated at fair value method.

(3) Valuation basis and method for inventories

Inventories are stated at cost method principally determined by the moving-average method (carried at the lower of cost or market value on the balance sheet).

- 1–2 Depreciation and amortization method for long-term assets
  - (1) Tangible fixed assets (excluding lease assets)

The straight-line method is used.

(2) Intangible fixed assets

The straight-line method is used. Software for internal use is amortized by the straight-line method over the internally estimated useful lives (five years).

(3) Lease assets

Depreciation on lease assets associated with finance lease transactions that do not transfer the ownership to the lessee is recorded using the straight-line method over the lease term, assuming a residual value of zero.

Of finance lease transactions that do not transfer the ownership to the lessee, lease transactions that commenced on or before March 31, 2008 are accounted for as operating leases.

- 1–3 Accounting policy for provisions
  - (1) Allowance for doubtful accounts

An allowance for doubtful accounts is provided to cover credit losses, based on estimates of collectability of individual accounts and past bad debt loss experiences.

(2) Provision for employees' retirement and severance benefits

A provision for employees' retirement and severance benefits is provided for the payment of employee retirement benefits and recognized based on the projected amount of retirement benefit obligations and plan assets at the end of the current fiscal year.

In calculating retirement benefit obligations, the benefit formula basis is used to attribute projected benefits to the period up to the end of the current fiscal year.

Past service costs are amortized as expenses on a straight-line basis over five years, a predetermined number of years, within the average expected remaining service period of the employees.

Actuarial gains and losses are amortized on a straight-line basis over five years, within the average expected remaining service period of the employees, and are recorded as expenses in the subsequent years in which the gains or losses are recognized.

#### (3) Provision for stock benefits

A provision for stock benefits is provided for delivery, etc. of shares of the Company to Directors and Executive Officers in accordance with the stock delivery rules based on the projected amount of payment for stock benefits at the end of the current fiscal year.

#### (4) Provision for loss on affiliated business

A provision for loss on affiliated business is provided for the future burden of funds that arises due to losses, etc. incurred by affiliated business at an estimated amount to be borne, which is set individually in view of the counterparty's financial condition.

#### 1-4 Other significant matters forming the basis for preparing non-consolidated financial statements

(1) Basis for translation of assets and liabilities denominated in foreign currencies

All monetary assets and liabilities denominated in foreign currencies are translated into yen at spot exchange rates prevailing at the balance sheet date. Resulting translation gains and losses are included in determination of income or loss for the period.

#### (2) Hedge accounting

#### (i) Hedge accounting method

In principle, the Company applies hedge accounting whereby gains and losses on hedged transactions are deferred and recognized over future periods. For certain interest rate swaps designated as hedging instruments that meet specific matching criteria, the amounts received or paid under such interest rate swap agreements are added to or deducted from the interest on the hedged assets or liabilities when paid.

#### (ii) Hedging instruments and hedged items

(Hedging instruments)

 $Commodity\text{-related:} \cdots \cdots Commodity\text{ futures contracts} \ / \ Commodity\text{-forward contracts}$ 

Foreign exchange-related: ·· Forward exchange contracts / Foreign currency swaps / Foreign currency options

Interest rate-related: ...... Interest rate swaps / Interest rate options

(Hedged items)

Commodity-related: · · · · Forecasted transactions on commodity trading

Foreign exchange-related: ·· Foreign currency-denominated monetary assets and liabilities / Forecasted foreign currency transactions

Interest rate-related: ..... Borrowings

#### (iii) Hedging policy

The Company has internal policies to utilize the above hedging instruments for the purpose of reducing its exposures to the risk of fluctuations in commodity prices, foreign currencies and interest rates, for its operating and financing activities.

#### (iv) Method of evaluating the effectiveness of hedging activities

The Company evaluates the effectiveness of its hedging activities by comparing accumulated fluctuations in prices or cash flows of the hedged items with those of the hedging instruments and examining the degree of their correlation.

#### (v) Other

Risk management is performed by the management division, which is independent of the trading section. Also, reporting to management is performed in accordance with the internal rules of the Company on a regular basis.

#### (3) Accounting policy for deferred assets

Bond issuance costs are amortized using the interest method over the period up to bond redemption.

#### (4) Consumption taxes

Consumption tax and local consumption tax on goods and services are not included in the revenue and expense amounts subject to such taxes in the accompanying non-consolidated statement of income.

#### (5) Application of consolidated taxation system

The Company and its wholly owned domestic subsidiaries apply the consolidated taxation system.

#### 2. Notes to presentation method

(Application of "Partial Amendments to Accounting Standard for Tax Effect Accounting" and relevant Guidances)

The Group has applied the "Partial Amendments to Accounting Standard for Tax Effect Accounting" (ASBJ Statement No. 28, February 16, 2018) and relevant Guidances effective from the beginning of the current fiscal year. Accordingly, deferred tax assets were presented under "Investments and other assets" and deferred tax liabilities were presented under "Non-current liabilities."

#### 3. Notes to non-consolidated balance sheet

(1) Assets pledged as collateral and associated secured obligations

Although there was no remaining balance of assets pledged as collateral and associated secured obligations as of March 31, 2019, investments in securities of ¥3,605 million have been pledged as substitute for guarantee money or guarantee funds.

(2) Accumulated depreciation of tangible fixed assets

¥1,896 million

#### (3) Guarantee obligations

The Company guarantees the borrowings from financial institutions, etc. and business transactions of the following companies.

Kanematsu USA Inc.	¥3,884 million
Kanematsu (China) Co., Ltd.	¥2,652 million
Kanematsu Futuretech Solutions Corporation	¥1,799 million
Kanematsu Petroleum Corp.	¥1,573 million
Kanematsu (Singapore) Pte. Ltd.	¥909 million
Other	¥1,900 million
Total	¥12,721 million

(4) Discounted notes receivable

¥6,179 million

(5) Monetary receivables from and payables to subsidiaries and affiliates (excluding those presented separately)

Short-term monetary receivables \$24,251 million
Short-term monetary payables \$26,024 million
Long-term monetary payables \$256 million

(6) Breakdown of inventories

Merchandise and finished goods\(\frac{\pmax}{30,593\) millionGoods in transit\(\frac{\pmax}{5,055\) millionWork in progress\(\frac{\pmax}{335\) millionTotal\(\frac{\pmax}{35,985\) million

(7) Notes with maturity date that is the last day of the fiscal year are settled and accounted for at the clearing date.

Because the last day of the current fiscal year fell on a banking holiday, the following notes are included in the ending balance.

Notes receivable ¥490 million Notes payable ¥46 million

#### 4. Notes to non-consolidated statement of income

Transactions with subsidiaries and affiliates

Sales \$\$93,075\$ million Purchases \$\$87,522\$ million Non-operating transactions \$\$9,840\$ million

#### 5. Notes to non-consolidated statement of changes in equity

Type of stock and number of shares of treasury stock at the end of the current fiscal year

Common stock 968,136 shares

(Note) The Company's shares owned by the stock delivery trust for officers of 711,500 shares have been accounted for as treasury stock in the non-consolidated statement of changes in equity, and treasury stock that was subject to this treatment at the end of the current fiscal year is ¥1,124 million. In addition, all the Company's shares owned by the stock delivery trust were acquired in the current fiscal year.

#### 6. Notes on tax effect accounting

The main reasons for the occurrence of deferred tax assets are tax losses carried forward, unrecognized losses on valuation of investments in securities, impairment loss on land, excess of maximum tax deductible amount of allowance for doubtful accounts and others, and valuation allowance has been deducted from deferred tax assets.

#### 7. Notes on long-term assets used through leases

In addition to the long-term assets recorded on the non-consolidated balance sheet, some buildings are finance lease transactions that do not transfer ownership of the lease assets to the lessee and commenced on or before March 31, 2008, and therefore they continue to be accounted for as operating leases.

### 8. Notes on related party transactions

(Million yen)

		D 4				(-	viiiion yen)
Туре	Name of company, etc.	Percentage of voting rights, etc. owning (owned)	Relationship with related party	Type of transaction	Transaction amount (Note 8)	Accounting title	Ending balance (Note 8)
	Kanematsu Shintoa Foods Corp.	(Owning) Direct: 100.00%	The Company's supplier/customer Concurrent positions of officers	Sale of products (Note 1)	18,259	Accounts receivable	4,743
	Kanematsu (Owning)	(Owning)	Entity entrusted with the Company's storage and delivery	Lending of funds (Note 2)	_	Short-term loans receivable	2,640
	Yuso Co., Ltd.	Direct: 100.00%	operations Financial support Concurrent			Long-term loans receivable	360
			positions of officers	Receipt of interest (Note 2)	37	=	=
		(Owning) Direct:	Financial support Concurrent	Repayment of funds (Notes 3)	2,057	Short-term loans receivable	5,000
	cations Ltd.	100.00%	positions of officers	Receipt of interest (Note 2)	80	_	_
	Kanematsu Advanced Materials	(Owning) Direct:	Financial support Concurrent	Lending of funds (Note 2, 3)	246	Short-term loans receivable	2,858
	Corp.	100.00%	positions of officers	Receipt of interest (Note 2)	55	_	-
	Solutions Direct: Concurrent		Lending of funds (Note 3)	9,043	Short-term loans receivable	9,043	
		100.00%	positions of officers	Receipt of interest (Note 2)	76	_	_
Subsid-	Kanematsu USA Inc. (Owning) The Company's supplier/customer Concurrent			Sale of products (Note 1)	20,977	Accounts receivable	5,011
iaries		supplier/customer	Purchase of products (Note 4)	60,884	Import bills payable and accounts payable	13,682	
		Concurrent positions of officers	Guarantee of obligation (Note 5)	3,884	-	_	
		Receipt of guarantee commission (Note 5)	34	Other accounts receivable	8		
	Kanematsu (Owning) (Hong Direct: 100.00%  Coverseas subsidiary The Company's supplier/customer Concurrent positions of officers		Refunding due to capital reduction	3,295	-	-	
		Loss on refunding due to capital reduction of subsidiaries and affiliates	2,563	-	-		
	Kanematsu Australia Ltd.	(Owning) Direct: 100.00%	Overseas subsidiary The Company's supplier/customer Concurrent positions of officers	Intermediary trade (Note 6)	-	Import bills payable and accounts payable	4,032
	Aso Kanko Kaihatsu – – Co., Ltd.	-	Forgiveness of debts (Note 7)	8,319	-	-	
			Loss on the above	3	_		

<Transaction-related conditions and policies for determining such conditions, etc.>

- (Notes) 1. For sale of products, the price is determined through negotiation with consideration given to the prevailing market prices.
  - 2. For lending of funds, interest rates on loans are determined based on market interest rates.
  - 3. Lending of funds relates to "cash management system," and the transaction amount represents the amount of net increase or decrease.
  - 4. For purchase of products, the price is determined through negotiation with consideration given to the prevailing market prices.
  - 5. Guarantee of obligation is a guarantee provided for borrowings of this company, and the amount of guarantee commission received is determined with consideration given to the actual trading price.
  - 6. Since intermediary trade is a transaction of purchase from a third-party supplier and not a transaction with this company, the transaction amount is not provided.
  - 7. Forgiveness of debts represents forgiveness of owned loans receivable from this company in the liquidation of the company.
  - 8. Transaction amounts do not include consumption taxes. Ending balance includes consumption taxes.

For highly doubtful receivables from subsidiaries and others, a total of ¥444 million of allowance for doubtful accounts and ¥59 million of provision for loss on affiliated business were recorded, and a total of ¥199 million of provisions of allowance for doubtful accounts for subsidiaries and affiliates and loss on affiliated business was recorded in the current fiscal year.

#### 9. Notes on per share information

(1) Net assets per share \$\$1,124.43

(2) Net income per share

¥85.79

(Note) With regard to the number of outstanding shares at the end of the current fiscal year used to calculate net assets per share and the average number of common stock during the period used to calculate net income per share, the portion of shares held under own name has been deducted, and the Company's shares owned by the stock delivery trust for officers (end of the current fiscal year: 711,500 shares, average number of shares during the period: 437,846 shares) have been included in the treasury stock deducted.