

CMIC HOLDINGS Co., Ltd.

Consolidated Financial Statements
For the Year ended September 30,
2019
Together with Independent
Auditors' Report

Independent Auditor's Report

The Board of Directors
CMIC HOLDINGS Co., Ltd.

We have audited the accompanying consolidated financial statements of CMIC HOLDINGS Co., Ltd. and its consolidated subsidiaries, which comprise the consolidated balance sheet as at September 30, 2019, and the consolidated statements of income, comprehensive income, changes in net assets, and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of CMIC HOLDINGS Co., Ltd. and its consolidated subsidiaries as at September 30, 2019, and their consolidated financial performance and cash flows for the year then ended in conformity with accounting principles generally accepted in Japan.

Convenience Translation

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

Ernst & Young Shinnihon LLC

December 13, 2019
Tokyo, Japan

CONSOLIDATED BALANCE SHEET

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

As of September 30, 2018 and 2019

| ASSETS | Millions of yen | | Thousands of U.S. dollars (Note 1) |
|---|-----------------|-----------------|--|
| | 2018 | 2019 | 2019 |
| Current assets: | | | |
| Cash and deposits (Notes 15 and 17) | ¥ 14,009 | ¥ 12,146 | \$ 112,551 |
| Notes and accounts receivable-trade (Note 17) | 13,655 | 13,082 | 121,224 |
| Merchandise and finished goods(Note 6) | 514 | 682 | 6,326 |
| Work in process(Note 6) | 3,419 | 4,074 | 37,755 |
| Raw materials and supplies(Note 6) | 1,878 | 2,578 | 23,890 |
| Other | 2,773 | 3,009 | 27,887 |
| Allowance for doubtful accounts | (18) | (67) | (628) |
| Total current assets | 36,233 | 35,506 | 329,005 |
| Non-current assets: | | | |
| Property, plant and equipment: | | | |
| Buildings and structures | 21,450 | 23,213 | 215,098 |
| Machinery, equipment and vehicles | 14,190 | 19,604 | 181,659 |
| Tools, furniture and fixtures | 4,253 | 5,249 | 48,638 |
| Land | 6,167 | 6,425 | 59,541 |
| Leased assets | 1,040 | 968 | 8,977 |
| Construction in progress | 4,467 | 1,661 | 15,393 |
| Less: accumulated depreciation | (21,061) | (23,372) | (216,570) |
| Total property, plant and equipment | 30,508 | 33,750 | 312,736 |
| Intangible assets: | | | |
| Goodwill | 419 | 237 | 2,201 |
| Other | 985 | 1,338 | 12,401 |
| Total intangible assets | 1,405 | 1,575 | 14,602 |
| Investments and other assets: | | | |
| Investment securities (Notes 3 , 17 and 19) | 3,809 | 3,007 | 27,870 |
| Deferred tax assets (Note 22) | 3,468 | 3,927 | 36,396 |
| Lease and guarantee deposits | 1,655 | 1,997 | 18,512 |
| Other | 1,564 | 993 | 9,210 |
| Allowance for doubtful accounts | (611) | (579) | (5,374) |
| Total investments and other assets | 9,887 | 9,347 | 86,614 |
| Total non-current assets | 41,801 | 44,673 | 413,952 |
| Total assets | ¥ 78,034 | ¥ 80,179 | \$ 742,957 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

CONSOLIDATED BALANCE SHEET (continued)

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

As of September 30, 2018 and 2019

| <u>LIABILITIES AND NET ASSETS</u> | Millions of yen | | Thousands of U.S. dollars (Note 1) |
|--|-----------------|-----------------|--|
| | 2018 | 2019 | 2019 |
| Current liabilities: | | | |
| Notes and accounts payable-trade (Note 17) | ¥ 726 | ¥ 1,082 | \$ 10,027 |
| Short-term borrowings(Notes 17 and 18) | 1,450 | 3,018 | 27,965 |
| Current portion of long-term debt(Notes 17 and 18) | 3,648 | 2,822 | 26,153 |
| Commercial papers (Notes 17 and 18) | 2,000 | 2,000 | 18,532 |
| Accounts payable-other | 4,252 | 5,135 | 47,583 |
| Accrued expenses | 1,123 | 1,164 | 10,789 |
| Income taxes payable | 1,076 | 647 | 6,000 |
| Advances received | 1,663 | 1,320 | 12,237 |
| Provision for bonuses | 2,655 | 2,677 | 24,807 |
| Provision for directors' bonuses | 63 | - | - |
| Provision for loss on orders received | 683 | 561 | 5,201 |
| Other | 3,399 | 2,315 | 21,453 |
| Total current liabilities | 22,741 | 22,743 | 210,747 |
| Non-current liabilities: | | | |
| Long-term debt(Notes 17 and 18) | 12,178 | 11,356 | 105,230 |
| Deferred tax liabilities (Note 22) | 312 | 302 | 2,805 |
| Net defined benefit liability (Note 21) | 7,544 | 8,721 | 80,811 |
| Asset retirement obligations (Note 24) | 420 | 495 | 4,587 |
| Long-term unearned revenue | 0 | 2,456 | 22,766 |
| Other | 1,299 | 1,109 | 10,281 |
| Total non-current liabilities | 21,756 | 24,441 | 226,480 |
| Total liabilities | 44,498 | 47,185 | 437,227 |
| Contingent liabilities (Note 5) | | | |
| NET ASSETS (Note 14) | | | |
| Shareholders' equity: | | | |
| Capital stock | | | |
| Authorized-46,000,000 shares | | | |
| Issued-18,923,569 shares in 2018 | 3,087 | | |
| Authorized-46,000,000 shares | | | |
| Issued-18,923,569 shares in 2019 | | 3,087 | 28,611 |
| Capital surplus | 6,102 | 6,102 | 56,551 |
| Retained earnings | 12,814 | 14,121 | 130,848 |
| Treasury shares, at cost-351,521 shares in 2018 and 851,347 shares in 2019 | (579) | (1,578) | (14,629) |
| Total shareholders' equity | 21,425 | 21,733 | 201,381 |
| Accumulated other comprehensive income (Note 13 and 21): | | | |
| Unrealized gain (loss) on securities | 1,217 | 613 | 5,688 |
| Foreign currency translation adjustments | 23 | (35) | (329) |
| Remeasurements of defined benefit plans | (83) | (52) | (489) |
| Total accumulated other comprehensive income | 1,157 | 525 | 4,870 |
| Non-controlling interests | 10,953 | 10,735 | 99,479 |
| Total net assets | 33,536 | 32,994 | 305,730 |
| Total liabilities and net assets | ¥ 78,034 | ¥ 80,179 | \$ 742,957 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENT OF INCOME

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

Years ended September 30, 2018 and 2019

| | Millions of yen | | Thousands of U.S. dollars (Note1) |
|--|-----------------|----------|---|
| | 2018 | 2019 | 2019 |
| Net sales | ¥ 69,869 | ¥ 74,373 | \$ 689,155 |
| Cost of sales | (54,976) | (58,261) | (539,857) |
| Gross profit | 14,892 | 16,112 | 149,298 |
| Selling, general and administrative expenses (Note 7 and 8): | (10,570) | (11,706) | (108,476) |
| Operating income | 4,321 | 4,405 | 40,822 |
| Non-operating income (expenses): | | | |
| Interest income | 6 | 4 | 43 |
| Rent income | 20 | 22 | 210 |
| Refunded consumption taxes | 14 | 21 | 200 |
| Insurance income | 3 | 16 | 150 |
| Other income | 36 | 32 | 297 |
| Interest expenses | (116) | (114) | (1,066) |
| Foreign exchange gains (losses) | 17 | (176) | (1,633) |
| Share of loss of entities accounted for using equity method | (182) | (252) | (2,337) |
| Other expenses | (58) | (117) | (1,091) |
| Total Non-operating income (expenses) | (259) | (564) | (5,227) |
| Ordinary income | 4,061 | 3,841 | 35,595 |
| Special gains (losses): | | | |
| Gain on sales of non-current assets(Note 9) | - | 14 | 133 |
| Gain on abolishment of retirement benefit plan(Note 21) | 233 | - | - |
| Impairment loss(Note 10) | - | (225) | (2,088) |
| Loss on retirement of non-current assets(Note 11) | (59) | (122) | (1,133) |
| Loss on revision of pay regulations(Note 12) | (280) | - | - |
| System failure response costs | - | (62) | (575) |
| Other | (5) | - | - |
| Total special gains (losses) | (112) | (395) | (3,663) |
| Profit before income taxes | 3,949 | 3,446 | 31,932 |
| Income taxes (Note 22): | | | |
| Current | 2,260 | 1,949 | 18,061 |
| Deferred | (72) | (163) | (1,512) |
| Total income taxes | 2,187 | 1,785 | 16,549 |
| Profit | 1,761 | 1,660 | 15,383 |
| Profit attributable to non-controlling interests | 274 | (162) | (1,504) |
| Profit attributable to owners of parent | ¥ 1,487 | ¥ 1,822 | \$ 16,887 |
| | Yen | Yen | U.S. dollars (Note 1) |
| Amounts per share of common stock: | | | |
| Profit attributable to owners of parent(Note 28) | ¥ 79.71 | ¥ 98.93 | \$ 0.92 |
| Cash dividends applicable to the year(Note 14) | 27.50 | 32.00 | 0.30 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

Years ended September 30, 2018 and 2019

| | Millions of yen | | Thousands of U.S. dollars (Note 1) |
|---|-----------------|---------|--|
| | 2018 | 2019 | 2019 |
| Profit | ¥ 1,761 | ¥ 1,660 | \$ 15,383 |
| Other comprehensive income (Note 13 and 21): | | | |
| Unrealized gain (loss) on securities | 553 | (604) | (5,602) |
| Foreign currency translation adjustments | 18 | (119) | (1,109) |
| Remeasurements of defined benefit plans | 41 | 43 | 399 |
| Total other comprehensive income | 613 | (681) | (6,312) |
| Comprehensive income | ¥ 2,375 | ¥ 978 | \$ 9,071 |
| Comprehensive income attributable to: | | | |
| Owners of the parent | ¥ 2,166 | ¥ 1,190 | \$ 11,032 |
| Non-controlling interests | 208 | (211) | (1,961) |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

Years ended September 30, 2018 and 2019

| | Shares | | |
|--|-----------------|-----------------|--|
| | 2018 | 2019 | |
| Number of shares of common stock: | | | |
| Balance at the beginning of the year | 18,923,569 | 18,923,569 | |
| Balance at the end of the year | 18,923,569 | 18,923,569 | |
| | | | Thousands of U.S. dollars (Note 1) |
| | Millions of yen | | 2019 |
| | 2018 | 2019 | |
| Capital stock: | | | |
| Balance at the beginning of the year | ¥ 3,087 | ¥ 3,087 | \$ 28,611 |
| Balance at the end of the year | 3,087 | 3,087 | 28,611 |
| Capital surplus: | | | |
| Balance at the beginning of the year | 7,715 | 6,102 | 56,551 |
| Increase (Decrease) of capital surplus by change of share to consolidated subsidiary | (1,612) | - | - |
| Balance at the end of the year | 6,102 | 6,102 | 56,551 |
| Retained earnings: | | | |
| Balance at the beginning of the year | 11,847 | 12,814 | 118,737 |
| Profit attributable to owners of parent | 1,487 | 1,822 | 16,887 |
| Cash dividends paid - ¥27.50 (\$0.242) per share in 2018 | (519) | - | - |
| ¥32.00 (\$0.297) per share in 2019 | - | (515) | (4,776) |
| Change in scope of consolidation | (1) | - | - |
| Balance at the end of the year | 12,814 | 14,121 | 130,848 |
| Treasury stock: | | | |
| Balance at the beginning of the year | (261) | (579) | (5,370) |
| Acquisition of treasury stock | (326) | (1,000) | (9,270) |
| Disposal of treasury stock | 8 | 1 | 11 |
| Balance at the end of the year - 315,521 shares in 2018 and 851,347 shares in 2019 | (579) | (1,578) | (14,629) |
| Total shareholders' equity | 21,425 | 21,733 | 201,381 |
| Unrealized gain (loss) on securities: | | | |
| Balance at the beginning of the year | 663 | 1,217 | 11,278 |
| Net change in items other than those in shareholders' equity | 553 | (603) | (5,590) |
| Balance at the end of the year | 1,217 | 613 | 5,688 |
| Foreign currency translation adjustments: | | | |
| Balance at the beginning of the year | 15 | 23 | 218 |
| Net change in items other than those in shareholders' equity | 8 | (59) | (547) |
| Balance at the end of the year | 23 | (35) | (329) |
| Remeasurements of defined benefit plans | | | |
| Balance at the beginning of the year | (200) | (83) | (771) |
| Net change in items other than those in shareholders' equity | 117 | 30 | 282 |
| Balance at the end of the year | (83) | (52) | (489) |
| Total accumulated other comprehensive income | 1,157 | 525 | 4,870 |
| Non-controlling interests | | | |
| Balance at the beginning of the year | 740 | 10,953 | 101,496 |
| Net change in items other than those in shareholders' equity | 10,212 | (217) | (2,017) |
| Balance at the end of the year | 10,953 | 10,735 | 99,479 |
| Total net assets | ¥ 33,536 | ¥ 32,994 | \$ 305,730 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

Years ended September 30, 2018 and 2019

| | Millions of yen | | Thousands of U.S. dollars (Note 1) | |
|--|-----------------|--------------|--|---------------|
| | 2018 | 2019 | 2019 | |
| Cash flows from operating activities: | | | | |
| Profit before income taxes | ¥ 3,949 | ¥ 3,446 | \$ | 31,932 |
| Depreciation | 3,127 | 3,620 | | 33,543 |
| Amortization of goodwill | 318 | 308 | | 2,862 |
| Increase (decrease) in allowance for doubtful accounts | 6 | 49 | | 457 |
| Increase (decrease) in provision for bonuses | 337 | (179) | | (1,662) |
| Increase (decrease) in provision for directors' bonuses | 10 | (63) | | (584) |
| Increase (decrease) in net defined benefit liability | 995 | 1,127 | | 10,451 |
| Interest income and dividends | (6) | (4) | | (43) |
| Interest expenses | 116 | 114 | | 1,065 |
| Increase (decrease) in provision for loss on order received | 114 | (119) | | (1,111) |
| Foreign exchange losses (gains) | (17) | 147 | | 1,364 |
| Share of (profit) loss of entities accounted for using equity method | 182 | 252 | | 2,337 |
| Decrease (increase) in notes and accounts receivable - trade | (652) | 864 | | 8,009 |
| Decrease (increase) in inventories | (372) | (532) | | (4,933) |
| Increase (decrease) in notes and accounts payable - trade | (315) | 297 | | 2,759 |
| Increase (decrease) in accrued expenses | 116 | 2 | | 27 |
| Increase (decrease) in advances received | 501 | (296) | | (2,743) |
| Loss (gain) on valuation of investment securities | 4 | - | | - |
| Loss (gain) on sales of non-current assets | 0 | (11) | | (105) |
| Loss on retirement of non-current assets | 59 | 122 | | 1,133 |
| Impairment loss | - | 225 | | 2,088 |
| Gain on abolishment of retirement benefit plan | (233) | - | | - |
| Increase (decrease) in deposits received | 1,338 | (1,162) | | (10,775) |
| Other, net | 227 | (734) | | (6,808) |
| Subtotal | 9,811 | 7,474 | | 69,263 |
| Interest and dividend income received | 14 | 17 | | 159 |
| Interest expenses paid | (118) | (125) | | (1,160) |
| Income taxes paid | (2,219) | (2,443) | | (22,646) |
| Net cash provided by (used in) operating activities | 7,488 | 4,922 | | 45,616 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

| | Millions of yen | | Thousands of U.S. dollars (Note 1) |
|---|-----------------|----------|--|
| | 2018 | 2019 | 2019 |
| Cash flows from investing activities: | | | |
| Payments into time deposits | (30) | (15) | (147) |
| Proceeds from withdrawal of time deposits | 16 | 28 | 267 |
| Purchase of property, plant and equipment | (5,609) | (3,935) | (36,470) |
| Proceeds from sales of property, plant and equipment | 1 | 29 | 278 |
| Purchase of intangible assets | (270) | (845) | (7,834) |
| Purchase of investment securities | (280) | (80) | (748) |
| Payments for lease and guarantee deposits | (58) | (347) | (3,223) |
| Proceeds from collection of lease and guarantee deposits | 42 | 49 | 459 |
| Proceeds from purchase of shares of subsidiaries resulting in change in scope of consolidation(Note 15) | - | 225 | 2,086 |
| Net decrease (increase) in short-term loans receivable | (15) | - | - |
| Other, net | - | 2 | 26 |
| Net cash provided by (used in) investing activities | (6,203) | (4,889) | (45,306) |
| Cash flows from financing activities: | | | |
| Net increase (decrease) in short-term loans payable | 400 | 1,568 | 14,529 |
| Net increase (decrease) in commercial papers | (1,000) | - | - |
| Proceeds from long-term loans payable | 4,000 | 2,000 | 18,532 |
| Repayments of long-term loans payable | (3,021) | (3,648) | (33,808) |
| Repayments of lease obligations | (196) | (162) | (1,508) |
| Purchase of treasury stocks | (326) | (1,000) | (9,270) |
| Cash dividends paid | (519) | (514) | (4,770) |
| Dividends paid to non-controlling interests | (64) | (6) | (55) |
| Proceeds from share issuance to non-controlling shareholders | 8,499 | - | - |
| Net cash provided by (used in) financing activities | 7,770 | (1,764) | (16,350) |
| Effect of exchange rate change on cash and cash equivalents | (26) | (101) | (937) |
| Net increase (decrease) in cash and cash equivalents | 9,028 | (1,832) | (16,977) |
| Cash and cash equivalents at the beginning of the period | 4,928 | 13,976 | 129,511 |
| Increase in cash and cash equivalents from newly consolidated subsidiary | 19 | - | - |
| Cash and cash equivalents at the end of the period (Note 15) | ¥ 13,976 | ¥ 12,144 | \$ 112,534 |

The accompanying notes to the consolidated financial statements are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

CMIC HOLDINGS Co., Ltd. and consolidated subsidiaries

1 Basis of presenting consolidated financial statements

The accompanying consolidated financial statements have been prepared based on the accounts maintained by CMIC HOLDINGS Co., Ltd. (the "Company") and its domestic consolidated subsidiaries (the "Domestic Companies") in accordance with the provisions set forth in the Financial Instruments and Exchange Law and its related accounting regulations, and in conformity with accounting principles generally accepted in Japan ("Japanese GAAP") which are different in certain respects as to application and disclosure requirements from International Financial Reporting Standards.

The accounts of overseas subsidiaries have been prepared in accordance with either International Financial Reporting Standards or accounting principles generally accepted in the United States, with the necessary consolidation adjustments made based on materiality.

The accompanying consolidated financial statements have been restructured and translated into English from the consolidated financial statements of the Company prepared in accordance with Japanese GAAP and filed with the appropriate Local Finance Bureau of the Ministry of Finance as required by the Financial Instruments and Exchange Law. Certain supplementary information included in the statutory Japanese language consolidated financial statements, but not required for fair presentation, is not presented in the accompanying consolidated financial statements.

The U.S. dollar amounts shown in the accompanying consolidated financial statements and notes thereto have been translated from Japanese yen into U.S. dollars on the basis of ¥107.92 to U.S. \$1.00, the rate of exchange prevailing at September 30, 2019. These U.S. dollar amounts are not intended to imply that the Japanese yen amounts have been, could have been or could in future be converted, realized or settled in U.S. dollars at this or any other rate of exchange. As a result, the total Japanese yen and U.S. dollar amounts shown in the financial statements and notes do not necessarily agree with the sum of the individual amounts.

Amounts less than one million yen is rounded down and one thousand U.S. dollar is rounded.

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

2 Significant accounting policies

Consolidation- As of September 30, 2019, the numbers of consolidated subsidiaries and affiliates accounted for by the equity method are 25 and 2 (23 and 2 in 2018). The accompanying consolidated financial statements for the years ended September 30, 2018 and 2019 include the accounts of the Company and its subsidiaries (the "Companies").

The Company's subsidiary established "CMIC ASIA-PACIFIC (AUSTRALIA) PTY LTD", which was newly included in the scope of consolidation during the current fiscal year.

The Company's subsidiaries acquired the shares of "SSI-CP Co., Ltd" and "CMIC CMO NISHINE Co., Ltd.", which were newly included in the scope of consolidation during the current fiscal year.

Investments in subsidiaries and affiliates which are not consolidated or accounted for by the equity method are carried at cost or less. The Company has an affiliate as such at September 30, 2018 and 2019.

The fiscal year-end of CMIC (Beijing) Pharmaceutical Services Co., Ltd., CMIC (Beijing) Co., Ltd. and CMIC (Suzhou) Pharmaceutical Technology Co., Ltd. is December 31. These subsidiaries provisionally close their books at September 30 for the purpose of consolidation of the Company. The fiscal year-end of the other subsidiaries other than the above subsidiaries is September 30.

In the elimination of investments in subsidiaries, the assets and liabilities of the subsidiaries, including the portion attributable to non-controlling interests, are recorded based on the fair values at the time the Company acquired the control of the respective subsidiaries.

Securities- Other securities with fair market values are stated at fair market value as of the balance sheet date. Unrealized gains or losses on these securities are reported, net of applicable income taxes, as a separate component of net assets. Realized gains and losses on sales of such securities are computed using the moving-average method. Other non-marketable securities are stated at cost by the moving-average method.

Inventories- Inventories are valued at the lower of cost or net realizable value at the fiscal year end in the balance sheet.

Merchandise and finished goods are principally stated at cost determined by the first-in first-out method. Work-in-process is principally stated at cost determined by the identified cost method, and by the first-in first-out method in certain consolidated subsidiaries. Raw materials and supplies are principally stated at cost determined by the moving-average method.

Property, plant and equipment- Tangible fixed assets of the Companies are depreciated using the straight-line method over the estimated useful lives.

The estimated useful lives of depreciable assets are as follows:

Buildings and structures: 2 years to 60 years

Machinery, equipment and vehicles: 2 years to 17 years

Tools, furniture and fixtures: 2 years to 15 years

Intangible assets- Intangible assets of the Companies are amortized using the straight-line method over the estimated useful lives. Software for internal use is amortized using the straight-line method over the estimated useful life (5 years).

Lease assets- Lease assets of the Companies are depreciated using the straight-line method over the lease term with no residual value.

Allowance for doubtful accounts- The Companies provide an allowance for doubtful accounts in amounts sufficient to cover probable losses on collection. It comprises an estimated uncollectible amount for certain receivables classified as "doubtful" or "bankrupt" and, for other receivables, an amount calculated using the rate of actual defaults in a certain reference period.

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

Prior service cost is being amortized as incurred by the straight-line method over the periods (6 years), which are shorter than the average remaining years of the employees.

Actuarial gain or loss amortized in the year following the year in which the gain or loss is recognized primarily by the straight-line method over period (1 year), which is shorter than the average remaining years of service of the employees.

Certain consolidated subsidiaries adopt, in calculating their projected benefit obligation, the simplified method which assumes retirement benefit obligation to be equal to the benefits payable if all eligible employees voluntarily terminated their employment at fiscal year end.

Provision for directors' bonuses- The Companies provide an allowance for directors' bonuses based on the estimated amount of the bonus payments.

Provision for bonuses- The Companies provide an allowance for employees' bonuses based on the estimated amount of the bonus payments.

Provision for loss on orders received- To provide for future losses on orders received, the Companies reasonably estimate and provide an allowance for the amount of future foreseeable losses at the end of the year.

Foreign currency translation- Receivables and payables of the Domestic Companies denominated in foreign currencies are translated into Japanese yen at the exchange rates prevailing at the balance sheet date and Gains and losses arising foreign currency transaction are presented as "Foreign exchange gains (losses)" in "CONSOLIDATED STATEMENT OF INCOME", except for shareholders' equity, which is translated at historical rates. The income and expenses of the overseas subsidiaries are translated into Japanese yen at the average exchange rates of the year. Differences arising from such translation are shown as "Foreign currency translation adjustments" and "Non-controlling interests" in "Net assets".

Hedge accounting-

(1) Hedge accounting method:

The Companies adopt the deferral method. The exceptional treatment is applied with respect to interest rate swaps, in cases where criteria for the exceptional treatment are met.

(2) Hedging instruments and hedged items:

The derivatives designated as hedging instruments are interest rate swap contracts.

The hedged items are interest on borrowings.

(3) Hedging policy:

The Companies' policy is to utilize the above hedging instruments in order to reduce the Companies' exposure to the risk of interest rate fluctuation.

(4) Methods for evaluating hedge effectiveness:

The Companies evaluate effectiveness of hedging transactions by reference to the accumulated gains or losses on the hedging instruments and the related hedged for transactions from the commencement of the hedges.

The Companies omit an evaluation of effectiveness to which the exceptional treatment is applied.

Consumption taxes- Transactions subject to consumption taxes are recorded at amounts excluding the consumption taxes.

Consolidated taxation system- The Company and certain domestic consolidated subsidiaries adopt the consolidated taxation system.

Amounts per share of common stock- Computations of profit attributable to owners of parent per share are based on the weighted-average number of shares outstanding during the respective years. Diluted profit attributable to owners of parent per share is computed based on the weighted-average number of shares of common stock and contingent issuance of common stock from warrants. Cash dividends per share represent the actual amount declared as applicable to the respective years.

Goodwill- Goodwill represents the difference between the cost and the underlying net equity at fair value of investments in consolidated subsidiaries and in affiliates accounted for by the equity method has been amortized on a straight-line basis over the estimated useful life with the exception of minor amounts which are charged to the consolidated statement of income in the year of acquisition.

Cash and cash equivalents- In preparing the consolidated statements of cash flows, cash on hand, readily-available deposits and short-term highly liquid investments with a maturity not exceeding three months at the time of purchase without significant risk of change in value are considered to be cash and cash equivalents.

Reclassification- Certain prior year amounts have been reclassified to conform to the current year presentation.

(Accounting Standards Issued but Not Yet Effective)

- The Company and its domestic consolidated subsidiaries

Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, dated March 30, 2018)

Implementation Guidance on Accounting Standard for Revenue Recognition (ASBJ Guidance No. 30, dated March 30, 2018)

(1) Overview

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

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

(2) Scheduled date of adoption

The Company expects to adopt the accounting standard and the implementation guidance from the beginning of the fiscal year ending September 30, 2022.

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

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

- Overseas consolidated subsidiaries

Leases (IFRS 16)

Leases (US GAAP ASU 2016-02)

(1) Overview

In principle, these standards require the lessee to recognize right to use assets and associated liabilities for payments, in respect of nearly all leases.

(2) Scheduled date of adoption

The Company expects to adopt the accounting standard and the implementation guidance for IFRS16 from the beginning of the fiscal year ending September 30, 2020.

The Company expects to adopt the accounting standard and the implementation guidance for US GAAP ASU 2016-02 from the beginning of the fiscal year ending September 30, 2021.

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

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

(Additional information)

Accounting for Employee Stock Ownership Plan (J-ESOP)- The Company introduced "the Stock Granting Trust (J-ESOP)" as a mid- to long-term incentive program for employees of the Company and its subsidiaries and affiliates, based on approval at the board of directors meeting held on November 7, 2012.

(1) Overview of the transactions

J-ESOP is a program to grant the Company's common stocks to the employees of the companies who fulfill requirements under the regulations of the Company. The Companies vest points to each employee based on their contributions, and grant the Company's common stocks according to their total points at the time that fulfill requirements under the regulations of the Company. Such stocks, including stocks to be granted in the future, are purchased by money held in the J-ESOP trust, managed separately from book of the Company.

J-ESOP is an incentive program to motivate them to improve corporate value, and to secure talented people.

(2) While adopting "Practical Solution on Transactions of Delivering the Company's Own Stock to Employees etc. through Trusts" (PITF No.30, issued on March 26, 2015), the Company applies the same accounting treatment as before.

(3) Information related to the stocks of the Company which the trusts hold

① Book value of the stocks of the Company within the trust for the years ended September 30, 2018 and 2019 were ¥191million and ¥190 million (\$1,762 thousand).

② These stocks were recorded as the treasury stock in the total shareholders' equity.

③ The number of stocks within the trust at the year-end for the years ended September 30, 2018 and 2019 were 172 thousands shares and 171 thousands shares and the average number of stocks within the trust for the years ended September 30, 2018 and 2019 were 175 thousands shares and 171 thousands shares.

④ The number of shares at the year-end and the average number of stocks were included in the treasury stock, which is deducted when calculating amounts per share information.

3 Shares of subsidiaries and associates

Shares of subsidiaries and associates as of September 30, 2018 and 2019 are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|--|-----------------|-------|------------------------------|
| | 2018 | 2019 | 2019 |
| Investment securities | ¥ 109 | ¥ 119 | \$ 1,108 |
| (The investment amount for Jointly Controlled Entities included in the above) | 15 | 9 | 83 |

4 Commitment line

In order to efficiently finance business funds, the Company established commitment line contracts with three banks. Commitment lines as of September 30, 2018 and 2019 are as follows.

| | Millions of yen | | Thousands of U.S. dollars |
|------------------------------------|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Commitment lines | ¥ 5,000 | ¥ 5,000 | \$ 46,331 |
| Used portion of Commitment lines | - | - | - |
| Unused portion of Commitment lines | ¥ 5,000 | ¥ 5,000 | \$ 46,331 |

In the commitment line contracts, there are Financial covenants based on "the net asset value in the consolidated balance sheet", "the operating profit / loss and the ordinary profit / loss in the consolidated statements of income" and so on.

5 Contingent liabilities

The company provides the guarantee for the unconsolidated affiliate which is made for the bank loan.

The amount guaranteed by the company as of September 30, 2018 and 2019 are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---------------------------|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Guarantee of obligations: | | | |
| Unconsolidated affiliate | ¥ 1,374 | ¥ 1,385 | \$ 12,834 |

The obligations under guarantee are based on a joint liability on guarantee. Since the guarantors' ability to pay is sufficient and the self-payment ratio is specified, the amount represents the portion of the company's obligation within the guarantors.

6 Loss on Valuation of Inventories

The ending inventory balance is the amount after write-down of book value due to decline in profitability, and the loss on valuation included in cost of sales (Brackets are the gain on valuation of included in cost of sales) for the years ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of |
|----------------------------------|-----------------|------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Loss on valuation of inventories | ¥ (21) | ¥ 31 | \$ 288 |

7 Selling, General and Administrative Expenses

The main components of "Selling, General and Administrative Expenses" for the years ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of |
|-----------------------------------|-----------------|---------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Salaries and allowances | ¥ 3,371 | ¥ 3,784 | \$ 35,070 |
| Bonuses and provision for bonuses | 750 | 811 | 7,518 |
| Retirement benefit expenses | 160 | 259 | 2,409 |
| Provision for directors' bonuses | 63 | - | - |
| Provision for doubtful accounts | 6 | 5 | 52 |

8 Research and development expenses

| | Millions of yen | | Thousands of |
|-----------------------------------|-----------------|-------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Research and development expenses | ¥ 214 | ¥ 333 | \$ 3,094 |

9 Gain on sales of non-current assets

Gain on sale of non-current assets for the years ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars | |
|-----------------------------------|-----------------|------|---------------------------|-----|
| | 2018 | 2019 | 2019 | |
| Machinery, equipment and vehicles | ¥ - | ¥ 2 | \$ | 19 |
| Tools, furniture and fixtures | - | 11 | | 110 |
| Leased assets | - | 0 | | 4 |
| Total | ¥ - | ¥ 14 | \$ | 133 |

10 Impairment loss on non-current assets

There was no Impairment loss on non-current assets to be reported as of September 30, 2018.

Impairment loss on non-current assets for the year ended September 30, 2019, is as follows:

| Company Name | Use | Location | Classification | Millions of yen | | Thousands of U.S. dollars | |
|----------------|-------------------------|--------------|--|-----------------|----|---------------------------|--|
| | | | | 2019 | | 2019 | |
| | | | Software in progress | | | | |
| CMIC Co., Ltd. | CRO Business facilities | Tokyo, Japan | Investments and other assets-Other(Long-term prepaid expenses) | ¥ 225 | \$ | 2,088 | |

To calculate impairment loss on non-current assets, assets of the Companies are grouped into the smallest unit that generates identifiable cash flows that are largely independent of cash flows from other assets or groups of assets. During the fiscal year, CMIC Co., Ltd. has decided to change the scope of use of Software in progress and Investments and other assets-Other (Long-term prepaid expenses). As a result, the carrying amount has been reduced to the recoverable amount and the difference has been recognized as impairment loss on non-current assets. The recoverable amount of assets of the Companies is measured at the value in use.

11 Loss on retirement of non-current assets

Loss on retirement of non-current assets for the years ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars | |
|-----------------------------------|-----------------|-------|---------------------------|-------|
| | 2018 | 2019 | 2019 | |
| Buildings and structures | ¥ 32 | ¥ 90 | \$ | 840 |
| Machinery, equipment and vehicles | 12 | 13 | | 125 |
| Tools, furniture and fixtures | 0 | 12 | | 117 |
| Leased assets | - | 2 | | 26 |
| Other | 13 | 2 | | 25 |
| Total | ¥ 59 | ¥ 122 | \$ | 1,133 |

12 Loss on revision of pay regulations

Loss on revision of pay regulations is one-time cost associated with the personnel system change of some employees enrolled in CDMO Business for the years ended September 30, 2018.

13 Other comprehensive income

The components of other comprehensive income including reclassification adjustments and tax effects income for the years ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars | |
|---|-----------------|---------|---------------------------|---------|
| | 2018 | 2019 | 2019 | |
| Unrealized gain (loss) on securities: | | | | |
| Amount arising during the year | ¥ 797 | ¥ (871) | \$ | (8,076) |
| Amount before tax effect | 797 | (871) | | (8,076) |
| Tax effects | (244) | 266 | | 2,474 |
| Sub-total, net of tax | 553 | (604) | | (5,602) |
| Foreign currency translation adjustments: | | | | |
| Amount arising during the year | 18 | (119) | | (1,109) |
| Remeasurements of defined benefit plans: | | | | |
| Amount arising during the year | (52) | (40) | | (376) |
| Reclassification adjustments | 157 | 92 | | 857 |
| Amount before tax effect | 105 | 51 | | 481 |
| Tax effects | (64) | (8) | | (82) |
| Sub-total, net of tax | 41 | 43 | | 399 |
| Total other comprehensive income | ¥ 613 | ¥ (681) | \$ | (6,312) |

14 Net assets

Information regarding changes in net assets for the years ended September 30, 2018 and 2019, is as follows:

a. Shares issued and outstanding / Treasury stock

For the year ended September 30, 2018

| Type of Shares | Number of shares at October 1, 2017 | Increase | Decrease | Number of shares at September 30, 2018 |
|------------------------------------|-------------------------------------|----------|----------|--|
| Shares issued: | | | | |
| Common Stock | 18,923,569 | — | — | 18,923,569 |
| Treasury stock | | | | |
| Common Stock (Notes 1 ,2 and 3) | 216,028 | 143,493 | 8,000 | 351,521 |

Notes:1. Details of the increase are as follows:

| | |
|---|---------|
| Increase due to acquire of treasury stock by resolution of the Board of Directors | 142,500 |
| Increase due to purchase of shares of less than one unit | 993 |

2. Details of the decrease are as follows:

| | |
|---|-------|
| Decrease due to transfer of treasury stock by the Stock Granting Trust (J-ESOP) | 8,000 |
|---|-------|

3. The Stock Granting Trust (J-ESOP):

The number of shares of treasury stock includes the number of stock of the Stock Granting Trust (J-ESOP)

| | |
|--|---------|
| Number of shares at October 1, 2017 | 180,000 |
| Number of shares at September 30, 2018 | 172,000 |

For the year ended September 30, 2019

| Type of Shares | Number of shares at October 1, 2018 | Increase | Decrease | Number of shares at September 30, 2019 |
|------------------------------------|-------------------------------------|----------|----------|--|
| Shares issued: | | | | |
| Common Stock | 18,923,569 | — | — | 18,923,569 |
| Treasury stock | | | | |
| Common Stock (Notes 1 ,2 and 3) | 351,521 | 500,826 | 1,000 | 851,347 |

Notes:1. Details of the increase are as follows:

| | |
|---|---------|
| Increase due to acquire of treasury stock by resolution of the Board of Directors | 500,600 |
| Increase due to purchase of shares of less than one unit | 226 |

2. Details of the decrease are as follows:

| | |
|---|-------|
| Decrease due to transfer of treasury stock by the Stock Granting Trust (J-ESOP) | 1,000 |
|---|-------|

3. The Stock Granting Trust (J-ESOP):

The number of shares of treasury stock includes the number of stock of the Stock Granting Trust (J-ESOP)

| | |
|--|---------|
| Number of shares at October 1, 2018 | 172,000 |
| Number of shares at September 30, 2019 | 171,000 |

b. Dividends

(1) Dividends paid

For the year ended September 30, 2018

| Resolution | Type of shares | Total dividends (millions of yen) | Dividends per share (yen) | Cut-off date | Effective date |
|--|----------------|-----------------------------------|---------------------------|--------------------|------------------|
| Meeting of the Board of Directors on November 15, 2017 | Common stock | 1424 | 22.50 | September 30, 2017 | December 1, 2017 |
| Meeting of the Board of Directors on April 27, 2018 | Common stock | 294 | 5.00 | March 31, 2018 | June 15, 2018 |

*1 The total dividends includes dividends of ¥ 4 million for the Stock Granting Trust (J-ESOP).

*2 The total dividends includes dividends of ¥ 0 million for the Stock Granting Trust (J-ESOP)..

For the year ended September 30, 2019

| Resolution | Type of shares | Total dividends (millions of yen) | Total dividends (thousands of U.S. dollars) | Dividends per share (yen) | Dividends per share (U.S. dollars) | Cut-off date | Effective date |
|--|----------------|-----------------------------------|---|---------------------------|------------------------------------|--------------------|-------------------|
| Meeting of the Board of Directors on November 14, 2018 | Common stock | 1421 | 3,908 | 22.50 | 0.21 | September 30, 2018 | November 30, 2018 |
| Meeting of the Board of Directors on April 26, 2019 | Common stock | 293 | 868 | 5.00 | 0.05 | March 31, 2019 | June 14, 2019 |

*1 The total dividends includes dividends of ¥ 3 million(\$ 36 thousand) for the Stock Granting Trust (J-ESOP).

*2 The total dividends includes dividends of ¥ 0 million(\$ 8 thousand) for the Stock Granting Trust (J-ESOP).

(2) Dividends with the cut-off date in the year ended September 30, 2018 and the effective date in the year ended September 30, 2019

| Resolution | Type of shares | Total dividends (millions of yen) | Source of dividends | Dividends per share (yen) | Cut-off date | Effective date |
|--|----------------|-----------------------------------|---------------------|---------------------------|--------------------|-------------------|
| Meeting of the Board of Directors on November 14, 2018 | Common stock | 421 | Retained earnings | 22.50 | September 30, 2018 | November 30, 2018 |

* The total dividends includes dividends of ¥ 4 million for the Stock Granting Trust (J-ESOP).

Dividends with the cut-off date in the year ended September 30, 2019 and the effective date in the year ending September 30, 2020

| Resolution | Type of shares | Total dividends (millions of yen) | Total dividends (thousands of U.S. dollars) | Source of dividends | Dividends per share (yen) | Dividends per share (U.S. dollars) | Cut-off date | Effective date |
|--|----------------|-----------------------------------|---|---------------------|---------------------------|------------------------------------|--------------------|-------------------|
| Meeting of the Board of Directors on November 13, 2019 | Common stock | 492 | 4,564 | Retained earnings | 27.00 | 0.25 | September 30, 2019 | November 29, 2019 |

* The total dividends includes dividends of ¥ 4 million(\$ 43 thousand) for the Stock Granting Trust (J-ESOP).

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

15 Supplemental cash flow information

(1) The reconciliation between cash and deposits shown in the consolidated balance sheets and cash and cash equivalents shown in the consolidated statements of cash flows as of September 30, 2018 and 2019 are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---------------------------------|-----------------|----------|------------------------------|
| | 2018 | 2019 | 2019 |
| Cash and deposits | ¥ 14,009 | ¥ 12,146 | \$ 112,551 |
| Less: | | | |
| Time deposits over three months | (32) | (1) | (17) |
| Cash and cash equivalents | ¥ 13,976 | ¥ 12,144 | \$ 112,534 |

(2) A summary of the assets and liabilities of the company which became the consolidated subsidiary newly through stock acquisition

- The year ended September 30, 2018

There is no applicable matter.

- The year ended September 30, 2019

The Company acquired CMIC CMO NISHINE Corporation through stock acquisition by the year ended September 30, 2019.

The summary of the assets, liabilities, acquisition cost and net increase in cash of the company newly acquired at the start of consolidation is as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|--|-----------------|---------|------------------------------|
| | 2019 | | 2019 |
| Current assets | ¥ | 3,836 | \$ 35,553 |
| Non-current assets | | 1,461 | 13,543 |
| Goodwill | | 14 | 130 |
| Current liabilities | | (538) | (4,988) |
| Non-current liabilities | | (2,583) | (23,935) |
| Acquisition cost of the stock in CCN | ¥ | 2,191 | \$ 20,303 |
| Cash and cash equivalents held by CCN | | (2,483) | (23,008) |
| Net increase in Cash and cash equivalents due to acquisition | ¥ | 291 | \$ 2,705 |

There is no other material subsidiary acquired during the fiscal year ended September 30, 2019.

16 Leases

Lessees' accounting

1. Finance lease transactions that do not transfer ownership

(1) Details of leased assets

① Property, plant and equipment
Mainly test & measurement instrument and production facility

② Intangible assets
Software

(2) Depreciation method for leased assets

As described in "Lease assets" of "2. Significant accounting policies" forming the basis for preparing consolidated financial statements.

2. Operating leases

Obligations for future minimum payment under non-cancelable operating leases as of September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars | |
|---------------------|-----------------|---------|---------------------------|--------|
| | 2018 | 2019 | 2019 | |
| Due within one year | ¥ 1,540 | ¥ 2,092 | \$ | 19,387 |
| Due after one year | 3,507 | 5,303 | | 49,144 |
| Total | ¥ 5,047 | ¥ 7,395 | \$ | 68,531 |

17 Financial instruments

1. Overall status of financial instruments

(1) Policy for financial instruments

The Companies manage temporary cash surpluses through low risk financial instruments. The Companies obtain debt financing from banks and issuance of commercial papers.

The Companies use derivative transactions only for the purpose of hedging exchange and interest rate fluctuation risks and do not engage in speculative derivative transactions.

(2) Type and risk of financial instruments

Notes and accounts receivable-trade are exposed to customer credit risk. Notes and accounts receivable-trade denominated in foreign currencies are exposed to risk from fluctuations in foreign exchange rates.

Investment securities are composed of shares of entities with which the Companies have business relationships. Those securities are exposed to the business risk of the entities and the risk from fluctuations in foreign exchange rates.

Almost all notes and accounts payable-trade are settled within one year. Notes and accounts payable-trade denominated in foreign currencies are exposed to the risk from fluctuations in foreign exchange rates.

Short-term borrowings are used as financing mainly for operating activities and is exposed to the risk from fluctuation in interest rates. Long-term debt is used as financing mainly for M&A, capital investment and operating activities and is exposed to the risk from fluctuation in interest rates.

Derivative transactions include forward foreign exchange contracts to hedge the risk associated with trade receivables and payables denominated in foreign currencies, and interest rate swaps to hedge the interest rate risk for loans. Details on

hedge accounting related to hedging instruments, hedged items, hedging policy and assessment of hedge effectiveness are outlined in Hedge Accounting in Note 2, Significant accounting policies.

(3) Risk management

1) Credit risk

The Companies examine credit information for new customers before entering into a new transaction, periodically monitor the overdue balance, and take necessary actions such as negotiation for the payment and assessment of the customer's financial position so that credit risks can be minimized.

The counterparties to derivative transactions are limited to financial institutions with high credit ratings, and the credit risk is minimal.

2) Market risk

The Companies have a very small portion of trade receivables and payables denominated in foreign currencies.

Market risk of investment securities are periodically assessed by checking the financial status of the issuers, and the merits of holding such securities are continuously reviewed, taking into account the Companies' relationship with respective issuers.

The finance division of the Company continually monitors the foreign exchange market to minimize the market risk. The Companies use interest-rate swaps for the purpose of reducing risk from interest rate fluctuation for loans from banks.

Derivative transactions are executed and managed under the approval by the responsible officer in the finance division of the Company in accordance with internal rules.

3) Liquidity risk in funding

In order to optimize capital efficiency, the Company promotes cash control through a centralized cash management way for each applicable subsidiary, and the company has credit line for commercial paper, overdraft and commitment line to secure cash flexibility.

(4) Supplementary explanation on the fair value of financial instruments

The fair value of financial instruments is based on market price. In case no market price is available, the fair value is calculated based on the amount reasonably estimated. As a number of variables are incorporated in such calculation, the estimated fair value may change if different assumptions are used.

2. Fair value of financial instruments

The book value, fair value and the difference as of September 30, 2018, are as follows:

| | Millions of yen | | |
|---|-----------------|------------|------------|
| | Book value | Fair value | Difference |
| Assets | | | |
| (1) Cash and deposits | ¥ 14,009 | ¥ 14,009 | ¥ — |
| (2) Notes and accounts receivable-trade | 13,655 | | |
| Allowance for doubtful accounts(*1) | (6) | | |
| | 13,649 | 13,649 | — |
| (3) Investment securities | 1,906 | 1,906 | — |
| Total assets | ¥ 29,566 | ¥ 29,566 | ¥ — |
| Liabilities | | | |
| (1) Notes and accounts payable-trade | 726 | 726 | — |
| (2) Short-term borrowings | 1,450 | 1,450 | — |
| (3) Commercial papers | 2,000 | 2,000 | — |
| (4) Long-term debt (*2) | 15,827 | 15,833 | 6 |
| Total liabilities | ¥ 20,003 | ¥ 20,010 | ¥ 6 |

*1. Allowance for doubtful accounts calculated as the specific reserve for the default possibility of notes and accounts receivable-trade are included.

*2. Long-term debt includes the current portion of long-term debt.

Interest-rate swaps for which the exceptional method is applied are valued at fair value which is included in the underlying long-term debt as such swaps are treated as a single transaction with the hedged long-term debt.

The book value, fair value and the difference as of September 30, 2019, are as follows:

| | Millions of yen | | | Thousands of U.S. dollars | | |
|---|-----------------|-----------------|-------------|---------------------------|-------------------|---------------|
| | Book value | Fair value | Difference | Book value | Fair value | Difference |
| Assets | | | | | | |
| (1) Cash and deposits | ¥ 12,146 | ¥ 12,146 | ¥ — | \$ 112,551 | \$ 112,551 | \$ — |
| (2) Notes and accounts receivable-trade | 13,082 | | | 121,224 | | |
| Allowance for doubtful accounts(*1) | (5) | | | (51) | | |
| | 13,077 | 13,077 | — | 121,173 | 121,173 | — |
| (3) Investment securities | 1,116 | 1,116 | — | 10,345 | 10,345 | — |
| Total assets | ¥ 26,339 | ¥ 26,339 | ¥ — | \$ 244,069 | \$ 244,069 | \$ — |
| Liabilities | | | | | | |
| (1) Notes and accounts payable-trade | 1,082 | 1,082 | — | 10,027 | 10,027 | — |
| (2) Short-term borrowings | 3,018 | 3,018 | — | 27,965 | 27,965 | — |
| (3) Commercial papers | 2,000 | 2,000 | — | 18,532 | 18,532 | — |
| (4) Long-term debt (*2) | 14,178 | 14,190 | 11 | 131,383 | 131,492 | 109 |
| Total liabilities | ¥ 20,278 | ¥ 20,290 | ¥ 11 | \$ 187,907 | \$ 188,016 | \$ 109 |

*1. Allowance for doubtful accounts calculated as the specific reserve for the default possibility of notes and accounts receivable-trade are included.

*2. Long-term debt includes the current portion of long-term debt.

Interest-rate swaps for which the exceptional method is applied are valued at fair value which is included in the underlying long-term debt as such swaps are treated as a single transaction with the hedged long-term debt.

Note 1: Method of calculating fair value of financial instruments, and information on investment securities and derivative transactions.

Assets

(1) Cash and deposits, and (2) Notes and accounts receivable-trade

These items are recorded at book value, as they are settled in the short term and the fair value approximates the book value.

(3) Investment securities

The fair values of equity securities are measured based on quoted market price.

For information on investment securities by holding purpose, please refer to "19. Securities"

Liabilities

(1) Notes and accounts payable-trade

These items are recorded at book value, as they are settled in the short term and the fair value approximates the book value.

(2) Short-term borrowings, and (3) Commercial papers

These items are recorded at book value, as the fair value is almost identical to the book value because it reflects the market interest rate for the short-term period.

(4) Long-term debt including current portion of long-term debt

The fair value of long-term debt with fixed interest rates is calculated based on the total amount of principal and interest discounted by the interest rate which would be applied if the debt were refinanced at the year-end. Book value is used as the fair value for long-term debt with floating interest rates, as the fair value of such debt is almost identical to the book value because it reflects the market interest rate for the short-term period. However, the fair value of certain long-term debt with floating interest rates hedged by interest rate swaps to which the exceptional method is applied is calculated by discounting the total amount of principal and interest that were treated as a single transaction with the interest rate swap using the interest rate that is reasonably estimated to be applicable to similar fixed rate loans debt.

Derivative transactions

For information relating to derivative transactions, please refer to "20. Derivative financial instruments"

Note 2: Financial instruments for which it is extremely difficult to determine the fair value.

| | Millions of yen | | Thousands of |
|--|-----------------|---------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Book value in consolidated balance sheet | | | 2019 |
| Unlisted shares(*) | ¥ 1,793 | ¥ 1,771 | \$ 16,417 |
| Stocks of affiliates(*) | 109 | 119 | 1,108 |
| Total | ¥ 1,902 | ¥ 1,891 | \$ 17,525 |

* Unlisted shares and stocks of affiliates do not have a market value and it is not possible to estimate future cash flows. Accordingly, appraising the fair value of such items is extremely difficult, and they are excluded from Assets (3) Investment securities above.

Note 3: Redemption schedule for monetary claims and marketable securities with maturities subsequent to September 30, 2019.

| | Millions of yen | | Thousands of U.S. dollars | |
|-------------------------------------|-----------------|---------------------|---------------------------|---------------------|
| | 2020 | 2021 and thereafter | 2020 | 2021 and thereafter |
| Cash and deposits | ¥ 12,144 | ¥ — | \$ 112,533 | \$ — |
| Notes and accounts receivable-trade | 13,082 | — | 121,224 | — |
| | ¥ 25,227 | ¥ — | \$ 233,757 | \$ — |

Note 4: Redemption schedule for long-term debt subsequent to September 30, 2019.

Please refer to "18. Short-term borrowings and long-term debt".

18 Short-term borrowings and long-term debt

(1) Short-term borrowings at September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Short-term borrowings: | | | |
| Weighted average interest rate of 0.35% and 0.39% at September 30, 2018 and 2019, respectively | ¥ 1,450 | ¥ 3,018 | \$ 27,965 |

(2) Commercial papers at September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Commercial papers: | | | |
| Weighted average interest rate of 0.05% and 0.04% at September 30, 2018 and 2019, respectively | ¥ 2,000 | ¥ 2,000 | \$ 18,532 |

(3) Long-term debt at September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|----------|------------------------------|
| | 2018 | 2019 | 2019 |
| Long-term debt: | | | |
| Due 2019 to 2026 with weighted average interest rates of 0.63% and 0.61% at September 30, 2018 and 2019, respectively | ¥ 15,827 | ¥ 14,178 | \$ 131,383 |
| Less: | | | |
| Current portion of long-term debt: | | | |
| Weighted average interest rates of 0.61% and 0.67% at September 30, 2018 and 2019, respectively | 3,648 | 2,822 | 26,153 |
| | ¥ 12,178 | ¥ 11,356 | \$ 105,230 |

(4) Annual maturities of long-term debt at September 30, 2019, are as follows:

| Years ending September 30, | Millions of Yen | Thousands of U.S. dollars |
|----------------------------|--------------------|------------------------------|
| | 2019 | 2019 |
| 2020 | ¥ 2,822 | \$ 26,153 |
| 2021 | 2,822 | 26,153 |
| 2022 | 2,586 | 23,969 |
| 2023 | 2,136 | 19,799 |
| 2024 | 1,922 | 17,813 |
| 2025 and thereafter | 1,888 | 17,496 |
| | ¥ 14,178 | \$ 131,383 |

(5) Lease obligations at September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of |
|---|-----------------|-------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Lease obligations: | | | 2019 |
| Due 2019 to 2024 with weighted average interest rates of 1.65% and 3.97% at September 30, 2018 and 2019, respectively | ¥ 325 | ¥ 315 | \$ 2,924 |
| Less: | | | |
| Current portion of long-term debt: | | | |
| Weighted average interest rates of 1.60% and 3.20% at September 30, 2018 and 2019, respectively | 135 | 134 | 1,244 |
| | ¥ 190 | ¥ 181 | \$ 1,680 |

(6) Annual maturities of lease obligations at September 30, 2019, are as follows:

| Years ending September 30, | Millions of | Thousands of |
|----------------------------|-------------|--------------|
| | Yen | U.S. dollars |
| | 2019 | 2019 |
| 2020 | ¥ 134 | \$ 1,244 |
| 2021 | 104 | 966 |
| 2022 | 58 | 540 |
| 2023 | 13 | 124 |
| 2024 | 5 | 50 |
| 2025 and thereafter | — | — |
| | ¥ 315 | \$ 2,924 |

19 Securities

- (1) The Companies did not hold any trading securities as of September 30, 2018 and 2019.
- (2) The Companies did not hold any held-to-maturity securities as of September 30, 2018 and 2019.
- (3) The Companies held shares of other securities as of September 30, 2018 and 2019.

The book value, the acquisition cost and the unrealized gain or loss as of September 30, 2018 and 2019, are as follows:

| | Millions of yen | | | | | | Thousands of U.S. dollars | | |
|--|-----------------|------------------|-----------------------|------------|------------------|-----------------------|---------------------------|------------------|-----------------------|
| | 2018 | | | 2019 | | | 2019 | | |
| | Book value | Acquisition cost | Unrealized gain(loss) | Book value | Acquisition cost | Unrealized gain(loss) | Book value | Acquisition cost | Unrealized gain(loss) |
| Securities with book value exceeding acquisition cost: | | | | | | | | | |
| Stock | ¥ 1,833 | ¥ 34 | ¥ 1,798 | ¥ 1,064 | ¥ 34 | ¥ 1,029 | \$ 9,866 | \$ 324 | \$ 9,542 |
| Securities with book value not exceeding acquisition cost: | | | | | | | | | |
| Stock | ¥ 72 | ¥ 99 | ¥ (27) | ¥ 51 | ¥ 99 | ¥ (48) | \$ 479 | \$ 927 | \$ (448) |
| Total | ¥ 1,906 | ¥ 134 | ¥ 1,771 | ¥ 1,116 | ¥ 134 | ¥ 981 | \$ 10,345 | \$ 1,251 | \$ 9,094 |

Unlisted shares are not included in the above table because they have no market value and it is extremely difficult to estimate their future cash flows or fair value. Their book values are ¥ 1,793 million and ¥ 1,771 million (\$16,417 thousand) as of September 30, 2018 and 2019, respectively.

- (4) There was no sale of other securities for the years ended September 30, 2018 and 2019, respectively.
- (5) The amount of impairment loss recognized on the stock in other securities was ¥4 million and ¥ 1 million (\$11 thousand) for the year ended September 30, 2018 and 2019, respectively.

If the market value of securities with fair market value other than trading securities declines to less than 50% of the acquisition cost, the difference is recognized as impairment loss, in principle. If the market value drops by between 30% and 50%, the impairment loss is calculated based on the possibility of recovery in market value. If the value of shares which does not have market value drops by over 50% of the acquisition cost, the amount considered to be impaired is recognized as impairment loss unless the possibility of recovery is demonstrated by sufficient evidence.

20 Derivative financial instruments

(1) The following table summarizes the derivative transactions as of September 30, 2018 and 2019, for which hedge accounting has not been applied:

There was no derivative transaction for which hedge accounting has not been applied on September 30, 2018 and 2019.

(2) The following table summarizes the derivative transactions as of September 30, 2018 and 2019, for which hedge accounting has been applied:

Interest related:

| Hedge accounting method | Classification | Hedged item | Millions of yen | | | | | |
|--|--|----------------|-----------------|---------|-----|--|--|--|
| | | | 2018 | | | | | |
| | | | Contract amount | | | | | |
| Total | Due after one year | Fair value | | | | | | |
| Exceptional method for interest rate swaps | Interest rate swap contracts: Pay/fixed and receive/floating | Long-term debt | ¥ 1,733 | ¥ 1,271 | (*) | | | |

| Hedge accounting method | Classification | Hedged item | Millions of yen | | | Thousands of U. S. dollars | | | | | |
|--|--|----------------|-----------------|--------------------|------------|----------------------------|----------|-----|--|--|--|
| | | | 2019 | | | 2019 | | | | | |
| | | | Contract amount | | | Contract amount | | | | | |
| Total | Due after one year | Fair value | Total | Due after one year | Fair value | | | | | | |
| Exceptional method for interest rate swaps | Interest rate swap contracts: Pay/fixed and receive/floating | Long-term debt | ¥ 1,271 | ¥ 814 | (*) | \$ 11,781 | \$ 7,545 | (*) | | | |

* Interest-rate swaps for which the exceptional method is applied are valued at fair value and included in the value of the underlying long-term debt as such swaps are treated as a single transaction with the hedged long-term debt.

21 Retirement benefits

The Company and certain of its subsidiaries provide an unfunded lump-sum payment plan under which all eligible employees are entitled to benefits based on the level of salaries at the time of retirement, length of service and certain other factors.

Two of the consolidated subsidiaries have defined contribution pension plan. Another has a risk sharing pension plan. Another has an unfunded lump-sum payment plan and a defined benefit pension plan. In the risk sharing pension plan, contributions by the "Companies" to the pension fund are defined in advance in the constitution for the pension plan, and the risk of asset management of the pension is shared between the "Companies" and their employees by increase or decrease of the amount of benefits paid to the employees according to the financial status of the corporate pension fund.

1. Defined benefit plans (except the plans to which the simplified method has been applied)

(a) Movement in retirement benefit obligation

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Balance at the beginning of the year | ¥ 6,173 | ¥ 6,945 | \$ 64,360 |
| Service cost | 773 | 792 | 7,340 |
| Interest cost | 18 | 21 | 195 |
| Actuarial losses (gains) arising during the year | 52 | 40 | 376 |
| Retirement benefits paid | (308) | (336) | (3,115) |
| Effect of transition to risk sharing pension plan | (416) | - | - |
| Transfers regarding changes in calculation from simplified method to principle method | 441 | 458 | 4,248 |
| Effect of changes in calculation from simplified method to principle method | 148 | 472 | 4,377 |
| Revision of retirement benefit plan | 67 | - | - |
| Increase resulting from inclusion of subsidiaries in consolidation | - | 111 | 1,031 |
| Other | (5) | (3) | (32) |
| Balance at the end of the year | ¥ 6,945 | ¥ 8,501 | \$ 78,780 |

(b) Reconciliation between retirement benefit obligation and net defined benefit liability on the Consolidated balance sheets

| | Millions of yen | | Thousands of U.S. dollars |
|--|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Retirement benefit obligation under the unfunded plans | ¥ 6,945 | ¥ 8,501 | \$ 78,780 |
| Net defined benefit liability | ¥ 6,945 | ¥ 8,501 | \$ 78,780 |

(c) Retirement benefit cost

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|---------|------------------------------|
| | 2018 | 2019 | 2019 |
| Service cost | ¥ 773 | ¥ 792 | \$ 7,340 |
| Interest cost | 18 | 21 | 195 |
| Amortization of actuarial losses (gains) | 119 | 52 | 482 |
| Amortization of prior service cost | 43 | 40 | 375 |
| Effect of changes in calculation from simplified method to principle method | 148 | 472 | 4,377 |
| Total retirement benefit costs | ¥ 1,104 | ¥ 1,377 | \$ 12,769 |

In the previous fiscal year, In addition to the above, special gain of ¥ 233 million was recognized as the transition of the defined benefit plan to risk sharing pension plan for the year ended September, 2018.

(d) Remeasurements of defined benefit plans before tax effects

| | Millions of yen | | Thousands of U.S. dollars |
|--------------------|-----------------|--------|------------------------------|
| | 2018 | 2019 | 2019 |
| Prior service cost | ¥ (43) | ¥ (40) | \$ (375) |
| Actuarial loss | (62) | (11) | (106) |
| Total | ¥ (105) | ¥ (51) | \$ (481) |

In the previous fiscal year, Amounts of actuarial loss at the end of the current consolidated fiscal year include ¥ 4 million of reclassification adjustments to the transition to risk sharing pension plan.

(e) Accumulated remeasurements of defined benefit plans before tax effects

| | Millions of yen | | Thousands of U.S. dollars |
|---------------------------------------|-----------------|-------|------------------------------|
| | 2018 | 2019 | 2019 |
| Unrecognized prior service cost | ¥ 101 | ¥ 60 | \$ 562 |
| Unrecognized actuarial losses (gains) | 52 | 40 | 376 |
| Total | ¥ 153 | ¥ 101 | \$ 938 |

(f) Actuarial assumptions

The principal actuarial assumption at September 30, 2018 and 2019 are as follows:

| | 2018 | 2019 |
|--|--------------------------------|-------------|
| | Weighted average discount rate | 0.20%~0.70% |

The Company uses the index of salary increases by age at September 30, 2018 and 2019, as the expected rate of future salary increases.

2. Defined benefit plans to which the simplified method has been applied

(a) Movement in net defined benefit liability

| | Millions of yen | | Thousands of |
|---|-----------------|-------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Balance at the beginning of the year | ¥ 894 | ¥ 599 | \$ 5,551 |
| Retirement benefit cost | 204 | 152 | 1,415 |
| Retirement benefit paid | (73) | (60) | (563) |
| Transfers regarding changes in calculation from simplified method to principle method | (441) | (458) | (4,248) |
| Other | 14 | (13) | (124) |
| Balance at the end of the year | ¥ 599 | ¥ 219 | \$ 2,031 |

(b) Reconciliation between retirement benefit obligation and net defined benefit liability on the consolidated balance sheets

| | Millions of yen | | Thousands of |
|--|-----------------|-------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Retirement benefit obligation under the funded plans | ¥ 66 | ¥ 68 | \$ 632 |
| Plan assets | (6) | (5) | (51) |
| Retirement benefit obligation under the unfunded plans | 538 | 156 | 1,450 |
| Net defined benefit liability | ¥ 599 | ¥ 219 | \$ 2,031 |

(c) Retirement benefit cost

| | Millions of yen | | Thousands of |
|-------------------------|-----------------|-------|--------------|
| | 2018 | 2019 | U.S. dollars |
| Retirement benefit cost | ¥ 204 | ¥ 152 | \$ 1,415 |

3. Defined contribution plans

Contribution obligations to the defined contribution pension plans are ¥19 million as of September 30, 2018, and ¥107 million (\$ 1,001 thousand) as of September 30, 2019.

The total amount of future contribution in preparation for the shared risk of asset management after the next fiscal year is ¥163million (\$1,514 thousand) and the remaining years for the payment are 18 years and 11 months.

The accumulated amount of contribution payable for the employees' past services at the time of transition is ¥169 million (\$1,569 thousand) , and is recognized as accounts payable-other (current liabilities) and other long-term liabilities (non-current liabilities) as of September 30, 2019.

22 Income taxes

(1) Income taxes in the consolidated statements of income consist of corporation tax, inhabitant taxes and enterprise tax. The aggregate statutory income tax rate was approximately 30.86% for the year ended September 30, 2018 and 30.62% for the year ended September 30, 2019.

The reconciliation of the difference between the statutory income tax rates and the actual effective income tax rates for the years ended September 30, 2018 and 2019 is as follows:

| | <u>2018</u> | <u>2019</u> |
|--|----------------|----------------|
| Statutory income tax rate | 30.86 % | 30.62 % |
| Permanently non-deductible expenses | 1.88 | 1.09 |
| Salary increase tax credit | - | (4.43) |
| Per capita inhabitants tax | 2.07 | 2.16 |
| Amortization of goodwill | 2.21 | 2.73 |
| Equity in losses of affiliates | 0.44 | 2.08 |
| Change in valuation allowance | 7.28 | 14.72 |
| Statutory tax rate difference between the Company and certain subsidiaries | 6.18 | 6.35 |
| Other | 4.47 | (3.50) |
| Actual effective income tax rates | <u>55.39 %</u> | <u>51.82 %</u> |

(2) Significant components of deferred tax assets and liabilities as of September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of U.S. dollars | |
|--|-----------------|---------|---------------------------|--|
| | 2018 | 2019 | 2019 | |
| Deferred tax assets: | | | | |
| Provision for bonuses | ¥ 1,051 | ¥ 1,037 | \$ 9,609 | |
| Provision for loss on orders received | 229 | 187 | 1,737 | |
| Allowance for doubtful accounts | 156 | 153 | 1,418 | |
| Enterprise tax payable | 105 | 91 | 852 | |
| Loss on valuation of inventories | 178 | 213 | 1,976 | |
| Asset retirement obligations | 129 | 150 | 1,396 | |
| Accounts payable-other | 23 | 12 | 113 | |
| Long-term accounts payable-other | 62 | 58 | 541 | |
| Net defined benefit liability | 2,504 | 2,911 | 26,975 | |
| Net operating loss carry-forwards*2 | 1,221 | 1,468 | 13,608 | |
| Loss on valuation of investment securities | 77 | 79 | 732 | |
| Accumulated depreciation | 48 | 44 | 414 | |
| Long-term unearned revenue | - | 841 | 7,799 | |
| Other | 149 | 252 | 2,342 | |
| Total deferred tax assets | 5,938 | 7,501 | 69,512 | |
| Valuation allowance for net operating loss carry-forwards*2 | - | (1,396) | (12,943) | |
| Valuation allowance for total deductible temporary differences*1 | - | (1,129) | (10,468) | |
| Total Valuation allowance | (2,030) | (2,526) | (23,411) | |
| Net deferred tax assets | 3,908 | 4,975 | 46,101 | |
| Deferred tax liabilities: | | | | |
| Gain on revaluation of fixed assets | (83) | (79) | (732) | |
| Removal expenses associated with asset retirement obligations | (79) | (89) | (827) | |
| Unrealized gain (loss) on securities | (524) | (257) | (2,385) | |
| Liability adjustment account | - | (882) | (8,174) | |
| Other | (65) | (42) | (392) | |
| Total deferred tax liabilities | (752) | (1,350) | (12,510) | |
| Net deferred tax assets | ¥ 3,155 | ¥ 3,625 | \$ 33,591 | |

*1 For the year ended September 30, 2019, the valuation allowance increased by ¥496 million (\$4,597 thousand). This is mainly due to increased valuation allowance for net operating loss carry-forwards by ¥213 million (\$1,977 thousand) of CMIC CMO Co., Ltd.

*2 A breakdown of net operating loss carry-forwards and valuation allowance by expiry date as of September 30, 2019 is as follows:

(Millions of yen)

| | Within 1 year | Over 1 year to 2 years | Over 2 years to 3 years | Over 3 years to 4 years | Over 4 years to 5 years | Over 5 years | Total |
|---------------------------------|---------------|------------------------|-------------------------|-------------------------|-------------------------|--------------|---------|
| Operating loss carry-forward(a) | 6 | 28 | 113 | 118 | 263 | 937 | 1,468 |
| Valuation allowance | (0) | (27) | (113) | (118) | (205) | (931) | (1,396) |
| Deferred tax assets | 6 | 0 | - | - | 58 | 6 | 71 |

(Thousands of U.S. dollars)

| | Within 1 year | Over 1 year to 2 years | Over 2 years to 3 years | Over 3 years to 4 years | Over 4 years to 5 years | Over 5 years | Total |
|------------------------------|---------------|------------------------|-------------------------|-------------------------|-------------------------|--------------|----------|
| Operating loss carry-forward | 62 | 260 | 1,054 | 1,099 | 2,442 | 8,691 | 13,608 |
| Valuation allowance | (0) | (256) | (1,054) | (1,099) | (1,900) | (8,634) | (12,943) |
| Deferred tax assets | 62 | 4 | - | - | 542 | 57 | 665 |

(a) The amount is determined by multiplying the corresponding net operating loss carry-forwards by the effective statutory tax rate.

(b) Deferred Tax Assets of ¥71 million (\$665 thousand) have been recorded regarding to the operating loss carryforward of ¥1,468 million (\$13,608 thousand) (amount multiplied by effective statutory tax rate).

The primary factor of this amount is net operating loss carry-forwards of one of subsidiaries.

Valuation allowance has not been recognized only if net operating loss carry-forwards was estimated to reduce future taxable income.

23 Business combinations

Business Combinations through acquisitions

1. Outline of the business combination

a. Name and business of the acquired company

Name of the acquired company: Nishine Pharmatech Co., Ltd.

Description of business: CDMO Business

b. Objective of the acquisition

This transaction allows us to secure a stable supply and gain flexibility in production of solid dosage forms, which is the mainstay dosage form, by joint effort among our existing sites in Japan as well as our new addition, Nishine Plant. We will further strengthen our manufacturing and pharmaceutical development capabilities by combining the high quality control capabilities and technological capabilities of Nishine Plant with the existing sites of CMIC CMO Co., Ltd., and will provide flexible and prompt services to cater various needs of domestic and overseas pharmaceutical companies promoting outsourcing.

c. Date of business combination

June 1, 2019 (Share acquisition date)

June 30, 2019 (Deemed acquisition date)

d. Legal form of business combination

Acquisition of shares through cash payment

e. Name of acquired company after acquisition

CMIC CMO NISHINE Co., Ltd. (Company name changed on June 1, 2019)

f. Percentage of voting rights acquired

100%

g. Major reason for determining the acquiring company

The Company is the acquiring company due to the acquisition of stocks by cash.

2. Period for which acquired company's business results are included in the consolidated financial statements

From July 1, 2019 to September 30, 2019

3. Breakdown of acquisition cost for the acquired company and each type of payment

| | |
|---|------------------------------------|
| Consideration for acquisition Cash and deposits | ¥2,191 million (\$20,303 thousand) |
|---|------------------------------------|

| | |
|------------------|------------------------------------|
| Acquisition cost | ¥2,191 million (\$20,303 thousand) |
|------------------|------------------------------------|

4. Main details and amount of acquisition-related expenses

Advisory fees and commissions ¥8 million (\$77 thousand)

5. Amount of goodwill that arose, reasons for incidence, and amortization method and period
- Amount of goodwill that arose
14 million yen (\$130 thousand)
 - Reasons for incidence
Goodwill is recognized as the result of the excess of the acquisition cost over the net amount allocated to the assets acquired and the liabilities assumed.
 - Amortization method and period
Due to immateriality, goodwill is amortized in a lump sum as incurred.
6. Amount of assets received and liabilities undertaken on the date of the business combination, and their breakdown
- | | | |
|--------------------------|----------------|-------------------|
| Current assets | ¥3,836 million | \$35,553 thousand |
| Non-current assets | 1,461 | 13,543 |
| Total assets | 5,298 | 49,096 |
| Current liabilities | 538 | 4,988 |
| Non-current liability | 2,583 | 23,935 |
| Total liabilities | 3,121 | 28,923 |
7. Estimated impact on consolidated statements of income for the fiscal year under review assuming business combination was completed on the first day of the fiscal year under review
This information is omitted because it is difficult to calculate the estimated amount for the current consolidated fiscal year.

24 Asset retirement obligations

The asset retirement obligations are mainly the estimated future restoration obligations pursuant to the office rental agreements and expenses for removing asbestos in accordance with the "Ordinance on Prevention of Asbestos Hazards". The asset retirement obligations are calculated based upon the estimated period of use ranging from 2 to 50 years and discounted by rates ranging from 0.2% to 2.3%.

Movement of asset retirement obligations for the year ended September 30, 2018 and 2019, are as follows:

| | Millions of yen | | Thousands of |
|--|-----------------|--------------|-----------------|
| | 2018 | 2019 | U.S. dollars |
| Balance at the beginning of the year | ¥ 416 | ¥ 420 | \$ 3,897 |
| Liabilities incurred due to the acquisition of property, plant and equipment | 3 | 62 | 576 |
| Accretion adjustment | 3 | 3 | 34 |
| Settlement of obligations | (2) | (3) | (36) |
| Other | (0) | 12 | 116 |
| Balance at the end of the year | ¥ 420 | ¥ 495 | \$ 4,587 |

25 Investment and rental property

There is no material investment and rental property to be reported as of September 30, 2018 and 2019 respectively.

26 Segment information

1. General Information about Reportable Segments

CMIC Group has five reportable segments, CRO business, CDMO business, CSO business, Healthcare business and IPM business, which have been summarized and classified under the services and business domain which CMIC group offers based on the concept of Pharmaceutical Value Creator (PVC). PVC is the original business model of our group, which strives for increasing the value of pharmaceutical companies.

Each reportable segment can provide its individual financial reports respectively, and the individual financial reports can also be an object of the deliberation at Board Meeting when Board Members decide the distribution of the business resources or evaluate the business performance regularly.

Each segment consists of the companies and its affiliates as follows;

| Segment | Products/Services | CMIC Group Companies (as of September 30, 2019) |
|---------------------|--|--|
| CRO Business | Services related to pharmaceutical development support, analytical chemistry services, and healthcare for pharmaceutical companies, and BPO and personnel services for the pharmaceutical industry | CMIC HOLDINGS Co., Ltd. CMIC Co., Ltd. CMIC ShiftZero K.K. CMIC Korea Co., Ltd. CMIC ASIA-PACIFIC, PTE. LTD. CMIC ASIA PACIFIC (MALAYSIA) SDN. BHD. CMIC Asia-Pacific (Hong Kong) Limited CMIC Asia-Pacific (PHILIPPINES) , INC. CMIC ASIA-PACIFIC (AUSTRALIA) PTY LTD CMIC (Beijing) Pharmaceutical Services Co., Ltd. CMIC (Beijing) Co., Ltd. CMIC DATA SCIENCE VIETNAM COMPANY LIMITED CMIC Pharma Science Co., Ltd. CMIC, INC. CMIC (Suzhou) Pharmaceutical Technology Co., Ltd. CMIC Career Co., Ltd. |
| CDMO Business | Services related to drug formulation development and manufacturing support, from formulation design to investigational new drug manufacturing to commercial production of ethical drugs and nonprescription drugs for pharmaceutical companies | CMIC CMO Co., Ltd. CMIC CMO NISHINE Co., Ltd. CMIC CMO Korea Co., Ltd. CMIC CMO USA Corporation |
| CSO Business | Services provided to pharmaceutical companies related to sales & marketing support | CMIC Ashfield Co., Ltd. |
| Healthcare Business | Support services primarily for medical institutions and treating, maintaining, and promoting the health of patients and general consumers, such as SMO services and healthcare information services | Site Support Institute Co., Ltd. SSI-CP Co., Ltd. CMIC Healthcare Co., Ltd. CMIC VIETNAM COMPANY LIMITED |
| IPM Business | Provision of new business solution to pharmaceutical companies that combines the system to support all value chains and manufacturing authorization and other licenses (intellectual properties) held by CMIC Group | CMIC HOLDINGS Co., Ltd. CMIC CMO Co., Ltd. OrphanPacific, Inc. |

2. Method for calculating the amount of net sales, profit (loss), assets, liabilities and other items by segment

Accounting policies applied to reportable segments are the same as those described in "Significant accounting policies" except valuation bases of inventories. Segment profit is based on operating income. Inter-segment sales and transfers between segments are based on market prices.

3. Financial information by reportable segment

For the year ended September 30, 2018

(Millions of yen)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment Notes 1 and 3 | Consolidated Note 2 |
|--------------------------|----------|----------|---------|------------|---------|----------|-----------------------------|------------------------|
| Net sales | | | | | | | | |
| External customers | ¥ 37,003 | ¥ 15,255 | ¥ 7,316 | ¥ 7,145 | ¥ 3,149 | ¥ 69,869 | ¥ - | ¥ 69,869 |
| Inter-segment | 292 | 130 | 2 | 66 | 0 | 492 | (492) | - |
| Total | 37,296 | 15,386 | 7,318 | 7,212 | 3,149 | 70,361 | (492) | 69,869 |
| Segment profit (loss) | 6,650 | 4 | 335 | 822 | (360) | 7,451 | (3,130) | 4,321 |
| Segment assets | 32,776 | 38,431 | 2,356 | 5,979 | 2,708 | 82,252 | (4,218) | 78,034 |
| Others | | | | | | | | |
| Depreciation | ¥ 1,035 | ¥ 1,953 | ¥ 31 | ¥ 99 | ¥ 7 | ¥ 3,127 | ¥ - | ¥ 3,127 |
| Amortization of goodwill | 311 | - | 6 | - | - | 318 | - | 318 |
| Increase in fixed assets | 707 | 3,959 | 23 | 88 | 5 | 4,784 | 149 | 4,933 |

Notes: 1. The adjustment amount of ¥(3,130) million in segment profit (loss) includes intersegment eliminations and others of ¥(3) million and unallocated corporate expenses of ¥(3,126) million .

2. Segment profit corresponds with operating income in the consolidated statement of income.

3. The adjustment amount of ¥(4,218) million in segment assets includes unallocated corporate assets of ¥16,862 million and intersegment elimination and others of ¥(21,080) million. Depreciation and amortization included in corporate assets were allocated to each of the reporting segments.

For the year ended September 30, 2019

(Millions of yen)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment Notes 1 and 3 | Consolidated Note 2 |
|--------------------------|----------|----------|---------|------------|---------|----------|-----------------------------|------------------------|
| Net sales | | | | | | | | |
| External customers | ¥ 38,269 | ¥ 17,237 | ¥ 7,926 | ¥ 7,571 | ¥ 3,367 | ¥ 74,373 | ¥ - | ¥ 74,373 |
| Inter-segment | 390 | 54 | 2 | 89 | 0 | 536 | (536) | - |
| Total | 38,660 | 17,292 | 7,929 | 7,660 | 3,368 | 74,910 | (536) | 74,373 |
| Segment profit (loss) | 6,899 | 116 | 236 | 881 | (396) | 7,738 | (3,332) | 4,405 |
| Segment assets | 32,048 | 42,287 | 2,671 | 6,522 | 2,709 | 86,239 | (6,059) | 80,179 |
| Others | | | | | | | | |
| Depreciation | ¥ 1,147 | ¥ 2,318 | ¥ 43 | ¥ 102 | ¥ 8 | ¥ 3,620 | ¥ - | ¥ 3,620 |
| Amortization of goodwill | 275 | 14 | 6 | 12 | - | 308 | - | 308 |
| Increase in fixed assets | 1,449 | 3,808 | 12 | 86 | 0 | 5,356 | 633 | 5,990 |

For the year ended September 30, 2019

(Thousands of U.S. dollars)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment Notes 1 and 3 | Consolidated Note 2 |
|--------------------------|------------|------------|-----------|------------|-----------|------------|-----------------------------|------------------------|
| Net sales | | | | | | | | |
| External customers | \$ 354,615 | \$ 159,730 | \$ 73,452 | \$ 70,154 | \$ 31,204 | \$ 689,155 | \$ - | \$ 689,155 |
| Inter-segment | 3,614 | 502 | 25 | 826 | 5 | 4,972 | (4,972) | - |
| Total | 358,229 | 160,232 | 73,477 | 70,980 | 31,209 | 694,127 | (4,972) | 689,155 |
| Segment profit (loss) | 63,934 | 1,078 | 2,192 | 8,171 | (3,674) | 71,701 | (30,879) | 40,822 |
| Segment assets | 296,970 | 391,837 | 24,759 | 60,437 | 25,104 | 799,107 | (56,150) | 742,957 |
| Others | | | | | | | | |
| Depreciation | \$ 10,630 | \$ 21,487 | \$ 406 | \$ 945 | \$ 75 | \$ 33,543 | \$ - | \$ 33,543 |
| Amortization of goodwill | 2,552 | 131 | 61 | 118 | - | 2,862 | - | 2,862 |
| Increase in fixed assets | 13,428 | 35,289 | 114 | 805 | 3 | 49,639 | 5,869 | 55,508 |

- Notes: 1. The adjustment amount of ¥(3,332) million(\$30,879) thousand) in segment profit (loss) includes intersegment eliminations and others of ¥(0) million(\$6) thousand) and unallocated corporate expenses of ¥(3,331) million(\$30,873) thousand) .
2. Segment profit corresponds with operating income in the consolidated statement of income.
3. The adjustment amount of ¥(6,059) million (\$56,150) thousand) in segment assets includes unallocated corporate assets of ¥16,033 million (\$148,572 thousand) and intersegment elimination and others of ¥(22,093) million (\$204,722) thousand). Depreciation and amortization included in corporate assets were allocated to each of the reporting segments.

(Related Information)

1. Information by products and services

The disclosure information by products and services is omitted because identical information is disclosed as segment information.

2. Segment information by geographic areas

(1) Net sales

For the year ended September 30, 2018

(Millions of yen)

| | Japan | North America | Others | Total |
|--|----------|---------------|---------|----------|
| Net sales | ¥ 60,223 | ¥ 6,961 | ¥ 2,684 | ¥ 69,869 |
| Percentage of the consolidated net sales | 86.2% | 10.0% | 3.8% | 100.0% |

For the year ended September 30, 2019

(Millions of yen)

| | Japan | North America | Others | Total |
|--|----------|---------------|---------|----------|
| Net sales | ¥ 64,193 | ¥ 7,058 | ¥ 3,121 | ¥ 74,373 |
| Percentage of the consolidated net sales | 86.3% | 9.5% | 4.2% | 100.0% |

(Thousands of U.S. dollars)

| | Japan | North America | Others | Total |
|--|------------|---------------|-----------|------------|
| Net sales | \$ 594,827 | \$ 65,402 | \$ 28,926 | \$ 689,155 |
| Percentage of the consolidated net sales | 86.3% | 9.5% | 4.2% | 100.0% |

(2) The disclosure of geographical segment information of property, plant and equipment is omitted as more than 90% of property, plant and equipment on the consolidated balance sheet is located in Japan.

3. Information by major customers

There is no major unaffiliated customer which accounts for 10% or more of the net sales on consolidated statements of income.

(Information about impairment loss for non-current assets)

For the year ended September 30, 2018

There was no impairment loss for non-current assets for the year ended September 30, 2018

For the year ended September 30, 2019

(Millions of yen)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment | Consolidated |
|-----------------|-------|------|-----|------------|-----|-------|------------|--------------|
| Impairment loss | ¥ 225 | ¥ - | ¥ - | ¥ - | ¥ - | ¥ 225 | ¥ - | ¥ 225 |

For the year ended September 30, 2019

(Thousands of U.S. dollars)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment | Consolidated |
|-----------------|----------|------|------|------------|------|----------|------------|--------------|
| Impairment loss | \$ 2,088 | \$ - | \$ - | \$ - | \$ - | \$ 2,088 | \$ - | \$ 2,088 |

(Information about amortization of goodwill and unamortized balance)

For the year ended September 30, 2018

(Millions of yen)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment | Consolidated |
|--------------------------|-------|------|-----|------------|-----|-------|------------|--------------|
| Amortization of goodwill | ¥ 311 | ¥ - | ¥ 6 | ¥ - | ¥ - | ¥ 318 | ¥ - | ¥ 318 |
| Unamortized balance | 413 | - | 6 | - | - | 419 | - | 419 |

For the year ended September 30, 2019

(Millions of yen)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment | Consolidated |
|--------------------------|-------|------|-----|------------|-----|-------|------------|--------------|
| Amortization of goodwill | ¥ 275 | ¥ 14 | ¥ 6 | ¥ 12 | ¥ - | ¥ 308 | ¥ - | ¥ 308 |
| Unamortized balance | 137 | - | - | 99 | - | 237 | - | 237 |

For the year ended September 30, 2019

(Thousands of U.S. dollars)

| | CRO | CDMO | CSO | Healthcare | IPM | Total | Adjustment | Consolidated |
|--------------------------|----------|--------|-------|------------|------|----------|------------|--------------|
| Amortization of goodwill | \$ 2,552 | \$ 131 | \$ 61 | \$ 118 | \$ - | \$ 2,862 | \$ - | \$ 2,862 |
| Unamortized balance | 1,276 | - | - | 925 | - | 2,201 | - | 2,201 |

(Information about amount of gain on negative goodwill)

For the year ended September 30, 2018

There was no gain on negative goodwill for the year ended September 30, 2018.

(Information about amount of gain on negative goodwill)

For the year ended September 30, 2019

There was no gain on negative goodwill for the year ended September 30, 2019.

27 Transactions with related parties

1. Transactions between the Company and related parties for the years ended September 30, 2018 and 2019, are as follows:

Company directors, shareholders (Individual only), etc.

As of and for the year ended September 30, 2018

| Type | Name | Location | Capital (Millions of yen) | Type of business | Percentage of voting stock owned by CMIC HOLDINGS Co., Ltd. (owned in CMIC HOLDINGS Co., Ltd.) (%) | Transaction details | Transaction amount (Millions of yen) | Item | Balance at fiscal year- end (Millions of yen) |
|--|--------------------------|-----------------------|---------------------------------|--|---|--|--|---------------------------|---|
| Company in which directors or close relatives hold a majority of the voting stock | Artemis Inc. (Note 2) | Shibuya- ku, Tokyo | ¥11 | Asset management | (21.5) owned, directly | Administrative service | ¥45 | Accounts payable-other | ¥3 |
| | | | | Management of the museum and accommodation | | Rent of accommodation facilities for training | ¥23 | | |

Note 1. Transaction amounts do not include consumption tax.

2. Chairman & CEO of CMIC HOLDINGS Co., Ltd. Kazuo Nakamura, President & COO of CMIC HOLDINGS Co., Ltd. Keiko Oishi and their family indirectly holds 100% of the voting rights.

3. Information on transaction terms and policy for determining the terms

Transactions with related parties are based on consideration of normal transaction conditions and market prices.

As of and for the year ended September 30, 2019

| Type | Name | Location | Capital (Millions of yen) | Type of business | Percentage of voting stock owned by CMIC HOLDINGS Co., Ltd. (owned in CMIC HOLDINGS Co., Ltd.) (%) | Transaction details | Transacti on amount (Millions of yen) | Transactio n amount (Thousand s of U.S. dollars) | Item | Balance at fiscal year-end (Millions of yen) | Balance at fiscal year- end (Thousands of U.S. dollars) |
|--|--------------------------|-----------------------|---------------------------------|--|---|--|---|--|-----------------------------------|--|--|
| Company in which directors or close relatives hold a majority of the voting stock | Artemis Inc. (Note 2) | Shibuya- ku, Tokyo | ¥11 | Asset management | (22.0) owned, directly | Administrative service | ¥40 | \$377 | Accounts receivable - other | ¥1 | \$14 |
| | | | | Management of the museum and accommodation | | Rent of accommodation facilities for training | ¥27 | \$253 | | Accounts payable- other | ¥4 |

Note 1. Transaction amounts do not include consumption tax.

2. Chairman & CEO of CMIC HOLDINGS Co., Ltd. Kazuo Nakamura, President & COO of CMIC HOLDINGS Co., Ltd. Keiko Oishi and their family indirectly holds 100% of the voting rights.

3. Information on transaction terms and policy for determining the terms

Transactions with related parties are based on consideration of normal transaction conditions and market prices.

2. Transactions between consolidated subsidiaries of the Company and related parties for the years ended September 30, 2018 and 2019, are as follows:

Company directors, shareholders (Individual only), etc.

As of and for the year ended September 30, 2018

| Type | Name | Location | Capital (Millions of yen) | Type of business | Percentage of voting stock owned by CMIC HOLDINGS Co., Ltd. (owned in CMIC HOLDINGS Co., Ltd.) (%) | Transaction details | Transaction amount (Millions of yen) | Item | Balance at fiscal year-end (Millions of yen) |
|---|-----------------------|-------------------|---------------------------|--|--|------------------------|--------------------------------------|------------------------|--|
| Company in which directors or close relatives hold a majority of the voting stock | Artemis Inc. (Note 2) | Shibuya-ku, Tokyo | ¥11 | Asset management Management of the museum and accommodation | (21.5) owned, directly | Administrative service | ¥12 | Accounts payable-other | ¥1 |

Note 1. Transaction amounts do not include consumption tax.

2. Chairman & CEO of CMIC HOLDINGS Co., Ltd. Kazuo Nakamura, President & COO of CMIC HOLDINGS Co., Ltd. Keiko Oishi and their family indirectly holds 100% of the voting rights.

3. Information on transaction terms and policy for determining the terms

Transactions with related parties are based on consideration of normal transaction conditions and market prices.

As of and for the year ended September 30, 2019

| Type | Name | Location | Capital (Millions of yen) | Type of business | Percentage of voting stock owned by CMIC HOLDINGS Co., Ltd. (owned in CMIC HOLDINGS Co., Ltd.) (%) | Transaction details | Transaction amount (Millions of yen) | Transaction amount (Thousands of U.S. dollars) | Item | Balance at fiscal year-end (Millions of yen) | Balance at fiscal year-end (Thousands of U.S. dollars) |
|---|-----------------------|-------------------|---------------------------|--|--|------------------------|--------------------------------------|--|------|--|--|
| Company in which directors or close relatives hold a majority of the voting stock | Artemis Inc. (Note 2) | Shibuya-ku, Tokyo | ¥11 | Asset management Management of the museum and accommodation | (22.0) owned, directly | Administrative service | ¥10 | \$100 | - | - | - |

Note 1. Transaction amounts do not include consumption tax.

2. Chairman & CEO of CMIC HOLDINGS Co., Ltd. Kazuo Nakamura, President & COO of CMIC HOLDINGS Co., Ltd. Keiko Oishi and their family indirectly holds 100% of the voting rights.

3. Information on transaction terms and policy for determining the terms

Transactions with related parties are based on consideration of normal transaction conditions and market prices.

28 Amounts per share

Net assets and profit attributable to owners of parent per share as of and for the years ended September 30, 2018 and 2019, are as follows:

| | Yen | | U.S. dollars |
|--|------------|------------|--------------|
| | 2018 | 2019 | 2019 |
| Net assets per share | ¥ 1,215.95 | ¥ 1,231.65 | \$ 11.41 |
| Profit attributable to owners of parent per share (Note) | 79.71 | 98.93 | 0.92 |

Diluted profit attributable to owners of parent per share for the years ended September 30, 2018 and 2019 is not presented, since no potential shares that could have had a dilutive effect exist.

Note: The following is the basis for calculating the basic and diluted net income per share :

| | Millions of yen | | Thousands of U.S. dollars |
|--|-----------------|---------|---------------------------|
| | 2018 | 2019 | 2019 |
| Profit attributable to owners of parent | ¥ 1,487 | ¥ 1,822 | \$ 16,887 |
| Amount not attributable to common shareholders | - | - | - |
| Profit attributable to owners of parent of common stock | ¥ 1,487 | ¥ 1,822 | \$ 16,887 |
| Weighted average number of shares outstanding(thousands of shares) | 18,663 | 18,421 | |

29 Subsequent event

Introduction of Restricted Stock Compensation Plan

Board of Directors meeting of the Company, held on November 13, 2019, resolved to introduce a restricted stock compensation plan (the "Plan") as a result of reconsideration of directors' remuneration system. The proposal for the Plan was approved by the 35th regular share holders' meeting on December 13, 2019.

1. Purpose of the Plan

The purpose of the Plan is providing Directors excluding External Directors ("Eligible Directors") an incentive to sustainably increase the Company's corporate value and further promoting shared value with shareholders.

2. Overview of the Plan

The remuneration to be given to the Eligible Directors for granting restricted shares shall be a monetary claim (the "Monetary Remuneration Claim"), and its total amount shall be ¥50 million(\$463 thousand) or less per year (however, which excludes employee salaries of Directors concurrently serving as employees), which is the amount deemed as appropriate in light of the purpose of the Plan. The specific timing for providing thereof and the allocation to each Eligible Director shall be determined by the Board of Directors.

The Eligible Director shall make contributions in-kind of all of the Monetary Remuneration Claims given in accordance with the resolution by the Board of Directors of the Company, and in return receive common shares of the Company, upon issuance or disposal thereof. The total number of common shares of the Company for issuance or disposal thereof shall amount to 30,000 shares or less per year.

However, the total number shall be adjusted to a reasonable extent, in cases where, following the date on which this proposal is approved and adopted, there is a share split of common shares of the Company (including allotment of common shares of the Company without contribution) or share consolidation thereof, or otherwise in cases where circumstances arise necessitating adjustment in the total number of common shares of the Company to be issued or disposed of as restricted shares.

In addition, the amount to be paid in per share shall be determined by the Board of Directors to the extent that the amount would not be particularly favorable to Eligible Directors receiving such common shares, based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day preceding the day of each resolution of the Board of Directors (or the closing price on the closest preceding trading day in cases where no transactions are concluded on such date).

3. Overview of Restricted Share Allocation Agreement

For the issuance or disposal of common shares of the Company, the Company and the Eligible Directors shall enter into an agreement on the allotment of restricted shares containing the following details (the "Allotment Agreement").

(1) Restriction period

The Eligible Director must not transfer, create a security interest on, or dispose of in any other way common shares of the Company allotted under the Allotment Agreement (the "Allotted Shares"), for a period of minimum three years and maximum 30 years from the day the shares are allotted under the Allotment Agreement, as predetermined by the Board of Directors of the Company (the "Restriction Period"). The restrictions described in the preceding sentence will hereinafter be collectively referred to as the "transfer restrictions."

(2) Lifting of transfer restrictions

Notwithstanding the provision of (1) above, under the condition that the Eligible Director has remained in any position determined in advance by the Board of Directors of the Company throughout the Restriction Period, the Company shall lift the transfer restrictions for all of the Allotted Shares upon the expiration of the Restriction Period. However, in cases where the Eligible Director in question retires from the position defined in (3) below prior to expiration of the Restriction Period due to expiration of term, death or other fair reasons, the number of the Allotted Shares for which the transfer restrictions will be lifted and the timing of the lifting of the transfer restrictions shall be reasonably adjusted as necessary. In accordance with the provision above, the Company shall

automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(3) Treatment on retirement from the position

In cases where the Eligible Director retires from all positions determined in advance by the Board of Directors of the Company prior to expiration of the Restriction Period, excluding cases where the retirement is caused by expiration of term, death or other fair reasons, the Company shall automatically acquire the Allotted Shares without contribution.

(4) Treatment during reorganization, etc.

Notwithstanding the provision of (1) above, if, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In cases specified above, the Company shall automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(5) Other matters

Other matters regarding the Allotment Agreement shall be determined by the Board of Directors of the Company.

(Reference)

On the condition that this proposal is approved and adopted, in addition to Eligible Directors, the Company plans to grant the same restricted shares as those granted to Eligible Directors to Corporate Officers not concurrently serving as Corporate Directors of the Company as stipulated by the resolution of the Board of Directors, and newly issue or dispose of common shares of the Company.