

This notice has been translated from the original notice in Japanese. In the event of any discrepancy, the original notice in Japanese shall prevail.

Internet Disclosure Information in Connection with the Notice of the 67th General Meeting of Shareholders

Notes to Consolidated Financial Statements Notes to Non-consolidated Financial Statements

(From April 1, 2017 to March 31, 2018)

Sanshin Electronics Co., Ltd.

In accordance with the applicable laws and regulations, and the provision of Article 15 of the Company's Article of Incorporation, the "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are deemed to have been provided to the shareholders by being available at Company's website (<http://www.sanshin.co.jp/ir/meeting/>).

Notes to Consolidated Financial Statements

(Notes on the Basic Important Points for Preparing the Consolidated Financial Statements of This Term)

1. Scope of consolidation

Number of consolidated subsidiaries: 9

Names of companies:

SANSHIN ELECTRONICS (HONG KONG) CO., LTD.

SANSHIN ELECTRONICS SINGAPORE (PTE) LTD.

TAIWAN SANSHIN ELECTRONICS CO., LTD.

SANSHIN ELECTRONICS CORPORATION

SANSHIN ELECTRONICS KOREA CO., LTD.

SANSHIN ELECTRONICS (THAILAND) CO., LTD.

SANSHIN ELECTRONICS (SHANGHAI) CO., LTD.

TAKUMI CORPORATION

SANSHIN NETWORK SERVICE CO., LTD.

Furthermore, TAKUMI CORPORATION has been included in the consolidated subsidiaries starting from this consolidated fiscal year because of increased materiality.

Number of non-consolidated subsidiaries: 5

Names of companies:

SANSHIN MEDIA SOLUTIONS CO., LTD.

AXIS DEVICE TECHNOLOGY CO., LTD.

SANSHIN SYSTEM DESIGN CO., LTD.

SANSHIN ELECTRONICS (SHENZHEN) CO., LTD.

SAN SHIN ELECTRONICS (MALAYSIA) SDN. BHD.

Rationale for exclusion of non-consolidated subsidiaries from the scope of consolidation:

The size of each of the non-consolidated subsidiaries is small, and each company's total assets, net sales and net profit or loss (amount corresponding to equity) and retained earnings (amount corresponding to equity) are small in size and neither does significantly affect the consolidated financial statements.

The standards for judging whether or not the subsidiary has materiality are based on the past five-year average net profit or loss on the part of both the Company and the subsidiaries.

2. Application of equity method

Non-consolidated subsidiaries and affiliated companies to which the equity method is not applied

Names of companies:

SANSHIN MEDIA SOLUTIONS CO., LTD.

AXIS DEVICE TECHNOLOGY CO., LTD.

SANSHIN SYSTEM DESIGN CO., LTD.

SANSHIN ELECTRONICS (SHENZHEN) CO., LTD.

SAN SHIN ELECTRONICS (MALAYSIA) SDN. BHD.

SHINEI COMMUNICATION SYSTEMS CO., LTD.

Rationale for non-application of the equity method:

Based on each of the non-consolidated subsidiaries' net profit or loss (amount corresponding to equity) and retained earnings (amount corresponding to equity) etc., and neither does significantly affect the Company's consolidated financial statements, nor have importance as a whole, even if excluded from the subject of equity method.

The standards for judging whether or not the subsidiary has materiality are based on the past five-year average net profit or loss on the part of both the Company and the subsidiaries.

3. Matters concerning accounting methods

A. Valuation standards and methods for major assets

a. Available-for-sale securities

Other available-for-sale securities

With market value: At market value, using the fair market value at the end of this consolidated fiscal year. (Appraisal differences are dealt with by means of the direct capital influx method, with cost of securities sold calculated by means of the moving average method.) Furthermore, among the other available-for-sale securities with market value, those, for which the difference between the "acquisition cost" and the "debenture amount" is judged to be the result of interest rate adjustments, are calculated by amortized cost method.

Without market value: At cost, using the moving average method.

b. Derivatives

At market value.

c. Inventories

Merchandise: Primarily at cost, using the moving average method. (Figures stated on balance sheets are calculated by means of the write-down method based on a decline in profitability.)

Partly-finished work: At cost, using the specific identification method. (Figures stated on balance sheets are calculated by means of the write-down method based on a decline in profitability.)

B. Depreciation method for major depreciable assets

a. Property and equipment: Primarily the declining-balance method

(Excluding leased assets) However, buildings (excluding equipment and installations), and the equipment and installations of buildings and structures acquired on or after April 1, 2016 are depreciated by the straight-line method.

The useful life of buildings and structures is 15 to 45 years; for other property and equipment, it is 3 to 20 years.

b. Intangible assets: Straight-line method

(Excluding leased assets) The estimated useful life of software for internal use is 3 to 5 years.

c. Leased assets: Straight-line method using the lease period as the useful life and zero residual value.

C. Accounting standards for major allowances

a. Allowance for doubtful accounts:

Provided at an amount sufficient to cover probable losses on collection. It consists of the estimated uncollectible amount with respect to certain identified doubtful receivables and an amount calculated using the rate of actual collection losses with respect to the remaining receivables.

b. Allowance for bonuses to employees:

Allowance for employees' bonuses is provided at an amount applicable to this consolidated fiscal year based on the estimated amount to be paid in the next year.

c. Allowance for bonuses to Directors and Audit & Supervisory Board members:

Allowance for directors' bonuses is provided at an amount applicable to this consolidated fiscal year based on the estimated amount to be paid in the next year.

d. Allowance for stock compensation:

Allowance for stock compensation is an allowance established to provide shares of the Company to the Directors (excluding the External Directors) based on the Performance-Based Stock Compensation Plan for Directors. The allowance is calculated based on the estimated amount of payment of Sanshin Shares to be delivered to the Directors according to the points granted to each of them in accordance with the Sanshin Share delivery rules.

D. Major foreign currency transactions

Receivables and payables denominated in foreign currencies are translated into Japanese yen at the consolidated-fiscal-year-end spot market exchange rates; any foreign exchange gains and losses from transactions are specified in the statement of income. Assets and liabilities of overseas subsidiaries are translated into yen at the exchange rates in effect as of the fiscal year end, and revenues and expenses are translated into yen at the average exchange rates for the fiscal year. The resulting translation adjustments are included in the foreign currency translation adjustment in net assets.

E. Significant hedge accounting

a. Hedge accounting methods:

Primarily the deferred hedge accounting method

Hedge accounting is adopted for foreign currency receivables and payables, etc. on exchange forward contracts.

b. Hedging instruments and hedged items:

Hedging instrument: Foreign currency forward contracts

Hedged items: Both payables and receivables, and forecasted transactions denominated in foreign currencies

c. Hedge policy:

The Company uses foreign currency derivatives as a means of hedging exposure to foreign currency risk. Such transactions are all carried out with the finance department of the Company as the lead department, according to Company regulations. The Company does not enter into derivatives for trading or speculative purposes not stated in its regulations.

d. Hedge effectiveness assessment:

Hedge effectiveness is evaluated at least every six months by evaluating whether the cash flow changes in the hedged item and cash flow changes in the hedge instrument cancel each other out at a high level.

F. Accounting standards for net defined benefit liability

Net defined benefit liability is provided in the amount equal to the benefit obligations minus the pension assets based on the projected amount at the end of this consolidated fiscal year, in order to prepare for the allowance for employees' severance and retirement benefits. The retirement benefit obligations are calculated using a payment calculation standard which is a method of attributing projected retirement benefits for the service period up to the current consolidated fiscal year.

The prior service expenses are amortized by the straight-line method for a given number of years (10 years) within employees' average remaining years of service, at the time of occurrence. The actuarial gains and losses are amortized in the year subsequent to their occurrence, by the straight-line method or a given number of years (10 years) within employees' average remaining period of service.

Unrecognized actuarial gains and losses and unrecognized past service expenses are reflected in remeasurements of defined benefit plans in the accumulated other comprehensive income of net assets, after adjusting for tax effects.

G. Consumption tax and similar taxes

Excluded from transaction amounts for the Company and its consolidated domestic subsidiaries.

Notes to Changes in Accounting Principles

None

Additional Information

(Performance-Based Stock Compensation Plan for Directors)

The Company has announced that, beginning in this consolidated fiscal year, it is introducing a Performance-Based Stock Compensation Plan for Directors, for the purpose of further clarifying the link between the compensation to the Company's directors (excluding external directors) and the value of its shares. With the introduction of the Performance-Based Stock Compensation Plan, directors will not only enjoy the advantages when the Company's share price rises but also bear the risks when the share price declines, sharing with shareholders the benefits and risks of fluctuations in share prices. This move is intended ultimately to incentivize directors to increase medium-to-long-term business results and increase enterprise value.

A. Overview of Transactions

In the Performance-Based Stock Compensation Plan, a trust that is funded by Company expenditures acquires shares in the Company. The Board of Directors establishes regulations for the granting of shares, according to which each director is awarded points for his or her degree of accomplishment of numerical targets based on management indices. Each director is then awarded the Company's shares in proportion to the points awarded, through the trust. In principle, the shares are awarded to directors at the time of their resignation or retirement.

B. Accounting treatment of Company shares remaining in the trust

Shares remaining in the trust are appropriated under net assets as treasury stock, according to the book value of the trust (net of ancillary expenses). The book value of treasury stock and the number of shares as of the end of the consolidated fiscal year under review are ¥199 million and 139,000 shares respectively.

Notes to the Consolidated Balance Sheets

1. Accumulated depreciation of property and equipment	¥5,052 million
2. Liabilities for guarantees	
Liabilities for bank borrowings	
Employees*	¥27 million
* Of loan guarantees to financial institutions concerning employee's borrowings to acquire housing, the portion to which home loan insurance applies has almost no risk attached and thus is excluded from liabilities for guarantees.	

Notes to the Consolidated Statement of Changes in Shareholders' Equity

1. Matters concerning types and numbers of outstanding shares and treasury shares

	No. of shares at the beginning of Fiscal 2017 (consolidated)	Increase in no. of shares during Fiscal 2017 (consolidated)	Decrease in no. of shares during Fiscal 2017 (consolidated)	No. of shares at the end of Fiscal 2017 (consolidated)
Outstanding shares				
Common shares	29,281,373	—	—	29,281,373
Total	29,281,373	—	—	29,281,373
Treasury shares				
Common shares (Notes)	1,102,630	139,166	139,000	1,102,796
Total	1,102,630	139,166	139,000	1,102,796

Notes: 1. The number of treasury shares at the end of this consolidated fiscal year includes 139,000 shares of the Company held by the Trust.

2. The breakdown of the numbers listed in the fields of increase/decrease of the common treasury shares is as follows.

Increase due to acquisition of shares by the Trust according to the Stock Compensation Plan: 139,000

Increase due to acquisition of shares in amounts of less than one investment unit: 166 shares

Decrease due to contribution to the Trust according to the Stock Compensation Plan: 139,000 shares

2. Matters concerning dividends

A. Payment of dividends

Resolution	Type of shares	Total amount of dividends (¥million)	Dividends per share (¥)	Record date	Effective date
The Ordinary General Meeting of Shareholders on June 23, 2017	Common shares	422	15	March 31, 2017	June 26, 2017
The Board of Directors Meeting on November 6, 2017	Common shares	283	10	September 30, 2017	December 1, 2017

Note: Dividends of ¥1 million against the Company's shares held by the Trust established in connection with the Performance-Based Stock Compensation Plan for Directors (excluding the External Directors) are included in the sum total of dividends resolved by the resolution of the Board of Directors meeting held on November 6, 2017.

B. Out of dividends whose record date is within this consolidated fiscal year, those for which the effective date will come after the end of this fiscal year

Resolution	Type of shares	Total amount of dividends (¥million)	Sources of dividends	Dividends per share (¥)	Record date	Effective date
The Ordinary General Meeting of Shareholders on June 22, 2018 (scheduled)	Common shares	651	Retained earnings	23	March 31, 2018	June 25, 2018

Note: Dividends of ¥3 million against the Company's shares held by the Trust established in connection with the Performance-Based Stock Compensation Plan for Directors (excluding the External Directors) are included in the sum total of dividends resolved by the resolution of the Board of Directors meeting held on June 22, 2018.

Financial Instruments

1. Matters Concerning the State of Financial Instruments

(1) Policy Initiatives for Financial Instruments

The Group manages funds with safe and secure financial instruments, and primarily performs fund procurement through bank loans. Derivatives are used to avoid the risk of exchange rate fluctuations, and we do not perform speculative trading.

(2) Financial instruments, Risks Involved and Risk Management Systems

Notes and accounts receivable, which are operating receivables, are exposed to customer credit risks. Operating receivables in foreign currency, which arise from our efforts to globally expand business, are also exposed to the risk of exchange rate fluctuations. Regarding customer credit risk, in accordance with company regulations, we have established systems for performing term administration and balance management, as well as regularly evaluating major clients' credit statuses. As for exchange rate fluctuation risks, we use forward exchange contracts to offset any risks relating to business in foreign currency within the scope of actual demand required to conduct such business.

Investment securities are mainly debentures and shares in companies that we have business relations with, and although they are exposed to the risk of fluctuations in market values, these market values are periodically evaluated and reported to the Board of Directors.

Notes and accounts payable, which are business debts, all have a payment deadline of within one year. Although some of these are exposed to exchange rate fluctuation risks, as a result of being derived from imports from overseas and therefore being in foreign currency, we use forward exchange contracts to offset any risks relating mainly to the relevant business in foreign currency within the scope of actual demand required to conduct such business.

Loans are mainly funds procured for business transactions. Although floating-rate borrowings are exposed to interest rate fluctuation risks, the Group manages these by distributing repayment dates so that short term loans may be repaid flexibly when there is a financing surplus.

Regarding execution and management of derivatives transactions, the Group complies with company regulations specifying authority to perform transactions, and when using derivatives, in order to reduce credit risk we only deal with high-rating financial institutions.

Business debts and loans are also exposed to liquidity risks. However, the Group manages this through methods such as having each company produce monthly financing plans.

(3) Further Notes on Matters Concerning Market Values of Financial Instruments

Market values of financial instruments include values based on market prices, or, where no market price exists, reasonably calculated values. Because variable factors are incorporated in the calculation of these values, the values may change when different assumptions are used.

2. Items Concerning Market Values of Financial Instruments

Consolidated balances sheet amounts, market values and their differences, as of March 31, 2018, are as outlined below. Items for which it was deemed prohibitively difficult to evaluate market value are not included in the following table. (see Note 2)

Millions of yen

	Amount stated on Consolidated Balance Sheets (*1)	Market value (*1)	Difference
(1) Cash and deposits	17,176	17,176	—
(2) Notes and accounts receivable-trade	41,734	41,734	—
(3) Electronically recorded monetary claims	6,335	6,335	—
(4) Accrued income	174	174	—
(5) Investment securities	2,956	2,956	—
(6) Notes and accounts payable-trade	(15,633)	(15,633)	—
(7) Short-term loans payable	(13,809)	(13,809)	—
(8) Accrued corporate tax, etc.	(186)	(186)	—
(9) Derivative transactions (*2)	108	108	—

*1: Numbers in parenthesis indicate liabilities.

*2: Net credits and debts arising from derivatives trading are displayed as net values.

Notes: 1. Methods used for calculating market values of financial instruments, and items concerning securities and derivatives trading

(1) (1) Cash and deposits, (2) Notes and accounts receivable-trade, (3) Electronically recorded monetary claims and (4) Accrued income

As these are settled quickly, their market value is roughly equal to their book value, and therefore they are determined by the relevant book value.

(5) Investment securities

The market values of the share prices are those given by the Stock Exchange, while the market values of the debentures are either those given by the Stock Exchange or those presented by the correspondent financial institution, etc.

(6) Notes and accounts payable-trade, (7) Short-term loans payable and (8) Accrued corporate tax, etc.

As these are settled quickly, their market values are almost equal to book values, and therefore they are determined by the relevant book value.

(9) Derivative transactions

Market value is measured by the price or other information provided by client financial institution, etc. Furthermore, forward exchange contracts and other transactions accounted for using deferral hedge accounting are processed together with the accounts receivable and accounts payable that are hedged, and their fair market value is included in the accounts receivable and accounts payable concerned.

2. Financial instruments for which it is deemed prohibitively difficult to evaluate market value

With unlisted shares (recorded at ¥350 million in the consolidated balance sheet), because there are no market values, and evaluating their value is deemed prohibitively difficult, these are not included in “(5) Investment securities.”

Notes on Per-Share Information

Net assets per share ¥2,191.19

Net profit per share ¥33.62

Note: Beginning in the consolidated fiscal year under review, the Company is introducing the Performance-Based Stock Compensation Plan for Directors. Shares of the Company owned by a trust which is recorded as treasury stock in shareholders' equity are included in the shares that are excluded from the total number of shares outstanding at the end of term for calculation of net assets per share, and also are included in treasury stock excluded in the calculation of amount of average stock during the term for calculation of net profit per share.

The amount of corresponding treasury stock at the end of term which was excluded for calculation of net assets per share is 139,000 shares.

The amount of average corresponding treasury stock during the term which was excluded for calculation of net profit per share is 84,000 shares.

Notes on Significant Subsequent Events

(Acquisition of Treasury Stock and Tender Offer of Treasury Stock)

At the Board of Directors meeting held on May 14, 2018, the Company, pursuant to provisions of Article 156 (1) of the Companies Act (Act No. 86 of 2005, including all subsequent revisions thereof; hereinafter referred to as the "Companies Act") applied by replacing the relevant terms pursuant to the provisions of Article 165 (3) of the same Act, as well as provisions of the Company's Articles of Incorporation, passed a resolution to acquire treasury stock and determined as a concrete method of that acquisition to make a tender offer for treasury stock (hereinafter referred to as the "Tender Offer").

A. Purpose of acquisition of treasury stock and tender offer for treasury stock

The Company is currently executing its five-year V70 Medium-Term Management Plan (hereinafter referred to as the "V70") to be closed in the 70th term (fiscal year ending March 31, 2021), and one of its final goals is "return on equity (ROE) at 5%". In order to surely achieve this goal, in addition to strengthening our business power, as one of the measures for enhancement of capital efficiency, we have decided to increase the consolidated dividend payout ratio to around 100% in the three consecutive terms from the 67th term (fiscal year ended March 31, 2018) to the 69th term (fiscal year ending March 31, 2020). In addition, we plan to acquire treasury stock by setting the maximum acquisition cost at ¥20 billion, and set the maximum number of acquired shares at 10 million in the above three terms. In such conditions, having examined the progress of the V70 as well as the prospects for achievement of the goals set, we came to the conclusion that in terms of profitability of the business the Company has been making a firm progress, but to reach the final goal of ROE at 5%, enhancement of capital efficiency is still an urgent task that needs to be addressed.

Based on the above, we came to the conclusion that an acquisition of treasury stock of a certain scale within a relatively short period of time is a measure that may well result in an enhancement of capital efficiency, such as the basic net income per share (EPS) and ROE, as well as redistribution of profits to our shareholders. Moreover, we decided that if implemented, this measure would not have a large effect on the financial situation or the dividend policy of the Company, which is why we made a decision to proceed with the Tender Offer and, as a concrete method of acquisition, chose the method of tender offer that ensures equality among shareholders as well as transparency of the transaction.

Furthermore, we intend to implement the Tender Offer using the Company's own funds. As of the end of March, 2018, the liquidity at hand (cash and cash equivalent) on consolidated base is approximately ¥17.1 billion, and highly liquid electronically recorded monetary claims are approximately ¥6.3 billion. In addition, the Company has taken out a loan of ¥10 billion from a financial institution after the end of March, 2018, and for the above and other reasons it was decided that after appropriating the necessary amount as a purchase fund for the Tender Offer, the Company shall be able to ensure sufficient liquidity at hand and ensure the soundness and safety of the Company's fiscal condition.

- B. Substance of the resolution by the Board of Directors
 - a. Type of shares to be acquired: common shares
 - b. Total number of shares to be acquired: 9,000,100 shares (maximum number)
 - c. Type of compensation to be delivered in exchange for shares to be acquired: money
 - d. Sum totals of compensation to be delivered in exchange for shares to be acquired: money of ¥19,719,219,100 (maximum amount)
 - e. Acquirable term: from May 15, 2018 to July 31, 2018
- C. Summary of tender offer for treasury stock
 - a. Number of shares the Company intends to offer to buy: 9,000,000 shares
 - b. Price of purchase: money of ¥2,191 per share
 - c. Term of purchase: from May 15, 2018 to June 11, 2018
 - d. Date of announcement of start of tender offer: May 15, 2018
 - e. Date of commencement of payments: July 3, 2018

(Reduction of Capital Reserve)

At the Board of Directors meeting held on May 14, 2018, the Company passed a resolution on submission of proposals with respect to reduction of capital reserve to the 67th Ordinary General Meeting of Shareholders to be held on June 22, 2018.

- A. Objective of reduction of capital reserve

In order to secure flexibility and mobility in the Company's future capital policy, the Company will reduce its capital reserve based on the stipulations of Paragraph 1 of Article 448 in the Companies Act of Japan and transfer the reduced amount to other capital surplus.
- B. Reduction method of capital reserve

All of the reduced amount will be transferred to other capital surplus.
- C. Reduced amount of capital reserve

The total amount of ¥15,329,906,456 (as of the end of March, 2018) shall be decreased by ¥10,000,000,000 to ¥5,329,906,456.
- D. Schedule for reduction of capital reserve
 - a. Date of resolution by the Board of Directors: May 14, 2018
 - b. Date of announcement for creditors to allow for objections: May 29, 2018
 - c. Date of resolution by the General Meeting of Shareholders: June 22, 2018 (subject to change)
 - d. Deadline for objections by creditors: June 29, 2018 (subject to change)
 - e. Effective date: June 30, 2018 (subject to change)

Notes to Non-consolidated Financial Statements

1. Notes to Matters concerning Significant Accounting Principles

A. Valuation standards and methods for assets

a. Valuation standards and methods for available-for-sale securities

Shares of subsidiaries and affiliates:

At cost, using the moving average method.

Other available-for-sale securities:

With market value: At market value, using the fair market value at term-end. (Appraisal differences are dealt with by means of the direct capital influx method, with cost of securities sold calculated by means of the moving average method.) Furthermore, among the other available-for-sale securities with market value, those, for which the difference between the "acquisition cost" and the "debenture amount" is judged to be the result of interest rate adjustments, are calculated by amortized cost method.

Without market value: At cost, using the moving average method.

b. Valuation standards and methods for derivatives

At market value.

c. Valuation standards and methods for inventories

Merchandise: At cost, using the moving average method. (Figures stated on balance sheets are calculated by means of the write-down method based on a decline in profitability.)

Partly-finished work: At cost, using the specific identification method (figures stated on balance sheets are calculated by means of the write-down method based on a decline in profitability.)

B. Depreciation method for non-current assets

a. Property and equipment: Declining-balance method

(Excluding leased assets) However, buildings (excluding equipment and installations), and the equipment and installations of buildings and structures acquired on or after April 1, 2016 are depreciated by the straight-line method.

Estimated useful lives are generally as follows:

Buildings: 15-45 years

Structures: 15-40 years

Vehicles: 4 years

Equipment: 4-20 years

b. Intangible assets: Straight-line method

(Excluding leased assets) The estimated useful life of software for internal use is five years.

c. Leased assets: Straight-line method using the lease period as the useful life and zero residual value

C. Accounting standards for allowances

a. Allowance for doubtful accounts:

Provided at an amount sufficient to cover probable losses on collection. It consists of the estimated uncollectible amount with respect to certain identified doubtful receivables and an amount calculated using the rate of actual collection losses with respect to the remaining receivables.

b. Allowance for bonuses to employees:

Allowance for employees' bonuses is provided at an amount applicable to this term based on the estimated amount to be paid in the next term.

- c. Allowance for bonuses to Directors and Audit & Supervisory Board members:
Allowance for directors' bonuses is provided at an amount applicable to this term based on the estimated amount to be paid in the next term.
- d. Allowance for stock compensation:
Allowance for stock compensation is an allowance established to provide shares of the Company to the Directors (excluding the External Directors) based on the Performance-Based Stock Compensation Plan for Directors. The allowance is calculated based on the estimated amount of payment of Sanshin Shares to be delivered to the Directors according to the points granted to each of them in accordance with the Sanshin Share delivery rules.
- e. Employees' severance and retirement benefits:
The Company makes provision for the necessary amount of allowance for employees' severance and retirement benefits deemed to accrue during the term, based on the Company's payment obligation and the pension fund balance at the term-end. The retirement benefit obligations are calculated using a payment calculation standard which is a method of attributing projected retirement benefits for the service period up to the current business year.
The prior service obligation is amortized by the straight-line method for a given number of years (10 years) within employees' average remaining years of service.
The actual gain or loss is amortized, from the year following the year in which the gain or loss is recognized, by the straight-line method or a given number of years (10 years) within employees' average remaining period of service.
- D. Foreign currency transactions
All foreign-currency-denominated receivables and payables are converted into Japanese yen at the term-end spot market exchange rate; any foreign exchange gains and losses from transactions are specified in the statement of income.
- E. Hedge accounting
 - a. Hedge accounting method
Deferred hedge accounting method
Hedge accounting is adopted for foreign currency receivables and payables etc. on exchange forward contract
 - b. Hedging instruments and hedged items:
Hedging instrument: Foreign currency forward contracts
Hedged items: Both payables and receivables, and forecasted transactions denominated in foreign currencies
 - c. Hedge policy:
The Company uses foreign currency derivatives as a means of hedging exposure to foreign currency risk. Such transactions are all carried out with the finance department of the Company as the lead department, according to Company regulations. The Company does not enter into derivatives for trading or speculative purposes not stated in its regulations.
 - d. Hedge effectiveness assessment:
Hedge effectiveness is evaluated at least every six months by evaluating whether the cash flow changes in the hedged item and cash flow changes in the hedge instrument cancel each other out at a high level.
- F. Consumption tax and similar taxes
Consumption tax and local consumption tax are excluded from transaction amounts.

2. Notes to Changes in Accounting Principles

None

Additional Information

(Performance-Based Stock Compensation Plan for Directors)

The Company has announced that, beginning in this fiscal year, it is introducing a Performance-Based Stock Compensation Plan for Directors, for the purpose of further clarifying the link between the compensation to the Company's directors (excluding external directors) and the value of its shares. With the introduction of the Performance-Based Stock Compensation Plan, directors will not only enjoy the advantages when the Company's share price rises but also bear the risks when the share price declines, sharing with shareholders the benefits and risks of fluctuations in share prices. This move is intended ultimately to incentivize directors to increase medium-to-long-term business results and increase enterprise value.

A. Overview of Transactions

In the Performance-Based Stock Compensation Plan, a trust that is funded by Company expenditures acquires shares in the Company. The Board of Directors establishes regulations for the granting of shares, according to which each director is awarded points for his or her degree of accomplishment of numerical targets based on management indices. Each director is then awarded the Company's shares in proportion to the points awarded, through the trust. In principle, the shares are awarded to directors at the time of their resignation or retirement.

B. Accounting treatment of Company shares remaining in the trust

Shares remaining in the trust are appropriated under net assets as treasury stock, according to the book value of the trust (net of ancillary expenses). The book value of treasury stock and the number of shares as of the end of the consolidated fiscal year under review are ¥199 million and 139,000 shares respectively.

3. Notes to the Non-Consolidated Balance Sheets

A. Accumulated depreciation of property and equipment	¥4,753 million
B. Liabilities for guarantees	
Liabilities for bank borrowings	
Employees ^{*1}	¥27 million
SANSHIN ELECTRONICS (HONG KONG) CO., LTD.	¥9,540 million (US\$ 89,797 thousand)
TAIWAN SANSHIN ELECTRONICS CO., LTD.	¥3,309 million (US\$ 31,151 thousand)
SANSHIN ELECTRONICS (SHANGHAI) CO., LTD. ^{*2}	¥212 million (US\$ 2,000 thousand)
	<hr/>
Total	¥13,090 million
Notes and accounts payable-trade	
SANSHIN ELECTRONICS (HONG KONG) CO., LTD.	¥42 million (US\$ 402 thousand)
TAIWAN SANSHIN ELECTRONICS CO., LTD.	¥401 million (US\$ 3,782 thousand)
	<hr/>
Total	¥444 million

*1 Of loan guarantees to financial institutions concerning employee's borrowings to acquire housing, the portion to which home loan insurance applies has almost no risk attached and thus is excluded from liabilities for guarantees.

*2 Based on a letter of awareness received.

C. Monetary assets and liabilities due from or to subsidiaries and affiliates

a. Short-term assets due from subsidiaries and affiliates	¥2,154 million
b. Short-term liabilities due to subsidiaries and affiliates	¥404 million

4. Notes to the Non-Consolidated Statement of Income

Transactions with subsidiaries and affiliates

a. Sales	¥33,703 million
b. Purchases	¥8,074 million
c. Transactions other than operating activities	¥590 million

5. Notes to the Non-Consolidated Statement of Changes in Shareholders' Equity

Matters concerning type and number of treasury shares

(share)

Type of shares	No. of shares at the beginning of Fiscal 2017	Increase in No. of shares during Fiscal 2017	Decrease in No. of shares during Fiscal 2017	No. of shares at the end of Fiscal 2017
Common shares ^(Note)	1,102,630	139,166	139,000	1,102,796

Notes: 1. The number of treasury shares at the end of this fiscal year includes 139,000 shares of the Company held by the Trust.

2. The breakdown of the numbers listed in the fields of increase/decrease of the common treasury shares is as follows.

Increase due to acquisition of shares by the Trust according to the Stock Compensation Plan: 139,000

Increase due to acquisition of shares in amounts of less than one investment unit: 166 shares

Decrease due to contribution to the Trust according to the Stock Compensation Plan: 139,000 shares

6. Notes on Tax Effect Accounting

(1) Breakdown by cause of deferred tax assets and liabilities:

Deferred tax assets (current)	
Excess of allowance for bonuses over the deductible limit	¥145 million
Non-deductible valuation loss on merchandise	¥341 million
Other	¥62 million
Subtotal	¥549 million
Valuation reserve	(¥129 million)
Total deferred tax assets	¥420 million
Deferred tax liabilities (current)	
Deferred hedge gains (losses)	(¥35 million)
Total deferred tax liabilities	(¥35 million)
Deferred tax assets (non-current)	
Excess of allowance for doubtful accounts over the deductible limit	¥0 million
Non-deductible reserve for directors' and Audit & Supervisory Board members' retirement allowances	¥25 million
Employees' severance and retirement benefits	¥67 million
Evaluation loss on securities held for investment excluded from expenses	¥150 million
Non-deductible loss on valuation of golf club memberships	¥3 million
Non-deductible loss on expenses for development of internal company systems	¥39 million
Loss carried forward	¥377 million
Other	¥2 million
Subtotal	¥666 million
Valuation reserve	(¥666 million)
Total deferred tax assets	¥ — million
Deferred tax liabilities (non-current)	
Valuation difference on available-for-sale securities	(¥340 million)
Total deferred tax liabilities	(¥340 million)
Net deferred tax assets	¥44 million

(2) Reconciliation between the statutory income tax rate and the effective income tax rate after the adoption of tax-effect accounting

Statutory effective rate	30.9%
(Reconciliation items)	
Entertainment expenses and others that are permanently non-deductible	5.0%
Dividends and others that are permanently excluded	(19.3%)
Foreign withholding tax	(1.4%)
Per capita inhabitant's tax	4.7%
Increase/decrease in valuation reserve	(27.8%)
Other	0.9%
Effective income tax rate after the adoption of tax-effect accounting	(7.0%)

7. Notes on Transactions with Related Parties

Type	Company Name	Percentage of Ownership of Voting Rights, etc. (%)	Relationship with Related Parties	Transaction Details	Transaction Amounts (Million yen)	Item	Balance as of the end of fiscal year (Million yen)
Subsidiary	SANSHIN ELECTRONICS (HONG KONG) CO., LTD.	100% directly owned	Mutual supply of some products of the Company and the relevant companies	Sales of products	12,037	Trade accounts receivable	564
				Receipt of business advisory fee	158	Accrued income	28
				Loan guarantees (Note) 2	9,583	—	—
Subsidiary	TAIWAN SANSHIN ELECTRONICS CO., LTD.	100% directly owned	Mutual supply of some products of the Company and the relevant companies	Sales of products	16,449	Trade accounts receivable	525
				Loan guarantees (Note) 2	3,711	—	—

- Notes:
- Prices and other terms and conditions are determined through price negotiations, with consideration given to prevailing market conditions.
 - The Company provides loan guarantees for bank borrowings of SANSHIN ELECTRONICS (HONG KONG) CO., LTD. and TAIWAN SANSHIN ELECTRONICS CO., LTD.
 - Consumption taxes are not included in the above transaction amounts.

8. Notes on Per Share Information

(1) Net assets per share

¥1,845.75

(2) Net profit per share

¥17.42

Note: Beginning in the fiscal year under review, the Company is introducing the Performance-Based Stock

Compensation Plan for Directors. Shares of the Company owned by a trust which is recorded as treasury stock in shareholders' equity are included in the shares that are excluded from the total number of shares outstanding at the end of term for calculation of net assets per share, and also are included in treasury stock excluded in the calculation of amount of average stock during the term for calculation of net profit per share.

The amount of corresponding treasury stock at the end of term which was excluded for calculation of net assets per share is 139,000 shares.

The amount of average corresponding treasury stock during the term which was excluded for calculation of net profit per share is 84,000 shares.

9. Notes on Significant Subsequent Events

(Acquisition of Treasury Stock and Tender Offer of Treasury Stock)

At the Board of Directors meeting held on May 14, 2018, the Company, pursuant to provisions of Article 156 (1) of the Companies Act (Act No. 86 of 2005, including all subsequent revisions thereof; hereinafter referred to as the "Companies Act") applied by replacing the relevant terms pursuant to the provisions of Article 165 (3) of the same Act, as well as provisions of the Company's Articles of Incorporation, passed a resolution to acquire treasury stock and determined as a concrete method of that acquisition to make a tender offer for treasury stock (hereinafter referred to as the "Tender Offer").

A. Purpose of acquisition of treasury stock and tender offer for treasury stock

The Company is currently executing its five-year V70 Medium-Term Management Plan (hereinafter referred to as the "V70") to be closed in the 70th term (fiscal year ending March 31, 2021), and one of its final goals is "return on equity (ROE) at 5%". In order to surely achieve this goal, in addition to strengthening our business power, as one of the measures for enhancement of capital efficiency, we have decided to increase the consolidated dividend payout ratio to around 100% in the three consecutive terms from the 67th term (fiscal year ended March 31, 2018) to the 69th term (fiscal year ending March 31, 2020). In addition, we plan to acquire treasury stock by setting the maximum acquisition cost at ¥20 billion, and set the maximum number of acquired shares at 10 million in the above three terms. In such conditions, having examined the progress of the V70 as well as the prospects for achievement of the goals set, we came to the conclusion that in terms of profitability of the business the Company has been making a firm progress, but to reach the final goal of ROE at 5%, enhancement of capital efficiency is still an urgent task that needs to be addressed.

Based on the above, we came to the conclusion that an acquisition of treasury stock of a certain scale within a relatively short period of time is a measure that may well result in an enhancement of capital efficiency, such as the basic net income per share (EPS) and ROE, as well as redistribution of profits to our shareholders. Moreover, we decided that if implemented, this measure would not have a large effect on the financial situation or the dividend policy of the Company, which is why we made a decision to proceed with the Tender Offer and, as a concrete method of acquisition, chose the method of tender offer that ensures equality among shareholders as well as transparency of the transaction.

Furthermore, we intend to implement the Tender Offer using the Company's own funds. As of the end of March, 2018, the liquidity at hand (cash and cash equivalent) on consolidated base is approximately ¥17.1 billion, and highly liquid electronically recorded monetary claims are approximately ¥6.3 billion. In addition, the Company has taken out a loan of ¥10 billion from a financial institution after the end of March, 2018, and for the above and other reasons it was decided that after appropriating the necessary amount as a purchase fund for the Tender Offer, the Company shall be able to ensure sufficient liquidity at hand and ensure the soundness and safety of the Company's fiscal condition.

B. Substance of the resolution by the Board of Directors

- a. Type of shares to be acquired: common shares
- b. Total number of shares to be acquired: 9,000,100 shares (maximum number)
- c. Type of compensation to be delivered in exchange for shares to be acquired: money
- d. Sum totals of compensation to be delivered in exchange for shares to be acquired: money of
¥19,719,219,100 (maximum amount)
- e. Acquirable term: from May 15, 2018 to July 31, 2018

C. Summary of tender offer for treasury stock

- a. Number of shares the Company intends to offer to buy: 9,000,000 shares
- b. Price of purchase: money of ¥2,191 per share
- c. Term of purchase: from May 15, 2018 to June 11, 2018
- d. Date of announcement of start of tender offer: May 15, 2018
- e. Date of commencement of payments: July 3, 2018

(Reduction of Capital Reserve)

At the Board of Directors meeting held on May 14, 2018, the Company passed a resolution on submission of proposals with respect to reduction of capital reserve to the 67th Ordinary General Meeting of Shareholders to be held on June 22, 2018.

A. Objective of reduction of capital reserve

In order to secure flexibility and mobility in the Company's future capital policy, the Company will reduce its capital reserve based on the stipulations of Paragraph 1 of Article 448 in the Companies Act of Japan and transfer the reduced amount to other capital surplus.

B. Reduction method of capital reserve

All of the reduced amount will be transferred to other capital surplus.

C. Reduced amount of capital reserve

The total amount of ¥15,329,906,456 (as of the end of March, 2018) shall be decreased by ¥10,000,000,000 to ¥5,329,906,456.

D. Schedule for reduction of capital reserve

- a. Date of resolution by the Board of Directors: May 14, 2018
- b. Date of announcement for creditors to allow for objections: May 29, 2018
- c. Date of resolution by the General Meeting of Shareholders: June 22, 2018 (subject to change)
- d. Deadline for objections by creditors: June 29, 2018 (subject to change)
- e. Effective date: June 30, 2018 (subject to change)