

To Those Shareholders with Voting Rights

Status of Accounting Auditor

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Consolidated Statement of Changes in Equity for the 97th Fiscal Term

Notes to the Consolidated Financial Statements for the 97th Fiscal Term

Non-Consolidated Statement of Changes in Equity for the 97th Fiscal Term

Notes to the Non-Consolidated Financial Statements for the 97th Fiscal Term

The above documents are provided to shareholders of DENSO CORPORATION (the “Company”) by posting them on the Company’s website (<https://www.denso.com/global/en/>) in accordance with the relevant laws and regulations and Article 16 of the Articles of Incorporation. They form a part of the information subject to audits when the Audit & Supervisory Board prepared its Audit Report and the Accounting Auditor prepared their Independent Auditor’s Report.

May 25, 2020

DENSO CORPORATION

Status of Accounting Auditor

(1) Name of the Accounting Auditor

Deloitte Touche Tohmatsu LLC

(2) Fees Payable to the Accounting Auditor for the year ended March 31, 2020

1) Amount of fees to be paid by the Company to the Accounting Auditor pertaining to the audit for the current year	¥180 million
2) Total of cash and other financial benefits to be paid by the Company and its subsidiaries to the Accounting Auditor	¥376 million

Notes:

1. The audit agreement entered into by the Accounting Auditor and the Company does not distinguish the fee for the audit under the Companies Act and the fee for the audit under the Financial Instruments and Exchange Act, and the two fees cannot be practically distinguished from each other. Therefore, the fee in 1) above indicates the total of these two kinds of fees.
2. The Company and its subsidiary entrust non-audit services other than the services set forth in Article 2, Paragraph 1, of the Certified Public Accountant Law, to the Accounting Auditor such as advisory services for the establishment of a new company and pay the consideration therefor.
3. Of the Company's significant subsidiaries, some overseas subsidiaries and other companies are audited by Certified Public Accountants ("CPA"), accounting firms or those who have qualifications equivalent to CPAs or accounting firms. Their auditors are other than the Accounting Auditor of the Company.
4. The Audit & Supervisory Board has given the consent of its members with regard to fee for the Accounting Auditor as a result of careful examination of the auditing plans for the current fiscal year by the Accounting Auditor, the basis for calculations as a premise of the remuneration, and the appropriateness of the progress of accounting audits accomplished for prior years.

(3) Policy on Decisions of Dismissal or Non-Reappointment of Accounting Auditor

- 1) The Audit & Supervisory Board shall, upon consent of all the Audit & Supervisory Board Members, dismiss the Accounting Auditor if it determines a circumstance falling under any of the items set forth in Article 340, Paragraph 1, of the Companies Act, to have taken place or if the Accounting Auditor is in the status of having violated or conflicted with any provision of the Certified Public Accountants Act.
- 2) If the Company determines that the appropriate execution of duties by Accounting Auditor is not ensured, the Audit & Supervisory Board shall decide the content of the proposal for the dismissal or non-reappointment of the Accounting Auditor to be submitted to a general meeting of shareholders.

Summary of the Systems and of Operational Status thereof to Ensure the Propriety of Business Operations Systems

The Company has resolved at its Board of Directors meetings the following basic policies for its internal control.

(1) Systems to Ensure Compliance of the Execution of Duties by Board Members with Laws, Regulations and the Articles of Incorporation

- 1) Board members shall thoroughly disseminate the universal values, ethics and convictions set forth in the DENSO Philosophy and the DENSO Spirit through their behavior and corporate documents.
- 2) Effective mutual supervision by and among board members shall be pursued for decision making by cross-sectional collegial bodies such as various meetings and committees in addition to the executive collegial bodies consisting of the Board of Directors, the Management Deliberation Meeting, the Management Strategy Meeting and the Management Meeting.
- 3) Board members shall endeavor to ensure appropriate financial reporting and appropriately disclose information at the right time.

(2) Systems to Keep and Manage Information Pertaining to the Execution of Duties by Board Members

The Company shall appropriately keep and manage important information in accordance with the in-house rules. The minutes of the Board of Directors meetings shall be kept forever.

(3) Rules and Other Systems Regarding Loss Risk Management

- 1) The risks involved in our businesses and investments shall be managed companywide by the executive collegial bodies such as the Board of Directors and the Management Deliberation Meeting in accordance with the in-house rules. At the same time, the Business Group Heads and the Functional Center Heads shall manage divisional risks in their respective fields.
- 2) As for other risk management, the Risk Management Meeting shall generally streamline and manage relevant companywide systems, whereas each competent department shall manage its relevant risk factors.

(4) Systems to Ensure the Efficient Execution of Board Members' Duties

- 1) The Company shall pursue downsized, efficient management by leveraging the Senior Executive Officer /Executive Officer system with fewer board members.
- 2) The organizational systems, organizational management and authority of the respective organizations shall be determined in accordance with the in-house rules for more systematic and efficient operation of business activities.
- 3) Under the medium- and long-term management guidelines and annual group guidelines, the Company shall prepare annual plans to form a unified companywide intention to achieve its goals. The progress of the goals and plans, as well as operations at the respective departments, shall be managed and periodically reported in accordance with the in-house rules.

(5) Systems to Ensure Compliance of the Execution of Duties by Employees with Laws, Regulations and the Articles of Incorporation

- 1) The Management Deliberation Meeting shall establish and revise the Code of Conduct, conduct necessary enlightenment activities and prepare proposals for the relevant organizations.
- 2) The Code of Conduct shall be fully disseminated among all employees via hierarchical compliance education.
- 3) The "Corporate Ethics Hotline" shall be operated as an internal reporting system that allows any employee who has an ethical or compliance-related concern to directly communicate such concern to the competent internal department or an outside lawyer.
- 4) The Internal Audit Department shall internally audit the legality, the propriety and the efficiency of operations in accordance with the in-house rules and improve and reinforce the business management and operation systems at the respective departments based on such valuable input from the Internal Audit Department.

(6) Systems to Ensure the Propriety of Business Operations Conducted by the Corporate Group Consisting of DENSO CORPORATION and Its Subsidiaries

- 1) Decision making at the respective Group companies shall be conducted on a "reserved authority" basis pursuant to the respective in-house rules, according to a policy of maximally respecting the autonomy of each Group company.

- 2) Group-wide policies and plans shall be prepared on a consolidated basis under the medium- and long-term management guidelines and annual group guidelines to unify the Group's intention to achieve its goals. The progress of the goals and plans shall be managed and periodically reported in accordance with the in-house rules.
 - 3) As for risk management and compliance within the Group companies, the Company shall propose guidelines to the respective Group companies to promote the establishment and operation of group-wide systems. The DENSO Group Employee Code of Conduct shall be shared by and disseminated to all the Group companies.
 - 4) Contributing to realizing a sustainable society through business activities shall be positioned as a group-wide important management priority, and the respective specialized organs of the Company shall have the functions of orientation and follow-up on relevant activities of the Group companies.
 - 5) The Domestic DENSO Group Corporate Ethics Hotline shall be operated as an internal reporting system for the Group companies in Japan.
 - 6) Each department shall provide advice and support to ensure the appropriateness of operations at the Group companies through the exchange of information with the Group companies.
 - 7) Each competent department shall monitor and verify the appropriateness of operations at the Group companies.
- (7) Employees in Cases Where an Audit & Supervisory Board Member Requests That the Company Place Several Employees as Assistants to Support His/Her Duties and the Independence of the Employees Concerned from Board Members in Such Cases**
- 1) The Audit & Supervisory Board Office, which was established as a dedicated organ, shall support the Audit & Supervisory Board Members in conducting their duties.
 - 2) Personnel changes and organizational restructuring of the Audit & Supervisory Board Office shall require the prior consent of the Audit & Supervisory Board or of a standing Audit & Supervisory Board Member appointed by the Audit & Supervisory Board.
 - 3) The board members shall cooperate with the Audit & Supervisory Board Office so that the Office can collect the information necessary for the audits conducted by the Audit & Supervisory Board Members, internally and from any of the Group companies according to the instructions given by the Audit & Supervisory Board Members.
- (8) Systems to Help Board Members and Employees Report to the Audit & Supervisory Board Members and Other Systems Relating to Reporting to the Audit & Supervisory Board Members**
- 1) The board members of the Company, as well as the board members and Audit & Supervisory Board Members of the Group companies, shall appropriately report on the execution of major business operations, as required, to the Audit & Supervisory Board Members through the division/department that they are in charge of. Furthermore, if they find any facts that could result in detrimental damage to the Company, they shall immediately report such facts to the Audit & Supervisory Board Members.
 - 2) The board members, Audit & Supervisory Board Members, Executive Vice Presidents, Senior Executive Officers, Executive Officers and employees of the Company and the Group companies shall periodically or occasionally report on their operations to the Audit & Supervisory Board Members if so requested by any Audit & Supervisory Board Member or the Audit & Supervisory Board Office.
- (9) Other Systems to Ensure Effective Audits by the Audit & Supervisory Board Members**
- 1) To raise the effectiveness of the audits conducted by the Audit & Supervisory Board Members, the board members shall cooperate with them in their auditing activities including attendance at meetings of the Board of Directors and other important meetings such as those of various committees, the examination of important documents such as *kessaisho* (documents for approval) on operations, onsite audits at the respective departments and the Group companies, and meetings with the Accounting Auditor.
 - 2) The board members shall ensure that the expenses that would be necessary for the Audit & Supervisory Board Members to execute their duties are provided and that the direct recruiting of necessary external human resources by the Audit & Supervisory Board Members is conducted.
 - 3) The Audit & Supervisory Board Members shall regularly or occasionally exchange information as required with the internal audit department, the Accounting Auditor, and the internal control department.
 - 4) The board members of the Company and the Group companies shall ensure that anyone who has reported to an Audit & Supervisory Board Member does not suffer from detrimental treatment for the reason of having made the said report.

Operational Status

The operational status of several major initiatives to ensure the propriety of business operations implemented during the current fiscal year is as follows:

(1) Initiatives to Ensure the Efficient Execution of Duties

- 1) We downsized the number of board members and achieved speedy decision making and operations by clearly separating and clarifying the roles of board members in charge of management (decision making and supervision) and the Executive Vice Presidents and Senior Executive Officers engaged in the execution of business operations.
- 2) We have formulated the Authority Rules, the Organizational Management Rules, the Collegial Body Rules and the Conference and Committee Rules for more systematic and efficient operation of business activities.
- 3) The DENSO Group Long-term Policy 2030 was established to unify the group-wide intention to achieve its goals.
- 4) The progress of the goals and plans in terms of sales, profit, productivity and other factors is reported to the Management Meeting every month to prepare for necessary follow-up actions.

(2) Risk Management-Related Initiatives

- 1) Important risks involved in our businesses and investments are deliberated and decided by the Board of Directors and the Management Deliberation Meeting. During the current fiscal year, 14 Board of Directors meetings and 34 Management Deliberation Meetings were held.
- 2) The Risk Management Meeting, which was established to reinforce the group-wide risk-response capability, set priority tasks and followed up on relevant measures.
- 3) We selected 42 risk items to be managed companywide in the fields of occupational accidents, quality-related issues, leakage of confidential information and the like. Each competent department in charge of companywide risk factors made or conducted necessary onsite diagnosis and educational or training sessions. For example, QC diagnosis workshops, opportunities to confirm and provide guidance on structural reinforcement activities for quality improvement, were held at 22 Group companies as training bases. In addition, with September 8 designated as “Companywide Safety Day,” employees of the Company discussed overall safety at diverse work sites.
- 4) To reinforce group-wide information security measures, we established organizations for promoting information security at six regional headquarters around the world.

(3) Compliance-Related Initiatives

- 1) Effective mutual supervision by and among board members is pursued for decision making by cross-sectional collegial bodies such as the Production and Procurement Meeting and the M&A Strategy Meeting, in addition to the executive collegial bodies consisting of the Board of Directors, the Management Deliberation Meeting, the Management Strategy Meeting and the Management Meeting.
- 2) The respective collegial bodies set priority tasks and followed up on relevant activities during the current fiscal year, aimed at the practice and steady implementation of trusted corporate activities.
- 3) We offered corporate governance education for all corporate officers and Executive Officers, as well as discussions at work sites and Intranet-based compliance tests.
- 4) We took diverse measures to prevent individual compliance infringements such as education for the prevention of bribery and corruption.
- 5) To prevent infringement with antitrust laws, we took measures, such as the inspection of meetings with any competitive companies and external e-mails, as well as education to thoroughly reinforce compliance with antitrust laws.
- 6) We strove to disseminate the “Corporate Ethics Hotline,” the internal whistle-blowing system, by distributing the Risk Response Pocket Guide, and each competent department responsibly handled specific reporting and counseling cases.
- 7) The internal audit department conducted audits for five internal divisions/departments based on three themes according to its annual auditing plan. The department also conducted audits for about 50 Group companies.

(4) Group Control-Related Initiatives

- 1) We streamlined the Group Management Manual, which stipulates the decision-making scheme for Group companies based on the reserved authority system. As for business operations beyond the discretionary framework of the respective Group companies, including cases of high-value capital investments and/or significant contracts, decision making is based on consultations between the competent department and the relevant Group companies.
- 2) We promote the establishment and operation of group-wide systems by proposing risk/compliance-related guidelines, including the Crisis Communications Manual and the Information Security Global Rules.
- 3) We held global conferences by business group or by functional center and provided assistance and advice to Group companies for the purpose of exchanging information and ensuring appropriate operations.

(5) Initiatives to Ensure Effective Audits by the Audit & Supervisory Board Members

- 1) Based on the annual auditing plan, the Audit & Supervisory Board Members of the Company conducted on-site audits for 41 internal departments/divisions and 70 domestic/overseas Group companies during the current fiscal year.
- 2) The Audit & Supervisory Board Members attended companywide official conferences/meetings of the Company including the Board of Directors, the Management Deliberation Meeting, the Management Strategy Meeting, the Management Meeting and the Human Resources Development Conference, examined *kessaisho* documents for decision making on important business operations and expressed remarks thereon, as required.
- 3) The Audit & Supervisory Board Office was established as an organ to support the Audit & Supervisory Board Members in conducting their duties, and three dedicated persons are designated thereat.
- 4) The Audit & Supervisory Board Members had occasional meetings to exchange opinions as required with the board members, the Executive Vice Presidents, and/or the Senior Executive Officers, and the Audit & Supervisory Board conducted hearings on their execution of business operations. In addition, the Finance & Accounting Division, the Human Resources Division, the Legal Division and the like regularly reported on proper business operations to the Audit & Supervisory Board Members.
- 5) The Audit & Supervisory Board Members regularly or occasionally exchanged information as required with the internal audit department, the Accounting Auditor, and the internal control department.
- 6) The Audit & Supervisory Board Members regularly held liaison meetings with the Audit & Supervisory Board Members of the domestic Group companies and separately exchanged information, as required, with the Audit & Supervisory Board Members of the respective Group companies.
- 7) The Audit & Supervisory Board Members Reporting Regulations prohibit detrimental treatment of any person who has reported to an Audit & Supervisory Board Member.

The former Senior Executive Directors' Meeting and the Management Officers' Meeting changed its names in April 2019 to the Management Deliberation Meeting and the Management Meeting mentioned above, respectively.

DENSO CORPORATION
Consolidated Statement of Changes in Equity
(From April 1, 2019, to March 31, 2020)

(Millions of yen)

	Equity attributable to owners of the parent company				
	Capital stock	Capital surplus	Treasury stock	Other components of equity	
				Net fair value gain on equity instruments designated as FVTOCI	Remeasurements of defined benefit pension plans
Balance as of April 1, 2019	187,457	268,776	(56,803)	378,687	-
Profit for the year	-	-	-	-	-
Other comprehensive income	-	-	-	(91,768)	1,551
Comprehensive income for the year	-	-	-	(91,768)	1,551
Acquisition of treasury stock	-	-	(13)	-	-
Disposal of treasury stock	-	(1)	1	-	-
Dividends	-	-	-	-	-
Changes in the ownership interest in subsidiaries without loss of control	-	3,599	-	-	-
Changes from business combination	-	-	-	-	-
Transfer to retained earnings	-	-	-	(13,343)	(1,551)
Transfer to capital surplus from retained earnings	-	1	-	-	-
Other increase (decrease)	-	-	-	-	-
Total transactions with the owners	-	3,599	(12)	(13,343)	(1,551)
Balance as of March 31, 2020	187,457	272,375	(56,815)	273,576	-

	Equity attributable to owners of the parent company					Non-controlling interests	Total equity
	Other components of equity			Retained earnings	Total		
	Exchange differences on translating foreign operations	Cash flow hedges	Total				
Balance as of April 1, 2019	22,764	131	401,582	2,794,682	3,595,694	174,672	3,770,366
Profit for the year	-	-	-	68,099	68,099	16,523	84,622
Other comprehensive income	(69,677)	(141)	(160,035)	-	(160,035)	(8,994)	(169,029)
Comprehensive income for the year	(69,677)	(141)	(160,035)	68,099	(91,936)	7,529	(84,407)
Acquisition of treasury stock	-	-	-	-	(13)	-	(13)
Disposal of treasury stock	-	-	-	-	0	-	0
Dividends	-	-	-	(108,486)	(108,486)	(15,592)	(124,078)
Changes in the ownership interest in subsidiaries without loss of control	-	-	-	-	3,599	(4,953)	(1,354)
Changes from business combination	-	-	-	-	-	28	28
Transfer to retained earnings	-	-	(14,894)	14,894	-	-	-
Transfer to capital surplus from retained earnings	-	-	-	(1)	-	-	-
Other increase (decrease)	-	-	-	(1,722)	(1,722)	49	(1,673)
Total transactions with the owners	-	-	(14,894)	(95,315)	(106,622)	(20,468)	(127,090)
Balance as of March 31, 2020	(46,913)	(10)	226,653	2,767,466	3,397,136	161,733	3,558,869

Notes to the Consolidated Financial Statements

1. Basis of Presenting the Consolidated Financial Statements

(1) Basis of preparation of the consolidated financial statements

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (hereinafter “IFRS”) under the provision of Article 120, Paragraph 1 of the Rules of Corporate Accounting. Certain disclosures required by IFRS have been omitted from these consolidated financial statements under the provision set forth in the second sentence of said paragraph.

(2) Scope of consolidation

1) Number of consolidated subsidiaries: 200

2) Names of the principal consolidated subsidiaries:

(Domestic)

A total of 64 companies including DENSO SOLUTION JAPAN CORPORATION, DENSO TEN LTD., and TDMOBILE CORPORATION

(Overseas)

A total of 136 companies including DENSO INTERNATIONAL AMERICA, INC., DENSO MANUFACTURING MICHIGAN, INC., DENSO MANUFACTURING TENNESSEE, INC., DENSO MANUFACTURING ATHENS TENNESSEE, INC., DENSO TEN AMERICA LTD., DENSO SALES CANADA, INC., DENSO MEXICO S.A. DE C.V., DENSO EUROPE B.V., DENSO MANUFACTURING HUNGARY, LTD., DENSO INTERNATIONAL ASIA PTE., LTD. (Singapore), DENSO SALES (THAILAND) CO., LTD., DENSO (THAILAND) CO., LTD., SIAM DENSO MANUFACTURING CO., LTD., PT.DENSO INDONESIA, PT. DENSO SALES INDONESIA, DENSO (CHINA) INVESTMENT CO., LTD., and TIANJIN DENSO ELECTRONICS CO., LTD.

(3) Application of the equity method

1) Number of associates accounted for by the equity method: 88

2) Name of the principal associates accounted for by the equity method:

(Domestic) TSUDA INDUSTRIES CO., LTD., G.S. Electech Inc., Toshiba Information Systems (Japan) Corporation and 21 other companies (a total of 24)

(Overseas) MICHIGAN AUTOMOTIVE COMPRESSOR, INC. and 63 other companies (a total of 64)

(4) Summary of significant accounting policies

1) Business combination and goodwill

Business combinations are accounted for using the acquisition method. Consideration transferred in a business combination is measured at as the sum of the acquisition-date fair value of the assets transferred, the liabilities assumed and equity instruments issued by the Company and its subsidiaries (hereinafter the “Group”) in exchange for control over an acquiree. Acquisition-related costs incurred are recognized as expenses.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognized amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in other versions of IFRS.

The identifiable assets acquired and the liabilities assumed are measured at their fair values at the acquisition date, except:

- Deferred tax assets (or liabilities) and liabilities (or assets) related to employee benefit arrangements are recognized and measured in accordance with International Accounting Standard (“IAS”) 12 *Income Taxes* and IAS 19 *Employee Benefits*, respectively;
- Assets or disposal groups that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are recognized and measured in accordance with the standard; and
- Liabilities or equity instruments related to share-based remuneration of the acquiree or share-based remuneration of the Group entered into to replace such arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment*.

Any excess of the consideration of acquisition over the fair value of identifiable assets and liabilities is recognized as goodwill in the consolidated statement of financial position. If the consideration of acquisition is lower than the fair value of the identifiable assets and liabilities, the difference is immediately recognized as gain in the consolidated statement of income. The additional acquisition of non-controlling interests after obtaining control is accounted for as an equity transaction without recognition of goodwill.

Goodwill has been measured at the initially recognized value at the date of the business combination less accumulated impairment losses and included in "Intangible assets" in the consolidated statement of financial position. Goodwill is not amortized, but instead, tested for impairment annually or whenever there is any indication of impairment. Impairment losses on goodwill are recognized in the consolidated statement of income and no subsequent reversal is made.

If the initial accounting of a business combination has not been completed by the end of the reporting period in which the business combination occurs, the Group reports provisional amounts for uncompleted accounting items. The Group will revise the provisional amounts during the measurement period (not exceeding one year) or recognize additional assets or liabilities in order to reflect new information obtained regarding the facts and circumstances that existed as of the date of acquisition and would have affected the amounts recognized on the date of acquisition, if such amounts have been ascertained.

2) Financial assets

i) Initial recognition and measurement

The Group classifies financial assets into financial assets measured at amortized cost and financial assets measured at fair value based on their nature and holding purposes. The Group determines the classification at initial recognition. The sale or purchase of financial assets which occurs in the normal course of business is recognized or derecognized at the transaction date.

a) Financial assets measured at amortized cost

Financial assets are classified as financial assets measured at amortized cost if both of the following conditions are met:

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

The financial assets measured at amortized cost are measured initially at fair value plus transaction costs directly attributable to the acquisition.

b) Financial assets measured at fair value

If the financial assets do not meet the above conditions, they are classified as financial assets measured at fair value through profit or loss or other comprehensive income.

Equity instruments are measured at fair value. By its irrevocable designation, the financial assets held for trading are measured at fair value with changes recognized through profit or loss, or otherwise are measured at fair value with changes recognized through other comprehensive income. The designation has been applied consistently.

Financial assets other than equity instruments that do not meet the condition in relation to the measurement of amortized cost are measured at fair value with changes recognized through profit or loss.

Financial assets measured at fair value through profit or loss are initially measured at fair value and transaction costs are recognized in profit or loss when they occur. Financial assets measured at fair value through other comprehensive income are initially measured at fair value plus transaction costs directly attributable to the acquisition.

ii) Subsequent measurement

After initial recognition, financial assets are measured based on the classification as follows:

a) Financial assets measured at amortized cost

The carrying amount of financial assets measured at amortized cost is measured using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset. Interest income is recognized in profit or loss and included in "Finance income" in the consolidated statement of income. In cases where a financial asset measured at amortized cost is derecognized, the difference between the carrying amount and the consideration received or receivable is recognized in profit or loss.

b) Financial assets measured at fair value

Changes in the fair value of financial assets measured at fair value are recognized in profit or loss.

However, gains or losses occurring from the disposal or remeasurement of fair value of the equity instruments measured at fair value through other comprehensive income are recognized in other comprehensive income and accumulated within "Other components of equity," and is not recognized in profit or loss. The amount is transferred to retained earnings when the equity instruments are derecognized. Dividends for equity instruments are recognized in profit or loss when the right to receive dividends is established and included in "Finance income" in the consolidated statement of income. Net gains or losses arising from the equity instruments measured at fair value through profit or loss are recognized as "Finance income" or "Finance costs" in the consolidated statement of income. The interest income from the debt instruments is also included in net gains or losses above.

iii) Impairment of financial assets measured at amortized cost

The Group assesses, at the end of each reporting period, whether credit risk on a financial asset measured at amortized cost has increased significantly since initial recognition. If credit risk on a financial asset has increased significantly since initial recognition or a financial asset is credit-impaired, an amount equal to lifetime expected credit losses is recognized as an allowance for doubtful accounts. If not, an amount equal to 12-month expected credit losses is recognized as an allowance for doubtful accounts. Expected credit losses are measured based on the discounted present value of the difference between the contractual cash flows that are due to the Group under the contract and the cash flows that the Group expects to receive.

For trade receivables, an amount equal to lifetime expected losses is recognized as an allowance for doubtful accounts from initial recognition.

The provision of an allowance for doubtful accounts or the reversal of an allowance for doubtful accounts in the case of reducing the allowance concerning a financial asset is included in profit or loss.

iv) Derecognition of financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Group neither transfers nor holds substantially all the risks and rewards of ownership of the asset and continues to control the transferred asset, the Group recognizes the retained interest on the asset and the relevant liabilities that might possibly be paid in association therewith.

3) Hedge accounting and derivatives

The Group utilizes derivatives, including currency swaps, interest rate swaps and foreign exchange forward contracts to hedge foreign exchange and interest rate risks. These derivatives are initially measured at fair value when the contract is entered into, and are subsequently remeasured at fair value at the end of each reporting period.

The Group has derivatives held for hedging purposes that do not qualify for hedge accounting. The fluctuation on the fair value of these derivatives is recognized in profit or loss immediately.

At the inception of the hedge, the Group documents the relationship between the hedging instruments and the hedged items in accordance with the objectives of risk management and the strategies for undertaking various hedge transactions. In addition, the Group assesses on a quarterly basis whether the hedging instruments are highly effective in offsetting changes in cash flows of the hedged items attributable to the hedged risk at the inception of the hedge and during its term. A cash flow hedge is applied to a forecast transaction only when the transaction is highly probable.

Cash flow hedge

The Group adopts only cash flow hedge as its approach to hedge accounting.

The effective portion of gains or losses on hedging instruments is recognized as other comprehensive income, while the ineffective portion is recognized immediately in profit or loss in the consolidated statement of income.

The amount of hedging instruments recognized in other comprehensive income is reclassified to profit or loss when the transactions of the hedged items affect profit or loss.

Hedge accounting is discontinued prospectively when the hedge no longer qualifies for hedge accounting, or when the hedging instrument expires or is sold, terminated or exercised, or when the designation is revoked.

When hedge accounting is discontinued, the Group continues to record the balance of other comprehensive income related to cash flow hedges which have been recognized in other comprehensive

income until the forecast transaction affects profit or loss. When a forecast transaction is no longer expected to occur, the balance of other comprehensive income related to cash flow hedges is recognized immediately in profit or loss.

4) Inventories

Inventories are measured at the lower of cost and net realizable value. Inventories include costs of purchase, costs of conversion and all other costs incurred in bringing the inventories to their present location and condition and the cost is determined mainly using the periodic average method. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

5) Depreciation or amortization methods of property, plant and equipment, right-of-use assets and intangible assets

i) Property, plant and equipment

Except for assets that are not subject to depreciation such as land and construction in progress, property, plant and equipment are amortized mainly using the straight-line method over their estimated useful lives as follows.

The estimated useful lives and depreciation method are reviewed at the end of each reporting period.

- Buildings and structures: 6 to 50 years
- Machinery and vehicles: 3 to 10 years
- Other: 2 to 10 years

ii) Right-of-use assets

Right-of-use assets are amortized on a straight-line basis over the estimated useful lives or lease terms, whichever is shorter.

iii) Intangible assets

Intangible assets with finite useful lives are amortized by using the straight-line method over their estimated useful lives.

Major estimated useful lives are as follows:

- Software: 3 to 5 years
- Development costs: 3 years
- Customer-related assets: 8 years
- Technology-related assets: 10 years

6) Impairment of non-financial assets

The Group assesses, for each fiscal year, whether there is any indication that an asset may be impaired. If any indication exists, or in cases where the impairment test is required to be performed each year, the recoverable amount of the asset is estimated. In cases that the recoverable amount cannot be estimated for each asset, it is estimated by the cash-generating unit to which the asset belongs. The grouping of assets in applying impairment accounting of the Group is determined by business group, which is the unit used in management accounting to understand profits and losses on an ongoing basis. In addition, assets are grouped into the rented property group and the idle property group, with each property as a minimum unit. Meanwhile, the headquarters and welfare facilities are categorized as corporate assets because they do not generate cash flows independently.

The impairment losses are included in "Other expenses" in the consolidated statement of income. Assessment for impairment is performed with respect to each asset, cash-generating unit or group of cash-generating units. The recoverable amount of an asset or a cash-generating unit (or group of cash-generating units) is determined at the higher of its fair value less costs of disposal and its value in use. If the carrying amount of the asset or cash-generating unit exceeds the recoverable amount, impairment is recognized for the asset and the carrying amount is reduced to the recoverable amount. In determining the fair value less costs of disposal, the Group uses an appropriate valuation model supported by available fair value indicators. In determining the value in use, estimated future cash flows are calculated using discount rates that reflect current market assessments of the time value of money.

The Group assesses whether there is any indication that an impairment loss recognized in prior years for an asset other than goodwill may no longer exist or may have decreased, such as any changes in assumptions used for the determination of the recoverable amount. If any such indication exists, the recoverable amount of the asset or cash-generating unit is estimated. In cases that the recoverable amount exceeds the carrying amount of the asset or cash generating unit, impairment losses are reversed up to the lower of the estimated

recoverable amount or the carrying amount (net of depreciation) that would have been determined if no impairment losses had been recognized in prior years. However, an impairment loss recognized for goodwill is not reversed.

7) Recognition criteria for provisions

Provisions are recognized when the Group has present legal or constructive obligations as a result of past events, it is probable that outflows of resources embodying economic benefits will be required for the Group to settle the obligations, and reliable estimates can be made of the amount of the obligations.

Where the effect of the time value of money is material, the amount of a provision is measured by discounting the estimated future cash flows to the present value at a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount due to the passage of time is recognized as "Finance costs" in the consolidated statement of income.

The main provisions are recorded as follows.

Reserve for product warranties:

Reserve for product warranties is recognized at an estimated amount of warranty expenses and timing of economic benefit outflows based on past experiences for after-sales service expenses incurred. The estimated amount of warranty expenses is subject to uncertainties regarding assumptions such as the number of vehicles to be covered, the unit repair cost per vehicle, the rate at which defects are addressed, and the expected proportion of the amount to be borne by the customer on a pro-rata basis. Therefore, it is possible that the estimates may change significantly due to changes in the circumstances on which the estimates are based.

Provision for loss on antitrust issues:

Provision for loss on antitrust issues is recognized at an estimated amount of potential future losses to prepare for payments of settlements, etc., with regard to the alleged violation of antitrust law or competition law in connection with certain past transactions regarding specific auto parts.

8) Employee benefits

i) Post-employment benefits

a) Defined benefit plans

The Group has defined benefit pension plans and lump-sum benefit plans.

Defined benefit plans are post-employment benefit plans other than defined contribution plans (refer to b) below). The Group's net defined benefit obligations are calculated respectively for each plan by estimating the future amount of benefits that employees have earned in exchange for their service for the previous years and the current year and discounting the amount to the present value. These calculations are performed annually by qualified actuaries using the projected unit credit method. The fair values of plan assets are deducted from the above calculation results.

The discount rates are equivalent to the market yields of AA credit-rated corporate bonds at the end of each reporting period that have maturities approximating those of the Group's defined benefit obligations. Changes in defined benefit obligations for employees' past services due to the revision of the pension plan are recognized in profit or loss. The Group recognizes changes in obligations due to the remeasurement of benefit obligations and plan assets of defined benefit plans in other comprehensive income and then immediately reclassifies the cumulative amount to retained earnings.

b) Defined contribution plans

Defined contribution plans are post-employment benefit plans in which the employer makes fixed contributions to other independent entities and has no legal or constructive obligation to make further contributions. The contributions to defined contribution plans are recognized as an expense during the period when the service is rendered by employees.

ii) Other long-term employee benefits

For long-term employee benefit plans, such as long-service employee awards, benefit amounts are determined by discounting the future amount of benefits estimated based on these plans to the present value when the Group has present constructive obligations to pay as a result of past employee service, and when reliable estimates of the obligations can be made.

The discount rates are equivalent to the market yields of AA credit-rated corporate bonds at the end of each reporting period that have maturities approximating those of the Company's obligations.

iii) Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and are expensed when the service is rendered.

For bonuses, estimated amounts to be paid based on the plans are recognized as liabilities when the Group has present legal or constructive obligations to pay as a result of past employee service, and when reliable estimates of the obligations can be made.

9) Revenue

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

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

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

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

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

In the parts supply business for automobile manufacturers, the Group manufactures and sells products of the powertrain system, electrification system, sensors and semiconductors, thermal system and mobility electronics products in auto parts mainly to domestic and overseas automobile manufacturers. In the aftermarket and Non-automotive Business, the Group mainly sells automotive service parts to end users.

The Group's performance obligations are mainly to supply finished products to customers. In principle, revenue is recognized when products are delivered to customers since the Group deems that control over the products is transferred to the customers and performance obligations are satisfied at that point in time.

Consideration for these performance obligations is received generally within one year after the performance obligations are satisfied under separately prescribed payment terms, and includes no significant financing components. Revenue is measured at consideration promised in contracts with customers. Moreover, in the case of executing product sales transactions based on a provisional unit price, revenue is estimated as variable consideration by an appropriate method using the most likely amount method, etc.

For part of supply transactions for fees falling under the definition of repurchase agreements, inventories are continuously recognized as financing transactions, and financial liabilities are recognized for the ending inventories of supplies which remain at supply destinations.

10) Foreign currency translation

The financial statements of each company in the Group are prepared based on the currency of the primary economic environment in which the entity operates (functional currency), and transactions in currencies other than the functional currency of each company (foreign currencies) are translated at the exchange rates prevailing at the transaction dates or approximations of the rates.

At the end of the reporting period, monetary items denominated in foreign currencies are translated at the exchange rates prevailing at the fiscal year-end, while non-monetary items denominated in foreign currencies measured at cost are translated at the exchange rates at the transaction dates and those measured at fair value are translated at the rates prevailing at the dates when the fair value is determined.

Differences arising from the translation or settlement are recognized in profit or loss during the period and presented in "Foreign exchange gain or loss" in the consolidated statement of income.

The consolidated financial statements of the Group are presented in Japanese yen, which is the functional currency of the parent and the presentation currency of the consolidated financial statements. In order to present the consolidated financial statements, the assets and liabilities of foreign operations are translated into Japanese yen at the exchange rates prevailing at the fiscal year-end, while their revenue and expenses are translated into Japanese yen at the average exchange rates for the period, unless the exchange rates significantly fluctuate during the period. If translation differences occur, they are recognized as "Exchange differences on translating foreign operations" in other comprehensive income and its cumulative amount is classified as "Other components of equity" of the equity section. In the event of a loss of control due to the disposal of foreign operations, the relevant cumulative amount of translation differences is reclassified to profit or loss during the period in which they are disposed of.

Goodwill and fair value adjustments resulting from the acquisition of foreign operations are retranslated as assets and liabilities of such foreign operations as at the end of the reporting period, and exchange differences are classified into "Other components of equity."

2. Changes to Accounting Policies

Application of IFRS 16 *Leases*

The Group has applied IFRS 16 *Leases* (issued in January 2016, hereinafter “IFRS 16”) from the fiscal year ended March 31, 2020. In applying IFRS 16, the Group recognizes the cumulative effect of applying this standard at the date of initial application in accordance with a transitional measure.

When applying IFRS 16, the Group selected the practical expedient provided for in paragraph C3 of IFRS 16, and continued to make assessments regarding whether or not arrangements contain leases based on IAS 17 *Leases* (hereinafter “IAS 17”) and IFRIC 4 “Determining Whether an Arrangement Contains a Lease.” From the date of initial application onward, the Group will make these assessments in accordance with the provisions of IFRS 16.

As a result of the introduction of a single lessee accounting model with the application of IFRS 16, the Group recognizes rights to use underlying assets throughout the lease period as right-of-use assets, and obligations to pay lease payments to lessors as lease liabilities, for all leases excluding short-term leases and leases of low-value assets as a lessee.

For leases as a lessee previously classified as operating leases based on the application of IAS 17, right-of-use assets and lease liabilities have been recognized on the date of initial application. Lease liabilities are measured at the present value of unpaid lease payments, discounted using the lessee’s incremental borrowing rate, on the date of initial application. Right-of-use assets are measured at the initially recognized value of lease liabilities adjusted for unpaid lease payments, etc.

For leases as a lessee previously classified as finance leases based on the application of IAS 17, the carrying amounts of right-of-use assets and lease liabilities on the date of initial application have been measured at the carrying amount of lease assets and lease liabilities measured based on the application of IAS 17 immediately prior to this date.

Furthermore, the weighted average lessee’s incremental borrowing rate applied to lease liabilities is 0.33%.

When applying IFRS 16, the Group has used the following practical expedients:

- A single discount rate has been applied to portfolios of leases with reasonably similar characteristics.
- Leases for which the lease term ends within 12 months of the date of initial application have been accounted for in the same way as short-term leases.
- Initial direct costs have been excluded from the measurement of right-of-use assets at the date of initial application.
- Hindsight has been used when determining the lease term if the contract contains options to extend or terminate the lease.

The differences between non-cancellable operating lease agreements disclosed based on the application of IAS 17 as of March 31, 2019 and lease liabilities recognized on the consolidated statement of financial position on the date of initial application were as follows:

	(Millions of yen)
Non-cancellable operating lease agreements (as of March 31, 2019)	7,865
Finance lease obligations (as of March 31, 2019)	17,879
Short-term leases and low value leases	(1,043)
Cancellable operating lease agreements, etc.	32,291
Lease liabilities at the date of initial application	56,992

In addition, right-of-use assets recognized on the consolidated statement of financial position on the date of initial application were ¥48,855 million. These right-of-use assets include the reclassification of lease assets previously classified as finance leases based on the application of IAS 17, etc. The effect on the consolidated statement of income is immaterial, and there is no effect on retained earnings on the date of initial application.

3. Notes to the Consolidated Statement of Financial Position

- (1) Accumulated depreciation of property, plant and equipment ¥3,546,982 million
Accumulated depreciation of property, plant and equipment includes accumulated impairment loss.

(2) Other

The details of contingent liabilities in the fiscal year ended March 31, 2020 are as follows:

Concerning the antitrust law

1) Investigations by countries and competition authorities

The Company is responding to the authorities' investigations in certain jurisdictions.

2) Civil lawsuits

The company and some of our subsidiaries are among the defendants named in several lawsuits filed by certain automotive dealerships and certain state attorneys general in the United States, and our subsidiary is among the defendants named in the lawsuit filed by a certain customer in Germany, both wherein damages are claimed on suspicion of violation of antitrust law or competition law in connection with certain past transactions regarding specific auto parts. Those cases will be proceeded in accordance with the rule of the civil procedure in the relevant country or state, and the company could commence settlement discussions with the plaintiffs at any time in the proceedings and reach a settlement.

3) Individual settlement negotiations

The Company has been engaged in negotiations with its major customers (certain automobile manufacturers) individually concerning the alleged violation of antitrust law or competition law in connection with certain past transactions regarding specific auto parts.

In relation to some of these matters, the Company has estimated its potential payable amounts and has reserved such amounts in the "Other expenses" category.

Please note that pursuant to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, the Company has not disclosed the overall content of these disputes because the disclosure of such information could be expected to prejudice the position of the Company.

4. Notes to the Consolidated Statement of Income

(1) Provision for reserve for product warranties

The Company and certain subsidiaries of the Group recorded a provision for reserve for product warranties of ¥210,916 million in selling, general and administrative expenses concerning certain products manufactured and sold in the past.

5. Notes to the Consolidated Statement of Changes in Equity

(1) Type and total number of shares issued as of March 31, 2020: 787,944,951 shares of common stock

(2) Dividends

1) Dividends paid

Resolution	Type of stock	Total dividend amount (Millions of yen)	Dividend per share (Yen)	Record date	Effective date
Board of Directors meeting held on April 26, 2019	Common stock	54,243	70	March 31, 2019	May 27, 2019
Board of Directors meeting held on October 31, 2019	Common stock	54,243	70	September 30, 2019	November 26, 2019

2) Of the dividends for which the record date belongs to the fiscal year ended March 31, 2020, those for which the effective date of the dividends will be in the fiscal year ending March 31, 2021

A resolution was made as follows at the Board of Directors meeting held on April 30, 2020.

Resolution	Type of stock	Total dividend amount (Millions of yen)	Source of funds for dividends	Dividend per share (Yen)	Record date	Effective date
Board of Directors meeting held on April 30, 2020	Common stock	54,243	Retained earnings	70	March 31, 2020	May 26, 2020

6. Notes to Financial Instruments

(1) Status of financial instruments

1) Capital management

The Group aims to continuously enhance its corporate value by keeping lasting and stable return to shareholders as well as using funds for capital investment, research and development, and merger and acquisition that are necessary for sustained growth, while ensuring financial soundness. Generally, the operating cash flows cover business funds necessary to achieve the goal by keeping and strengthening the Group's profitability and cash-generating ability, with additional interest-bearing debt, such as bonds and borrowings, if necessary. In addition, the Group secures funds to maintain the stable financial health in the long term. The Group is not subject to any externally imposed restriction on capital as of March 31, 2020.

2) Description and extent of risks arising from financial instruments

i) Risk management policy

In the course of business activities, the Group is exposed to financial risks, such as credit risks, market risks and liquidity risks, and performs risk management activities in accordance with certain policies to avoid or reduce these risks. The policy of asset management and derivative transactions are primarily approved by the Board of Directors of the Company at the beginning of each fiscal year, while the transactions and relevant risk management during the period are implemented primarily in accordance with internal regulations.

The Group uses derivatives for the purpose of avoiding risks stated below, and does not enter into derivative transactions for speculation purposes.

a) Credit risk

Notes and accounts receivable, or the Group's trade receivables, are exposed to credit risk of the customers. The Group manages the due dates and balances of trade receivables by customer. For those customers whose credit risk is of concern to the Group, measures to protect the receivables are individually developed and implemented by periodically monitoring the status and evaluating the default risk due mainly to deterioration of their financial standing at an earlier stage.

As short-term bond investment trusts as well as government and corporate bonds held by the Group

for investment in debt instruments are all highly-rated instruments or instruments issued by highly-rated financial institutions and other issuers in accordance with internal asset management regulations, credit risk is deemed as immaterial.

The Group enters into derivative transactions only with highly-rated financial institutions to minimize counterparty risks.

The carrying amount after impairment of financial assets presented in the consolidated financial statements represents the maximum exposure of the Company's financial assets to credit risks.

The Group determines whether credit risk has increased significantly since initial recognition based on changes in default risk, and considers the financial condition, past due information and other factors of the customer for the determination. The Group, in principle, determines that the credit risk has increased significantly if contractual payments are more than 30 days past due. The Group considers reasonable and supportable information that is available without undue cost or effort for the determination, and determines that the credit risk has not increased significantly if it can be rebutted based on the information.

Moreover, in principle, the Group determines that default has occurred if contractual payments are more than 90 days past due and credit impairment has occurred. At the end of each reporting period, the Group assesses whether there is objective evidence of credit impairment. The evidence of credit impairment includes default or delinquency of the borrower, extension of the due date under terms and conditions which the Group would not have granted in other circumstances, indication of bankruptcy of the borrower or the issuer and disappearance of an active market. Further, a write-off is executed if future collection is reasonably unexpected.

b) Market risk

Foreign exchange risk

Since the Group operates its business globally, it executes foreign currency transactions and is exposed to a risk that profit or loss, cash flows and other items may be impacted by foreign exchange fluctuations. In order to avoid the foreign exchange risk, the Group uses mainly forward foreign currency contracts for foreign currency trade receivables and payables and currency swaps for foreign currency borrowings as derivative transactions.

Risk management is performed by the Company's Finance & Accounting Division based on derivative transaction regulations which prescribe the authority and the limits for each transaction. The actual results of such transactions are reported monthly to the executive assigned to the Finance & Accounting Division. The consolidated subsidiaries conduct management based on the derivative transaction regulations.

Interest rate risks

The Group is exposed to an interest rate risk since the Group borrows funds with both fixed interest rates and variable interest rates. The Group's interest-bearing debt mainly consist of bonds and borrowings with fixed interest rates, and borrowings with variable interest rates are practically equivalent to borrowings with fixed interest rates by using interest-rate swap agreements in principle.

Risk management is performed by the Company's Finance & Accounting Division based on the derivative transaction regulations which prescribe the authority and the limits for each transaction. The actual results of such transactions are reported monthly to the executive assigned to the Finance & Accounting Division. The consolidated subsidiaries conduct management based on the derivative transaction regulations.

c) Liquidity risk

The Group raises funds by borrowings and bonds and is exposed to a liquidity risk that the Group may not be able to repay debts on the due dates due to the deterioration of the financing environment. The Group manages its liquidity risk by holding adequate volumes of assets with liquidity to cover the amounts of one month's consolidated revenue or more, along with adequate financial planning developed and revised by the Finance & Accounting Division based on the reports from each business unit.

d) Price fluctuation risk of equity instruments

The Group is exposed to share price fluctuation risk arising from equity instruments (stocks). As these investments are not held for short-term trading purpose, but mainly for forming a business alliance or strengthening a business relationship with business partners, the Group reviews the holding status on an ongoing basis in light of the relationship with the business partners by periodically evaluating their fair values as well as the financial condition of the issuers (i.e., business partners).

(2) Fair value of financial instruments

The carrying amounts and fair values of financial instruments held as of March 31, 2020 (end of the current fiscal year) are presented as follows.

1) Financial instruments measured at amortized cost

(Unit: Millions of yen)

	Carrying amount	Fair value
Financial assets		
Debt securities	216	220
Financial liabilities		
Long-term borrowings (Note)	183,474	184,068
Bonds (Note)	220,000	220,448

Note: The current portions are included in these amounts.

As the fair value of short-term financial assets and short-term financial liabilities, which are measured at amortized cost, approximates their carrying amount, their note disclosures are omitted.

The fair value of long-term borrowings is calculated based on the present value which is obtained by discounting the sum of the principal amount and interest payments at an interest rate assumed to be applied if the same loans were newly executed.

2) Fair value of financial assets and liabilities measured at fair value on a recurring basis

(Unit: Millions of yen)

	Carrying amount	Fair value
Derivative assets	6,631	6,631
Stocks		
Listed stocks	975,462	975,462
Unlisted stocks	95,682	95,682
Other equity securities	33,822	33,822
Derivative liabilities	9,994	9,994

Derivatives used by the Group primarily consist of foreign exchange forward contracts, interest rate swaps, and currency swaps.

The fair values of foreign exchange forward contracts are determined based on forward exchange rates and other factors. The fair values of interest rate swaps and currency swaps are determined based on observable market data such as interest rates quoted by financial institutions.

For the fair value measurement of unlisted stocks and other equity securities, the most appropriate method is selected according to particular conditions. The fair values are determined using the discounted cash flow method or the adjusted net asset method to adjust the market value using the PBR as necessary.

The illiquidity discount, which is a significant unobservable input used in measuring the fair values of unlisted shares and other equity securities, is determined at 30%.

7. Notes to Per Share Data

(1) Equity per share attributable to owners of the parent company	¥4,384.14
(2) Basic earnings per share	¥87.89

8. Note to Significant Subsequent Events

On April 1, 2020, core electronic component operations were transferred from Toyota Motor Corporation (hereinafter “Toyota”) to the Company.

(1) Overview of the transfer of operations

1) Consolidation of production operations for electronic components

- The production of electronic components at Toyota’s Hirose Plant will be consolidated within the Company.
- Relevant land, production infrastructure (including buildings, equipment, and software), and other items at Hirose Plant will be transferred from Toyota.

2) Consolidation of development functions for electronic components

- Electronic components development functions will be consolidated within the Company.
- Relevant drawings, development equipment, and other items will be transferred from Toyota.

(2) Reason for the transfer of operations

By consolidating these operations within the Company, which has a high level of expertise in the field of electronic components, a speedy and competitive development and production structure will be established. In doing so, the aim is to also maximize resource utilization, such as by shifting resources created by eliminating duplicate operations within the Toyota Group to new domains that will increase the value of future mobility, thus strengthening the competitiveness of the Toyota Group overall.

(3) Date of the transfer of operations

April 1, 2020

(4) Price for the transfer of operations

The calculation is based on the value of the assets to be transferred as of March 31, 2020, and has not yet been finalized.

(5) Amount, cause, method and period of amortization of goodwill accrued

Have not yet been finalized.

(6) Amount of major acquisition-related expenses

Have not yet been finalized.

(7) Fair value of acquired assets

Have not yet been finalized.

Non-Consolidated Statement of Changes in Equity
(From April 1, 2019, to March 31, 2020)

(Millions of yen)

	Shareholders' equity									
	Capital stock	Capital surplus		Legal reserve	Retained earnings				Treasury stock, at cost	Shareholders' equity
		Additional paid-in capital	Other capital surplus		Reserve for special depreciation	Other retained earnings				
						Reserve for advanced depreciation of fixed assets	General reserve	Earned surplus carried forward		
Balance as of April 1, 2019	187,457	265,985	-	43,274	50	588	896,390	619,194	(56,792)	1,956,146
Changes in the fiscal year										
Dividends from surplus	-	-	-	-	-	-	-	(108,486)	-	(108,486)
Reversal of reserve for special depreciation	-	-	-	-	(17)	-	-	17	-	-
Provision of reserve for advanced depreciation of fixed assets	-	-	-	-	-	66	-	(66)	-	-
Net loss	-	-	-	-	-	-	-	(84,500)	-	(84,500)
Acquisition of treasury stock	-	-	-	-	-	-	-	-	(13)	(13)
Disposal of treasury stock	-	-	(1)	-	-	-	-	-	1	0
Transfer to capital surplus from retained earnings	-	-	1	-	-	-	-	(1)	-	-
Net changes in items other than those in shareholders' equity	-	-	-	-	-	-	-	-	-	-
Total of changes in the fiscal year	-	-	-	-	(17)	66	-	(193,036)	(12)	(192,999)
Balance as of March 31, 2020	187,457	265,985	-	43,274	33	654	896,390	426,158	(56,804)	1,763,147

	Variance of estimate/conversion		Total equity
	Net unrealized gain on available-for-sale securities	Deferred gains on derivatives under hedge accounting	
Balance as of April 1, 2019	350,711	(76)	2,306,781
Changes in the fiscal year			
Dividends from surplus	-	-	(108,486)
Reversal of reserve for special depreciation	-	-	-
Provision of reserve for advanced depreciation of fixed assets	-	-	-
Net loss	-	-	(84,500)
Acquisition of treasury stock	-	-	(13)
Disposal of treasury stock	-	-	0
Transfer to capital surplus from retained earnings	-	-	-
Net changes in items other than those in Shareholders' equity	(34,476)	(53)	(34,529)
Total of changes in the fiscal year	(34,476)	(53)	(227,528)
Balance as of March 31, 2020	316,235	(129)	2,079,253

Notes to the Non-Consolidated Financial Statements

1. Significant Accounting Policies

- (1) Standard and method of valuation of securities
 - 1) Investment in subsidiaries and associates
Stated at cost using the moving-average method.
 - 2) Available-for-sale securities
Available-for-sale securities for which the market price is readily determinable:
Stated at the market price, based on the market quotation at the fiscal year-end. Unrealized gains and losses are reported, net of applicable taxes, as a separate component of equity. The cost of securities sold is determined based on the moving-average method.
Available-for-sale securities for which the market price is not readily determinable:
Stated at cost using the moving-average method.
- (2) Derivatives are stated at the market price.
- (3) Inventories are stated at cost using the gross average method (write-down of book values due to a decline in profitability for the amounts stated in the non-consolidated balance sheet)
- (4) Depreciation of property, plant and equipment (excluding leased assets) is computed by the declining-balance method, and the amortization of intangible assets (excluding leased assets) and depreciation of leased assets are computed using the straight-line method.
- (5) Accounting standards for reserves
 - Allowance for doubtful accounts:
Allowance for doubtful accounts is provided at an amount of possible losses from uncollectible receivables based on the past loan loss ratio for bad debts for ordinary receivables and on the estimated recoverability for specific doubtful receivables.
 - Accrued bonuses to employees:
Accrued bonuses to employees are recognized for payments of bonuses to employees at an amount estimated by the Company to be recorded for the current fiscal year.
 - Accrued bonuses to directors and corporate auditors:
Accrued bonuses to directors and corporate auditors are recognized for payments of bonuses to board members and audit & supervisory board members at an estimated amount to be recorded for the current fiscal year.
 - Reserve for product warranties:
Reserve for product warranties is provided at an amount projected for after-sales service of products based on past experience.
 - Provision for loss on antitrust issues:
Provision for loss on antitrust issues is recognized at an estimated amount of potential future losses to prepare for payments of settlements, etc., with regard to the alleged violation of antitrust law or competition law in connection with certain past transactions regarding specific auto parts.
 - Liability for employees' retirement benefits:
Liability for employees' retirement benefits is provided at an amount calculated based on the projected benefit obligations and plan assets as of March 31, 2020. Liability for employees' retirement benefits and retirement benefit expenses are accounted for as follows:
 - 1) Method of allocating the projected retirement benefits to periods
In calculating the projected benefit obligations, the benefit formula basis is used to allocate the projected retirement benefits to the years of service up to the end of the current fiscal year.
 - 2) Amortization method for actuarial gains or losses and prior service cost
Actuarial gains or losses are amortized for the pro-rata amount computed by the straight-line method over a certain period (10 years), which is shorter than the average remaining service period of employees at the time of the occurrence, commencing from the following fiscal year of occurrence.
Prior service cost is amortized using the straight-line method over a certain period (10 years), which is shorter than the average remaining service period of employees at the time of the occurrence.
The accounting procedures for unrecognized actuarial gains or losses and unrecognized prior service cost pertaining to retirement benefits in the non-consolidated balance sheet are different from those used in the consolidated statement of financial position.

Provision for loss on business of subsidiaries and associates:

Provision for loss on business of subsidiaries and associates is recognized at an expected amount to prepare for possible losses that could derive from the business of any subsidiaries and associates by taking into account the financial conditions of those companies.

Provision for environmental measures:

Provision for environmental measures is recognized at an amount expected to be incurred in the future to prepare for costs related to environmental measures, such as soil contamination measures.

(6) Hedge accounting

Interest rate and currency swap agreements are accounted for by deferred hedging accounting (valuation gains/losses on hedging instruments are deferred as assets/liabilities until the gains/losses on the underlying hedged instruments are realized). Preferential treatment accounting is applied to certain interest rate and currency swap agreements that satisfy the requirements.

(7) Transactions subject to the consumption tax and local consumption taxes are recorded at amounts exclusive of the consumption tax.

(8) Application of the consolidated taxation system

The Company has applied the consolidated taxation system.

(9) Application of Tax Effect Accounting for the transition from the consolidated taxation system to the group tax sharing system

In regard to the transition to the group tax sharing system created in the “Act for Partial Amendment of the Income Tax Act, etc.” (Act No. 8 of 2020) and accounting items for which the single-entity taxation system was revised in line with the transition to the group tax sharing system, the amounts of deferred tax assets and deferred tax liabilities are based on the provisions of the laws on taxation prior to amendment, and the provisions of Paragraph 44 of the “Guidance on Accounting Standard for Tax Effect Accounting” (Accounting Standards Board of Japan Guidance No. 28 of February 16, 2018) have not been applied, in accordance with the treatment provided for in Paragraph 3 of “Treatment of Tax Effect Accounting for the Transition from the Consolidated Taxation System to the Group Tax Sharing System” (PITF No. 39 of March 31, 2020).

2. Changes in Presentation

Non-consolidated balance sheet

Provision for environmental measures (¥619 million for the previous fiscal year), which was included in other long-term liabilities of long-term liabilities in the previous fiscal year, is separately presented in the current fiscal year since it grew in importance.

3. Notes to the Non-Consolidated Balance Sheet

(1) Short-term monetary receivables due from subsidiaries and associates	¥398,950 million
(2) Short-term monetary payables due to subsidiaries and associates	¥310,209 million
(3) Accumulated depreciation of property, plant and equipment	¥2,327,808 million
(4) Other	

See Item (2) of “3. Notes to the Consolidated Statement of Financial Position” in “Notes to the Consolidated Financial Statements.”

4. Notes to the Non-Consolidated Statement of Income

(1) Sales to subsidiaries and associates	¥2,261,319 million
(2) Purchases from subsidiaries and associates	¥1,019,555 million
(3) Other operating transactions with subsidiaries and associates	¥34,344 million
(4) Transactions with subsidiaries and associates other than operating transactions	¥75,544 million
(5) Other	

See Item (1) of “4. Notes to the Consolidated Statement of Income” in “Notes to the Consolidated Financial Statements.”

5. Note to the Non-Consolidated Statement of Changes in Equity

Number of shares of treasury stock at the end of the fiscal year: 13,041,350 shares

6. Note to Tax-Effect Accounting

The significant components of deferred tax assets and liabilities are summarized as follows:

(Deferred tax assets)		(Millions of yen)
Depreciation and amortization		109,036
Reserve for product warranties		74,418
Liability for employees' retirement benefits		53,011
Impairment loss on investment securities		32,768
Impairment loss on investment in subsidiaries and associates		16,220
Accrued bonuses to employees		11,008
Other		57,916
Subtotal deferred tax assets		354,377
Valuation allowance		(52,974)
Total deferred tax assets		301,403
 (Deferred tax liabilities)		
Net unrealized gain on available-for-sale securities		(135,715)
Prepaid pension cost		(51,680)
Other		(11,969)
Total deferred tax liabilities		(199,364)
Net deferred tax assets		102,039

7. Notes to Transactions with Related Parties

(1) Transactions with subsidiaries

Company name	Ownership percentage of voting rights	Business line	Relationship with the Company		Description of important transactions	Transaction amount (Millions of yen)	Account item	The fiscal year-end balance (Millions of yen)
			Officers' posts concurrently held (Persons)	Business relationship				
DENSO FINANCE & ACCOUNTING CENTER CO., LTD.	Directly holding 100%	Entrusted accounting and financial operations as well as factoring	-	Factoring	Factoring	113,276	Accounts payable—trade	91,898
							Accounts payable—other	15,876
					Lending of loans receivable	Lending of loans receivable	16,972	Short-term loans receivable from subsidiaries and associates
	Reception of interest	12						

Notes:

1. The transaction amount does not include consumption taxes, whereas the fiscal year-end balance includes consumption taxes.
2. The transaction amount indicates the average balance during the fiscal year.
3. The lending of loans receivable and the reception of interest are determined by fully taking into account the market interest rate and other factors.
4. As for the transaction with DENSO FINANCE & ACCOUNTING CENTER CO., LTD., a portion of the payments for accounts payable—trade and accounts payable—other are settled via factoring under the master agreement entered into by and between the Company, its certain suppliers and DENSO FINANCE & ACCOUNTING CENTER CO., LTD.
5. As for the transaction with DENSO FINANCE & ACCOUNTING CENTER CO., LTD., the transfer of monetary payables is conducted at the net book value of the Company.

(2) Transactions with other subsidiaries/associates

Company name	Ownership percentage of voting rights	Business line	Relationship with the Company		Description of important transactions	Transaction amount (Millions of yen)	Account item	The fiscal year-end balance (Millions of yen)
			Officers' posts concurrently held (Persons)	Business relationship				
Toyota Motor Corporation	Directly holding 24.39%	Manufacture and sale of automobiles and automotive components	Concurrent appointment: 1	The Company's products are sold thereto.	Operating transactions	1,271,249	Accounts receivable—trade	114,619
	Electronically recorded monetary claims-operating						36,000	
	Indirectly holding 0.17%						Accounts receivable—other	18
						46,178	Accounts payable—trade	4,679

Notes:

1. The transaction amount does not include consumption taxes, whereas the fiscal year-end balance includes consumption taxes.
2. The above transactions are conducted through negotiations by taking into account the market price and other factors similar to those for general transactions.

8. Notes to Per Share Data

- | | |
|------------------------|-----------|
| (1) Equity per share | ¥2,683.24 |
| (2) Net loss per share | (¥109.05) |

9. Note to Significant Subsequent Events

See “8. Notes to Significant Subsequent Events” in “Notes to the Consolidated Financial Statements.”

10. Other Note

The amounts stated in the non-consolidated financial statements are rounded off to the nearest unit.