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# CONSOLIDATED FINANCIAL STATEMENTS

# **RESULTS FOR THE YEAR ENDED MARCH 31, 2004**

# **KYOCERA CORPORATION**

THE NEW VALUE FRONTIER



April 27, 2004 KYOCERA CORPORATION

# Consolidated Financial Highlights Results for the Fiscal Year Ended March 31, 2004

|   |            | (Yen in millions, except per share<br>amounts and exchange rates) |                 |  |
|---|------------|---|-----------------|--|
|   | Years Ende | Years Ended March 31,   |                 |  |
|   | 2004       | 2003  | Decrease<br>(%) |  |
| Net sales   | 1,140,814  | 1,069,770   | 6.6             |  |
| Profit from operations  | 108,962    | 83,388  | 30.7            |  |
| Income before income taxes                                    | 115,040    | 76,037  | 51.3            |  |
| Net income  | 68,086     | 41,165  | 65.4            |  |
| Average exchange rates (Yen):                                 |            |   |                 |  |
| US\$  | 113        | 122   |                 |  |
| Euro  | 133        | 121   |                 |  |
| Earnings per share (Yen):                                     |            |   |                 |  |
| Net Income  |            |   |                 |  |
| Basic   | 364.79     | 220.91  |                 |  |
| Diluted   | 364.78     | 220.86  |                 |  |
| Capital expenditures  | 54,937     | 40,614  | 35.3            |  |
| Depreciation  | 60,861     | 64,988  | (6.4)           |  |
| R&D expenses  | 46,630     | 47,268  | (1.3)           |  |
| Total assets  | 1,794,758  | 1,635,014   |                 |  |
| Stockholders' equity  | 1,153,746  | 1,003,500   | —               |  |
| Sales of products manufactured outside Japan to net sales (%) | 33.8       | 32.5  |                 |  |
| Number of employees   | 57,870     | 49,420  | —               |  |

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## Kyocera Corporation and its Consolidated Subsidiaries

The consolidated financial statements are in conformity with accounting principles generally accepted in the United States of America.

Date of the board of directors' meeting for the consolidated results for the year : April 27, 2004

1. Results for the year ended March 31, 2004 :

(1) Consolidated results of operations :

|  | Years ender        | Years ended March 31, |  |
|--|--------------------|-----------------------|--|
|  | 2004               | 2003                  |  |
| Net sales                                  | ¥1,140,814 million | ¥1,069,770 million    |  |
| % change from the previous year            | 6.6%               | 3.4%                  |  |
| Profit from operations                     | 108,962 million    | 83,388 million        |  |
| % change from the previous year            | 30.7%              | 61.7%                 |  |
| Income before income taxes                 | 115,040 million    | 76,037 million        |  |
| % change from the previous year            | 51.3%              | 37.3%                 |  |
| Net income                                 | 68,086 million     | 41,165 million        |  |
| % change from the previous year            | 65.4%              | 28.8%                 |  |
| Earnings per share :                       |                    |                       |  |
| Basic                                      | ¥364.79            | ¥220.91               |  |
| Diluted                                    | 364.78             | 220.86                |  |
| Return on equity                           | 6.3%               | 4.0%                  |  |
| Income before income taxes to total assets | 6.7%               | 4.6%                  |  |
| Income before income taxes to net sales    | 10.1%              | 7.1%                  |  |

Notes :

1. Equity in earnings of affiliates and unconsolidated subsidiaries :

| Year ended March 31, 2004 :              | ¥2,575 million          |
|--|-------------------------|
| Year ended March 31, 2003 :              | ¥3,092 million          |
| Waighted average number of charge outsta | nding during the year : |

| 2. Weighted average number of shares outstanding during the year |
|--|
|--|

| Year ended | d March | 31, 2004 | l: | 186,642,680 shares |
|------------|---------|----------|----|--------------------|
| Year ende  | d March | 31, 2003 | 3: | 186,338,368 shares |
|            |         |          |    |                    |

3. Change in accounting policies : None

(2) Consolidated financial position :

|                                      | March 31,                  |                    |  |
|--------------------------------------|----------------------------|--------------------|--|
|                                      | 2004 2003                  |                    |  |
| Total assets                         | ¥1,794,758 million         | ¥1,635,014 million |  |
| Stockholders' equity                 | 1,153,746 million          | 1,003,500 million  |  |
| Stockholders' equity to total assets | 64.3%                      | 61.4%              |  |
| Stockholders' equity per share       | <b>¥6,153.83</b> ¥5,425.37 |                    |  |

Note : Total number of shares outstanding as of :

| March 31, 2004 | 187,484,253 shares |
|----------------|--------------------|
| March 31, 2003 | 184,964,360 shares |

### (3) Consolidated cash flows :

|  | Years ende       | Years ended March 31, |  |  |
|--|------------------|-----------------------|--|--|
|  | 2004 2003        |                       |  |  |
| Cash flows from operating activities     | ¥ 62,575 million | ¥160,754 million      |  |  |
| Cash flows from investing activities     | 29,581 million   | (58,512) million      |  |  |
| Cash flows from financing activities     | (20,422) million | (74,662) million      |  |  |
| Cash and cash equivalents at end of year | 361,132 million  | 298,310 million       |  |  |
|  |                  |                       |  |  |

(4) Scope of consolidation and application of the equity method :

Number of consolidated subsidiaries : 159

Number of nonconsolidated subsidiaries accounted for by the equity method : 2

Number of affiliates accounted for by the equity method : 14

(5) Changes in scope of consolidation and application of the equity method :

|          | Consolidation | Equity<br>method |
|----------|---------------|------------------|
| Increase | 22            | 2                |
| Decrease | 5             | 5                |

2. Forecast for the year ending March 31, 2005 :

|                            | Year ending March 31, 2005 |
|----------------------------|----------------------------|
|                            |                            |
| Net sales                  | ¥1,260,000 million         |
| Income before income taxes | 140,000 million            |
| Net income                 | 85.000 million             |

Note:

Forecast of earnings per share : ¥455.40

Net income per share amounts is computed based on Statement of Financial Accounting Standards (SFAS) No.128. Forecast of earnings per share is computed based on the diluted average number of shares outstanding during the fiscal year ended March 31, 2004.

With regard to forecasts set forth above, please refer to the accompanying "Forward Looking Statements" on page 17.

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# KYOCERA GROUP

Kyocera group consists of Kyocera Corporation, 161 subsidiaries and 14 affiliates. (Chart of the group companies)



Note: Others include affiliates that are accounted for by the equity method.

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## Management Policies

- 1. Management Goal and Strategies
- Kyocera Corporation and its subsidiaries (Kyocera) strive to be a "creative company that continues to grow in 21<sup>st</sup> century." To achieve this goal, Kyocera promotes "high-value-added" diversification in three high growth potential areas—telecommunications and information processing, environmental protection, and quality of life—in accordance with the following criteria and management system.
  - 1) Criteria

"Valuable business" is defined as a business with pre-tax profit ratio of 15% or more. Whether or not to remain in a field is based on a judgment of the existence of an evident need in the relevant markets and the possibility of serving that market need from the current or future attainable technologies.

2) Management System

Kyocera's unique management system allows it to make accurate and swift assessments of individual business conditions to facilitate timely decision-making and maximize synergies among businesses.

- By promoting the development of business diversification, Kyocera aims to drive stable and continuous corporate growth in a rapidly changing business environment.
- The most important management resource for successful business diversification is technological prowess. Based on this conviction, Kyocera strives to expand and diversify applications through advancement and specialization of its technical expertise, thereby promptly responding to the variety of market needs brought about by rapid changes in society. Kyocera also views sales competency and brand awareness as vital management resources for business expansion, and constantly work to strengthen these elements.
- Kyocera will demarcate areas for either expansion or reorganization and aggressively invest management resources in valuable or promising businesses.
- Kyocera will maintain a sound financial position to enable to pursue new business and market creation.
- 2. Specific Policies

<Efficient Resource Management>

- Kyocera will select and concentrate management resources in valuable or promising businesses. With the objective of outstripping the competition and becoming leader in each business area, Kyocera will create new markets and technologies through the integration of Group resources, including technical and sales competencies, while utilizing external management resources when it's necessary.
- Authorization of decision-making on planning, execution and control of the business will be delegated to each Corporate Business Division and Business Division to act as an independent company, in order to speed up management decision-making processes and realize growth in all business segments.
- A prime emphasis is placed on cash flows, and in particular, boosting returns on invested capital, implementing thorough inventory control and shortening lead-times.

<Emphasizing Consolidated Group Results>

- Kyocera will increase its profitability of each operating segment on a consolidated basis by strengthening ties between each Corporate Business Division and Business Division and Kyocera Group subsidiaries and affiliates to maximize synergies.
- Kyocera will employ a global strategy in each business and optimize R&D, production and sales structures.

<Focusing on Stockholder Value>

- In order to increase stockholder value (market capitalization), Kyocera seeks to generate a higher return on investment to maximize future profits and cash flows.
- A stock option plan will be extended to senior managers within Kyocera to further increase value by ensuring their interests in agreement with stockholders and investors.

- 3. Basic Policy on Profit Distribution
- Since its public offering, Kyocera has endeavored to increase dividends per share in line with improvements in performance. Kyocera has also boosted share dividends by actively applying free-share distributions and stock splits. In the coming years, Kyocera will work to further improve earnings per share and cash flow, and on the basis of the results, will share its success in the form of dividends in accordance with holistic judgments.
- Kyocera's goal of constantly enhancing profitability will ensure greater returns for stockholders. In order to be a "creative company that continues to grow in the 21st century," Kyocera will strive at the same time to be a market leader in the three strategic areas of telecommunications and information processing, environmental protection and quality of life. Accordingly, Kyocera aims to cultivate new businesses, markets and to develop technologies, acquiring external management resources when necessary to achieve this objective. Kyocera will also enhance technological prowess and marketing force in each of the businesses Kyocera is in, and select an optimal structure for each by leveraging Group resources, to build up a "winning" competitive structure, without limiting ourselves to any single formula. Kyocera will prioritize a healthy and stable financial position and retain a high level of internal reserves to facilitate the execution of this management strategy.
- 4. Policy Encouraging Individual Share Ownership
- In February 1997, to make share transactions easier for individuals, Kyocera Corporation revised the number of shares in a minimum trading unit, reducing it from 1,000 to 100 shares. These efforts have proven highly rewarding, as the number of stockholders in Kyocera Corporation at March 31, 2004 jumped nearly 4.7 fold, from the approximately 18,500 recorded at the time of implementation to 86,493. Kyocera Corporation has not yet formulated any other plans to reduce the size of trading units.
- 5. Corporate Governance Guidelines and Policy Implementation

<Basic Guidelines concerning Corporate Governance>

- Kyocera believes in the importance of a corporate governance system to maintain a high level of management soundness, transparency and efficiency, thereby maximizing corporate value for all of Kyocera's stakeholders, including the stockholders.
- Kyocera's management structure, including its internal control system, was created based on a corporate culture that has been fostered by the "Kyocera Corporate Philosophy," ("Philosophy") which has been at the core of Kyocera since its foundation. This philosophy emphasizes the essential nature of management soundness, transparency and efficiency. Stemming from this inherent principle, corporate governance is viewed as one of Kyocera's most important management issues.
- Accordingly, Kyocera is striving to implement a number of fundamental policies with the objective of reinforcing corporate governance as a key management concept.

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- The Kyocera Management Research Institute was established in order that the principles and values contained in the "Philosophy" are shared and further understood among Kyocera worldwide. The "Philosophy" education programs for the managers and executives take place in the training center in the Institute constantly and on a large scale.
- The accounting system employed at Kyocera, including the internal managerial accounting, embodies the "Philosophy" and acts as a sturdy support pillar for management soundness, transparency and efficiency. To further disseminate understanding and facilitate practical application, the "Kyocera Corporate Philosophy" and "Kyocera Accountancy" pocketbooks were published and distributed to all employees and so on.
- In addition to the adoption of a corporate auditor system, Kyocera implemented an executive officer system, in which the functions of business execution and supervision of management have been separated to further raise management efficiency.
- To ensure a systematic and sustained approach to compliance management throughout Kyocera, Kyocera established a Risk Management Department. Rooted in the "Philosophy", the "Kyocera Employee Action Guidelines" were formulated as a practical guide to daily operations for all personnel, with specific items related to respecting human rights, compliance with laws and social responsibility.
- Kyocera also set up an independent internal body, the Kyocera Disclosure Committee, to promote the timely and fair disclosure of information and enhance management accountability. The committee conducts regular checks and assessments regarding items and contents for disclosure.

<Corporate Governance Policy Implementation during the Year Ended March 31, 2004>

- In April 2003, Kyocera established the "Counseling Room for Employees" to offer counsel on breaches or possible breaches of the "Kyocera Employee Action Guidelines."
- In line with the executive officer system, which was brought into effect in June 2003, the Board of Directors, as of March 31, 2004, consisted of 13 people, including eight members from Kyocera Group management who are not responsible for business execution of Kyocera Corporation. Of the five corporate auditors, two are appointed externally.
- During the fiscal year ended March 31, 2004, Kyocera held 12 Board of Directors' meetings to decide on all important issues related to legal matters and management, and to monitor the progress of business execution.

[Initiatives for Corporate Governance]

• The above-mentioned initiatives for reinforcement of corporate governance are illustrated in the following page.



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1. Business Results for the Year Ended March 31, 2004

<Economic Situation and Business Environment>

- Although personal consumption remained low, the Japanese economy during the fiscal year ended March 31, 2004 (fiscal 2004) showed signs of a mild recovery, driven by such factors as expanded capital expenditures in the private sector, increased exports and an improvement in corporate earnings. The U.S. economy registered steady growth, led mainly by a rise in personal consumption and capital expenditures, while in Europe, despite initial sluggishness, the economy began to manifest signs of recovery in the second half of fiscal 2004. Notwithstanding a temporary production slowdown caused by Severe Acute Respiratory Syndrome ("SARS") at the beginning of fiscal 2004, Asian economy continued to progress strongly after SARS had been brought under control, particularly on the back of solid growth in the Chinese economy.
- In the electronics industry, digital home appliance market and the computer-related equipment market, notably in the area of notebook PCs expanded. The mobile handset market advanced steadily from the summer of 2003, as rising popularity for models equipped with color LCD displays and built-in cameras propelled increased demand for new products and replacements.

<Results for fiscal 2004 (Consolidated)>

|                                  | (1         | (Yen in millions)     |          |  |
|----------------------------------|------------|-----------------------|----------|--|
|                                  | Years Ende | Years Ended March 31, |          |  |
|                                  | 2004       | 2003                  | % Change |  |
| Net sales                        | 1,140,814  | 1,069,770             | 6.6      |  |
| Profit from operations           | 108,962    | 83,388                | 30.7     |  |
| Income before income taxes       | 115,040    | 76,037                | 51.3     |  |
| Net income                       | 68,086     | 41,165                | 65.4     |  |
| Diluted earnings per share (yen) | 364.78     | 220.86                |          |  |
| US\$ average exchange rate (yen) | 113        | 122                   |          |  |
| Euro average exchange rate (yen) | 133        | 121                   |          |  |

[Sales]

Consolidated net sales for fiscal 2004 increased by 6.6% to ¥1,140,814 million compared with fiscal 2003, as a result of increased sales in Fine Ceramics Group, Electronic Device Group and Others, due to a recovery in demand in the electronics industry. Sales of Kyocera Chemical Corporation (Kyocera Chemical) were included in Kyocera's consolidated net sales from the start of the fiscal year, as were sales of Kinseki, Ltd. (Kinseki) for the eight month period from August 2003 and sales of Kyocera SLC Technologies Corporation (Kyocera SLC Technologies) for the seven month period from September 2003.

[Profits]

- Profit from operations increased by 30.7% to ¥108,962 million compared with fiscal 2003, due mainly to the strong performance in information equipment, particularly digital multi-functional peripherals, and Fine Ceramics Group.
- In the second quarter of fiscal 2004 (July to September 2003), AVX Corporation (AVX), a U.S. subsidiary, recorded a one-time loss of US\$88 million (approximately ¥10.4 billion) related to the write-down of its current inventories of Tantalum material and purchase commitments based on long-term contracts. Gain in the amount of ¥18.9 billion was recorded in the fourth quarter of fiscal 2004 (January to March 2004) due to the settlement for a substitutional portion of employee benefit obligation.

[Effect of Exchange Rate Fluctuations]

• The yen appreciated 9 yen against the U.S. dollar and depreciated 12 yen against Euro compared with the average exchange rates in fiscal 2003, respectively. In terms of sales, the effects of the rising yen against the dollar outweighed the positive impact of the weak yen against Euro. Accordingly, net sales after translation into yen were pushed down by approximately ¥42.7 billion compared with fiscal 2003. Also, income before income taxes after translation into yen was pushed down by approximately ¥3.9 billion compared with fiscal 2003.

[Items to be Reported]

• On December 22, 2003, U.S. time, an agreement was reached for settlement of all the disputes between Prudential Securities Group, Inc., Prudential Equity Group, Inc., LaPine Technology Corporation and LaPine Holding Company in the U.S. on the one hand and ourselves on the other. Pursuant to this settlement, Kyocera has paid US\$331.5 million (approximately ¥35.5 billion.) This expense for settlement has been charged off from accrued litigation expenses. The excess accrual of approximately ¥2.3 billion has been recorded as a reversal of cost of sales.

<Operating Segments (Consolidated)>

|                              | (Y          | (Yen in millions)     |          |  |
|------------------------------|-------------|-----------------------|----------|--|
|                              | Years Ended | Years Ended March 31, |          |  |
|                              | 2004        | 2003                  | % Change |  |
| Net sales                    | 1,140,814   | 1,069,770             | 6.6      |  |
| Fine Ceramics Group          | 255,805     | 238,867               | 7.1      |  |
| Electronic Device Group      | 256,906     | 227,962               | 12.7     |  |
| Equipment Group              | 545,811     | 529,784               | 3.0      |  |
| Others                       | 100,505     | 85,084                | 18.1     |  |
| Adjustments and eliminations | (18,213)    | (11,927)              | _        |  |
| Operating profit             | 77,126      | 78,045                | (1.2)    |  |
| Fine Ceramics Group          | 31,139      | 18,797                | 65.7     |  |
| Electronic Device Group      | 5,047       | 11,816                | (57.3)   |  |
| Equipment Group              | 31,257      | 40,020                | (21.9)   |  |
| Others                       | 9,683       | 7,412                 | 30.6     |  |

Commencing in the third quarter of fiscal 2004 (October to December 2003), net sales and operating profit of Precision Machine Division of Kyocera Corporation, previously included within "Others," have been charged to "Corporate." Accordingly, we have reclassified previously published net sales and operating profit of operating segment for fiscal 2003.

[Fine Ceramics Group]

- Sales in this segment increased by 7.1% compared with fiscal 2003. Demand was brisk for fine ceramic parts, notably LCD fabrication equipment and sapphire substrates for projectors and LEDs, and sales grew significantly for consumer-related products, such as solar energy products and cutting tools. Sales of semiconductor parts rose compared with fiscal 2003 on account of increased demand for mobile handsets and digital cameras, which drove higher sales of SMD packages, ceramic module substrates for mobile handsets and image sensing device packages. Sales of organic packages and substrates for computers also increased considerably.
- Operating Profit in this segment significantly increased by 65.7% compared with fiscal 2003, as a result of a recovery in the electronics market, the positive impact of cost reductions and a substantial rise in the profitability of semiconductor parts and consumer-related products.

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### [Electronic Device Group]

- Production in Asia declined at the beginning of fiscal 2004, due mainly to SARS, which caused a drop in demand for components. Once the disease had been brought under control, however, demand for components, especially for mobile handsets, recovered rapidly. In particular, sales of capacitors, connectors and LCD displays grew appreciably owing to greater demand for mobile handsets, especially with color displays. Furthermore, sales of Kinseki were added to the total sales in this segment from August 2003. Consequently, sales in this segment increased by 12.7% compared with fiscal 2003.
- Due to the efforts to promote group synergies in the field of development, manufacturing and marketing and to reorganize management system, sales and profit of capacitors and timing devices improved in the second half of fiscal 2004. However, the aforementioned one-time loss related to the write-down of Tantalum materials as well as restructuring costs at AVX resulted in a decline of 57.3% in operating profit compared with fiscal 2003.

#### [Equipment Group]

- The mobile handset business in North America experienced strong sales on account of the release of new models during the Christmas season and expansion of customer base, generating a significant increase in sales. In the domestic market, Kyocera introduced, in the second half of fiscal 2004, new models equipped with an electronic compass that support KDDI's navigation system, Ez Navi Walk, as well as models that support the third generation (3G) mobile service, WIN. Despite these efforts, sales fell short of the high level registered in fiscal 2003. Profit from operations in this segment declined as increasing development costs for mobile handset in Japan and price erosion of mobile handsets and PHS-related products in China offset the improvement in profitability at the U.S. subsidiary.
- In optical instruments, the sales drop of still cameras forced sales down strikingly. Digital cameras, however, enjoyed a large increase in sales, especially in Japan, due mainly to the release of 12 new products, notably a series equipped with R-TUNE, an image processing chip that vastly improves the continuous shot function. A decrease in sales coupled with development costs for new digital cameras caused profits to drop here.
- New product introductions basing upon the "Ecosys Concept", such as color copiers, printers and multi-functioned peripherals (MFPs), and also from very favorable market response to enhanced product reliability brought increase of large orders of printers and better performance in printer sales by copier dealers. These made the sales of information equipment rose. A change in product lineup to increase the portion of high-value-added items and cost reduction efforts by standardization of engines between the printers and the MFPs and by expanded production in China, resulted in an increase in operating profits.

#### [Others]

• Kyocera Chemical contributed to sales and profits from the beginning of the fiscal year, while Kyocera Communication Systems Co., Ltd. (KCCS) and Kyocera Leasing Co., Ltd. posted major sales and profit gains. These resulted in increases in net sales and operating profit in this segment by 18.1% and 30.6%, respectively, compared to fiscal 2003.

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### <Orders and Production (Consolidated)>

|                              | (Y          | (Yen in millions)     |          |  |  |
|------------------------------|-------------|-----------------------|----------|--|--|
|                              | Years Ended | Years Ended March 31, |          |  |  |
|                              | 2004        | 2003                  | % Change |  |  |
| Orders                       | 1,183,388   | 1,093,554             | 8.2      |  |  |
| Fine Ceramics Group          | 264,439     | 238,419               | 10.9     |  |  |
| Electronic Device Group      | 267,444     | 236,883               | 12.9     |  |  |
| Equipment Group              | 565,929     | 538,967               | 5.0      |  |  |
| Others                       | 104,052     | 93,103                | 11.8     |  |  |
| Adjustments and eliminations | (18,476)    | (13,818)              |          |  |  |
| Production                   | 1,140,987   | 1,032,097             | 10.6     |  |  |
| Fine Ceramics Group          | 256,703     | 231,358               | 11.0     |  |  |
| Electronic Device Group      | 254,932     | 223,976               | 13.8     |  |  |
| Equipment Group              | 558,941     | 521,910               | 7.1      |  |  |
| Others                       | 70,411      | 54,853                | 28.4     |  |  |

<Geographic Segments>

|        | ()         | (Yen in millions)     |          |                       |  |
|--------|------------|-----------------------|----------|-----------------------|--|
|        | Years Ende | Years Ended March 31, |          | Years Ended March 31, |  |
|        | 2004       | 2003                  | % Change |                       |  |
| Sales  | 1,140,814  | 1,069,770             | 6.6      |                       |  |
| Japan  | 456,807    | 423,190               | 7.9      |                       |  |
| USA    | 251,326    | 264,755               | (5.1)    |                       |  |
| Asia   | 194,302    | 178,384               | 8.9      |                       |  |
| Europe | 156,929    | 144,293               | 8.8      |                       |  |
| Others | 81,450     | 59,148                | 37.7     |                       |  |

<Japan>

• Sales of consumer-related products, such as solar generating systems, and sales in "Others", including those of KCCS, achieved growth. Sales of Kinseki and Kyocera SLC Technologies were included, which were newly consolidated during fiscal 2004.

<United States>

• Sales declined due to negative impact from the yen's appreciation against the U.S. dollar and to the decreased sales of electronic device.

<Asia (excluding Japan)>

• Higher demand for electronic device for mobile handsets and PC-related equipment brought increase of the overall sales.

<Europe>

• Sales of consumer-related products, including modules for solar energy products, and information equipment grew.

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#### 2. Financial Position

<Cash Flows (Consolidated)>

• Cash and cash equivalents at the end of fiscal 2004 increased by ¥62,822 million to ¥361,132 million compared with the end of fiscal 2003.

|  | (1       | (Yen in millions)     |          |  |  |
|--|----------|-----------------------|----------|--|--|
|  | Year     | Years Ended March 31, |          |  |  |
|  | 2004     | 2003                  | Change   |  |  |
| Cash flows from operating activities                         | 62,575   | 160,754               | (98,179) |  |  |
| Cash flows from investing activities                         | 29,581   | (58,512)              | 88,093   |  |  |
| Cash flows from financing activities                         | (20,422) | (74,662)              | 54,240   |  |  |
| Effect of exchange rate changes on cash and cash equivalents | (8,912)  | (10,169)              | 1,257    |  |  |
| Net increase in cash and cash equivalents                    | 62,822   | 17,411                | 45,411   |  |  |
| Cash and cash equivalents at beginning of year               | 298,310  | 280,899               | 17,411   |  |  |
| Cash and cash equivalents at end of year                     | 361,132  | 298,310               | 62,822   |  |  |

[Cash Flows from Operating Activities]

• Net cash provided by operating activities in fiscal 2004 decreased by ¥98,179 million to ¥62,575 million from fiscal 2003 of ¥160,754 million. This was due mainly to increases in receivables and inventories, and in addition, settlement regarding LaPine Case of ¥35,454 million, although net income increased by ¥26,921 million to ¥68,086 million compared with fiscal 2003.

[Cash Flows from Investing Activities]

• Net cash provided by investing activities in fiscal 2004 increased by ¥88,093 million to ¥29,581 million from net cash used in fiscal 2003 of ¥58,512 million. This was due to an increase in proceeds from sales and maturities of securities, and in addition, withdrawal of restricted cash.

[Cash Flows from Financing Activities]

• Net cash used in financing activities in fiscal 2004 decreased by ¥54,240 million to ¥20,422 million from fiscal 2003 of ¥74,662 million. This was due mainly to a decrease in purchase of treasury stock.

<Cash Flows Indexes (Consolidated)>

- The ratio of market capitalization to total assets for in fiscal 2004 improved compared with fiscal 2003.
- Other indices below have been stable for these five years and Kyocera maintains a desirable financial and cash position.

|   |       | Years Ended March 31, |        |        |        |
|---|-------|-----------------------|--------|--------|--------|
|   | 2004  | 2003                  | 2002   | 2001   | 2000   |
| Stockholders' equity to total assets  | 64.3% | 61.4%                 | 63.2%  | 59.2%  | 65.6%  |
| Market capitalization to total assets   | 91.3% | 66.5%                 | 101.2% | 124.6% | 266.6% |
| Interest bearing debts per operating cash flows (years)   | 3.2   | 1.2                   | 1.5    | 1.5    | 1.2    |
| Operating cash flows per interest paid (ratio)<br>All indexes are computed on a consolidated basis. | 20.6  | 49.8                  | 26.6   | 37.3   | 34.7   |

All indexes are computed on a consolidated basis.

Interest bearing debts represent all debts with interest expense included in consolidated balance sheets.

## <Capital Expenditures and Depreciation (Consolidated)>

|                       | (Ye           | (Yen in millions)     |          |  |  |
|-----------------------|---------------|-----------------------|----------|--|--|
|                       | Years Ended I | Years Ended March 31, |          |  |  |
|                       | 2004          | 2003                  | % Change |  |  |
| Capital expenditures  | 54,937        | 40,614                | 35.3     |  |  |
| (% to net sales)      | 4.8%          | 3.8%                  | )        |  |  |
| Depreciation expenses | 60,861        | 64,988                | (6.4)    |  |  |
| (% to net sales)      | 5.3%          | 6.1%                  | ,        |  |  |

• Capital expenditures for fiscal 2004 were mainly focused on the streamlining of production processes to improve productivity. In Fine Ceramics Group, investments were made to expand the production capacity of solar generating systems. And in Electronic Device Group, investments for new facilities to start Micro-device business were made.

<Results for fiscal 2004 (Non-Consolidated)>

|                        | С          | (Yen in millions)     |          |  |
|------------------------|------------|-----------------------|----------|--|
|                        | Years Ende | Years Ended March 31, |          |  |
|                        | 2004       | 2003                  | % Change |  |
| Net sales              | 494,035    | 482,834               | 2.3      |  |
| Profit from operations | 41,222     | 42,407                | (2.8)    |  |
| Recurring profit       | 61,788     | 54,685                | 13.0     |  |
| Net income             | 60,663     | 27,923                | 117.2    |  |

<Cash Dividends for the Year>

• With regard to the year-end dividends, it will be decided at the 50<sup>th</sup> General Meeting of Shareholders, scheduled for June 25, 2004, that a cash distribution shall be made at the rate of 30 yen per share based on the premise of providing stable payments to stockholders. Accordingly, total dividends for the year, including the interim dividend of the same amount already paid, amounted to 60 yen per share, on par with fiscal 2003.

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### Basic Outlook and Future Management and Business Strategies

- 1. Economic Situation and Business Environment for the Year Ending March 31, 2005
- The overall global economy is expected to continue recovering in the year ending March 31, 2005 (fiscal 2005), despite the unstable geopolitical situation caused by factors such as problems in post-war Iraq. Resurgence in the U.S. economy is forecast to drive moderate revitalization in Europe and Japan, while persistent growth is projected for the Asian economy, particularly China.
- In the telecommunications and information processing market, a key area for Kyocera, rising popularity of advanced handsets featuring color LCDs and built-in cameras combined with further permeation in the Chinese market is expected to propel demand for mobile phones. In addition, stable growth is predicted to continue in PC-related markets.

#### 2. Forecasts for Fiscal 2005 (Consolidated)

|                            | (Yen in millions, except per share amounts and ex<br>March 31, 2005<br>(Forecast) | xchange rate)<br>% Change |
|----------------------------|---|---------------------------|
| Net sales                  | 1,260,000   | 10.4                      |
| Profit from operations     | 135,000   | 23.9                      |
| Income before income taxes | 140,000   | 21.7                      |
| Net income                 | 85,000  | 24.8                      |
| Diluted earnings per share | 455.40  |                           |
| Average US\$ exchange rate | 100   |                           |
| Average Euro exchange rate | 123   |                           |

3. Outlook and Future Business Strategies by Operating Segment (Consolidated)

|                              | (Yen in mil                  | lions)   |
|------------------------------|------------------------------|----------|
|                              | March 31, 2005<br>(Forecast) | % Change |
| Net sales                    | 1,260,000                    | 10.4     |
| Fine Ceramics Group          | 288,000                      | 12.6     |
| Electronic Device Group      | 274,000                      | 6.7      |
| Equipment Group              | 610,000                      | 11.8     |
| Others                       | 110,000                      | 9.4      |
| Adjustments and eliminations | (22,000)                     |          |
| Profit from operations       | 133,900                      | 73.6     |
| Fine Ceramics Group          | 39,500                       | 26.9     |
| Electronic Device Group      | 39,400                       | 680.7    |
| Equipment Group              | 42,000                       | 34.4     |
| Others                       | 13,000                       | 34.3     |
|                              |                              |          |

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#### <Fine Ceramics Group>

- Kyocera intends to continue expanding sales of image sensing device packages in response to the growing market for cameraequipped mobile handsets, as well as of organic packages and multilayer substrates for computer-related equipment and digital consumer equipment.
- Kyocera is expecting an increase in sales of fine ceramic parts for semiconductors and LCD fabrication equipment, and sapphire substrates.
- In solar system business, Kyocera will promote the creation of a global production system with heightened capacity and strive for business expansion to meet escalating worldwide demand.

#### <Electronic Device Group>

• With the integration of its crystal related products business between Kyocera Kinseki Corporation (previously Kinseki, Limited and renamed effective April 1, 2004) and Kyocera Corporation, Kyocera intends to increase sale by improving customer services including one stop supplying of Group crystal related products. Kyocera also aims to boost sales of high-capacitance ceramic capacitors for network servers and miniature timing devices for digital home appliances and to strive to develop next-generation telecommunications terminals and high-frequency modules for the automotive market in order to increase its share. In thin-film device business, Kyocera seeks to increase sales of color LCDs for industrial equipment, and for mobile handsets, and sales of thermal printheads for the digital printing market.

#### <Equipment Group>

- Kyocera aims to further strengthen development in its telecommunications equipment business by leveraging close ties between the R&D Center in Yokohama and Kyocera Telecommunications Research Corporation in the United States and also aims to meet diverse needs for telecommunication technologies by promoting not only basic research but also research for the application technology in mobile phone, such as EV-DO, and PHS technology, such as high-speed data communications systems.
- Kyocera will work to expand sales of information equipment business as a result of securing and promoting the favorable market reliability by launching color and monochrome printers with high endurance, basing upon the "Ecosys Concept" Kyocera will also standardize engines and components for printers and multi-functional peripherals to reduce production costs and bolster competitiveness in the market.
- To increase sales and raise profitability in the optical instrument business, Kyocera will focus on expanding its lineup of digital cameras, especially promoting the high-speed continuous shot function. Kyocera also aims to increase orders for digital camera modules for mobile handsets.

#### <Others>

- Kyocera Chemical will strive to boost sales of eco-friendly materials, strengthen development of functional and sheet materials, and maximize synergies with Kyocera group companies.
- KCCS will expand its communications service businesses for mobile phones, based on its data center, with the objective of advancing the realization of e-business.
- 4. Forecasts for Fiscal 2005 (Non-Consolidated)

|                        | (Yen in mi                   | llions)  |
|------------------------|------------------------------|----------|
|                        | March 31, 2005<br>(Forecast) | % Change |
| Net sales              | 562,000                      | 13.8     |
| Profit from operations | 50,000                       | 21.3     |
| Recurring profit       | 76,000                       | 23.0     |
| Net income             | 48,000                       | (20.9)   |

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#### **Note: Forward-Looking Statements**

Certain of the statements made in this document are forward-looking statements (within the meaning of Section 21E of the U.S. Securities and Exchange Act of 1934), which are based on our current assumptions and beliefs in light of the information currently available to us. These forward-looking statements involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors include, but are not limited to: general economic conditions in our markets, which are primarily Japan, North America, Europe, and Asia, including in particular China; changes in exchange rates, particularly between the yen and the U.S. dollar and Euro, respectively, in which we make significant sales; our ability to launch innovative products and otherwise meet the advancing technical requirements of our customers, particularly in the highly competitive markets for ceramics, semiconductor parts and electronic components; the extent and pace of future growth or contraction in information technology-related markets around the world, including those for communications and personal computers; and events that may impact negatively on our markets or supply chain, including terrorist acts and outbreaks of diseases such as SARS. Such risks, uncertainties and other factors may cause our actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position to be materially different from any future results, performance, achievements included in this document.

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### CONSOLIDATED BALANCE SHEETS

|  | Yen in millions   |       |            |       |                        |
|--|-------------------|-------|------------|-------|------------------------|
|  | March 31,         |       |            |       |                        |
|  | 2004 2003         |       |            |       |                        |
|  | Amount            | %     | Amount     | %     | Increase<br>(Decrease) |
| urrent assets :  |                   |       |            |       |                        |
| Cash and cash equivalents  | ¥ 361,132         |       | ¥ 298,310  |       | ¥ 62,822               |
| Restricted cash  |                   |       | 56,368     |       | (56,368)               |
| Short-term investments   | 3,855             |       | 14,651     |       | (10,796)               |
| Trade notes receivable   | 33,801            |       | 35,446     |       | (1,645)                |
| Trade accounts receivable  | 207,583           |       | 179,750    |       | 27,833                 |
| Short-term finance receivables   | 70,553            |       | 31,254     |       | 39,299                 |
| Less allowances for doubtful accounts and sales returns  | (8,468)           |       | (7,703)    |       | (765                   |
| Inventories  | 197,194           |       | 183,156    |       | 14,038                 |
| Deferred income taxes  | 34,957            |       | 52,136     |       | (17,179                |
| Other current assets   | 33,089            |       | 19,054     |       | 14,035                 |
| Total current assets   | 933,696           | 52.0  | 862,422    | 52.7  | 71,274                 |
|  |                   |       |            |       |                        |
| on-current assets :<br>Investments in and advances to affiliates and unconsolidated subsidiaries | 24.054            |       | 24,398     |       | (211                   |
| Securities and other investments   | 24,054<br>430,096 |       | 308,137    |       | (344)<br>121,959       |
| Securities and other investments   | 430,090           |       | 308,137    |       | 121,939                |
| Total investments and advances   | 454,150           | 25.3  | 332,535    | 20.3  | 121,615                |
| Long-term finance receivables  | 88,512            | 5.0   | 125,728    | 7.7   | (37,216                |
| Property, plant and equipment, at cost :   |                   |       |            |       |                        |
| Land   | 54,867            |       | 53,973     |       | 894                    |
| Buildings  | 217,216           |       | 203,387    |       | 13,829                 |
| Machinery and equipment  | 622,721           |       | 587,076    |       | 35,645                 |
| Construction in progress   | 10,384            |       | 5,483      |       | 4,901                  |
| Less accumulated depreciation  | (650,668)         |       | (600,414)  |       | (50,254                |
|  | 254,520           | 14.2  | 249,505    | 15.3  | 5,015                  |
| Goodwill   | 25,254            | 1.4   | 25,703     | 1.6   | (449                   |
| Intangible assets  | 16,645            | 0.9   | 15,068     | 0.9   | 1,577                  |
| Other assets   | 21,981            | 1.2   | 24,053     | 1.5   | (2,072                 |
| Other assets   | 21,981            | 1.2   | 24,033     | 1.5   | (2,072                 |
| Total non-current assets   | 861,062           | 48.0  | 772,592    | 47.3  | 88,470                 |
|  | ¥1,794,758        | 100.0 | ¥1,635,014 | 100.0 | ¥159,744               |
|  |                   |       |            |       |                        |

Note 1: Restricted cash represents the amount of the time deposit to a financial institution in order to reduce the cost for the issuance of letter of credit in connection with the litigation against LaPine. Kyocera Corporation withdrew all restricted cash because Kyocera Corporation reached agreement to settle all claims in pending litigation on December 22, 2003 (U.S. time).

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| Yen in millions     |                         |                     |                           |
|---------------------|-------------------------|---------------------|---------------------------|
| March 31,           |                         |                     |                           |
| 2004 2003           |                         | _                   |                           |
| Amount              | % Amount                | %                   | Increase<br>(Decrease)    |
|                     |                         |                     |                           |
|                     | ¥ 107,886               |                     | ¥(23,071)                 |
| /                   | 30,198                  |                     | 14,324                    |
| 98,10               | 98,105                  |                     | 12,654                    |
| 28,42               | 28,428                  |                     | 9,687                     |
| 33,05               | 33,059                  |                     | 1,102                     |
| 28,06               | 28,060                  |                     | (9,006)                   |
| 41,86               | 41,862                  |                     | (41,862)                  |
| 23,38               | 23,387                  |                     | 5,278                     |
| 14,58               | 14,589                  |                     | 1,959                     |
| .0 405,57           | <b>21.0</b> 405,574     | 24.8                | (28,935)                  |
|                     |                         |                     |                           |
| 60.73               | 60.736                  |                     | 9,872                     |
| 74.90               | 74,906                  |                     | (36,286)                  |
|                     | 22,879                  |                     | 72,619                    |
|                     | 5,859                   |                     | 550                       |
| .7 164,38           | <b>11.7</b> 164,380     | 10.0                | 46,755                    |
|                     |                         |                     |                           |
| 569,95              | <b>32.7</b> 569,954     | 34.8                | 17,820                    |
| 6.0 61,56           | 3.0 61,560              | 3.8                 | (8,322)                   |
|                     |                         |                     |                           |
| 115,70              | 115,703                 |                     |                           |
|                     | 167,675                 |                     | (5,584)                   |
|                     | 828,350                 |                     | 56,912                    |
| ,                   | (56,194)                | 1                   | 78,240                    |
|                     | (52,034)                |                     | 20,678                    |
| <b>.3</b> 1,003,50  | <b>64.3</b> 1,003,500   | 61.4                | 150,246                   |
| <b>.0</b> ¥1,635.01 | <b>100.0</b> ¥1.635.014 | 100.0               | ¥159,744                  |
| ).                  | 100.                    | <b>0</b> ¥1,635,014 | <b>0</b> ¥1,635,014 100.0 |

Note 2: Accumulated other comprehensive income is as follows:

|  | Yen in millions |                      |  |
|--|-----------------|----------------------|--|
|  | March 31,       |                      |  |
|  | 2004            | 2003                 |  |
| Net unrealized gain (loss ) on securities  | ¥ 59,241        | ¥(29,955)            |  |
| Net unrealized losses on derivative financial instruments<br>Minimum pension liability adjustments |                 | ¥ (331)<br>¥(10,931) |  |
| Foreign currency translation adjustments   | ¥(35,670)       | ¥(14,977)            |  |

# CONSOLIDATED STATEMENTS OF INCOME

|   | Yen in millions, except per share amounts |         |       |                      |       |                    |        |  |
|---|---|---------|-------|----------------------|-------|--------------------|--------|--|
|   |   | Ye      |       |                      |       |                    |        |  |
|   |   | 2004    |       | 2003                 |       | Increas<br>(Decrea |        |  |
|   | 1   | Amount  | %     | Amount               | %     | Amount             | %      |  |
| Net sales   | ¥1,                                       | 140,814 | 100.0 | ¥1,069,770           | 100.0 | ¥ 71,044           | 6.6    |  |
| Cost of sales   |   | 860,224 | 75.4  | 796,258              | 74.4  | 63,966             | 8.0    |  |
| Gross profit  |   | 280,590 | 24.6  | 273,512              | 25.6  | 7,078              | 2.6    |  |
| Selling, general and administrative expenses  |   | 171,628 | 15.0  | 190,124              | 17.8  | (18,496)           |        |  |
|   |   | ,<br>   |       | · · · ·              |       |                    |        |  |
| Profit from operations  |   | 108,962 | 9.6   | 83,388               | 7.8   | 25,574             | 30.7   |  |
| Other income or expenses :  |   |         |       |                      |       |                    |        |  |
| Interest and dividend income  |   | 4,883   | 0.4   | 5,194                | 0.5   | (311)              | (6.0)  |  |
| Interest expense  |   | (1,286) |       |                      |       |                    | _      |  |
| Foreign currency transaction losses   |   | (1,546) |       |                      |       |                    | (1(7)  |  |
| Equity in earnings of affiliates and unconsolidated subsidiaries<br>Loss on devaluation of investment in an affiliate |   | 2,575   | 0.2   | 3,092                | 0.3   |                    | (16.7) |  |
| Loss on devaluation of investment in an armittee  |   | (1,030) |       | (5,159)<br>(2,883)   |       |                    |        |  |
| Other, net  |   | 2,482   | 0.2   | (2,885)              |       |                    |        |  |
| ould, let   |   | 2,402   | 0.2   | (750)                | (0.1) | 3,240              |        |  |
| Total other income or expenses  |   | 6,078   | 0.5   | (7,351)              | (0.7) | 13,429             |        |  |
| Income before income taxes, minority interests and cumulative effect  |   |         |       |                      |       |                    |        |  |
| of change in accounting principle   |   | 115,040 | 10.1  | 76,037               | 7.1   | 39,003             | 51.3   |  |
| Income taxes  |   | 50,310  | 4.4   | 32,780               | 3.1   | 17,530             | 53.5   |  |
|   |   | 20,010  |       |                      |       | 17,000             |        |  |
| Income before minority interests and cumulative effect of change in   |   |         |       |                      |       |                    |        |  |
| accounting principle  |   | 64,730  | 5.7   | 43,257               | 4.0   | 21,473             | 49.6   |  |
| Minority interests  |   | 3,356   | 0.3   | 164                  | 0.1   | 3,192              |        |  |
| Income before cumulative effect of change in accounting principle :   |   | 68,086  | 6.0   | 43,421               | 4.1   | 24,665             | 56.8   |  |
| Cumulative effect of change in accounting principle, net of taxes.  |   |         |       | (2,256)              | (0.3) | 2,256              |        |  |
| Net income  | ¥   | 68,086  | 6.0   | ¥ 41,165             | 3.8   | ¥ 26,921           | 65.4   |  |
|   |   |         |       |                      |       |                    |        |  |
| Earnings per share :  |   |         |       |                      |       |                    |        |  |
| Income before cumulative effect of change in accounting principle :   | \$7                                       | 264 70  |       | V 222.02             |       |                    |        |  |
| Basic<br>Diluted  | ¥<br>¥                                    | 364.79  |       | ¥ 233.02<br>¥ 232.97 |       |                    |        |  |
| Net income :  | Ŧ   | 364.78  |       | ŧ 252.97             |       |                    |        |  |
| Basic   | ¥   | 364.79  |       | ¥ 220.91             |       |                    |        |  |
| Diluted   | ¥   | 364.78  |       | ¥ 220.91             |       |                    |        |  |
| Weighted average number of shares of common stock outstanding<br>(shares in thousands) :                              | T   | 50-1.70 |       | 1 220.00             |       |                    |        |  |
| Basic   |   | 186,643 |       | 186,338              |       |                    |        |  |
| Diluted   |   | 186,649 |       | 186,382              |       |                    |        |  |
|   |   |         |       |                      |       |                    |        |  |

Notes:

- 1. Kyocera applies SFAS No.130, "Financial Reporting of Comprehensive Income." Based on this standard, comprehensive income for years ended March 31, 2004 and 2003 was an increase of 146,326 million yen and 7,721 million yen, respectively.
- 2. Earnings per share amounts were computed based on SFAS No.128, "Earnings per Share." Under SFAS No.128, basic earnings per share was computed based on the average number of shares of common stock outstanding during each period and diluted earnings per share assumed the dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock.
- 3. Effective April 1, 2002, Kyocera adopted SFAS No.142, "Goodwill and Other Intangible Assets." Upon the adoption of the standard, Kyocera recognized cumulative effects of these changes in accounting principle, net of tax amounted to 2,256 million yen for years ended March 31, 2003.
- 4. Kyocera and its certain domestic subsidiary recognized settlement gain amounted to 18,917 million yen as a completion of the transfer to the government of the substitutional portion of the benefit obligation and related plan assets. This gain was recognized in accordance with the Emerging Issues Task Force Issue No. 03-2, "Accounting for the Transfer to the Japanese Government of the Substitutional Portion of Employee Pension Fund Liabilities" and was included in profit from operations for the year ended March 31, 2004.

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# CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

|   | (Yen in millions and shares in thousands) |                                   |                      |       |                                  |     |                          |    |                       |
|---|---|-----------------------------------|----------------------|-------|----------------------------------|-----|--------------------------|----|-----------------------|
| (Number of shares of common stock)                        | Common<br>stock                           | Additional<br>paid-<br>in capital | Retained<br>earnings | compr | lated other<br>rehensive<br>come | Tre | easury stock,<br>at cost | Co | mprehensive<br>income |
| Balance, March 31, 2002 (189,042)                         | ¥115,703                                  | ¥158,228                          | ¥798,407             | ¥     | (22,750)                         | ¥   | (10,110)                 |    |                       |
| Net income for the year                                   |   |                                   | 41,165               |       |                                  |     |                          | ¥  | 41,165                |
| Other comprehensive income                                |   |                                   | ,                    |       | (33,444)                         |     |                          |    | (33,444)              |
| Total comprehensive income for the year                   |   |                                   |                      |       |                                  |     |                          | ¥  | 7,721                 |
| Stock issuance for acquisition of                         |   |                                   |                      |       |                                  |     |                          |    |                       |
| a subsidiary (991)  |   | 9,381                             |                      |       |                                  |     |                          |    |                       |
| Cash dividends  |   |                                   | (11,222)             | )     |                                  |     |                          |    |                       |
| Purchase of treasury stock (5,080)                        |   |                                   |                      |       |                                  |     | (42,015)                 |    |                       |
| Reissuance of treasury stock (11)                         |   | 0                                 |                      |       |                                  |     | 91                       |    |                       |
| Stock option plan of a subsidiary                         |   | 66                                |                      |       |                                  |     |                          |    |                       |
| Balance, March 31, 2003 (184,964)                         | 115,703                                   | 167,675                           | 828,350              |       | (56,194)                         |     | (52,034)                 |    |                       |
| Net income for the year                                   |   |                                   | 68,086               |       |                                  |     |                          | ¥  | 68,086                |
| Other comprehensive income                                |   |                                   |                      |       | 78,240                           |     |                          |    | 78,240                |
| Total comprehensive income for the year                   |   |                                   |                      |       |                                  |     |                          | ¥  | 146,326               |
| Cash dividends  |   |                                   | (11,174)             | 1     |                                  |     |                          |    |                       |
| Purchase of treasury stock (14)                           |   |                                   | (11,171)             |       |                                  |     | (105)                    |    |                       |
| Reissuance of treasury stock (5)                          |   | 4                                 |                      |       |                                  |     | 44                       |    |                       |
| Exchange of stock for acquisition of an affiliate (2,529) |   | (5,607)                           |                      |       |                                  |     | 20,739                   |    |                       |
| Stock option plan of a subsidiary                         |   | 19                                |                      |       |                                  |     | -0,709                   |    |                       |
|   |   |                                   |                      |       |                                  |     |                          |    |                       |
| Balance, March 31, 2004 (187,484)                         | ¥115,703                                  | ¥162,091                          | ¥885,262             | ¥     | 22,046                           | ¥   | (31,356)                 |    |                       |
|   |   |                                   |                      |       |                                  |     |                          |    |                       |

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| CONSOLIDATED       | <b>STATEMENTS</b> | OF CASH FLOWS |
|--------------------|-------------------|---------------|
| e er is e misri me | 01111111111111    |               |

|  | Yen in millions   |          |  |
|--|-------------------|----------|--|
|  | Years ended March |          |  |
|  | 2004              | 2003     |  |
| Cash flows from operating activities :   |                   |          |  |
| Net income   | ¥ 68,086          | ¥ 41,165 |  |
| Adjustments to reconcile net income to net cash provided by operating activities : | 1 00,000          | 1 .1,100 |  |
| Depreciation and amortization  | 70,260            | 75,320   |  |
| Losses on inventories  | 11,228            | 6,966    |  |
| Loss on devaluation of investment in an affiliate                                  |                   | 5,159    |  |
| Cumulative effect of change in accounting principle                                |                   | 2,256    |  |
| Foreign currency adjustments   | 1,294             | 5,139    |  |
| Increase in receivables  | (34,704)          | (948)    |  |
| (Increase) decrease in inventories   | (32,966)          | 11,067   |  |
| (Increase) decrease in other current assets  | (4,402)           | 1,128    |  |
| Increase in notes and accounts payable   | 20,701            | 13,247   |  |
| Settlement regarding LaPine Case   | (35,454)          | —        |  |
| Other, net   | (1,468)           | 255      |  |
| Net cash provided by operating activities  | 62,575            | 160,754  |  |
|  |                   |          |  |
| Cash flows from investing activities :   | (25.004)          | (50.044) |  |
| Payments for purchases of securities   | (37,981)          | (52,244) |  |
| Payments for purchases of investments and advances                                 | (7,917)           | (1,035)  |  |
| Sales and maturities of securities   | 77,487            | 34,350   |  |
| Proceeds from sales of investment in an affiliate                                  | 5,004             |          |  |
| Payments for purchases of property, plant and equipment, and intangible assets     | (58,869)          | (47,101) |  |
| Proceeds from sales of property, plant and equipment, and intangible assets        | 2,720             | 3,122    |  |
| Acquisitions of businesses, net of cash acquired                                   | (2,271)           | 4,058    |  |
| Deposit of restricted cash   | (1,994)           | (1,477)  |  |
| Withdrawal of restricted cash  | 52,983            | 1.015    |  |
| Other, net   | 419               | 1,815    |  |
| Net cash provided by (used in) investing activities                                | 29,581            | (58,512) |  |
| Cash flows from financing activities :   |                   |          |  |
| Decrease in short-term debt  | (23,823)          | (3,475)  |  |
| Proceeds from issuance of long-term debt   | 48,975            | 1,568    |  |
| Payments of long-term debt   | (33,152)          | (19,152) |  |
| Dividends paid   | (12,372)          | (12,382) |  |
| Net purchases of treasury stock  | (33)              | (42,010) |  |
| Other, net   | (17)              | 789      |  |
| Net cash used in financing activities  | (20,422)          | (74,662) |  |
| Effect of exchange rate changes on cash and cash equivalents                       | (8,912)           | (10,169) |  |
| Enter of exemutize fute changes on cash and cash equivalents                       | (0,712)           | (10,109) |  |
| Net increase in cash and cash equivalents  | 62,822            | 17,411   |  |
| Cash and cash equivalents at beginning of year                                     | 298,310           | 280,899  |  |
| Cash and cash equivalents at end of year   | ¥361,132          | ¥298,310 |  |
|  |                   |          |  |

# SUPPLEMENTAL CASH FLOW INFORMATION

|  | Yen in millions           |
|--|---------------------------|
|  | Years ended March 31,     |
|  | 2004 2003                 |
| Cash paid during the year for :                |                           |
| Interest                                       | ¥ 3,043 ¥ 3,230           |
| Income taxes                                   | <b>38,774</b> 32,012      |
| Acquisitions of businesses :                   |                           |
| Fair value of assets acquired                  | ¥ 56,506 ¥ 32,015         |
| Fair value of liabilities assumed              | (19,804) (22,584)         |
| Investments accounted for by the equity method | (4,600) —                 |
| Stock issuance for acquisition                 | <b>(15,132)</b> (9,381)   |
| Cash acquired                                  | ( <b>14,699</b> ) (4,108) |
|  |                           |
|  | ¥ 2,271 ¥ (4,058)         |
|  |                           |

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# SEGMENT INFORMATION

1. Operating segments :

|  | Yen in millions  |                  |              |                 |  |
|--|------------------|------------------|--------------|-----------------|--|
|  | Years ende       |                  |              |                 |  |
|  | 2004             | 2003             | Increase (De | crease)         |  |
|  | Amount           | Amount           | Amount       | %               |  |
| Net sales :  |                  |                  |              |                 |  |
| Fine Ceramics Group  | ¥ 255,805        | ¥ 238,867        |              | 7.1             |  |
| Electronic Device Group  | 256,906          | 227,962          |              | 12.7            |  |
| Equipment Group  | 545,811          | 529,784          |              | 3.0             |  |
| Others   | 100,505          | 85,084           |              | 18.1            |  |
| Adjustments and eliminations   | (18,213)         | (11,927          | ) (6,286)    |                 |  |
|  | ¥1,140,814       | ¥1,069,770       | ¥ 71,044     | 6.6             |  |
| Operating profit :   |                  |                  |              |                 |  |
| Fine Ceramics Group  | ¥ 31,139         | ¥ 18,797         | ¥ 12,342     | 65.7            |  |
| Electronic Device Group  | 5,047            | 11,816           |              | (57.3)          |  |
| Equipment Group  | 31,257           | 40,020           |              | (21.9)          |  |
| Others   | 9,683            | 7,412            |              | 30.6            |  |
|  | 77,126           | 78,045           | (919)        | (1.2)           |  |
| Comparata  |                  |                  |              |                 |  |
| Corporate  | 34,871           | (5,619           | · · · ·      | (16.7)          |  |
| Equity in earnings of affiliates and unconsolidated subsidiaries<br>Adjustments and eliminations | 2,575<br>468     | 3,092<br>519     |              | (16.7)<br>(9.8) |  |
| Aujustments and eminiations  | 408              | 519              | (31)         | (9.8)           |  |
| Income before income taxes   | ¥ 115,040        | ¥ 76,037         | ¥ 39,003     | 51.3            |  |
| Segment assets :   |                  |                  |              |                 |  |
| Fine Ceramics Group  | ¥ 194,073        | ¥ 179,052        | ¥ 15,021     | 8.4             |  |
| Electronic Device Group  | 349,755          | 333,392          |              | 4.9             |  |
| Equipment Group  | 315,851          | 280,848          |              | 12.5            |  |
| Others   | 260,818          | 250,848          |              | 4.0             |  |
|  |                  |                  |              |                 |  |
|  | 1,120,497        | 1,044,140        | 76,357       | 7.3             |  |
| Corporate  | 696,298          | 602,046          |              | 15.7            |  |
| Investments in and advances to affiliates and unconsolidated subsidiaries                        | 24,054           | 24,398           | (344)        | (1.4)           |  |
| Adjustments and eliminations   | (46,091)         | (35,570          | ) (10,521)   | —               |  |
| Total assets   | ¥1,794,758       | ¥1,635,014       | ¥159,744     | 9.8             |  |
| ~  |                  |                  |              |                 |  |
| Depreciation and amortization :  | V 4 4 800        | V 10.00-         | V /1 (00)    | (0.0)           |  |
| Fine Ceramics Group  | ¥ 16,729         | ¥ 18,337         |              | (8.8)           |  |
| Electronic Device Group<br>Equipment Group   | 23,323<br>22,814 | 25,870<br>24,445 |              | (9.8)           |  |
| Others   | 4,838            | 24,445<br>4,090  |              | (6.7)<br>18.3   |  |
| Corporate  | 2,556            | 2,578            |              | (0.9)           |  |
|  |                  | _,;; ; ; ;       | (==)         |                 |  |
| Total  | ¥ 70,260         | ¥ 75,320         | ¥ (5,060)    | (6.7)           |  |
| Capital expenditures :   |                  |                  |              |                 |  |
| Fine Ceramics Group  | ¥ 13,307         | ¥ 8,095          | ¥ 5,212      | 64.4            |  |
| Electronic Device Group  | 18,612           | 13,501           |              | 37.9            |  |
| Equipment Group  | 18,303           | 13,311           |              | 37.5            |  |
|  |                  |                  |              |                 |  |

| Others    | 1,099    | 4,053    | ( )      | . ,   |
|-----------|----------|----------|----------|-------|
| Corporate | 3,616    | 1,654    | 1,962    | 118.6 |
|           |          |          |          |       |
| Total     | ¥ 54,937 | ¥ 40,614 | ¥ 14,323 | 35.3  |
|           |          |          |          |       |

2. Geographic segments (Sales and operating profit by geographic area) :

|  | Yen in millions |                 |                    |        |  |  |  |
|--|-----------------|-----------------|--------------------|--------|--|--|--|
|  | Years ended     |                 |                    |        |  |  |  |
|  | 2004            | 2003            | Increas<br>(Decrea |        |  |  |  |
|  | Amount          | Amount          | Amount             | %      |  |  |  |
| Net sales :  |                 |                 |                    |        |  |  |  |
| Japan  | ,               | ¥ 489,408       | ¥ 30,124           | 6.2    |  |  |  |
| Intra-group sales and transfer between geographic areas          | 284,346         | 244,316         | 40,030             | 16.4   |  |  |  |
|  | 803,878         | 733,724         | 70,154             | 9.6    |  |  |  |
| United States of America   | 313,007         | 307,298         | 5,709              | 1.9    |  |  |  |
| Intra-group sales and transfer between geographic areas          | 20,815          | 23,415          | (2,600)            |        |  |  |  |
|  | 333,822         | 330,713         | 3,109              | 0.9    |  |  |  |
| Asia   | 128,629         | 107,857         | 20,772             | 19.3   |  |  |  |
| Intra-group sales and transfer between geographic areas          | 100,527         | 74,419          | 26,108             | 35.1   |  |  |  |
|  | 229,156         | 182,276         | 46,880             | 25.7   |  |  |  |
| Europe   | 161,364         | 151,525         | 9,839              | 6.5    |  |  |  |
| Intra-group sales and transfer between geographic areas          | 32,918          | 29,666          | 3,252              | 11.0   |  |  |  |
|  | 194,282         | 181,191         | 13,091             | 7.2    |  |  |  |
| Others   | 18,282          | 13,682          | 4,600              | 33.6   |  |  |  |
| Intra-group sales and transfer between geographic areas          | 7,686           | 8,269           | (583)              | (7.1)  |  |  |  |
|  | 25,968          | 21,951          | 4,017              | 18.3   |  |  |  |
| Adjustments and eliminations                                     | (446,292)       | (380,085)       | (66,207)           |        |  |  |  |
|  | ¥1,140,814      | ¥1,069,770      | ¥ 71,044           | 6.6    |  |  |  |
| Operating profit :   |                 |                 |                    |        |  |  |  |
| Japan<br>Main 1997 - Standing                                    | ¥ 89,193        |                 | ¥ 13,572           | 17.9   |  |  |  |
| United States of America<br>Asia                                 | 2,560<br>9,829  | 4,189<br>10,368 | (1,629)<br>(539)   |        |  |  |  |
| Europe   | (17,601)        | (9,595)         | (8,006)            | (3.2)  |  |  |  |
| Others   | 1,042           | 842             | 200                | 23.8   |  |  |  |
|  | 85,023          | 81,425          | 3,598              | 4.4    |  |  |  |
| Adjustments and eliminations                                     | (7,429)         | (2,861)         | (4,568)            |        |  |  |  |
|  | 77,594          | 78,564          | (970)              | (1.2)  |  |  |  |
| Corporate  | 34,871          | (5,619)         | 40,490             |        |  |  |  |
| Equity in earnings of affiliates and unconsolidated subsidiaries | 2,575           | 3,092           |                    | (16.7) |  |  |  |
|  |                 | _               | =                  | -      |  |  |  |

3. Geographic segments (Sales by region) :

|  |            | Yen in millions       |            |       |                        |       |  |  |
|--|------------|-----------------------|------------|-------|------------------------|-------|--|--|
|  | Y          | Years ended March 31, |            |       |                        |       |  |  |
|  | 2004       | 2004 2003             |            |       | Increase<br>(Decrease) |       |  |  |
|  | Amount     | %                     | Amount     | %     | Amount                 | %     |  |  |
| Japan                                  | ¥ 456,807  | 40.0                  | ¥ 423,190  | 39.6  | ¥ 33,617               | 7.9   |  |  |
| United States of America               | 251,326    | 22.0                  | 264,755    | 24.7  | (13,429)               | (5.1) |  |  |
| Asia                                   | 194,302    | 17.0                  | 178,384    | 16.7  | 15,918                 | 8.9   |  |  |
| Europe                                 | 156,929    | 13.8                  | 144,293    | 13.5  | 12,636                 | 8.8   |  |  |
| Others                                 | 81,450     | 7.2                   | 59,148     | 5.5   | 22,302                 | 37.7  |  |  |
|  |            |                       |            |       |                        |       |  |  |
| Net sales                              | ¥1,140,814 | 100.0                 | ¥1,069,770 | 100.0 | ¥ 71,044               | 6.6   |  |  |
|  |            |                       |            |       |                        |       |  |  |
| Sales outside Japan                    | ¥ 684,007  |                       | ¥ 646,580  |       | ¥ 37,427               | 5.8   |  |  |
| Sales outside Japan ratio to net sales | 60.0%      |                       | 60.4%      | )     |                        |       |  |  |

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## **INVESTMENTS IN DEBT AND EQUITY SECURITIES**

Available-for-sale securities are recorded at fair value, with unrealized gains and losses excluded from income and reported in other comprehensive income, net of tax. Held-to-maturity securities are recorded at amortized cost. Investments in debt and equity securities at March 31, 2004 and 2003, included in short-term investments (current assets) and securities and other investments (non-current assets) are summarized as follows :

|   |          | Yen in millions                 |          |                               |          |          |         |          |  |                               |
|---|----------|---------------------------------|----------|-------------------------------|----------|----------|---------|----------|--|-------------------------------|
|   |          | March 31,                       |          |                               |          |          |         |          |  |                               |
|   |          | 20                              | 04       |                               | 2003     |          |         |          |  |                               |
|   | Cost     | Aggregate unrealized unrealized |          | Gross<br>unrealized<br>losses | Cost     | 88 8     |         |          |  | Gross<br>unrealized<br>losses |
| Available-for-sale securities :                 |          |                                 |          |                               |          |          |         |          |  |                               |
| Corporate debt securities                       | ¥ 14,961 | ¥ 14,891                        | ¥ 27     | ¥ 97                          | ¥ 29,754 | ¥ 29,610 | ¥ 6     | ¥ 150    |  |                               |
| Other debt securities                           | 33,100   | 29,793                          | 11       | 3,318                         | 36,927   | 32,566   | 4       | 4,365    |  |                               |
| Equity securities                               | 261,037  | 363,548                         | 102,568  | 57                            | 259,942  | 212,902  | 2,671   | 49,711   |  |                               |
| Total available-for-sale securities             | 309,098  | 408,232                         | 102,606  | 3,472                         | 326,623  | 275,078  | 2,681   | 54,226   |  |                               |
| Held-to-maturity securities :                   |          |                                 |          |                               |          |          |         |          |  |                               |
| Corporate debt securities                       |          | _                               |          |                               | 19,240   | 19,190   | 0       | 50       |  |                               |
| Other debt securities                           | 21,093   | 21,165                          | 72       | _                             | 25,276   | 25,327   | 51      | 0        |  |                               |
|   |          |                                 |          |                               |          |          |         |          |  |                               |
| Total held-to-maturity securities               | 21,093   | 21,165                          | 72       |                               | 44,516   | 44,517   | 51      | 50       |  |                               |
|   |          |                                 |          |                               |          |          |         |          |  |                               |
| Total investments in debt and equity securities | ¥330,191 | ¥429,397                        | ¥102,678 | ¥ 3,472                       | ¥371,139 | ¥319,595 | ¥ 2,732 | ¥ 54,276 |  |                               |
|   |          |                                 |          |                               |          |          |         |          |  |                               |

Note: Cost represents amortized cost for held-to-maturity securities and acquisition cost for available-for-sale securities. The cost basis of the individual securities is written down to fair value as a new cost basis when other-than-temporary impairment is recognized.

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### BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

1. Scope of consolidation and application of the equity method :

Major consolidated subsidiaries :

AVX CORPORATION KYOCERA WIRELESS CORPORATION KYOCERA MITA CORPORATION KYOCERA ELCO CORPORATION

Major affiliates accounted for by the equity method :

#### TAITO CORPORATION

2. Changes in scope of consolidation and application of the equity method : Consolidation

| (Increase)    | Established : 12 | KYOCERA SLC TECHNOLOGIES CORP. and others |
|---------------|------------------|---|
|               | Acquired : 10    | KINSEKI, LTD. and others                  |
| (Decrease)    | Liquidated : 5   | KYOCERA TYCOM JAPAN INC. and others       |
| Equity method | 1                |   |
| (Increase)    | Participated : 2 | WIRELESS LOGIX. INC. and other            |
| (Decrease)    | Moved to consol  | lidation : 1<br>KINSEKI, LTD.             |
|               | Liquidated : 2   | SANGA FOODS LTD. and other                |
|               | Sold : 2         | SK TELETECH CO., LTD and other            |
|               |                  |   |

#### 3. Employee benefits plan

Kyocera adopts SFAS No. 87 for the calculation of employee benefits plan.

#### (Supplemental Information)

As a result of enactment of the "Defined Contribution Corporate Pension Plan Law", Kyocera Corporation and its certain domestic subsidiary were approved by the Ministry of the Health, Labour and Welfare for the transfer to the government of the benefit obligation related to past employee service under the substitutional portion during the year ended March 31, 2004. Gain related to this separation was recognized upon completion of the transfer to the government of the substitutional portion of employee benefit obligation and related plan assets in accordance with accounting principles generally accepted in the United States of America. Please refer to the page 21 regarding to the impact of this gain upon the consolidated results for the year ended March 31, 2004.

After completion of the separation of the substitutional portion, Kyocera Corporation and its certain domestic subsidiary established their own benefit pension plans for employees. Benefits under those plans generally are based on the current rate of base salary, employee's position, length of service and conditions at the time of retirement. Employees of some overseas subsidiaries of Kyocera Corporation are covered by non-contributory defined benefit pension plans.

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# NON-CONSOLIDATED FINANCIAL STATEMENTS

# **RESULTS FOR THE YEAR ENDED MARCH 31, 2004**

# **KYOCERA CORPORATION**

## **Kyocera Corporation**

The non-consolidated financial statements are in conformity with accounting principles generally accepted in Japan.

Date of the board of directors' meeting for the results for the year : April 27, 2004 Date of the general meeting of shareholders : June 25, 2004

1. Results for the year ended March 31, 2004 :

(1) Results of operations :

|                                  | Years ended March 31, |                  |         |  |  |
|----------------------------------|-----------------------|------------------|---------|--|--|
|                                  | 2004                  | 2003             |         |  |  |
| Net sales                        | ¥494,035 million      | ¥482,834 million |         |  |  |
| % change from the previous year  | 2.                    | 3%               | (3.3)%  |  |  |
| Profit from operations           | 41,222 million        | 42,407 million   |         |  |  |
| % change from the previous year  | (2.                   | 8)%              | 10.5%   |  |  |
| Recurring profit                 | 61,788 million        | 54,685 million   |         |  |  |
| % change from the previous year  | 13.                   | 0%               | (3.1)%  |  |  |
| Net income                       | 60,663 million        | 27,923 million   |         |  |  |
| % change from the previous year  | 117.                  | 2%               | (19.0)% |  |  |
| Earnings per share :             |                       |                  |         |  |  |
| Basic                            | ¥324.70               | ¥149.45          |         |  |  |
| Diluted                          | ¥324.69               | —                |         |  |  |
| Return on equity                 | 6.4 %                 | 3.2              | 10      |  |  |
| Recurring profit to total assets | 5.3 %                 | 5.0 9            |         |  |  |
| Recurring profit to net sales    | 12.5 %                | 11.3             |         |  |  |

Notes :

1. Average number of common stock outstanding during the year

| Year ended March 31, 2004 : | 186,644,145 | shares |
|-----------------------------|-------------|--------|
| Year ended March 31, 2003 : | 186,338,707 | shares |

2. Change in accounting policies : None

(2) Dividend information :

|   | Years ended March 31, |                |
|---|-----------------------|----------------|
|   | 2004                  | 2003           |
| Year-end dividends per share              | ¥30.00                | ¥30.00         |
| Interim dividends per share               | 30.00                 | 30.00          |
| Annual dividends per share                | 60.00                 | 60.00          |
| Annual aggregate amount of dividends paid | 11,249 million        | 11,099 million |
| Dividends to net income                   | 18.5%                 | 40.1%          |
| Dividends to stockholders' equity         | 1.1%                  | 1.3%           |

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## (3) Financial position :

|   | March 31,  |                                       |
|---|--|---------------------------------------|
|   | 2004   | 2003                                  |
| Total assets<br>Stockholders' equity                                      | ¥1,241,012 million<br>1,029,738 million                      | ¥1,094,672 million<br>865,147 million |
| Stockholders' equity to total assets                                      | 83.0 %   | 79.0 %                                |
| Stockholders' equity per share  | ¥5,492.08  | ¥ 4,676.97                            |
| Notes : Total number of shares outstanding as of :                        |  |                                       |
| March 31, 2004<br>March 31, 2003  | 187,484,253 shares<br>184,964,360 shares                     |                                       |
| Total number of treasury stock as of :                                    |  |                                       |
| March 31, 2004<br>March 31, 2003  | 3,825,037 shares 6,344,930 shares                            |                                       |
| 2. Forecast for the year ending March 31, 2005 :                          |  |                                       |
|   | Year ending March 31, 2005                                   |                                       |
| Net sales<br>Recurring profit<br>Net income<br>Annual dividends per share | ¥562,000 million<br>76,000 million<br>48,00 million<br>60.00 |                                       |
| Note : Forecast of earnings per share:                                    | ¥ 255.70   |                                       |

With regard to the forecasts set forth above, please refer to the accompanying "Forward Looking Statements" on page 17.

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# **BALANCE SHEETS**

### ASSETS

|  |            | Yen in millions |            |       |                        |  |
|--|------------|-----------------|------------|-------|------------------------|--|
|  |            | March 31,       |            |       |                        |  |
|  | 2004       | 2004            |            |       | _                      |  |
|  | Amount     | %               | Amount     | %     | Increase<br>(Decrease) |  |
| Current assets :   |            |                 |            |       |                        |  |
| Cash and bank deposits                                   | ¥ 192,928  |                 | ¥ 208,418  |       | ¥(15,490)              |  |
| Trade notes receivable                                   | 50,414     |                 | 47,526     |       | 2,888                  |  |
| Trade accounts receivable                                | 85,441     |                 | 74,155     |       | 11,285                 |  |
| Marketable securities                                    |            |                 | 14,649     |       | (14,650)               |  |
| Finished goods and merchandise                           | 20,010     |                 | 21,829     |       | (1,819)                |  |
| Raw materials  | 20,058     |                 | 19,413     |       | 644                    |  |
| Work in process  | 21,904     |                 | 19,838     |       | 2,065                  |  |
| Supplies   | 742        |                 | 525        |       | 217                    |  |
| Deferred income taxes                                    | 10,806     |                 | 28,592     |       | (17,786)               |  |
| Short-term loans   | 3,178      |                 | 4,036      |       | (858)                  |  |
| Other accounts receivable                                | 5,772      |                 | 2,737      |       | 3,034                  |  |
| Refundable income taxes                                  | 2,645      |                 |            |       | 2,645                  |  |
| Other current assets                                     | 1,349      |                 | 1,191      |       | 158                    |  |
| Allowances for doubtful accounts                         | (144)      | )               | (26)       |       | (118)                  |  |
| Total current assets                                     | 415,103    | 33.4            | 442,887    | 40.5  | (27,785)               |  |
| Fixed assets :   |            |                 |            |       |                        |  |
| Tangible fixed assets :                                  |            |                 |            |       |                        |  |
| Buildings  | 36,499     |                 | 38,924     |       | (2,426)                |  |
| Structures   | 2,275      |                 | 2,451      |       | (177)                  |  |
| Machinery and equipment                                  | 37,163     |                 | 36,012     |       | 1,151                  |  |
| Vehicles   | 30         |                 | 28         |       | 1,101                  |  |
| Tools, furniture and fixtures                            | 9,232      |                 | 9,016      |       | 215                    |  |
| Land   | 31,972     |                 | 30,386     |       | 1,585                  |  |
| Construction in progress                                 | 1,634      |                 | 650        |       | 984                    |  |
| Total tangible fixed assets                              | 118,805    | 9.6             | 117,472    | 10.7  | 1,333                  |  |
|  |            |                 |            |       |                        |  |
| Intangible assets :                                      |            |                 |            |       | 60.4                   |  |
| Patent rights and others                                 | 3,178      |                 | 2,576      |       | 601                    |  |
| Total intangible assets                                  | 3,178      | 0.3             | 2,576      | 0.2   | 601                    |  |
| Investments and other assets :                           |            |                 |            |       |                        |  |
| Investments in securities                                | 420,622    |                 | 300,916    |       | 119,706                |  |
| Investments in subsidiaries                              | 242,929    |                 | 194,160    |       | 48,768                 |  |
| Investments in subsidiaries other than equity securities | 25,078     |                 | 24,244     |       | 833                    |  |
| Long-term loans  | 10,540     |                 | 10,456     |       | 84                     |  |
| Long-term prepaid expenses                               | 6,791      |                 | 3,935      |       | 2,855                  |  |
| Other investments  | 4,157      |                 | 5,002      |       | (845)                  |  |
| Allowances for doubtful accounts                         | (241)      | )               | (1,030)    |       | 789                    |  |
| Allowances for impairment loss on securities             | (5,950)    |                 | (5,950)    |       | _                      |  |
|  |            |                 |            |       |                        |  |
| Total investments and other assets                       | 703,926    | 56.7            | 531,736    | 48.6  | 172,190                |  |
| Total fixed assets                                       | 825,909    | 66.6            | 651,785    | 59.5  | 174,124                |  |
| Total assets   | ¥1,241,012 | 100.0           | ¥1,094,672 | 100.0 | ¥146,339               |  |
|  |            |                 |            |       |                        |  |

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# LIABILITIES

|  |           | Yen in millions |            |       |                        |  |
|--|-----------|-----------------|------------|-------|------------------------|--|
|  |           | March 31,       |            |       |                        |  |
|  | 20        | 2004            |            | 2003  |                        |  |
|  | Amount    | %               | Amount     | %     | Increase<br>(Decrease) |  |
| Current liabilities :                      |           |                 |            |       |                        |  |
| Trade accounts payable                     | ¥ 51,68   | 4               | ¥ 50,766   |       | ¥ 917                  |  |
| Other payables                             | 14,01     | 2               | 63,600     |       | (49,588)               |  |
| Accrued expenses                           | 6,35      | 5               | 7,571      |       | (1,216)                |  |
| Income taxes payables                      | 4         | 5               | 8,500      |       | (8,455)                |  |
| Deposits received                          | 2,17      | 6               | 2,722      |       | (547)                  |  |
| Accrued bonuses                            | 10,65     | 8               | 10,900     |       | (242)                  |  |
| Provision for warranties                   | 65        | 0               | 778        |       | (128)                  |  |
| Provision for sales returns                | 18        | 4               | 217        |       | (33)                   |  |
| Other current liabilities                  |           | 2               | 201        |       | (149)                  |  |
| Total current liabilities                  | 85,81     | 6 6.9           | 145,257    | 13.3  | (59,441)               |  |
| Non-current liabilities :                  |           |                 |            |       |                        |  |
|  | 00.07     | -               | 15 154     |       | 75,822                 |  |
| Deferred income taxes                      | 90,92     |                 | 15,154     |       |                        |  |
| Accrued pension and severance costs        | 33,14     |                 | 67,596     |       | (34,448)               |  |
| Directors' retirement allowance            | 98        |                 | 1,176      |       | (190)                  |  |
| Other non-current liabilities              | 34        | 8               | 341        |       | 6                      |  |
| Total non-current liabilities              | 125,45    | 8 10.1          | 84,267     | 7.7   | 41,190                 |  |
| Total liabilities                          | 211,27    | 4 17.0          | 229,525    | 21.0  | (18,251)               |  |
| STOCKHOLDERS' EQUITY                       |           |                 |            |       |                        |  |
|  |           |                 |            |       |                        |  |
| Common stock                               | 115,70    |                 | 115,703    | 10.5  |                        |  |
| Additional paid-in capital                 | 192,55    | 5 15.5          | 185,838    | 17.0  | 6,716                  |  |
| Retained earnings:                         |           |                 |            |       |                        |  |
| Legal reserves                             | 17,20     |                 | 17,206     |       |                        |  |
| Reserve for special depreciation           | 2,39      |                 | 3,148      |       | (756)                  |  |
| Reserve for research and development       | 1,00      |                 | 1,000      |       |                        |  |
| Reserve for dividends                      | 1,00      |                 | 1,000      |       |                        |  |
| Reserve for retirement benefits            | 30        |                 | 300        |       |                        |  |
| Reserve for overseas investments           | 1,00      |                 | 1,000      |       |                        |  |
| General reserve                            | 487,82    | 8               | 469,828    |       | 18,000                 |  |
| Unappropriated retained earnings           | 61,58     | 8               | 29,421     |       | 32,167                 |  |
| Total retained earnings                    | 572,31    | 6 46.2          | 522,904    | 47.8  | 49,411                 |  |
| Net unrealized gain on other securities    | 180,52    | 0 14.5          | 92,735     | 8.5   | 87,785                 |  |
| Treasury stock, at cost                    | (31,35    |                 | (52,033)   |       |                        |  |
| Total stockholders' equity                 | 1,029,73  | 8 83.0          | 865,147    | 79.0  | 164,590                |  |
| Total liabilities and stockholders' equity | ¥1,241,01 | 2 100.0         | ¥1,094,672 | 100.0 | ¥146,339               |  |
|  |           |                 |            |       |                        |  |

## STATEMENTS OF INCOME

|   | Yen in millions       |       |          |       |              |               |
|---|-----------------------|-------|----------|-------|--------------|---------------|
|   | Years ended March 31, |       |          |       |              |               |
|   | 2004 200              |       | 2003     |       | Increase (De | ecrease)      |
|   | Amount                | %     | Amount   | %     | Amount       | %             |
| Recurring profit and loss :   |                       |       |          |       |              |               |
| Operating income and expenses :   |                       |       |          |       |              |               |
| Net sales   | ¥494,035              | 100.0 | ¥482,834 | 100.0 | ¥ 11,201     | 2.3           |
| Cost of sales   | 385,752               | 78.1  | 374,225  | 77.5  | 11,527       | 3.1           |
| Selling, general and administrative expenses                            | 67,061                | 13.6  | 66,201   | 13.7  | 860          | 1.3           |
| Profit from operations  | 41,222                | 8.3   | 42,407   | 8.8   | (1,186)      | (2.8)         |
| Non-operating income and expenses :                                     |                       |       |          |       |              |               |
| Non-operating income :  |                       |       |          |       |              |               |
| Interest and dividend income  | 17,757                | 3.6   | 13,472   | 2.8   | 4,284        | 31.8          |
| Foreign currency transaction gains, net                                 | 1,267                 | 0.3   |          |       | 1,267        |               |
| Other non-operating income  | 4,666                 | 0.9   | 6,105    | 1.2   | (1,439)      | (23.6)        |
| ould non operaning meenine  | -,,000                | 0.2   | 0,105    |       | (1,137)      | (23.0)        |
| Total non-operating income  | 23,690                | 4.8   | 19,577   | 4.0   | 4,112        | 21.0          |
|   |                       |       |          |       |              |               |
| Non-operating expenses :  | 16                    | 0.0   | 10       | 0.0   | (4)          | (17.0)        |
| Interest expense  | 16                    | 0.0   | 19       | 0.0   | (4)          | (17.9)        |
| Foreign currency transaction losses, net                                | 2 100                 |       | 4,650    | 1.0   | (4,650)      | 10.1          |
| Other non-operating expenses  | 3,108                 | 0.6   | 2,631    | 0.5   | 477          | 18.1          |
| Total non-operating expenses  | 3,124                 | 0.6   | 7,300    | 1.5   | (4,177)      | (57.2)        |
| Recurring profit  | 61,788                | 12.5  | 54,685   | 11.3  | 7,103        | 13.0          |
|   |                       |       |          |       |              |               |
| Non-recurring gain and loss :   |                       |       |          |       |              | 10 <b>-</b> 5 |
| Non-recurring gain  | 36,701                | 7.4   | 7,230    | 1.5   | 29,470       |               |
| Non-recurring loss  | 1,414                 | 0.3   | 13,339   | 2.7   | (11,926)     | (89.4)        |
| Income before income taxes  | 97,075                | 19.6  | 48,576   | 10.1  | 48,499       | 99.8          |
| Income taxes—current  | 3,807                 | 0.7   | 13,046   | 2.7   | (9,240)      | (70.8)        |
| Income taxes—deferred   | 32,605                | 6.6   | 7,605    | 1.6   | 25,000       | 328.7         |
| Net income  | 60,663                | 12.3  | 27,923   | 5.8   | 32,739       | 117.2         |
|   |                       |       |          |       |              |               |
| Unappropriated retained earnings brought forward from the previous year | 6,553                 |       | 7,048    |       |              |               |
| Net realized loss on treasury stock, at cost                            | 3                     |       | 0        |       |              |               |
| Interim dividends   | 5,625                 |       | 5,550    |       |              |               |
| Unappropriated retained earnings at the end of the year                 | ¥ 61,588              |       | ¥ 29,421 |       |              |               |
|   |                       |       | , -      |       |              |               |

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# PROPOSED APPROPRIATION OF RETAINED EARNINGS

|   | Yen in millions |                       |                        |
|---|-----------------|-----------------------|------------------------|
|   | Years ende      | Years ended March 31, |                        |
|   | 2004            | 2003                  | Increase<br>(Decrease) |
| Unappropriated retained earnings                                  | ¥61,588         | ¥29,421               | ¥ 32,167               |
| Reversal of reserves :  |                 |                       |                        |
| Reversal of reserve for special depreciation                      | 710             | 841                   | (132)                  |
|   |                 |                       |                        |
| Total   | 62,298          | 30,262                | 32,035                 |
|   |                 |                       | ·                      |
| To be appropriated as follows :                                   |                 |                       |                        |
| Dividends (30 yen per share)                                      | 5,624           | 5,548                 | 76                     |
| Directors' bonuses (Note)   | 60              | 75                    | (15)                   |
| Reserve for special depreciation                                  | 321             | 86                    | 234                    |
| General reserve   | 48,000          | 18,000                | 30,000                 |
|   |                 |                       |                        |
| Unappropriated retained earnings carried forward to the next year | ¥ 8,293         | ¥ 6,552               | ¥ 1,740                |
|   |                 |                       |                        |

Note: Corporate auditors' bonuses of 6 million yen and 3 million yen are included in directors' bonuses in 2004 and 2003, respectively.

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1. Summary of significant accounting policies :

| Summa | ary of significant accounting policie  | es :  |   |
|-------|--|---|---|
| (1)   | Valuation of securities :<br>Held-to-maturity securities :<br>Investments in subsidiaries and a<br>Other securities  | affiliates :  | Amortized cost method<br>Cost determined by the moving average method   |
|       | Marketable :   | securities are reported<br>average method.)   | e of balance sheet date (Unrealized gains and losses on those<br>d in the stockholders' equity and cost is determined by the moving   |
|       | Non-marketable :   | Cost determined by the  | ne moving average method  |
| (2)   | Valuation of derivative financial is   | nstruments : Mark-to-n  | narket method   |
| (3)   | method. Merchandise are sta<br>Raw materials and supplies :<br>Raw materials and supplies,<br>by the last purchase method.   | process are stated at the<br>ted at the lower of cost<br>except those for telecor   | e lower of cost or market, the cost being determined by the average<br>or market, the cost being determined by the last purchase method.<br>nmunications equipment, are valued at cost which is determined<br>re valued at cost which is determined by the first-in, first-out  |
| (4)   | The principal estimated usef<br>Building and structure   | ul lives are as follows :   | nated useful lives of assets using the declining balance method.<br>2 to 25 years<br>re and fixtures 2 to 10 years  |
|       | Intangible fixed assets :<br>Amortization is computed at   | rates based on the estin  | nated useful lives of assets using the straight-line method.  |
| (5)   | estimation of uncollectable a<br>Allowances for impairment loss<br>Allowances for impairment l<br>subsidiaries or affiliates.<br>Accrued bonuses :<br>Accrued bonuses are provide<br>previous year.<br>Accrued pension and severance<br>Pension and severance costs<br>Unrecognized prior year serv<br>using the straight-line metho<br>period of employees by using | ts :<br>ounts are provided base<br>mount based on the an-<br>es on securities :<br>osses on securities are<br>ed based upon the amou<br>costs :<br>are recognized based o<br>vice cost is amortized o<br>d. Actuarial gains or lo | ed on the past actual ratio of losses on bad debts in addition to<br>alysis of certain individual receivables.<br>provided at an estimated uncollectible amount of investments in<br>ints expected to be paid which is determined by actual payment of<br>n projected benefit obligation and plan assets at the year end.<br>ver estimated average remaining service period of employees by<br>sses are amortized over estimated average remaining service<br>od following the year incurred. |
|       | (Supplemental information)   |   |   |
|       | approved by the Ministry of<br>benefits related to past emplo<br>1, 2003. Kyocera Corporatio   | the Health, Labour and<br>byee service under the s<br>n transfered to the gove<br>arch 11, 2004. Gain of  | on Corporate Pension Plan Law", Kyocera Corporation was<br>Welfare for the transfer to the government of the obligation for<br>substitutional portion of employee benefit obligation on December<br>ernment the substitutional portion of employee benefit obligation<br>32,721 million yen on the transfer was included in non-recurring   |
| (6)   | balance sheet dates, and resulting   | d in foreign currencies   | n currencies into Japanese yen :<br>are translated at the exchange rates in effect at the respective<br>asses are included in the determination of net income.  |
| (7) ] | Lease transactions :   |   |   |

(7) Lease transactions :

Finance lease other than those which are deemed to transfer the ownership of leased assets to lessees are accounted for by the method similar to that applicable to an ordinary operating lease.

(8) Consumption taxes are separately identified from each transaction.

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2. Notes to the balance sheets :

| Yen | in | million |
|-----|----|---------|
|     |    |         |

....

|  | March 31,            |
|--|----------------------|
|  | 2004 2003            |
| (1) Accumulated depreciation of tangible fixed assets  | ¥318,482 ¥312,256    |
| <ul><li>(2) Time deposit pledged as collateral</li><li>(3) Discounted trade notes receivable</li></ul> | - ¥ 56,368<br>- ¥ 16 |
| (4) Guarantee  | ¥ 34,049 ¥ 22,844    |

### 3. Notes to the statements of income :

### (1) Major items in non-recurring gain and loss :

|   | Yen in millions       |          | ons      |        |
|---|-----------------------|----------|----------|--------|
|   | Years ended March 3   |          | arch 31, |        |
|   |                       | 2004     |          | 2003   |
| 1) Non-recurring gain :   |                       |          |          |        |
| Settlement gain for a substitutional portion of employee benefit obligation | ¥                     | 32,721   |          |        |
| Gain on sale of investment in an affiliate                                  | ¥                     | 3,670    |          |        |
| Gain on disposal of tangible fixed assets                                   | ¥                     | 309      | ¥        | 365    |
| Reversal of allowance for doubtful accounts                                 | ¥                     | 0        | ¥        | 6,651  |
| 2) Non-recurring loss :   |                       |          |          |        |
| Loss on disposal of tangible fixed assets                                   | ¥                     | 791      | ¥        | 1,205  |
| Loss on devaluation of investment in securities                             | ¥                     | 617      | ¥        | 6,180  |
| Allowance for impairment loss on investment in subsidiary                   |                       | _        | ¥        | 5,950  |
| (2) Depreciation and amortization :   |                       |          |          |        |
|   |                       | Yen in 1 | milli    | ons    |
|   | Years ended March 31, |          | arch 31, |        |
|   |                       | 2004     |          | 2003   |
| Tangible fixed assets   | ¥                     | 26,323   | ¥        | 28,357 |
| Intangible assets   | ¥                     | 1,673    | ¥        | 2,168  |

### 4. Note for marketable securities :

Market value for investment in subsidiaries and affiliates :

|                            | Y                      | Yen in millions |            |  |
|----------------------------|------------------------|-----------------|------------|--|
|                            | <b>Carrying Amount</b> | Market value    | Difference |  |
| Investment in subsidiaries | ¥65,904                | ¥210,168        | ¥144,264   |  |
| Investment in affiliates   | ¥ 6,541                | ¥ 20,789        | ¥ 14,248   |  |

### 5. Significant subsequent events :

To enhance the synergetic effects of Kyocera Group and to further boost the crystal related business, Kinseki, LTD (On August 1, 2003, that was made a wholly-owned subsidiary) and Kyocera Corporation reorganized the crystal related business on April 1, 2004. In details, Kinseki's marketing division was transferred into the marketing division of the electronic components business of Kyocera Corporation, and the manufacturing division of the crystal components related business of Kyocera Corporation was transferred to Kinseki, LTD. Accompanying this diversion, Kinseki, LTD changed its name to Kyocera Kinseki Corporation on April 1, 2004. On April 1, 2004, in gathering managerial resources of Kyocera Group and to enhance the synergetic effects of Kyocera Group and to further boost the organic package division, organic package division of Kyocera Corporation was transferred into Kyocera SLC Technologies Corporation (On September 1, 2003, that was made a wholly-

owned subsidiary).

## PLANNED CHANGE OF CORPORATE AUDITORS AND EXECUTIVE OFFICERS

 Planned Change of Corporate Auditors
Retiring Corporate Auditor (the date of resignation : June 25, 2004 )
Current Full-time Corporate Auditor : Yuji Ito

2. Planned Change of Executive Officers

(1) Candidates for Executive Officers (the date of appointment : July 1, 2004)

| Name               | New Title<br>(New Undertaking)                       |
|--------------------|--|
| Yasushi Matsumura  | Executive Officer                                    |
|                    | (General Manager of Liquid Crystal Display Division) |
| Toshimi Gejima     | Executive Officer                                    |
|                    | (General Manager of Automotive Components Division)  |
| Michiaki Furuhashi | Executive Officer                                    |
|                    | (General Manager of General Affairs Division)        |

(2) Retiring Directors (the date of resignation : June 30, 2004)

| Name            | Current Title              |
|-----------------|----------------------------|
| Masahiro Inoue  | Managing Executive Officer |
| Masato Takeda   | Senior Executive Officer   |
| Koji Mae        | Senior Executive Officer   |
| Shigeru Osaka   | Executive Officer          |
| Hidenori Miyata | Executive Officer          |

Masahiro Inoue shall be Representative Director and President of Kyocera Optec Co., LTD. He shall continue General Manager of Corporate Optical Equipment Division of Kyocera Corporation. Masato Takeda shall be Adviser of Corporate R&D Division for Components and Devices of Kyocera Corporation. Koji Mae shall be Representative Director and President of Kyocera SLC Technologies Corporation. Shigeru Osaka shall be continuing General Manager of Business Strategy Division of Kyocera Corporation. Hidenori Miyata shall be Representative Director and President of Kyocera Display Institute Co., LTD.

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### (Translation)

| To All Persons Concerned |   | April 27, 2004 |
|--------------------------|---|----------------|
| Name of Listed Company:  | Kyocera Corporation                       |                |
| Name of Representative:  | Yasuo Nishiguchi, President and Director  |                |
| Code number:             | 6971                                      |                |
| Person for inquiry:      | Hideki Ishida, Managing Executive Officer |                |
|                          |   |                |

## Notice relating to Stock Options (Stock Acquisition Rights)

Notice is hereby given that the Company, at the meeting of its Board of Directors held on April 27, 2004, resolved the Company shall propose to the 50th Ordinary General Meeting of Shareholders of the Company, to be held on June 25, 2004, that the Company issue stock acquisition rights, for the purpose of enabling the grant of stock options pursuant to Articles 280-20 and 280-21 of the Commercial Code of Japan.

# 1. Reason for the Issuance of Stock Acquisition Rights with Specially Favorable Conditions to Parties other than Shareholders

The issuance of stock acquisition rights without any consideration is intended to enable the grant of stock options (i) to Directors, Executive Officers and employees of the Company and its subsidiaries, in order to enhance the incentive to participate in the management of group companies, to facilitate improvement in the performance of the Company, and to provide increased incentive for contribution thereto and (ii) to Corporate Auditors of the Company and its subsidiaries in order to enhance moral when conducting audits and with the objective of achieving healthy management of group companies.

## 2. Outline of Issuance of Stock Acquisition Rights

## (1) Parties to whom stock acquisition rights will be allocated

Persons approved by the Board of Directors of the Company from among the Directors, Corporate Auditors, Executive Officers and employees of the Company and its subsidiaries.

### (2) Kind and number of shares to be issued upon exercise of stock acquisition rights

Up to 1,500,000 shares of Common Stock of the Company.

Provided that when the Company makes stock split or stock consolidations, adjustment shall be made in accordance with the following formula. Such adjustment shall be made only with respect to the number of shares to be issued upon exercise of the stock acquisition rights not yet exercised at the time of such adjustment and any number of shares less than one share resulting from such adjustment shall be disregarded.

| Number of shares | _ | Number of shares  | v | Split ratio              |  |  |
|------------------|---|-------------------|---|--------------------------|--|--|
| after adjustment | = | before adjustment | Х | (or consolidation ratio) |  |  |

When certain event happens which requires adjustment of the number of shares to be issued upon exercise, including the merger and corporate split, the number of shares to be issued upon exercise shall be reasonably adjusted taking into consideration of the terms and conditions of such merger and corporate split.

### (3) Number of stock acquisition rights to be issued

Up to 15,000 (one stock acquisition right will entitle the holder thereof to acquire 100 shares) provided that when adjustment set out in (2) above is made, such number shall be also adjusted accordingly.

# (4) Issue price of stock acquisition rights

### None

## (5) Amount to be paid in upon exercise of stock acquisition rights

The amount to be paid in upon exercise of each stock acquisition right shall be the amount of the acquisition price per share (the "Exercise Price") multiplied by the number of shares to be issued upon exercise of each stock acquisition right, as provided for in (3) above.

The Exercise Price shall be the average of the closing price of the shares of the Common Stock of the Company at the Tokyo Stock Exchange (regular way) on each day (excluding any day on which there is no closing price of the shares of the Company) during the month immediately preceding the month in which the stock acquisition rights are issued, multiplied by 1.1 and rounded up to the nearest one (1) yen; provided, however, that in the event such amount is less than the closing price of the shares of Common Stock of the Company on the day of issuance of the stock acquisition rights (if there is no closing price on such day, on the day immediately preceding such day), the Exercise Price shall be the closing price on the day of issuance of the stock acquisition rights.

Provided that when the Company makes stock split or stock consolidations after issuance of the stock acquisition rights, the Exercise Price shall be adjusted in accordance with the following formula and rounded up to the nearest one (1) yen.

| Exercise Price<br>after adjustment | = | Exercise Price before adjustment | х | 1                                       |  |  |  |
|------------------------------------|---|----------------------------------|---|---|--|--|--|
| aner aufusiment                    |   | before aujustment                |   | Split ratio<br>(or consolidation ratio) |  |  |  |

Provided, further, that in the event of any issuance by the Company of new shares or any disposition of its own shares of Common Stock at a price less than the market price thereof (excluding issuance or disposition as a result of exercise of the stock acquisition rights), the Exercise Price shall be adjusted in accordance with the following formula and rounded up to the nearest one (1) yen.

|                                    |   |                   |   |                                  | Increase in number<br>of shares as a result<br>of new issue |   | х | Issue price per<br>share                              |
|------------------------------------|---|-------------------|---|----------------------------------|---|---|---|---|
| Exercise Price<br>after adjustment | _ | Exercise Price    |   | Number of<br>shares<br>in issued | +   | Market price per share prior to new issue |   | prior to new issue                                    |
|                                    | - | before adjustment | л | Number of shares<br>in issue     |   | +   |   | Increase in number of shares as a result of new issue |

(6) Exercise period for stock acquisition rights From October 1, 2004 to September 30, 2008

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### (7) Conditions for exercise of stock acquisition rights

- (i) In order to exercise stock acquisition rights, the person who has been allocated such stock acquisition rights (the "Acquisition Rights Holder") must be a Director, Corporate Auditor, Executive Officer or employee of the Company or a subsidiary thereof at the time of exercise.
- (ii) In the event of the death of the Acquisition Rights Holder, the heir(s) thereof may exercise inherited stock acquisition rights for a period of 6 months (or until the date of expiration of the exercise period thereof, if such date comes earlier), up to the maximum number of stock acquisition rights the deceased could have exercised at the time of death.
- (iii) Upon approval by the Bonus Committee of the Company, the exercise of stock acquisition rights may be permitted under conditions different from those described in (i) and (ii) above.
- (iv) Other terms and conditions shall be provided for in an agreement between the Company and each Acquisition Rights Holder, pursuant to resolutions of this Ordinary General Meeting of Shareholders and the Board of Directors of the Company.

### (8) Cancellation of stock acquisition rights and conditions thereof

- (i) In the event that stock acquisition rights cease to be exercisable due to failure by Acquisition Rights Holder or heir thereof to satisfy conditions set forth in (7) above prior to exercise thereof, the Company shall be entitled to cancel such stock acquisition rights without any consideration therefor.
- (ii) When a resolution was adopted at the General Shareholders Meeting of the Company to approve the merger agreement pursuant to which the Company is merged, or when a resolution at the General Shareholders Meeting of the Company to approve the stock swap agreement or stock transfer pursuant to which the Company will become a wholly owned subsidiary, the Company shall be entitled to cancel the stock acquisition rights without any consideration therefor.
- (iii) When the Acquisition Rights Holder or heir thereof waives all or part of such stock acquisition rights, the Company shall be entitled to cancel such stock acquisition rights without any consideration therefor.
- (iv) In addition to the above, the Company shall be entitled to cancel the stock acquisition rights without any consideration therefor.

### (9) Restriction on transfer of the stock acquisition rights

Transfer of stock acquisition rights shall be subject to approval at the meeting of the Board of Directors of the Company.

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