

An abstract geometric background on the left side of the page, composed of many small triangles in various shades of red, orange, yellow, and blue. A large, white, stylized number '9' is centered within the upper portion of this background.

9

Corporate Governance

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Interview with Outside Directors

The Kyocera Philosophy and Amoeba Management

With the Kyocera Philosophy and Amoeba Management driving corporate growth, we are establishing a structure that keeps pace with the times, revitalizes Kyocera from the inside out, and makes our enterprise shine.



Goro Yamaguchi
Chairman of the Board and
Representative Director

Eiji Kakiuchi
Outside Director

Shigenobu Maekawa
Outside Director

Junko Sunaga
Outside Director

A more advanced management structure can enable Kyocera to win the support of stakeholders both in Japan and internationally.

In order to achieve this, how can we sincerely incorporate external perspectives and opinions as we address new opportunities? In this section, Kyocera's outside directors and Chairman Yamaguchi exchanged viewpoints.

Kyocera Philosophy: Significance amid Challenges

Cherished as a code of conduct that guides correct behavior for each employee

Yamaguchi: What are your thoughts about the Kyocera Philosophy and its practice?

Maekawa: Kyocera's corporate culture is characterized by two management components: the Kyocera Philosophy principles and the Amoeba Management System, which form a unique and powerful combination. I am in complete agreement with the concept of each employee developing a manager's mentality. Nurturing this mindset is an important approach to ensuring sustainable growth.

Sunaga: I believe that the Kyocera Philosophy must be more than simply rules to be followed. It must be considered a guide to correct behavior. I feel that it's important for all employees to recognize the Kyocera Philosophy as a fundamental guide for how we think and act. The fact that "doing the right thing" is at the center of our management philosophy and that it is an essential part of the company's DNA is wonderful in itself. Even more, though, I see it as being the driving force behind what makes the company shine.

Kakiuchi: How to live by the principle to "Do the right thing" is at the core of the Kyocera Philosophy. In recent years, more and more companies are trying to clarify their reason for existing with so-called "purpose management," but Kyocera has clearly stated its purpose from the very beginning. That in itself is of great significance. On the other hand, I feel that the challenge for Amoeba Management is how it must evolve to meet the current times.

Yamaguchi: If we ever determined that Amoeba Management methods were no longer suited to current business realities, then the methods should be modified. Even then, however, we must not change the fundamental "Management by All" approach. Amoeba Management is a system that allows every employee to participate in business management. Falling into the mindset of "I'm not a manager, so I just do what I'm told" will only hinder our growth and progress.

Kakiuchi: From the perspective of participatory management, not only is employee awareness important, but employee motivation is essential as well. Through my personal contact with Kyocera directors, I can feel their strong sense of ownership and motivation. It is important for there to be an owner's motivation in every corner of the organization, including everyone in the field, and I hope that the seeds of future growth will blossom from there.

Maekawa: I think what is important in Management by All is ultimately an awareness of profitability. All employees must have a strong awareness of revenues, expenses, and profits.

Yamaguchi: I feel that one issue with our philosophy is that people sometimes regard it as a directive handed down from above, so it is fine to just follow it, which can stall our thinking.

Sunaga: I think Kyocera is a company in which many smaller organizations have worked hard at their own tasks, and I feel this can make it difficult to see the overall direction the company is taking. First, from the perspective of optimization, it is necessary to have an overall picture to know what to strengthen and what to let go of. On top of this, we must foster the sense of "Management by All." While this can be a challenge, if we don't do it, we may find it impossible to truly grasp the Kyocera Philosophy and see how it connects to action.

Yamaguchi: You make a very good point. With Amoeba Management, if you let your guard down, it can easily result in optimizing only parts rather than the whole. Until recently, Kyocera's founder, Kazuo Inamori, managed overall optimization, so Amoeba leaders did not need to focus on the entire company.

Maekawa: On the other hand, if we spend too much time talking about the Kyocera Philosophy, there is a possibility that we may end up focusing on just rhetoric. I suggest we concentrate on two points: "Fostering a respect for ethics that results in fair, honest, and sincere action" and "Focusing on maximizing revenues while minimizing expenses." There are few people capable of filling Inamori's shoes. What we, as the Board of

Interview with Outside Directors

Directors, can do, however, is to share information and thoroughly discuss the best approaches for achieving overall optimization.

Kakiuchi: I agree with you that the Board of Directors is the body ultimately responsible for deciding the direction Kyocera will take. Since it is such a large company, though, every employee on the execution side needs to have the energy and agility to move in new directions. This is one of the most important roles of the Board of Directors: to create something that serves as a source of vitality and motivation for employees.



Corporate structure and separating execution from supervision

Should we maximize the authority of execution, or should the Board of Directors determine the overall optimization of management?

Yamaguchi: Inamori really enjoyed his work, and he wanted Kyocera to be a company where all employees were excited about their jobs and enjoyed working. For the generation who knew Inamori and saw how enthusiastic he was, being a part of Kyocera was never just about working hard, it was about finding meaning, purpose and fulfillment in our work. Somewhere along the way, the focus changed to “just work hard”, as a default setting. This needs to change.

Sunaga: Until now, Kyocera achieved growth through individual effort and the improvement of individual technologies. Small steps are certainly important, but I think we need to shift to the idea of creating a reproducible system and improving our business performance through that system. If we don't, we'll be stuck in an endless cycle of working harder rather than smarter.

Maekawa: It is also important to nurture the next generation of leaders. From this perspective, I believe that Kyocera should introduce a succession plan to enhance leadership development.

Sunaga: What is concerning about discussions among the Board of Directors is that remarks from executive directors tend to be segment-focused and limited to their own scope of responsibility. I hope that those who will lead the company in the future will broaden their view to produce a comprehensive vision for Kyocera's future, and express their opinions.

Yamaguchi: I agree with you that this is a problem. Of course, if the performance of a specific segment is unsatisfactory, we should consider improvement measures for recovery. But since the person in charge of the segment is directly involved, it can often be difficult to make completely rational decisions about changing directions or withdrawing from a business area. The problem may be that the roles of execution and supervision aren't sufficiently divided.

Maekawa: Given the current structure of the company, that may be unavoidable. I think it's a question of whether to maximize management's executive authority, or increase the effectiveness of the Board of Directors and strive for overall optimization.

Kakiuchi: Separating executive and supervisory functions comes down to the issue of institutional design. It

would be difficult to completely separate executive and supervisory functions overnight. I think this is an issue that needs to be addressed in phases.

Backdrop of the downward revision of earnings forecasts

Is the analysis of current conditions and prospects too lenient?

Yamaguchi: I would like to change the perspective of the discussion a little here if I may. Regarding Kyocera's performance, downward revisions of our earnings forecasts have continued for the past four years. This situation is unprecedented.

Kakiuchi: We recognize that this is not only an issue on the executive side. The Board of Directors has its issues and we outside directors share responsibility. In the past year or two, our analysis of the current situation and outlook for the next three to six months has become somewhat weaker. Is this because of something unexpected? If so, does it mean that we failed to fully grasp the trends of the industry, or were there problems that either management control or the operations misjudged?

Maekawa: Looking at the financial results of other companies this year, I think there were very few companies that accurately grasped market trends. I believe, however, that speed is in fact more important than the problem of misinterpretation. Could it have been that the decision to change direction in capital investment was delayed?

Sunaga: The past four years have been a challenging time for making forecasts, given things like COVID-19 and supply-chain damage. However, other companies in the same industry have steadily improved their performance, and this is something that we should reflect on. One thing that I would like to mention is the issue of information gathering. If you work with some of the best companies in the industry, you'll have clear access to current information that is quite reliable. Although Kyocera has a wide range of businesses, it has not been able to gain a large market share in each one. If we have weak market share, we can't hope to build the kind of relationships with industry-leading customers that provide access to up-to-date and highly accurate information.

Kakiuchi: Perhaps related to your observation, I think one of the reasons for the repeated downward revisions is that we haven't had any businesses strong enough to compensate for others that are struggling. Having strong businesses makes it possible to achieve positive overall performance even when some areas of the company are not yet strong. I think the important issue is how to nurture such businesses.

Yamaguchi: Cost increases over the past few years have been extraordinary, but our response remained conventional, thinking the increases would subside eventually, which caused a delay in our decision to increase prices. And because we continued to look at things in the traditional way, we failed to respond in a timely manner to changes in the market environment.

Maekawa: Another thing that troubles me is the R&D theme selection process. There are, of course, many potential themes, and the purpose is, ultimately, to increase the number of businesses that truly contribute to Kyocera's future growth.



Interview with Outside Directors

Is our selection process effective? We need to promote R&D that will lead to the creation and expansion of businesses that will drive future growth. Working on R&D as a company, we need to be strict about progress management and planning. If we are not, we risk falling into partial optimization. Here, too, the perspective of overall optimization is a particularly critical issue.

Partial optimization, total optimization, and beyond

Launching a clear vision for business portfolio restructuring

Kakiuchi: We have had discussions about partial and total optimization earlier, but I do not think we are achieving even partial optimization yet. In the tools segment, for example, how many businesses are leading the industry? Looking at the numbers, although sales of, say, pneumatic and power tools are quite large, operating profits are still in single digits. In this case, I do not think it is unreasonable for shareholders to ask, "What are you doing?"

Maekawa: We will need to diffuse authority, and I think we will address the issue of "where" and "who" decides certain company-wide strategies. The mechanism for this may not yet be fully in place.

Kakiuchi: We are discussing it in the Strategic Business Transformation project. I think it is very important to position our business portfolio for the future. Directors need to take the initiative in creating a clear vision of what Kyocera's business portfolio will look like in five years.

Sunaga: With a company like Kyocera, it's very difficult to judge which criteria to use for each business. Do you aim for a large market, bet on the future, or go for uniqueness in terms of technical capabilities? Some businesses have high profit margins, some are developed in large markets, and we are involved in both B2B and B2C businesses. As such, it's not clear what criteria to use when choosing a business. We definitely need to establish clear criteria for judgment.

Yamaguchi: Last year, we promoted a company-wide slogan, "Let's aim to be a 3-trillion-yen company," but it didn't describe what kind of company we would become if we achieved this goal. Back in the Showa era, there were many things that could be obtained naturally if you achieved sales targets. But now it's becoming difficult to see what we achieve by meeting the sales target. We first need to discuss thoroughly among executive officers a clear vision of our aims.



What are we aiming for?

A company that keeps pace with the times with no fear of change

Maekawa: In the future, we should aim to ensure that Kyocera has a meaningful existence in the world, and I believe this is possible through our ceramics-related businesses. We have a large market share, a great deal of technologies, and we can certainly contribute to society. We should aim to be a high-profit company. I think

we should pursue a high profit margin rather than concentrate on chasing sales.

Yamaguchi: I feel that we're not clearly defining what happens after we've become a high-profit company. Specifically, how is Kyocera contributing to society, and how can life be enriched for our stakeholders?

Maekawa: In the case of our company (Nippon Shinyaku Co., Ltd.), we help society by working on the development of therapeutic drugs that do not yet exist. This contribution also leads to employee satisfaction. Kyocera also has many products and businesses that are widely used throughout the world and appreciated by many people, so there should be many businesses that already contribute to society. I think it is important to be specific and clear about these points. It is also important to let more people know about this.

Kakiuchi: Of course, each product we produce must be useful, but I think that how Kyocera as a whole contributes to society has a significant impact on employee satisfaction.

Sunaga: Kyocera's products are used in a wide range of electronic devices and other products around the world, so we should be able to clearly demonstrate our strengths. I think the appeal of Kyocera's technology can be highlighted from various perspectives, such as providing solutions for energy problems and reducing CO₂ emissions.

Yamaguchi: I think we first need to have a clear vision of the world we want to create. If new devices and equipment are necessary to realize that vision, then we can consider what modules they require, and in this way, we can think about moving from the distant "big picture" down to more immediate, concrete actions. From this perspective, our component products represent our core competency and are within our immediate control, so if we put in the effort, we could definitely speed up the development of even better products. In the process, we may create something that has never been seen before. Innovation like this can make people happy. Now is the time to think seriously about these things. Finally, I would like to ask everyone about their vision for the future of Kyocera.

Kakiuchi: The reality is that at Kyocera's general meeting of shareholders, there were limited votes in favor of the reappointment of various directors based on the proposals they presented. In this regard, I feel responsible for some of the things that we, as outside directors, may not have fully grasped. Based on this reflection, I strongly agree with the chairman's and the president's desire to create a new Kyocera and work on achieving this vision with a sense of purpose and urgency.

Maekawa: The Kyocera Philosophy and Amoeba Management are wonderful concepts. Based on these well-developed concepts, we must build a management system that is in line with the times. I think that in working toward this, it is of the utmost importance to include perspectives and opinions from outside the company. I have a great desire to help Kyocera fulfill its potential.

Sunaga: I hope that the Kyocera of tomorrow and beyond will fulfill its potential "earning power" as it inspires a deep sense of pride, recognition, and value among our stakeholders. To this end, I would like to continue learning and growing to maximize my contribution.

Yamaguchi: We will not change the essence of the Kyocera Philosophy, but we believe that we must actively change the way the company is and how we help others understand Kyocera's vision. I look forward to working with you to achieve these aims.

Thank you very much for sharing your viewpoints today.



Messages from Outside Directors & Outside Audit and Supervisory Board Members

Outside Director



Noriko Oi

Continuing discussions on management policy and striving to enhance the transparency and fairness of governance to fulfill my obligation of accountability to shareholders

I was recently appointed as an outside director for Kyocera at the 71st general meeting of shareholders. I am honored to have this great opportunity to apply the knowledge and experience that I have accumulated in consultations for a wide range of companies, as well as the knowledge I have acquired through discussions with frontline researchers in the field of intellectual property. At the same time, the weight of responsibility increases my commitment to my work. Rapid technological innovations in AI and fierce global competition have increased the unpredictability of the future, and Kyocera is affected by these developments as well. However, the clear standard set out in the Kyocera Philosophy to “do what is right as a human being” serves as our guide as we move forward. Following this management philosophy and maintaining the uniqueness of the company regardless of the circumstances surrounding us will result in sustainable growth and improvement of corporate value. Setting targets and achieving them one by one are essential in ensuring that all stakeholders completely understand Kyocera’s approach. Kyocera considers this fiscal term a year of structural reform, and we will certainly engage in active discussions regarding a variety of management policies at Board of Directors meetings as well. I will strive to further enhance the structure for transparent and fair governance and fulfill my responsibility as an outside director to ensure accountability to shareholders regarding management decisions.

Outside Audit & Supervisory Board Member



Minoru Kida

Fostering an active corporate culture that generates innovations, seeking opinions from the perspectives of a wide variety of stakeholders, and contributing to sustainable growth

While uncertainty has been increasing in society due to regional conflicts and climate change, technology has advanced with remarkable speed. To ensure a brighter future even under such an ever-changing management environment, Kyocera has been working toward management reform. Becoming more sensitive to technological innovations and market needs than ever before, Kyocera is enhancing its strengths and increasing productivity by utilizing a wide range of experience accumulated through multifaceted businesses and technologies developed over time. In developing its business based on the Kyocera Philosophy to ensure integrity and fulfill its social responsibilities while responding to an ever-changing management environment, the speed of the management cycle must further increase. It is certain that discussions at Board of Directors meetings will focus on management strategies to ensure competitive advantage, risk analysis for implementation of these strategies, and ongoing reviews of businesses that have been established. At the same time, it is also necessary to establish desirable compliance and information disclosure structures in accordance with increasingly complicated laws and regulations. This is my second year as an outside director of Kyocera. Taking into account the perspectives of a wide range of stakeholders, I will continue striving to foster an active corporate culture that generates innovations to provide new value to society and enhance the sustainable improvement of corporate value.

Outside Audit & Supervisory Board Member



Michie Kohara

Preventing misconduct with effective audits, supporting structural reform by leveraging different perspectives and knowledge, and contributing to mid- and long-term improvement of corporate value

The fiscal year ended March 2025 highlighted not only a decrease in profits for three consecutive years, but also a significant decrease in profits compared with the previous term. In the current fiscal year, Kyocera is considering expansion of its ceramics-related business, one of Kyocera’s key strengths, while paying close attention to AI-related demand and other important trends in the industry. In addition, priority issues for the semiconductor component organic materials and KAVX businesses will include consideration and review of strategies, as well as improvement of productivity. This approach will lead Kyocera’s return to being a highly profitable company. Furthermore, Kyocera is also planning the sale of cross-shareholdings, share buybacks, a shortening of terms of service for directors, and other measures from the viewpoint of corporate governance, and is continuing to consider further reforms. We have actively discussed the above-mentioned business and capital strategies at the Board of Directors meetings. Utilizing our knowledge and experience, all outside directors will continue engaging in discussions and providing our informed opinions from a broad range of perspectives while focusing on stakeholders to enhance structural reform and ensure a highly effective Board of Directors. In regard to the Strategic Business Transformation Project that was initiated in 2025, the Board of Directors, along with outside directors, will remain actively involved by providing supervision and advice. Furthermore, ensuring that all executives and employees have a thorough understanding of the Kyocera Philosophy will lead to actual practice of the philosophy and promote positive involvement in structural reforms in a way that will lead to high employee satisfaction. As an outside auditor, I will execute effective audits, prevent misconduct, support structural reforms, and contribute to mid- and long-term improvement of corporate value.

Directors & Audit and Supervisory Board Members

Directors & Audit and Supervisory Board Members (as of June 26, 2025)

Attendance at/number of meetings of the Board of Directors, Nomination and Remuneration Committee, and Audit & Supervisory Board (Fiscal year ended March 2025)



Chairman of the Board and
Representative Director
Goro Yamaguchi

Member of the Nomination and
Remuneration Committee

Mar. 1978: Joined Kyocera Corporation
Jun. 2003: Executive Officer
Jun. 2005: Senior Executive Officer
Apr. 2009: Managing Executive Officer
Jun. 2009: Director and Managing Executive Officer
Apr. 2013: President and Representative Director, President and Executive Officer
Apr. 2017: Chairman of the Board and Representative Director [Present]

Board of Directors: **12/12**

Nomination and Remuneration Committee: **5/5**

Reason for appointment

Mr. Goro Yamaguchi has been in charge of leading the management of the Group since he took office as a President and Representative Director in April 2013, and has properly operated the Board of Directors as a Chairperson of the Board since serving as a Chairman of the Board and Representative Director from April 2017. He also proactively makes recommendations for the spread of the corporate philosophy throughout the Group.



President and
Representative Director
Hideo Tanimoto

Mar. 1982: Joined Kyocera Corporation
Apr. 2015: Executive Officer
Apr. 2016: Managing Executive Officer
Jun. 2016: Director and Managing Executive Officer
Apr. 2017: President and Representative Director, President and Executive Officer [Present]

Board of Directors: **12/12**

Reason for appointment

Mr. Hideo Tanimoto has been in charge of leading the management of the Group as a President and Representative Director from April 2017. He leads the sustainable growth of the Group by working to create new businesses and improve productivity, and strongly promoting organizational reform, etc.



Director
Norihiko Ina

Apr. 1987: Joined Mita Industrial Company Ltd. (currently Kyocera Document Solutions Inc.)
Aug. 2011: President of Kyocera Mita America, Inc. (currently Kyocera Document Solutions America, Inc.)
Apr. 2012: Executive Officer of Kyocera Document Solutions Inc.
Apr. 2014: Managing Executive Officer of Kyocera Document Solutions Inc.
Jun. 2014: Director and Managing Executive Officer of Kyocera Document Solutions Inc.
Apr. 2016: Director and Senior General Manager of Corporate Sales Division of Kyocera Document Solutions Inc.
Apr. 2017: Managing Executive Officer of Kyocera Corporation
President and Representative Director of Kyocera Document Solutions Inc.
Jun. 2017: Director and Managing Executive Officer
Apr. 2021: Executive General Manager of Solutions Business
Apr. 2025: Director and Senior Managing Executive Officer [Present]
Senior Managing Executive Officer in charge of Strategic Business Transformation Project and Executive General Manager of Solutions Business [Present]

Board of Directors: **12/12**

Reason for appointment

Mr. Norihiko Ina worked as a President and Representative Director of Kyocera Document Solutions Inc. from 2017. Since April 2021, he has been leading the Solutions Business as an Executive General Manager, contributing to the growth and development of those businesses.



Director
Shiro Sakushima

Mar. 1990: Joined Kyocera Corporation
Apr. 2018: General Manager of High Radio Device Division
Apr. 2022: Executive Officer
Senior General Manager of Corporate Electronic Components Group
Apr. 2023: Managing Executive Officer
Deputy Executive General Manager of Electronic Components Business and Senior General Manager of Corporate Electronic Components Group
Apr. 2025: Senior Managing Executive Officer
Senior Managing Executive Officer in charge of Strategic Business Transformation Project [Present]
Jun. 2025: Director and Senior Managing Executive Officer [Present]

Reason for appointment

Following a career in High Radio Device R&D and business development, Mr. Shiro Sakushima has promoted global strategy in the same business segment since his appointment in April 2022 as Senior General Manager of the Corporate Electronic Components Group and in April 2023 as Deputy Executive General Manager of Electronic Components Business.



Director
Koichi Kano

Mar. 1985: Joined Kyocera Corporation
Jun. 2005: General Manager of Circuit Components Division
Apr. 2012: Senior General Manager of Corporate Development Group
Apr. 2013: Executive Officer
Apr. 2015: Senior Executive Officer
Apr. 2016: Managing Executive Officer
Jun. 2016: Director and Managing Executive Officer [Present]
Apr. 2021: Deputy Executive General Manager of Electronic Components Business
Apr. 2023: Executive General Manager of Electronic Components Business [Present]

Board of Directors: **12/12**

Reason for appointment

From April 2012, Mr. Koichi Kano has provided proper guidance on all aspects of management, from business operations to financial management, to subsidiaries in Japan and overseas as a Senior General Manager of Corporate Development Group. He was appointed Deputy Executive General Manager of the Electronic Components Business in April 2021, and has served as Executive General Manager of the same business segment since April 2023, where he continues to drive the business' s growth and global strategy.



Director
Michinori Yamada

Mar. 1985: Joined Kyocera Corporation
May. 2013: General Manager of Semiconductor Components Domestic Sales Division
Oct. 2020: Deputy Senior General Manager of Corporate Ceramic Materials Semiconductor Components Group
Apr. 2021: Executive Officer
Apr. 2025: Managing Executive Officer
Executive General Manager of Core Components Business [Present]
Jun. 2025: Director and Managing Executive Officer [Present]

Reason for appointment

Following a career in Semiconductor Components sales, Mr. Michinori Yamada has contributed to the growth and development of the same business since his appointment in October 2020 as Deputy Senior General Manager of the Corporate Ceramic Materials Semiconductor Components Group.



Director
Hiroaki Chida

Mar. 1986: Joined Kyocera Corporation
Jul. 2007: Vice President of KYOCERA WIRELESS CORP.
Nov. 2015: Director and Senior General Manager of Administration Division of Nihon Inter Electronics Corporation
Apr. 2017: General Manager of Accounting Division of Kyocera Corporation
Apr. 2021: Senior General Manager of Corporate Management Control Group
Apr. 2022: Executive Officer
Apr. 2025: Managing Executive Officer
Executive General Manager of Headquarters (CFO) [Present]
Jun. 2025: Director and Managing Executive Officer [Present]

Reason for appointment

Together with overseeing administrative sections overall as Vice President of an overseas subsidiary beginning in July 2007 and Director and Senior General Manager of the Administration Division of a listed subsidiary beginning in November 2015, Mr. Hiroaki Chida has contributed to the Group's growth and progress through his responsibility for Group accounting and finance strategies as General Manager of the Accounting Division beginning in April 2017 and Senior General Manager of the Corporate Management Control Group beginning in April 2021.

Directors & Audit and Supervisory Board Members



Director

Eiji Kakiuchi

Outside
DirectorIndependent
DirectorMember of the
Nomination and
Remuneration
Committee

Apr. 1981: Joined Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Apr. 2005: Corporate Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Apr. 2006: Senior Corporate Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Apr. 2007: Corporate Executive Officer of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Jun. 2011: Director of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Apr. 2014: Representative Director, President of Dainippon Screen Mfg. Co., Ltd. (currently SCREEN Holdings Co., Ltd.)

Jun. 2019: Representative Director, Chairman, Member of the Board of SCREEN Holdings Co., Ltd.

Jun. 2021: Outside Director of Kyocera Corporation [Present]

Jun. 2023: Chairman, Member of the Board of SCREEN Holdings Co., Ltd.

Jun. 2025: Executive Advisor of SCREEN Holdings Co., Ltd. [Present]

Board of Directors: 12/12

Nomination and Remuneration Committee: 5/5

Reason for appointment

Mr. Eiji Kakiuchi has abundant experience and exceptional insight in corporate management as he serves as top management of a manufacturer that produces and sells electronics products, such as semiconductor manufacturing equipment. After taking office as an Outside Director, he has proactively made statements notably from business strategy and management strategy perspectives.



Director

Shigenobu Maekawa

Outside
DirectorIndependent
DirectorMember of the
Nomination and
Remuneration
Committee

Apr. 1976: Joined Nippon Shinyaku Co., Ltd.

Apr. 2004: Corporate Officer of Nippon Shinyaku Co., Ltd.

Jun. 2005: Director of Nippon Shinyaku Co., Ltd.

Jun. 2006: Managing Director of Nippon Shinyaku Co., Ltd.

Jun. 2007: Representative Director, President of Nippon Shinyaku Co., Ltd.

Jun. 2021: Representative Director, Chairman of Nippon Shinyaku Co., Ltd. [Present]

Jun. 2023: Outside Director of Kyocera Corporation [Present]

Board of Directors: 12/12

Nomination and Remuneration Committee: 5/5

Reason for appointment

Mr. Shigenobu Maekawa has abundant experience and exceptional insight in corporate management as he serves as top management of a pharmaceutical manufacturer that produces and sells medical products and functional foods. After taking office as an Outside Director, he has proactively made statements notably from business strategy and capital management strategy perspectives.



Director

Junko Sunaga

Outside
DirectorIndependent
DirectorMember of the
Nomination and
Remuneration
Committee

Apr. 1983: Joined NEC Corporation

Jan. 1993: Seconded to NEC Electronics, Inc. (USA)

Apr. 1997: Joined Qualcomm International Japan (currently Qualcomm Japan, LLC)

Nov. 2008: Senior Director of Qualcomm Japan, Inc. (currently Qualcomm Japan, LLC)

Jun. 2016: Vice President of Qualcomm Japan, Inc. (currently Qualcomm Japan, LLC)

Apr. 2018: President of Qualcomm Japan, Inc. (currently Qualcomm Japan, LLC)

Jun. 2023: Advisory Chairwoman of Qualcomm Japan, LLC

Jun. 2024: Outside Director of Kyocera Corporation [Present]

Board of Directors: 9/10

Nomination and Remuneration Committee: 4/4

Reason for appointment

Ms. Junko Sunaga possesses a wealth of experience and management insights as leader of the Japanese subsidiary of a global firm that designs and develops mobile communications and semiconductors. After taking office as an Outside Director, she has proactively made statements notably from marketing strategy and technology perspectives.



Director

Noriko Oi

Outside
DirectorIndependent
DirectorMember of the
Nomination and
Remuneration
Committee

Apr. 1997: Admitted to the Bar, joined Toranomon Sougoh Law Office

Apr. 2003: Partner at Toranomon Sougoh Law Office [Present]

Sep. 2013: Outside Audit & Supervisory Board Member of U-NEXT Co., Ltd. (currently U-NEXT HOLDINGS Co., Ltd.)

Jun. 2025: Outside Director of Kyocera Corporation [Present]

Reason for appointment

Ms. Noriko Oi possesses a wealth of experience and insights as an attorney in corporate law and various other fields.

Full-time Audit & Supervisory
Board Member

Shoichi Aoki

Mar. 1983: Joined Kyocera Corporation

Jun. 2005: Executive Officer

Senior General Manager of Corporate Accounting Group

May. 2008: Senior General Manager of Corporate Financial and Accounting Group

Apr. 2009: Managing Executive Officer

Jun. 2009: Director and Managing Executive Officer

Oct. 2010: Senior General Manager of Corporate Financial and Business Systems Administration Group

Apr. 2013: Senior General Manager of Corporate Financial and Accounting Group

Apr. 2018: Senior General Manager of Corporate Management Control Group

Apr. 2021: Executive General Manager of Headquarters

Apr. 2024: Executive General Manager of Headquarters, Senior General Manager of Corporate Development Group

Apr. 2025: Director

Jun. 2025: Full-time Audit & Supervisory Board Member [Present]

Board of Directors: 12/12

Reason for appointment

Mr. Shoichi Aoki has contributed to the Group's growth and development by overseeing management sections overall as Executive General Manager of Headquarters from April 2021. He can be expected to utilize these experiences and insights in properly auditing corporate activities overall as an Audit & Supervisory Board Member.

Full-time Audit & Supervisory
Board Member

Yushi Nishimura

Mar. 1985: Joined Kyocera Corporation

Feb. 2013: General Manager of Business Systems Administration Division of Kyocera Vietnam Co., Ltd.

Jul. 2016: General Manager of Corporate Global Audit Division

Jun. 2022: Full-time Audit & Supervisory Board Member [Present]

Board of Directors: 12/12

Audit & Supervisory Board: 7/8

Reason for appointment

Mr. Yushi Nishimura possesses considerable knowledge, and extensive experience and insight into financial and accounting matters from extensive experience serving in the Accounting Division and the Internal Audit Division.



Audit & Supervisory Board Member

Minoru Kida

Outside Audit &
Supervisory Board MemberIndependent
Director

Oct. 1993: Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)

Apr. 1997: Registered as a Certified Public Accountant

Jan. 2004: Head of Kida CPA Office (currently Kida CPA & CPTA Office) [Present]

Jun. 2004: Registered as a Certified Public Tax Accountant

Dec. 2006: Representative Partner of Gravitas Audit Corporation [Present]

Jun. 2021: Substitute Audit & Supervisory Board Member of Kyocera Corporation

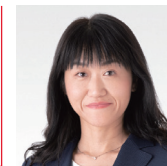
Jun. 2024: Outside Audit & Supervisory Board Member of Kyocera Corporation [Present]

Board of Directors: 10/10

Audit & Supervisory Board: 5/5

Reason for appointment

Mr. Minoru Kida has substantial knowledge of finance and accounting, and abundant experience and exceptional insight as a certified public accountant and certified public tax accountant.



Audit & Supervisory Board Member

Michie Kohara

Outside Audit &
Supervisory Board MemberIndependent
Director

Oct. 2002: Admitted to the Bar, Registered in the Kyoto Bar Association [Present]

Joined Oike Law Office

Oct. 2006: Partner of Oike Law Office [Present]

Aug. 2009: Visiting Researcher at New York University School of Law

May 2011: Completed Master's Program (LL.M) at Indiana University Maurer School of Law - Bloomington

Jun. 2024: Outside Audit & Supervisory Board Member of Kyocera Corporation [Present]

Board of Directors: 10/10

Audit & Supervisory Board: 5/5

Reason for appointment

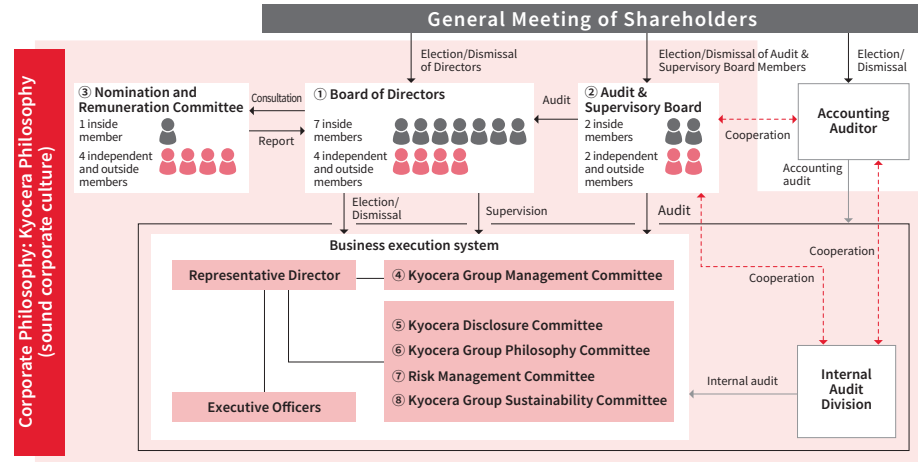
Ms. Michie Kohara has abundant experience and exceptional insight as an attorney, and is wellversed in a wide range of legal fields, including corporate law.

9-4

Corporate Governance

Corporate Governance Structure

The Kyocera Group shall establish proper corporate governance by implementing the “Kyocera Philosophy.” The Kyocera Group always strives to maintain equity and fairness and faces all situations with courage and conscience. It will realize its management rationale by achieving sustainable growth and raising medium- to long-term corporate value, while maintaining the soundness and transparency of management and taking into consideration the standpoints of all stakeholders. In doing so, the Kyocera Group shall always pursue optimal systems to undertake fair and efficient corporate management while evolving and progressing continually.



① Board of Directors

The Board of Directors of Kyocera is an organization to decide on the important matters and supervise the execution of businesses of Kyocera Group as a whole. It consists of eleven Directors including four Outside Directors. The Directors are nominated at the General Shareholders Meeting based on their demonstrated understanding of Kyocera Group and their outstanding “personality,” “capability” and “insight”. The Board of Directors met twelve times during the year ended March 31, 2025.

② Audit & Supervisory Board

The Audit & Supervisory Board consists of four members. Audit & Supervisory Board Members include two full-time Audit & Supervisory Board Members, originally employees of Kyocera, as well as two Outside Audit & Supervisory Board Members, who have plenty of knowledge and experience as CPA or an attorney-at-law. The Audit & Supervisory Board Members are conducting audit of Kyocera as a whole based on the accurate information about Kyocera gathered from inside and utilizing variety of viewpoints as outsiders of Kyocera. The Audit and Supervisory Board met eight times in the year ended March 31, 2025.

③ Nominations and Remuneration Committee

As consulting organization of the Board of Directors, Kyocera has established the Nominations and Remuneration Committee, the majority of which consists of Outside Directors. The Board of Directors examines nominations regarding Directors and Managing Executive Officers as well as the remuneration of Directors after consulting in advance with the Committee to ensure that the decision is made in a fair and appropriate manner. The Committee met five times during the year ended March 31, 2025.

④ Kyocera Group Management Committee

Kyocera has established the Kyocera Group Management Committee, which consists of Directors (excluding Outside Directors), Senior Managing Executive Officer, and Managing Executive Officers who live in Japan and meetings every month. The Committee examines not only the agendas of the meetings of the Board of Directors, but also other important matters relating to the overall execution of Kyocera Group business to ensure sound management. The Committee met twenty-five times during the year ended March 31, 2025.

⑤ Kyocera Disclosure Committee

Kyocera has established an organ known as the Kyocera Disclosure Committee for disclosure of corporate information. The Committee investigates all disclosure documents for the purpose of assuring the appropriateness of disclosures of corporate information, reporting the results of its investigations to the Representative Director and President, who educate Group companies concerning rules relating to disclosure and promotes appropriate disclosure of information for the entire Group. The Committee met twice during the year ended March 31, 2025.

⑥ Kyocera Group Philosophy Committee

Kyocera has established the Kyocera Group Philosophy Committee to educate and permeate “Kyocera Philosophy,” which is our corporate philosophy setting forth the importance of conducting business of management in a fair and honest way, basing its fundamental judgments on a precept that “Do what is right as a human being” The Kyocera Group Philosophy Committee sets the “Kyocera Philosophy” education policy for each entity in the Kyocera Group, and discusses and decides upon measures to promote the understanding and practice of “Kyocera Philosophy.” The Committee met twice during the year ended March 31, 2025.

⑦ Risk Management Committee

Kyocera has established the Risk Management Committee to handle Kyocera Group’s risk management. This Committee determines risk management policies, and identifies corporate risks to be addressed by the Group. The Committee met twice during the year ended March 31, 2025.

⑧ Kyocera Group Sustainability Committee

Kyocera has established the Kyocera Group Sustainability Committee to promote the sustainable growth of both the Kyocera Group and society. This Committee discusses business strategies designed to provide solutions to societal needs, policies and targets regarding social requirements aiming to achieve the management rationale and SDGs. The Committee met twice during the year ended March 31, 2025.

9-5

Corporate Governance Composition of the Board of Directors

With respect for fairness and equity, the Kyocera Group has strived to build highly transparent, sound management systems. We continually improve our corporate culture and governance in line with the changing times, using the Kyocera Philosophy as a guidepost. The 71st ordinary general meeting of shareholders appointed one additional Director, bringing the total to 11 Directors. This is intended to promote future management reforms. The composition of the Board of Directors emphasizes the skills balance and diversity as well as personal qualities, abilities, and expertise. Board decisions are made through objective, in-depth discussions reflecting the experience of each Director.

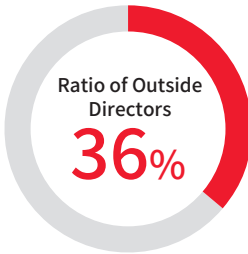
Ensuring diversity and skills balance in appointment of Directors and in the composition of the Board of Directors

Kyocera considers that the Board of Directors must be equipped with the following skills from 1 to 6 to be able to suggest general directions of the Kyocera Group's growth strategies, discuss the appropriateness, risks, and other factors of such directions from objective and diverse perspectives, and appropriately oversee the status of business operations. In promoting sustainability management, the company identifies the sustainability and ESG skills as prerequisites for demonstrating skills 1-6 below, that should be possessed by all Directors.

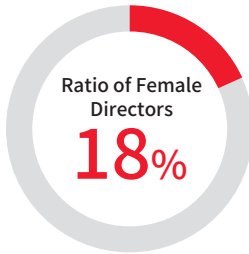
1. Corporate management/ Business strategy
 2. Global business
 3. Sales / Marketing
 4. Digital technologies
 5. Financial affairs / Accounting
 6. Legal affairs / Risk management
- The Key skills possessed by the current Directors are presented in the table on the right. Kyocera's nomination policy for the appointment of Directors is to balance the skills required of the Board of Directors and ensure diversity, including gender, nationality, work experience, and age groups on the assumption of electing individuals having an adequate understanding of the Kyocera Group, who in terms of managing the Kyocera Group excel in their "personality," "capability" and "insight." Based on such policy, the Board of Directors is well balanced in skills and it is constituted in a manner to achieve both diversity and appropriate size.

Title	Name	Corporate management/ Business strategy	Global business	Sales / Marketing	Digital technologies	Financial affairs / Accounting	Legal affairs / Risk management
Chairman of the Board and Representative Director	Goro Yamaguchi	●	●	●			●
President and Representative Director	Hideo Tanimoto	●	●		●		●
Director	Norihiko Ina	●	●	●			
Director	Shiro Sakushima		●		●		
Director	Koichi Kano	●	●			●	
Director	Michinori Yamada		●	●			
Director	Hiroaki Chida		●			●	●
Outside Director	Eiji Kakiuchi	●	●	●			
Outside Director	Shigenobu Maekawa	●	●			●	●
Outside Director	Junko Sunaga	●	●	●	●		
Outside Director	Noriko Oi						●

Ratio of Outside Directors



Ratio of Female Directors



9-6

Corporate Governance

Initiatives to Strengthen Board Functions

To strengthen the functions of the Board of Directors and increase corporate value, the Kyocera Group annually evaluates the effectiveness of the Board of Directors and strives to improve it. Continual training is provided for Directors and Audit & Supervisory Board Members, to help them to master the knowledge needed in their roles. We also focus on development of successors for core management, using the executive officer system to promote younger human resources and develop successors systematically. The auditing system also is being strengthened continually to make governance even more effective. Both internal and outside Audit & Supervisory Board Members cooperate to enhance Groupwide auditing functions through maintenance of a whistleblowing system.

● Establishment of the Nomination and Remuneration Committee

Kyocera has established a Nomination and Remuneration Committee to ensure the objectivity and transparency of the procedures to determine nomination and remuneration. The Nomination and Remuneration Committee adequately deliberates on the nomination of the senior management and Directors (including succession plans), their remuneration, and other important matters, taking into account perspectives such as gender and other types of diversity and personal skills. The policy, mandates, roles, and other elements of the independence of the composition of Kyocera's Nomination and Remuneration Committee are as follows:

<Policy of Independence of the Composition>

Independent Outside Directors comprising a majority of the Committee members, and a chairperson selected from among the Outside Directors, ensure its independence.

<Mandates and Roles>

In response to inquiries of the Board of Directors, the Committee deliberates on 1, matters concerning the appointment and dismissal of Directors, 2, matters concerning remuneration of Directors, and 3, matters concerning the appointment and dismissal of executive officers and reports the results to the Board of Directors. Beyond such inquiries, the Committee also provides the Board of Directors with advice as appropriate.

● Involvement in Succession Planning

The Board of Directors is actively involved in the establishment and implementation of a succession plan for Executives based on Kyocera's objectives (such as

the management rationale) and specific management strategies. Appropriate monitoring is also conducted to ensure that sufficient time and resources are dedicated to the systematic development of candidates for succession. In addition, we have established an Executive Officer system to ensure the effective and efficient operation of the business execution system. One of the objectives of this Executive Officer system is to plan the development of the next generation of executives by actively identifying managers who display outstanding humanity and ability to take charge of the future management of Kyocera. In line with this purpose, the Board of Directors checks the development of future Executives every year and determines the appointment of Executive officers based on these findings.

● Training for Directors & Audit and Supervisory Board Members

The Directors and Audit & Supervisory Board Members are given, at the time of their assumption of their office, explanations concerning the details of the business of Kyocera and their respective roles and responsibilities as considered necessary in order for them to perform their roles and fulfill their responsibilities. Further, even after assuming office, if a Director or Audit & Supervisory Board Member requests, training tailored to meet the individual requests are given and opportunities for advancement of necessary knowledge are offered or introduced, or financial support for the necessary expenses for such purposes are provided, according to their individual situations.

● Evaluation of the Effectiveness of the Board of Directors

Kyocera analyses and evaluates the effectiveness of the Board of Directors annually to properly understand its current state and operate it even more effectively.

<Outline of Effectiveness Evaluation Implemented in FY2025>

1. Evaluation Method

Kyocera conducted a questionnaire survey of all Directors and all Audit and Supervisory Board members and then held discussions at off-site meetings.

2. Questionnaire Items

Kyocera conducted quantitative and qualitative evaluations based on a five-point scale and free descriptions regarding (1) through (4) below.

(1) Administration and deliberation of the Board of Directors (e.g., provision of information, agenda items, frequency of meetings, time for deliberations, free and open discussions and exchanges of views)

(2) Composition of the Board of Directors (e.g., size, member balance, diversity)

(3) Roles and Responsibilities of the Board of Directors (e.g., discussion of the broad direction of corporate strategy, management of subsidiaries, oversight of internal control and a risk management system)

(4) Optional Nomination and Remuneration Committee (e.g., agenda items, frequency of meetings and time for deliberations)

3. Summary of Evaluation Results and Future Initiatives

The Board of Directors has been working to improve the issues identified in the previous evaluations by further enhancing reports subsidiary governance and enhancing briefings through off-site meetings.

As a result of the evaluations of this time, we confirmed that the effectiveness of the Board of Directors has been generally ensured, and that the following points have been evaluated in particular:

- The Board has an atmosphere that welcomes open expression of opinions and engages in free and broad-minded deliberations.
- Deliberations are conducted in greater depth through

● Efforts to Improve the Effectiveness of the Audit & Supervisory Board Member

Current initiatives for the enhancement of the functions of the Audit & Supervisory Board Members are as follows:

1. Allocating certain employees who are selected from Corporate Global Audit Division upon the request of the Audit & Supervisory Board Members, through prior discussion with the Audit & Supervisory Board Members, to assist in their tasks and the Audit & Supervisory Board.
2. Holding regular meetings with Representative Directors to exchange opinions relating to the management of Kyocera as a whole;
3. Holding regularly the "Kyocera Group Audit & Supervisory Board Members Meeting" where all audit & supervisory board members of companies within Kyocera Group gather to report and discuss the condition of auditing the legality of the business execution and the status of the internal control of the directors of the companies within Kyocera Group;
4. Establishing the system called "Whistleblower System to Kyocera Audit & Supervisory Board" so that the related parties with Kyocera can directly submit complaints to the Audit & Supervisory Board;
5. Holding regular meetings with accounting auditors to discuss about the audit plan and substance of quarterly audit and result of the audit, and exchanging information and opinions as necessary from time to time;
6. Holding meetings in a timely fashion with internal audit division of Kyocera in order to evaluate and monitor whether the business of the Kyocera Group is duly and efficiently executed in accordance with the laws and regulations and internal rules of Kyocera; and
7. Nominating two Outside Audit & Supervisory Board Members who are independent and not to have any conflict of interest with the shareholders in general of Kyocera.

active exchange of opinions thanks to an increase in opportunities for reporting on internal controls and risk management systems.

At the same time, the following efforts are underway to address issues identified in this evaluation and improve efficacy even more in the future.

- Making sufficient time available for deliberation and consideration of various important matters including medium-term management plans, through acceleration of the timing of providing information on agenda items and active use of opportunities such as off-site meetings
- Making risk management even more precise and improving the quality of Board decisions through timely and appropriate sharing of information on risks and other important matters.
- Strengthening Groupwide governance by enhancing reports on subsidiary management conditions and accurately ascertaining and monitoring subsidiary performance.

9-7

Corporate Governance

Compensation for Directors & Audit and Supervisory Board Members

Kyocera is focusing on improvement and operation of its remuneration system for Directors as part of efforts to reinforce governance. The remuneration system for Directors has been designed as a system to support sustained growth and achievement of the Management Rationale. It is operated as a highly objective and transparent process.

Decision Policy Regarding the Details of Individual Remuneration for Directors

● Basic policy

- The remuneration system for Directors is designed to be a mechanism that effectively encourages Directors to thoroughly demonstrate their abilities and fulfill their roles and responsibilities toward the healthy and sustainable growth of the Kyocera Group.
- The remuneration level of Directors shall be set at an appropriate level by referring to objective data from external specialist organizations while giving consideration to securing and maintaining excellent human resources necessary for realizing the management rationale.
- Regarding the remuneration system and remuneration level of Directors, high objectivity and transparency in the process for determining remuneration for Directors shall be assured by making decisions according to a resolution by the Board of Directors based on the deliberations with and reports from the Nomination and Remuneration Committee, which consists of a majority of Outside Directors.

Resolution of the ordinary general meeting of shareholders on remuneration of Audit & Supervisory Board Members and details thereof

Items determined at General Meeting of Shareholders: Basic Remuneration of no more than 100 million yen per year (The 55th Ordinary General Meeting of Shareholders held on June 25, 2009)
Individual payment amounts are determined within the range of the above resolution upon consultation among Audit & Supervisory Board Members.

Resolution of the ordinary general meeting of shareholders on remuneration of Directors and details thereof

	Applicable to	Items determined at General Meeting of Shareholders	Details
Basic Remuneration	Director	<The 55th Ordinary General Meeting of Shareholders held on June 25, 2009> No more than 400 million yen per year Not including salaries for services as employees or Executive Officers for those Directors who serve as such.	<ul style="list-style-type: none"> ● Monetary remuneration to be paid according to the responsibilities of the Directors. ● Individual payment levels of the payment amount will be determined according to each respective role upon taking into consideration the payment levels of other companies in the same industry. ● The annual amount shall be paid monthly in 12 equal portions.
Bonuses to Directors	Directors (excluding Outside Directors)	<The 55th Ordinary General Meeting of Shareholders held on June 25, 2009> Not exceed 0.2% of the consolidated net income ¹ of Kyocera for the relevant fiscal year, provided that such amount of bonuses shall in no case exceed 300 million yen annually.	<ul style="list-style-type: none"> ● Monetary remuneration to be paid according to the degree of contribution of each Director to business results in the relevant fiscal year. ● The performance indicator is "profit attributable to owners of the parent." This is calculated by multiplying the numerical value determined based on this performance indicator by a prescribed coefficient according to the position of the Director and a coefficient for individual assessment according to the degree of contribution to performance. ● Provided once per year following the end of the business year.
Performance-Linked Restricted Stock Compensation	Directors (excluding Outside Directors)	<The 69th Ordinary General Meeting of Shareholders held on June 27, 2023> Total compensation amounts shall be no more than an amount equivalent to 0.2% of profit attributable to owners of the parent for the Evaluation Period. The upper limit shall be the amount after deducting the total amount of bonuses to Directors actually paid by cash, and the upper limit on the number of shares shall be no more than 70,000 shares per year. ²	<ul style="list-style-type: none"> ● This compensation system grants Directors shares of common stock of Kyocera Corporation (restricted stock) according to the degree of contribution of each Director to business results in the relevant fiscal year. The system is intended to offer incentives for Directors to improve short-term performance as well as continuously increasing medium to long term corporate and shareholder value of Kyocera Corporation. ● Performance indicator and calculation method are the same as for bonuses to Directors. ● If an amount calculated by the same method as bonuses to Directors exceeds an amount designated by the Board of Directors after consulting the Nomination and Remuneration Committee, shares of common stock of Kyocera Corporation (restricted stock) corresponding to the exceeding portion shall be granted as performance-linked restricted stock compensation. ● Granted once per year following the end of the fiscal year.
Restricted Stock Compensation	Directors (excluding Outside Directors)	<The 65th Ordinary General Meeting of Shareholders held on June 25, 2019> No more than 100 million yen per year as well as no more than 0.1% of the profit attributable to owners of the parent as the reasonable amounts, and the upper limit on the number of shares shall be no more than 25,000 shares per year. ³	<ul style="list-style-type: none"> ● Remuneration to be provided Kyocera's common stock (restricted stock) for the purpose of further sharing value with shareholders while granting incentives to continuously improve the medium to long-term corporate and shareholder value. ● The amount to be paid to each Director shall be determined by position. ● Granted once a year in each business year.

¹ The notation has been changed to "Profit attributable to owners of the parent" in line with the adoption of the International Financial Reporting Standards (IFRS).

² As a result of the stock split of 4 shares per share on January 1, 2024, the number of shares has been adjusted to no more than 280,000 per year.

³ As a result of the stock split of 4 shares per share on January 1, 2024, the number of shares has been adjusted to no more than 100,000 per year.