# Kyowa Pharmaceutical Industry Co., Ltd.

Nonconsolidated Financial Statements for the Year Ended March 31, 2017, and Independent Auditor's Report

# Deloitte.

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### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Kyowa Pharmaceutical Industry Co., Ltd.:

We have audited the accompanying nonconsolidated balance sheet of Kyowa Pharmaceutical Industry Co., Ltd. (the "Company") as of March 31, 2017, and the related nonconsolidated statements of income, changes in equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

### Management's Responsibility for the Nonconsolidated Financial Statements

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

### Auditor's Responsibility

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

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

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

### Opinion

In our opinion, the nonconsolidated financial statements referred to above present fairly, in all material respects, the financial position of Kyowa Pharmaceutical Industry Co., Ltd. as of March 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in Japan.

### **Emphasis of Matter**

As discussed in Note 3 to the nonconsolidated financial statements, the Company changed its depreciation method for property, plant and equipment (excluding leased assets) from the declining-balance method to the straight-line method, except for buildings (excluding structures attached to the buildings) acquired on or after April 1, 1998, to which the straight-line method has already been applied. Our conclusion is not qualified in respect of this matter.

Member of Deloitte Touche Tohmatsu Limited

### Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information shown in 'Supplementary Information 1-3' is presented for the purpose of additional analysis and is not a required part of the basic financial statements. This supplementary information is the responsibility of the Company's management. Such information has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

### Restriction on Distribution and Use

Delatte Touche Tohnston LLC

This report is intended solely for the information and use of the boards of directors and management of the Company and Lupin Limited, and is not intended to be, and should not be, distributed to or used by anyone other than these specified parties.

April 28, 2017

Kyowa Pharmaceutical Industry Co., Ltd.

Nonconsolidated Balance Sheet March 31, 2017

ACCETO	Thousands of Yen	s of Yen		Thousands of Yen	s of Yen
ASSEL13	2017	2016	LIABILITIES AND EQUITY	2017	2016
CURRENT ASSETS:			CURRENT LIABILITIES:		
Cash and cash equivalents (Note 14)	¥ 238,430	¥ 340,516	Short-term bank loans (Notes 6 and 14)	¥ 25,600,000	¥ 7.700.000
Kecewables (Notes 11 and 14):			Current portion of long-term debt (Notes 6 and 14)	30,500	875.788
Irade notes	1,567,885	1,897,492	Payables (Notes 11 and 14):		
Electronically-recorded monetary claims	839,949 -	469,450	Trade notes	260,753	191,882
Lade accounts	6,939,978	4,667,975	Electronically-recorded obligations	2,421,286	2,509,021
Other	378,131	173,967	Trade accounts .	2,394,764	1.203.149
Allowance for doubtful receivables	(25,145)		Notes and accounts payable - construction	1,027,641	777,801
Inventories (Note 5)	9,955,805	6,783,802	Other	540,035	422,557
Short-term loan to subsidiary (Notes 11 and 14)		300,000	Income taxes payable (Note 10)	391,490	239,059
Consumption taxes receivable	1,635,895		Accrued expenses	957.786	691 458
Deferred tax assets (Note 10)	676,052	435,488	Other current liabilities (Note 11)	32,231	62,014
Prepaid expenses and other current assets (Note 11)	223,576	94,432			
			Total current liabilities	33,656,486	14,672,730
l otal current assets	22,430,556	15,163,122			
			LONG-TERM LIABILITIES:		
PROPERTY, PLANT AND EQUIPMENT (Note 6):	. !		Long-term debt (Notes 6 and 14)	7,500,000	30,500
Land	2,066,874	2,062,014	Liability for retirement benefits (Note 7)	432,386.	380,816
Sundings and structures	9,588,218	5,137,306	Customer deposits (Note 14)	549,640	542,849
Furnitude and Coperate	1,505,148	6,552,716	Other	51,421	249
Lessed seeste (Note 13)	659,805,1	1,188,178			
Construction in progress	2 781.864	1146 180	lotal long-term liabilities.	8,233,447	924,414
Total	23.240.763	16,201,894	COMMITMENTS AND CONTINGENT LIABILITIES (Note 8)		
Accumulated depreciation	(8,129,495)	(7,372,433)			
			EOUITY (Note 9):		
Net property, plant and equipment	15,111,268	8,829,461	Common stock, authorized, 700,000 shares; issued, 196,000 shares in 2017 and		
			2016	101,000	101,000
INVESTMENTS AND OTHER ASSETS:			Retained earnings:		
Investment in subsidiary (Note 14)	5,021,096	5,021,096	Legal reserve	25,000	25,000.
Lease deposits (Note 14)		124,237	Ketained earnings - Unappropriated	075,026,51	13,749,338
Software	3,007	178 781	Total equity	16 046 376	12 875 238
Coles rights	14 996 320	49 800	Sinha mo	0.00000	
Deferred tax assets (Note 10)	14,77,41	118.280			
Other assets	350	350			
Total investments and other assets	20,694,435	6,509,899	•	٠	
TOTAL	¥ 58,236,259	¥ 29,502,482	TOTAL	¥ 58,236,259	¥ 29,502,482

See notes to nonconsolidated financial statements.

### Kyowa Pharmaceutical Industry Co., Ltd.

Nonconsolidated Statement of Income Year Ended March 31, 2017

		•
	Thousan	nds of Yen
	2017	2016
NET SALES (Note 11)	¥ 22,677,313	¥ 19,352,816
COST OF SALES (Note 11)	13,847,371	11,719,505
Gross profit	8,829,942	7,633,311
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES (Notes 11 and 12)	6,698,858	5,038,382
Operating income	2,131,084	2,594,929
OTHER INCOME (EXPENSES): Interest and dividend income (Note 11) Interest expense Loss on disposal of property, plant and equipment Foreign exchange gain - net Management fee income (Note 11) Compensation income Other - net (Note 11)	2,448 (58,213) (4,301) 41 358,465 160,000 (24,251)	79 (30,910) (20,465) 7,949 82,959
Other income - net	434,189	77,226
INCOME BEFORE INCOME TAXES	2,565,273	2,672,155
INCOME TAXES (Note 10): Current Deferred	667,740 (273,455)	615,215 (9,875)
Total income taxes	394,285	605,340
NET INCOME	¥ 2,170,988	¥ 2,066,815
	Y	en
PER SHARE OF COMMON STOCK (Note 2): Net income	¥11,076.47	¥10,544.97

See notes to nonconsolidated financial statements.

Kyowa Pharmaceutical Industry Co., Ltd.
Nonconsolidated Statement of Changes in Equity
Year Ended March 31, 2027

	Thousands		Thousar	Thousands of You	
· ·	Outstanding		Retaine	Retained Earnings	
	Number of Shares	Common Stock	Legal Reserve	Unappropriated	Total Equity
BALANCE, APRIL 1, 2015	196	¥ 101,000	¥ 25,000	¥ 11,682,523	¥ 11,808,523
Net income				2,066,815	2,066,815
BALANCE, MARCH 31, 2016	196	101,000	25,000	13,749,338	13,875,338
Net income	1			2,170,988	2,170,988
BALANCE, MARCH 31, 2017	196	¥ 101,000	¥ 25,000	¥ 15,920,326 ·	¥ 16,046,326
			•		

## Kyowa Pharmaceutical Industry Co., Ltd.

Nonconsolidated Statement of Cash Flows Year Ended March 31, 2017

	Thousand	is of Yen
	2017	<u>2016</u>
OPERATING ACTIVITIES:		
Income before income taxes	¥ 2,565,273	¥ 2,672,155
Adjustments for:	2,505,275	2,072,100
Income taxes paid	(515,309)	(891,650)
Depreciation and amortization	1,528,794	1,254,560
Changes in assets and liabilities:	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Increase in trade accounts receivable, trade notes receivable and		
electronically-recorded monetary claims	(2,312,895)	(499,602)
Increase in inventories	(3,172,003)	(1,498,121)
Increase in other receivables, consumption tax receivable, prepaid		
expenses and other current assets	(1,969,203)	(38,682)
Increase in trade accounts payable, trade notes payable and		
electronically-recorded monetary obligations	1,172,751	462,522
Increase (decrease) in accrued expenses	266,328	(24,076)
Other - net	226,675	(41,338)
Total adjustments	(4,774,862)	(1,276,387)
Net cash (used in) provided by operating activities	(2,209,589)	1,395,768
DESCRIPTION ACTIVITIES.		
INVESTING ACTIVITIES:	(6,972,383)	(2,768,272)
Purchases of property, plant and equipment Purchases of software, sales rights and other assets	(15,622,165)	(78,117)
Decrease (increase) in short-term loan to subsidiary	300,000	(300,000)
Others - net	(122,161)	(20,289)
Others - not	(122,101)	(20,20)
Net cash used in investing activities	(22,416,709)	(3,166,678)
FINANCING ACTIVITIES:	1	
Increase in short-term bank loans - net	17,900,000	2,700,000
Proceed from long-term bank loans	7,500,000	
Repayments of long-term debt	(875,788)	(1,143,438)
Net cash provided by financing activities	24,524,212	1,556,562
NET DECREASE IN CASH AND CASH EQUIVALENTS	(102,086)	(214,348)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	340,516	554,864
CASH AND CASH EQUIVALENTS, END OF YEAR	¥ 238,430	¥ 340,516

See notes to nonconsolidated financial statements.

### Kyowa Pharmaceutical Industry Co., Ltd.

Notes to Nonconsolidated Financial Statements Year Ended March 31, 2017

### 1. BASIS OF PRESENTING NONCONSOLIDATED FINANCIAL STATEMENTS

The accompanying nonconsolidated financial statements have been prepared from the accounts maintained by Kyowa Pharmaceutical Industry Co., Ltd. (the "Company") in accordance with accounting principles generally accepted in Japan, which are different in certain respects as to application and disclosure requirements from International Financial Reporting Standards.

In preparing these nonconsolidated financial statements, certain reclassifications and rearrangements have been made to the Company's nonconsolidated financial statements issued domestically in order to present them in a form that is more familiar to readers outside Japan.

### 2. SUMMARY OF ACCOUNTING POLICIES

- a. Revenue Recognition Regarding goods sold to wholesalers, the significant risks and rewards of ownership of the goods are retained by the manufacturer until wholesalers sell them to their customers. Therefore, the sales of goods to certain wholesalers are recognized only after shipments from the wholesalers are confirmed. Other sales are recognized upon shipment of goods to customers.
- b. Nonconsolidation The nonconsolidated financial statements do not include the accounts of a subsidiary. Investment in the subsidiary is stated at cost.
- c. Cash and Cash Equivalents Cash equivalents are short-term investments that are readily convertible into cash and that are exposed to insignificant risk of changes in value. Cash equivalents include time deposits, which mature or become due within three months of the date of acquisition.
- d. Allowance for Doubtful Receivables The allowance for doubtful receivables is stated in amounts considered to be appropriate based on the Company's past credit loss experience and an evaluation of potential losses in the receivables outstanding.
- Inventories Inventories are stated at the lower of cost, determined by the moving weighted-average method, or market.
- f. Property, Plant and Equipment Property, plant, and equipment are stated at cost. Depreciation is computed by the straight-line method (see Note 3). The range of useful lives is from 7 to 38 years for buildings and structures, from 5 to 8 years for machinery and equipment, and from 4 to 15 years for furniture and fixtures. Leased assets are depreciated by the straight-line method over the respective lease periods.
- g. Long-Lived Assets The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.
- h. Investment in Subsidiary Investment in the subsidiary is stated at cost.

i. Retirement and Pension Plans - The Company has an unfunded retirement benefit plan covering substantially all of its employees who meet eligibility requirements under the retirement allowance plan. Under the plan, employees are entitled to benefits based on level of salary, length of service, and certain other factors at the time of retirement or termination.

The Company accounts for the liability for retirement benefits based on projected benefit obligations at the balance sheet date.

Prior service cost and actuarial loss are recognized at the time of occurrence.

In May 2012, the Accounting Standards Board of Japan (ASBJ) issued ASBJ Statement No. 26, "Accounting Standard for Retirement Benefits," and ASBJ Guidance No. 25, "Guidance on Accounting Standard for Retirement Benefits," which replaced the accounting standard for retirement benefits that had been issued by the Business Accounting Council in 1998 with an effective date of April 1, 2000, and the other related practical guidance, and were followed by partial amendments from time to time through 2009.

The revised accounting standard and guidance made certain amendments relating to the method of attributing expected benefit to periods, the discount rate, and expected future salary increases.

This accounting standard and guidance are effective for the beginning of annual periods beginning on or after April 1, 2014. No retrospective application of this accounting standard to nonconsolidated financial statements in prior periods is required.

Retirement allowances for directors are recorded to state the liability at the amount that would be required if all directors retired at the balance sheet date.

- j. Research and Development Costs Research and development costs are charged to income as incurred.
- k. Leases In March 2007, the ASBJ issued ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which revised the previous accounting standard for lease transactions issued in June 1993. The revised accounting standard for lease transactions is effective for fiscal years beginning on or after April 1, 2008, with early adoption permitted for fiscal years beginning on or after April 1, 2007.

Under the previous accounting standard, finance leases that were deemed to transfer ownership of the leased property to the lessee were to be capitalized. However, other finance leases were permitted to be accounted for as operating lease transactions if certain "as if capitalized" information was disclosed in the notes to the lessee's financial statements. The revised accounting standard requires that all finance lease transactions should be capitalized to recognize lease assets and lease obligations in the balance sheet. In addition, the revised accounting standard permits leases which existed at the transition date and which do not transfer ownership of the leased property to the lessee to be accounted for as operating lease transactions.

The Company applied the revised accounting standard effective April 1, 2008. In addition, the Company accounted for leases which existed at the transition date and which do not transfer ownership of the leased property to the lessee as operating lease transactions.

All other leases are accounted for as operating leases.

 Bonuses to Directors - Bonuses to directors are accrued at the year-end to which such bonuses are attributable.

- Asset Retirement Obligation In March 2008, the ASBJ issued the accounting standard for asset retirement obligations, ASBJ Statement No. 18, "Accounting Standard for Asset Retirement Obligations," and ASBJ Guidance No. 21, "Guidance on Accounting Standard for Asset Retirement Obligations." Under this accounting standard and guidance, an asset retirement obligation is defined as a legal obligation imposed either by law or contract that results from the acquisition, construction, development and the normal operation of a tangible fixed asset and is associated with the retirement of such tangible fixed asset. The asset retirement obligation is recognized as the sum of the discounted cash flows required for the future asset retirement and is recorded in the period in which the obligation is incurred if a reasonable estimate can be made. If a reasonable estimate of the asset retirement obligation cannot be made in the period the asset retirement obligation is incurred, the liability should be recognized when a reasonable estimate of the asset retirement obligation can be made. Upon initial recognition of a liability for an asset retirement ooligation, an asset retirement cost is capitalized by increasing the carrying amount of the related fixed asset by the amount of the liability. The asset retirement cost is subsequently allocated to expense through depreciation over the remaining useful life of the asset. Over time, the liability is accreted to its present value each period. Any subsequent revisions to the timing or the amount of the original estimate of undiscounted cash flows are reflected as an adjustment to the carrying amount of the liability and the capitalized amount of the related asset retirement cost.
- n. Income Taxes The provision for income taxes is computed based on the pretax income included in the statement of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying current enacted tax laws to the temporary differences.

On March 31, 2016, amendments to the Japanese tax regulations were enacted into law. As a result of these amendments, the statutory income tax rate was reduced from approximately 33.0% to 30.8% effective from the year beginning April 1, 2016, and to 30.5% effective from the year beginning April 1, 2018. The effect of these changes on the Company's nonconsolidated financial statements as of and for the year ended March 31, 2017 is immaterial.

On December 28, 2015, the ASBJ issued ASBJ Guidance No. 26, "Guidance on Recoverability of Deferred Tax Assets," which included certain revisions of the previous accounting and auditing guidance issued by the Japanese Institute of Certified Public Accountants. While the new guidance continues to follow the basic framework of the previous guidance, it provides new guidance for the application of judgment in assessing the recoverability of deferred tax assets.

The previous guidance provided a basic framework that included certain specific restrictions on recognizing deferred tax assets depending on the company's classification in respect of its profitability, taxable profit, temporary differences, etc.

The new guidance does not change such basic framework but, in limited cases, allows companies to recognize deferred tax assets even for a deductible temporary difference for which it was specifically prohibited to recognize a deferred tax asset under the previous guidance, if the company can justify, with reasonable grounds, that it is probable that the deductible temporary difference will be utilized against future taxable profit in some future period.

The new guidance is effective for the beginning of annual periods beginning on or after April 1, 2016. Earlier application is permitted for annual periods ending on or after March 31, 2016. The new guidance shall not be applied retrospectively and any adjustments from the application of the new guidance at the beginning of the reporting period shall be reflected within retained earnings or accumulated other comprehensive income at the beginning of the reporting period.

The change had no effect on the nonconsolidated financial statements of the Company,

- o. Foreign Currency Transactions All short-term and long-term monetary receivables and payables adenominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the nonconsolidated statement of income to the extent that they are not hedged by forward exchange contracts.
- p. Derivative Financial Instruments The Company enters into interest rate swap agreements as a means of managing its interest rate exposures on certain assets and liabilities.
  - It is the Company's policy to use derivatives only for the purpose of reducing market risks associated with assets and liabilities. The Company does not hold or issue derivatives for trading or speculative purposes.
  - Because the counterparties to those derivatives are limited to major international financial institutions, the Company does not anticipate any losses arising from credit risk.
- q. Per-Share Information Net income per share is computed by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the period.
- r. Segment Information Considering the similarity of product types, product characteristics, production methods, and markets, all of the Cempany's business and operations belong to the "Pharmaceutical Segment," as the Company only manufactures and sells pharmaceutical products, and therefore, the Company does not disclose "Segment Information."

### 3. ACCOUNTING CHANGE

Change in Accounting Policy that Is Difficult to Distinguish from Change in Accounting Estimate

Effective April 1, 2016, the Company changed its depreciation method for property, plant and equipment (excluding leased assets) from the declining-balance method to the straight-line method, except for buildings (excluding structures attached to the buildings) acquired on or after April 1, 1998, to which the straight-line method has already been applied.

This change is the result of a review of the actual usage pattern of the majority of the Company's property, plant and equipment and better matches the expenses with the reflected revenue that is generated.

The change of the depreciation method decreased depreciation expense by \\$382,482 thousand and increased operating income and income before income taxes by \\$315,771 thousand for the period ended March 31, 2017.

### 4. PRESENTATION CHANGE

Change in Presentation of Electronically-Recorded Monetary Claims and Electronically-Recorded Obligations

Prior to April 1, 2016, electronically-recorded monetary claims and electronically-recorded obligations were included in trade notes receivable and trade notes payable, respectively, on the nonconsolidated balance sheet.

For the fiscal year ended March 31, 2017, the amount of electronically-recorded transactions increased as the Company has been promoting electronic settlement to improve operational efficiency. Such amounts are disclosed separately in the current assets and current liabilities sections on the nonconsolidated balance sheet as of March 31, 2017.

### 5. INVENTORIES

Inventories as of March 31, 2017 and 2016, consisted of the following:

			•			Thousa	nds of	Yen
					_	2017		2016
Merchandise				 e. ·	¥	1,666,396	·¥	149,644
Finished products Work in process				٠.		5,023,546 1,496,021		3,542,426 1,401,140
Raw materials and supplies					_	1,769,842		1,690,592
Total	. :				¥	9,955,805	¥	6,783,802

### 6. SHORT-TERM BANK LOANS AND LONG-TERM DEBT

Short-term bank loans as of March 31, 2017 and 2016 consisted of the following:

	Thousand	s of Yen
	2017	2016
Loan from a bank with interest rate 0.38%: Unsecured Overdraft with interest rates ranging 0.28% and 0.38% at March	¥ 15,400,000	
31, 2017 and 2016, respectively	10,200,000	¥ 7,700,000
Short-term bank loans	¥ 25,600,000	¥ 7,700,000

Long-term debt as of March 31, 2017 and 2016, consisted of the following:

	Thousand	s of Yen
	2017	2016
Loans from banks and other financial institutions, due serially to 2023 with interest rates ranging from 0.24% to 0.75%:		
Collateralized	¥ 30,500	¥ 167,100
Unsecured	7,500,000	739,188
Total	7,530,500	906,288
Less current portion	(30,500)	(875,788)
Long-term debt, less current portion	¥ 7,500,000	¥ 30,500

Annual maturities of long-term debt as of March 31, 2017, were as follows:

<u>Y</u>	ear Ending March 31:		 Thousands of Yen
	2018 2019 2020 2021 2022 2023 and thereafter		¥ 30,500 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000
	Total		¥ 7,530,500

The carrying amounts of assets pledged as collateral for the above-collateralized long-term debt as of March 31, 2017, were as follows:

				: :	Thousands of Yen
	Land Buildings - net	of accumulated de	preciation	· · :	¥ 1,341,976 2,485,558
-	Total	• .			¥ 3,827,534

A short-term bank loan of ¥15,400,000 thousand and Long-term debt of ¥7,500,000 thousand are guaranteed by Lupin Limited.

### 7. RETIREMENT AND PENSION PLANS

Reconciliations of beginning and ending balances of the projected benefit obligations are as follows:

	Thousar	nds of Yen
	2017	<u>2016</u>
Projected benefit obligations at beginning of year	¥ 333,975	¥ 281,159
Service cost	45,125	37,305
Interest cost	1,336	1,968
Actuarial loss	(8,315)	20,230
Benefits paid	(4,192)	(6,687)
Projected benefit obligations at end of year	¥ 367,929	¥ 333,975

The components of net periodic benefit costs as of March 31, 2017 and 2016, were as follows:

,	. Thous	Thousands of Yen				
	2017	2016				
Service cost	¥ 45,125	¥ 37,305				
Interest cost	1,336	1,968				
Recognized actuarial loss	(8,315)	20,230				
Net periodic benefit costs	¥ 38,146	¥ 59,503				
ssumptions used for the years ended March 31, 2017 and	2016, were as follows:					

:			<u>2017</u> .		<u>2016</u>
Discount rate			0.7%	٠.	0.4%

The liability for retirement benefits at March 31, 2017 and 2016, for directors was ¥64,457 thousand and ¥46,841 thousand, respectively. The retirement benefits for directors were paid following the approval of the shareholder.

### 8. COMMITEMENTS AND CONTINGENT LIABILITIES

Commitments for capital expenditures outstanding at March 31, 2017 totaled ¥2,021,779 thousand.

The Company has entered into in-license agreement of a product with Astellas Pharma Inc. in February 2017. Under this agreement, the maximum payment to be made is ¥1,000,000 thousand, which does not include sales target milestone because amount may vary considerably.

At March 31, 2017, the Company has the following contingent liabilities:

Thousands of Yen

Guarantees for bank loan of subsidiary

¥900,000

### 9. EQUITY

Japanese companies are subject to the Companies Act of Japan (the "Companies Act"). The significant provisions of the Companies Act that affect financial and accounting matters are summarized below:

### (a) Dividends

Under the Companies Act, companies can pay dividends at any time during the fiscal year in addition to the year-end dividend upon resolution at the shareholders' meeting. Additionally, for companies that meet certain criteria including (1) having a Board of Directors, (2) having independent auditors, (3) having an Audit & Supervisory Board, and (4) the term of service of the directors being prescribed as one year rather than the normal two-year term by its articles of incorporation, the Board of Directors may declare dividends (except for dividends-in-kind) at any time during the fiscal year if the company has prescribed so in its articles of incorporation. However, the Company cannot do so because it does not meet all of the above criteria.

Semiannual interim dividends may also be paid once a year upon resolution by the Board of Directors if the articles of incorporation of the company so stipulate. The Companies Act provides certain limitations on the amounts available for dividends or the purchase of treasury stock. The limitation is defined as the amount available for distribution to the shareholders, but the amount of net assets after dividends must be maintained at no less than \(\frac{1}{2}\)3,000 thousand.

### (b) Increases/decreases and transfer of common stock, reserve, and surplus

The Companies Act requires that an amount equal to 10% of dividends must be appropriated as a legal reserve (a component of retained earnings) or as additional paid-in capital (a component of capital surplus) depending on the equity account charged upon the payment of such dividends until the total of aggregate amount of legal reserve and additional paid-in capital equals 25% of the common stock. Under the Companies Act, the total amount of additional paid-in capital and legal reserve may be reversed without limitation. The Companies Act also provides that common stock, legal reserve, additional paid-in capital, other capital surplus and retained earnings can be transferred among the accounts within equity under certain conditions upon resolution of the shareholders.

### (c) Treasury stock and treasury stock acquisition rights

The Companies Act also provides for companies to purchase treasury stock and dispose of such treasury stock by resolution of the Board of Directors. The amount of treasury stock purchased cannot exceed the amount available for distribution to the shareholders, which is determined by a specific formula. Under the Companies Act, stock acquisition rights are presented as a separate component of equity.

The Companies Act also provides that companies can purchase both treasury stock acquisition rights and treasury stock. Such treasury stock acquisition rights are presented as a separate component of equity or deducted directly from stock acquisition rights.

### 10. INCOME TAXES

The Company is subject to Japanese national and local income taxes which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 30.8% and 33.0% for the years ended March 31, 2017 and 2016, respectively.

The tax effects of significant temporary differences which resulted in deferred tax assets as of March 31, 2017 and 2016, are as follows:

	Thousan	ds of Yen
	2017	2016
Deferred tax assets:		
Current:		
Receivables	¥ 283,031	¥ 84,950
Inventories	103,760	118,135
Accrued expenses	251,032	207,443
Others	38,229	24,960
Total	676,052	435,488
Noncurrent:	<del></del> -	
Liability for retirement benefits	112,547	102,166
Others	38,624	16,114
Total	151,171	118,280
Deferred tax assets	¥ 827,223	¥ 553,768

Reconciliation between the normal effective statutory tax rates and the actual effective tax rates reflected in the accompanying nonconsolidated statements of income for the years ended March 31, 2017 and 2016, was as follows:

	2017	2016
Normal effective statutory tax rate Expenses not deductible for income tax purposes Tax deduction for research and development costs Tax deduction for salary expense	30.8% 2.0 (8.8) (3.3)	33.0% 0.4 (7.0) (2.5)
Tax deduction for property, plant and equipment Effect of tax rate reduction Other - net	(5.3) 0.0 (0.0)	(1.3) 1.5 (1.4)
Actual effective tax rate	15.4%	22.7%

# 11. RELATED PARTY DISCLOSURES

Transactions and balances of the Company with the parent company, sister companies and its subsidiary for the years ended March 31, 2017 and 2016, were as follows:

			Thous	Thousands of Yen	.		
				2017			
	Lupin Limited	KYOWA CritiCare Co., Ltd.	GENERIC HEALTH PTY LTD.	Multicare Pharmaceuticals Philippines Inc.	Lupin Atlantis Holding S.A.	Total	•
Transactions in 2017:							
Sales		<b>*</b> 9,486				₹ 9,486	
Cost of sales	¥ 662,462	22,960				720,422	
Selling, general and administrative expenses Interest income	182,545	(59,790)		•		122,755.	·
Management fee income	221,037	49,832	¥31,312	¥56,284		358,465	
Other income :	109	689			¥41	839	
Other expense	853					853	
Balance as of March 31, 2017.						,	
Other receivables	152,384	22,563	14,783	23,495	41	213,266	:
Short-term loan Trade potes and accounts prepalls	7.473						
Other current liabilities	70,532	18,407				88,939	
Off-balance sheet transactions as of March 31, 2017:							
Guarantee for long-term debt Guarantor for long-term debt	22,900,000	000 006				22,900,000	
			i	1			
			Трог	Thousands of Yen			
		KYOWA	GENERIC	Multicare			
	Lupin	CoitiCare Co. Ltd.	PTY LTD.	Pharmaceuticals Philippines Inc.	Lupin GmbH	Total	
Transactions in 2016:							
Sales	X 472 476	¥ 22,608		-		¥ 22,608	
Selling, general and administrative expenses	26,450	(60,514)			¥42,324	8,260	
Interest income	;	79	,	:		79	
Other income Other expense	16,715	32,984	¥21,853	¥12,262		83,814 6,728	
Balance as of March 31, 2016:		7				007.361	
Other receivables Short-term loan	49,442	300.000	21,853	797,71		300,000	
Trade notes and accounts payable	47,636	3,981		•	77 274	51,617	
Outer current magnines	40,440	coc		٠,	476,34	766,99	
Off-balance sheet transactions as of March 31, 2016: Guarantee for long-term debt Guarantee for long-term debt	739,188	200 000					
Communication for the second							

# 12. RESEARCH AND DEVELOPMENT COSTS

Research and development costs charged to income, which are included in selling, general and administrative expenses, were ¥1,354,175 thousand and ¥1,280,053 thousand for the years ended March 31, 2017 and 2016, respectively.

### 13. LEASES

The Company leases certain machinery, computer equipment, office space, and other assets.

Total lease expenses, including lease payments under finance leases, for the years ended March 31, 2017 and 2016, were ¥295,911 thousand and ¥250,042 thousand, respectively.

### 14. FINANCIAL INSTRUMENTS

### Policies on Financial Instruments

As a general rule, the Company invests in low-risk assets, such as short-term deposits, and funding is sourced through bank loans. Derivatives are used only to avoid the risk of interest rate fluctuation and not to pursue a return on investment.

### Risks of Financial Instruments and Risk Management

Trade notes and accounts receivable, electronically-recorded monetary claims and other receivables which are part of operational assets are exposed to credit risk of customers. The risk is managed through monitoring of due dates/outstanding receivable balances and regular tracking of credit status by customer, following the Company's standard credit management procedures.

Notes and accounts payable (trade, construction and other) and electronically-recorded obligations, which are part of operational liabilities are mostly due within one year.

Short-term bank loans are mainly borrowed for operational activities, and long-term debt is primarily due within five years, and used mainly for investment in fixed assets and the acquisition of KYOWA CritiCare Co., Ltd.

Loans with variable rates are exposed to the risk of interest rate fluctuation, but interest swap derivative instruments are applied to such loans as a means of hedging interest rate fluctuation risk.

Hedging is considered effective because of high correlation and effectiveness between the hedging instruments and the hedged items.

The derivatives are sourced only from highly rated financial institutions in order to reduce credit risk.

Liquidity risk of operational liabilities/bank loans is managed by preparing monthly cash forecasts.

### Fair Value of Financial Instruments

The estimated fair values of financial instruments as of March 31, 2017 and 2016, are summarized as follows:

	-1	Thousands of Yen	
		2017	
	Carrying		
	Amount	Fair Value	Difference
Cook and post analyst up	v 020 420	V 020 420	
Cash and cash equivalents	¥ 238,430	¥ 238,430	
Trade notes receivable	1,567,885	1,567,885	
Electronically-recorded monetary claims	839,949	839,949	
Trade accounts receivable	6,939,978	6,939,978	
Other receivables (deducting corresponding			
allowance for doubtful receivable)	360,478	360,478	
Short-term bank loans	25,600,000	25,600,000	•
Trade notes payable	260,753	260,753	
Electronically-recorded obligations	2,421,286	2,421,286	. •
Trade accounts payable	2,394,764	2,394,764	
Notes and accounts payable - construction	1,027,641	1,027,641	
Other payables	540,035	540,035	
Long-term debt (including current portion)	7,530,500	7,530,613	¥113
		Thousands of Yen	
		2016	
•	Carrying		
	Amount	Fair Value	Difference
Cash and cash equivalents	¥ 340,516	¥ 340,516	
Trade notes receivable	1,897,492	1,897,492	
Electronically-recorded monetary claims	469,450	469,450	
Trade accounts receivable	4,667,975	4,667,975	
Other receivables	173,967	173,967	
Short-term loan to subsidiary	300,000	300,000	
Short-term bank loans	7,700,000	7,700,000	•
Trade notes payable	191,882	191,882	
Electronically-recorded obligations	2,509,021	2,509,021	
Trade accounts payable	1,203,149	1,203,149	
Notes and accounts payable - construction	777,801	777,801	
Other payables	422,557	422,557	
Long-term debt (including current portion)	906,288	906,534	¥246

### Method of Evaluating the Fair Value of Financial Instruments

 $Cash \ and \ cash \ equivalents, \ trade \ notes \ and \ accounts \ receivable, \ electronically-recorded \ monetary \ claims, \ other \ receivables \ and \ short-term \ loan \ to \ subsidiary:$ 

The carrying amounts approximate fair value because of the short maturities of these instruments.

Notes and accounts payable (trade, construction and other) and electronically-recorded obligations:

The carrying amounts approximate fair value because of the short maturities of these instruments.

Short-term bank loans and long-term debt:

The fair value of short-term bank loans and long-term debt is based on the present value of future cash flows associated with each instrument discounted using the current borrowing rate for similar instruments of comparable maturity.

Financial instruments whose fair value cannot be reliably determined were as follows:

			***		Thousands	of Yen
					<u>2017</u>	2016
Lease	ment in subs deposits mer deposits	,	ed at carrying amount		¥5,021,096 261,255 549,640	¥5,021,096 124,237 542,849

### Maturities of Long-Term Debt

Refer to Note 6, "SHORT-TERM BANK LOANS AND LONG-TERM DEBT."

The changes in acquisition cost and the related depreciation by asset type for the year ended March 31, 2017, were as follows:

							Thousand	s of Yen					
				Acquisition Cost	on Cost			Accumulated	Depreciation		Tota	Zet	
	ສັ	seful	Balance,			Balance,	Balance,		:	Balance,	Balance,	Balance,	
Description	ک <sup>۳</sup>	Life (Years)	March 31, 2016	Increase	Decrease	March 31, 2017	March 31, 2016	-	Decrease	March 31,	March 31,	March 31,	
	1	1									200	107	
Land			¥ 2,062,014	₹ 4,860		¥ 2,066,874					¥ 2,062,014	. ¥ 2,066,874	•
Buildings and structures		7-38	2,053,406	2,046,152		4,099,558	¥ 943,114	¥ 72,533		¥ 1,015,647	1,110,292	3,083,911	
Attached facilities	12	- 38	3,083,900	2,405,284	¥ 524	5,488,660	1,585,076	144,396	₹ 482	1,728,990	1,498,824	3,759,670	
Subtotal			5,137,306	4,451,436	524	9,588,218	2,528,190	216,929	482	2,744,637	2,609,116	6,843,581	
Machinery and equipment		∞	6,548,006	766,038	23,606	7,290,438	3,896,730	546,033	23,471	4,419,292	2,651,276	2.871.146	
Vehicles		٠ ح	4,710			4,710	4,575	. 67		4,642	135	.89	
Subtotal			6,552,716	766,038	23,606	7,295,148	3,901,305	546,100	23,471	4,423,934	2,651,411	2.871.214	
Furniture and fixtures		1-15	1,188,178	364,204	43,723	1,508,659	836,884	163,040	39,000	960,924	351,294	547,735	
Lease assets		_	115,500		115,500		106,054	9,446	115,500		9,446		
Construction in progress	:		1,146,180	3,569,607	1,933,923	2,781,864					1,146,180	2,781,864	
T.			X 16 301 804	V 0146146	2511717 X	C25 040-550 W	V 7 277 423	V 026 616	170 AC	V 0 170 406	127 0000 1	07C11131 A	
TOTAL .			± 10,201,07	7,100,140	W 4,111,210	£ 72,240,/03	£ 1,572,455	4 755,515	CC+'0/1 X	± 0,127,47J	TO+,770.0	4 13,111,200	

### 2. COST OF SALES

The statement of cost of sales for the year ended March 31, 2017, was as follows:

	TI	ousands of Yen
Materials consumed	¥	5,573,443
Labor costs:	-	-,-,-,-,-
Salaries and wages		1,562,049
Contribution to provident and other funds		257,592
Staff welfare expenses		5,072
Manufacturing overhead:		· ·
Processing charges		3,614,350
Stores and spares consumed		180,926
Repairs and maintenance:		: '
Buildings		184,229
Plant and machinery		107,268
Others		36,768
Rent		43,964
Rates and taxes		- 51,849
Insurance		10,059
Power and fuel		239,094
Contract labor charges		170,753
Loss on abandonment of inventories		46,366 -
Freight and forwarding		28,424
Lease rent and hire charges		16,626
Postage and telephone expenses		4,666
Travelling and conveyance		40,747
Legal and professional charges		553
Clinical and analytical charges		16,264
Depreciation		827,485
Other expenses	_	187,563
Total production expenses		13,206,110
Deduct - net change in work in progress		<u>(94,881</u> )
Total manufacturing cost		13,111,229
Merchandise and finished goods purchased		3,100,164
Loss on inventory valuation		295,384
Other		338,466
Deduct - net change in stock	_	(2,997,872)
Total cost of sales for the year	¥	13,847,371

### 3. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

The statement of selling, general and administrative expenses for the year ended March 31, 2017, was as follows:

		Thousands of Yen
Salaries and wages Contribution to provident and other funds Staff welfare expenses		¥ 2,007,195 277,436 14,342
Stores and spares consumed		4,429
Repairs and maintenance:		' ",
Buildings Others		46,854 91,037
Rent		83,384
Rates and taxes		96,549
Insurance	•	1,441
Power and fuel	the second secon	4,691
Contract labor charges		191,360
Selling and promotion expenses		324,273
Commission, brokerage and discount		3,973
Freight and forwarding	•	364,331
bad debt expense		25,145
Lease rent and hire charges		157,150
Postage and telephone expenses	•	75,322
Travelling and conveyance		351,656
Legal and professional charges		200,408
Donation		4,130
Developments expenses		1,354,175
Depreciation	,	608,462
Other expenses		411,115
Total selling, general and administrative ex	penses for the year	¥ 6,698,858

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