

**Consolidated Financial Statements**

**USHIO INC.**

*Year ended March 31, 2018 with  
Independent Auditor's Report*



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## Independent Auditor's Report

The Board of Directors  
USHIO INC.

We have audited the accompanying consolidated financial statements of USHIO INC. and its consolidated subsidiaries, which comprise the consolidated balance sheet as at March 31, 2018, and the consolidated statements of income, comprehensive income, changes in net assets, 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 Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of USHIO INC. and its consolidated subsidiaries as at March 31, 2018, and their consolidated financial performance and cash flows for the year then ended in conformity with accounting principles generally accepted in Japan.

### *Convenience Translation*

We have reviewed the translation of these consolidated financial statements into U.S. dollars, presented for the convenience of readers, and, in our opinion, the accompanying consolidated financial statements have been properly translated on the basis described in Note 2.

June 28, 2018  
Tokyo, Japan

*Ernst & Young ShinNihon LLC*

USHIO INC. and Consolidated Subsidiaries

Consolidated Balance Sheet

	As of March 31		
	2018	2017	2018
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i> <i>(Note 2)</i>
<b>Assets</b>			
Current assets:			
Cash and deposits <i>(Notes 3, 12 and 19)</i>	¥ 74,725	¥ 63,963	\$ 703,360
Notes and accounts receivable – trade <i>(Notes 3 and 12)</i>	42,255	42,349	397,740
Securities <i>(Notes 12 and 13)</i>	4,851	8,342	45,666
Merchandise and finished goods	25,717	28,369	242,066
Work in process	13,624	10,301	128,245
Raw materials and supplies	14,920	13,750	140,444
Deferred tax assets <i>(Note 4)</i>	3,289	4,789	30,964
Prepaid expenses and other current assets	10,436	9,577	98,234
Less: Allowance for doubtful accounts <i>(Note 12)</i>	(1,590)	(1,110)	(14,974)
Total current assets	188,230	180,334	1,771,749
Property, plant and equipment, at cost:			
Buildings and structures <i>(Note 8)</i>	42,045	43,515	395,759
Machinery, equipment and other <i>(Note 8)</i>	54,693	52,849	514,806
Land <i>(Note 8)</i>	8,534	9,577	80,331
Construction in progress <i>(Note 8)</i>	2,439	2,753	22,961
	107,712	108,695	1,013,859
Less: Accumulated depreciation	(66,134)	(63,885)	(622,498)
Property, plant and equipment, net	41,578	44,809	391,361
Intangible assets <i>(Note 8)</i>	6,311	9,223	59,408
Investments and other assets:			
Investment securities <i>(Notes 12 and 13)</i>	63,789	67,909	600,426
Investments in and advances to associates	30	14	286
Deferred tax assets <i>(Note 4)</i>	555	1,033	5,228
Net defined benefit asset <i>(Note 15)</i>	3,780	30	35,585
Other assets	2,989	5,075	28,135
Total investments and other assets	71,144	74,062	669,662
Total assets	¥ 307,265	¥ 308,430	\$ 2,892,181

	<b>As of March 31</b>		
	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
			<i>(Note 2)</i>
<b>Liabilities and net assets</b>			
Current liabilities:			
Notes and accounts payable – trade <i>(Note 12)</i>	<b>¥ 21,414</b>	¥ 16,859	<b>\$ 201,563</b>
Short-term loans payable <i>(Notes 3 and 12)</i>	<b>6,950</b>	5,763	<b>65,418</b>
Current portion of long-term loans payable <i>(Notes 3 and 12)</i>	<b>1,884</b>	4,701	<b>17,742</b>
Income taxes payable	<b>873</b>	1,163	<b>8,226</b>
Deferred tax liabilities <i>(Note 4)</i>	<b>618</b>	92	<b>5,824</b>
Provision for bonuses	<b>2,185</b>	2,050	<b>20,566</b>
Provision for product warranties	<b>2,194</b>	2,100	<b>20,659</b>
Provision for loss on order received	<b>48</b>	31	<b>460</b>
Other current liabilities	<b>18,622</b>	21,830	<b>175,290</b>
Total current liabilities	<b>54,793</b>	54,592	<b>515,754</b>
Long-term liabilities:			
Long-term loans payable <i>(Notes 3 and 12)</i>	<b>17,989</b>	17,307	<b>169,324</b>
Deferred tax liabilities <i>(Note 4)</i>	<b>10,317</b>	6,459	<b>97,118</b>
Provision for directors' retirement benefits	<b>335</b>	553	<b>3,159</b>
Provision for directors' stock payment	<b>189</b>	123	<b>1,786</b>
Net defined benefit liability <i>(Note 15)</i>	<b>2,918</b>	9,960	<b>27,473</b>
Other long-term liabilities	<b>5,414</b>	6,143	<b>50,962</b>
Total long-term liabilities	<b>37,165</b>	40,548	<b>349,824</b>
Net assets:			
Shareholders' equity:			
Capital stock:			
Authorized – 300,000,000 shares			
Issued – 139,628,721 shares	<b>19,556</b>	19,556	<b>184,076</b>
Capital surplus	<b>27,771</b>	27,772	<b>261,400</b>
Retained earnings	<b>163,217</b>	155,545	<b>1,536,312</b>
Treasury shares, at cost	<b>(17,212)</b>	(17,216)	<b>(162,018)</b>
Total shareholders' equity	<b>193,332</b>	185,658	<b>1,819,770</b>
Accumulated other comprehensive income:			
Valuation difference on available-for-sale securities	<b>24,247</b>	30,407	<b>228,229</b>
Deferred gains or losses on hedges	<b>(15)</b>	(26)	<b>(145)</b>
Foreign currency translation adjustment	<b>984</b>	3,135	<b>9,267</b>
Remeasurements of defined benefit plans	<b>(3,471)</b>	(6,529)	<b>(32,675)</b>
Total accumulated other comprehensive income	<b>21,744</b>	26,987	<b>204,675</b>
Non-controlling interests	<b>229</b>	643	<b>2,155</b>
Total net assets <i>(Note 17)</i>	<b>215,306</b>	213,289	<b>2,026,602</b>
Total liabilities and net assets	<b>¥ 307,265</b>	¥ 308,430	<b>\$ 2,892,181</b>

*See notes to consolidated financial statements.*

USHIO INC. and Consolidated Subsidiaries

Consolidated Statement of Income

	Years ended March 31		
	2018	2017	2018
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i> <i>(Note 2)</i>
Net sales	¥ 173,497	¥ 172,840	\$ 1,633,072
Cost of sales <i>(Note 5)</i>	111,350	112,383	1,048,105
Gross profit	62,146	60,456	584,966
Selling, general and administrative expenses <i>(Notes 6 and 7)</i>	51,995	51,854	489,415
Operating income	10,151	8,602	95,551
Other income (expenses):			
Interest and dividend income	2,729	2,147	25,694
Interest expenses	(608)	(308)	(5,729)
Foreign exchange losses	(926)	(649)	(8,724)
Gain on trading securities	357	435	3,365
Gain on investments in money held in trust	104	371	986
Share of loss of entities accounted for using equity method	(19)	(8)	(187)
Gain on sales of investment securities, net	5,924	2,761	55,765
Loss on valuation of investment securities <i>(Note 13)</i>	(181)	(10)	(1,707)
Impairment loss <i>(Note 8)</i>	(1,875)	(240)	(17,649)
Extra retirement payment	(380)	(10)	(3,581)
Office transfer expenses <i>(Note 9)</i>	–	(136)	–
Business structure improvement expenses	–	(2,089)	–
Gain on transfer of benefit obligation relating to employees' pension fund <i>(Note 1)</i>	6,024	–	56,709
Gain on step acquisitions	30	–	286
Loss on sales of shares of subsidiaries and associates	(176)	–	(1,659)
Other, net	283	753	2,666
	11,286	3,015	106,235
Profit before income taxes	21,437	11,617	201,786
Income taxes <i>(Note 4)</i> :			
Current	2,917	3,459	27,458
Deferred	7,731	1,284	72,776
	10,648	4,744	100,235
Profit	10,788	6,872	101,551
Loss attributable to non-controlling interests	(213)	(170)	(2,005)
Profit attributable to owners of the parent	¥ 11,001	¥ 7,042	\$ 103,557

*See notes to consolidated financial statements.*

USHIO INC. and Consolidated Subsidiaries

Consolidated Statement of Comprehensive Income

	<b>Years ended March 31</b>		
	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars) (Note 2)</i>
Profit	<b>¥ 10,788</b>	¥ 6,872	<b>\$ 101,551</b>
Other comprehensive income <i>(Note 16)</i> :			
Valuation difference on available-for-sale securities	<b>(6,160)</b>	(665)	<b>(57,982)</b>
Deferred gains or losses on hedges	<b>11</b>	(26)	<b>104</b>
Foreign currency translation adjustment	<b>(2,187)</b>	(1,270)	<b>(20,592)</b>
Remeasurements of defined benefit plans	<b>3,057</b>	3,271	<b>28,781</b>
Share of other comprehensive income of entities accounted for using equity method	<b>(0)</b>	(20)	<b>(5)</b>
Total other comprehensive income	<b>(5,279)</b>	1,288	<b>(49,695)</b>
Comprehensive income	<b>¥ 5,509</b>	¥ 8,161	<b>\$ 51,856</b>
Comprehensive income attributable to owners of the parent	<b>¥ 5,759</b>	¥ 8,382	<b>\$ 54,213</b>
Comprehensive income attributable to non-controlling interests	<b>(250)</b>	(220)	<b>(2,356)</b>

*See notes to consolidated financial statements.*

USHIO INC. and Consolidated Subsidiaries

Consolidated Statement of Changes in Net Assets

	Shareholders' equity					Accumulated other comprehensive income							
	Number of shares of capital stock issued (Thousands)	Capital stock	Capital surplus	Retained earnings	Treasury shares, at cost	Total shareholders' equity	Valuation difference on available-for-sale securities (Millions of yen)	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income	Non-controlling interests	Total net assets
Balance as of April 1, 2016	139,628	¥19,556	¥27,672	¥151,856	¥(16,027)	¥183,057	¥31,072	¥ –	¥4,375	¥(9,800)	¥ 25,647	¥ 2,590	¥211,296
Dividends from surplus				(3,353)		(3,353)							(3,353)
Profit attributable to owners of the parent				7,042		7,042							7,042
Purchase of treasury shares					(1,201)	(1,201)							(1,201)
Disposal of treasury shares					12	12							12
Purchase of shares of consolidated subsidiaries			100			100							100
Capital increase of consolidated subsidiaries			(0)			(0)							(0)
Net changes of items other than shareholders' equity						–	(665)	(26)	(1,240)	3,271	1,339	(1,946)	(607)
<b>Balance as of March 31, 2017</b>	<b>139,628</b>	<b>19,556</b>	<b>27,772</b>	<b>155,545</b>	<b>(17,216)</b>	<b>185,658</b>	<b>30,407</b>	<b>(26)</b>	<b>3,135</b>	<b>(6,529)</b>	<b>26,987</b>	<b>643</b>	<b>213,289</b>
Dividends from surplus				(3,329)		(3,329)							(3,329)
Profit attributable to owners of the parent				11,001		11,001							11,001
Purchase of treasury shares					(7)	(7)							(7)
Disposal of treasury shares					10	10							10
Purchase of shares of consolidated subsidiaries			(1)			(1)							(1)
Net changes of items other than shareholders' equity						–	(6,160)	11	(2,151)	3,057	(5,242)	(414)	(5,657)
<b>Balance as of March 31, 2018</b>	<b>139,628</b>	<b>¥19,556</b>	<b>¥27,771</b>	<b>¥163,217</b>	<b>¥(17,212)</b>	<b>¥193,332</b>	<b>¥24,247</b>	<b>¥(15)</b>	<b>¥ 984</b>	<b>¥(3,471)</b>	<b>¥ 21,744</b>	<b>¥ 229</b>	<b>¥215,306</b>

	Shareholders' equity					Accumulated other comprehensive income							
		Capital stock	Capital surplus	Retained earnings	Treasury shares, at cost	Total shareholders' equity	Valuation difference on available-for-sale securities (Thousands of U.S. dollars) (Note 2)	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income	Non-controlling interests	Total net assets
<b>Balance as of March 31, 2017</b>		<b>\$184,076</b>	<b>\$261,417</b>	<b>\$1,464,094</b>	<b>\$(162,051)</b>	<b>\$1,747,537</b>	<b>\$286,212</b>	<b>\$(250)</b>	<b>\$ 29,515</b>	<b>\$(61,457)</b>	<b>\$254,020</b>	<b>\$6,061</b>	<b>\$2,007,619</b>
Dividends from surplus				(31,339)		(31,339)							(31,339)
Profit attributable to owners of the parent				103,557		103,557							103,557
Purchase of treasury shares					(67)	(67)							(67)
Disposal of treasury shares					99	99							99
Purchase of shares of consolidated subsidiaries			(16)			(16)							(16)
Net changes of items other than shareholders' equity						–	(57,982)	104	(20,247)	28,781	(49,344)	(3,905)	(53,250)
<b>Balance as of March 31, 2018</b>		<b>\$184,076</b>	<b>\$261,400</b>	<b>\$1,536,312</b>	<b>\$(162,018)</b>	<b>\$1,189,770</b>	<b>\$228,229</b>	<b>\$(145)</b>	<b>\$ 9,267</b>	<b>\$(32,675)</b>	<b>\$204,675</b>	<b>\$2,155</b>	<b>\$2,026,602</b>

See notes to consolidated financial statements.

USHIO INC. and Consolidated Subsidiaries

Consolidated Statement of Cash Flows

	<b>Years ended March 31</b>		
	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i> <i>(Note 2)</i>
<b>Operating activities</b>			
Profit before income taxes	<b>¥ 21,437</b>	¥ 11,617	<b>\$ 201,786</b>
Adjustments to reconcile profit before income taxes to net cash provided by operating activities:			
Depreciation	<b>6,790</b>	6,587	<b>63,912</b>
Impairment loss <i>(Note 8)</i>	<b>1,875</b>	240	<b>17,649</b>
Increase (decrease) in net defined benefit liability	<b>(7,180)</b>	77	<b>(67,587)</b>
Amortization of goodwill	<b>1,327</b>	1,321	<b>12,492</b>
Increase (decrease) in allowance for doubtful accounts	<b>543</b>	(15)	<b>5,116</b>
Business structure improvement expenses	–	2,089	–
Interest and dividends income	<b>(2,729)</b>	(2,147)	<b>(25,694)</b>
Interest expenses	<b>608</b>	308	<b>5,729</b>
Gain on trading securities	<b>(357)</b>	(435)	<b>(3,365)</b>
Share of loss of entities accounted for using equity method	<b>19</b>	8	<b>187</b>
Gain on sales of investment securities	<b>(5,924)</b>	(2,761)	<b>(55,765)</b>
Loss on valuation of investment securities <i>(Note 13)</i>	<b>181</b>	10	<b>1,707</b>
Increase in notes and accounts receivable – trade	<b>(1,223)</b>	(3,850)	<b>(11,515)</b>
(Increase) decrease in inventories	<b>(4,766)</b>	2,733	<b>(44,869)</b>
Increase (decrease) in notes and accounts payable – trade	<b>4,994</b>	(916)	<b>47,011</b>
Other	<b>2,848</b>	(1,007)	<b>26,812</b>
Subtotal	<b>18,444</b>	13,861	<b>173,608</b>
Interest and dividends received	<b>2,757</b>	2,129	<b>25,959</b>
Interest paid	<b>(586)</b>	(301)	<b>(5,523)</b>
Payment of business structure improvement expenses	<b>(1,479)</b>	(609)	<b>(13,929)</b>
Income taxes paid	<b>(3,568)</b>	(2,455)	<b>(33,585)</b>
Net cash provided by operating activities	<b>15,567</b>	12,624	<b>146,529</b>



USHIO INC. and Consolidated Subsidiaries

Consolidated Statement of Cash Flows (continued)

	<b>Years ended March 31</b>		
	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i> <i>(Note 2)</i>
<b>Investing activities</b>			
Payments into time deposits	<b>(10,126)</b>	(15,090)	<b>(95,319)</b>
Proceeds from withdrawal of time deposits	<b>13,902</b>	10,493	<b>130,860</b>
Payments of short-term loans receivable	<b>(324)</b>	(455)	<b>(3,052)</b>
Collection of short-term loans receivable	<b>324</b>	401	<b>3,056</b>
Purchase of securities	<b>(3,345)</b>	(3,197)	<b>(31,487)</b>
Proceeds from sales and redemption of securities	<b>8,861</b>	5,992	<b>83,407</b>
Purchase of property, plant and equipment	<b>(4,207)</b>	(8,828)	<b>(39,603)</b>
Proceeds from sales of property, plant and equipment	<b>2,070</b>	1,068	<b>19,486</b>
Purchase of intangible assets	<b>(642)</b>	(825)	<b>(6,051)</b>
Purchase of investment securities	<b>(12,226)</b>	(10,467)	<b>(115,083)</b>
Proceeds from sales and redemption of investment securities	<b>10,597</b>	6,164	<b>99,749</b>
Purchase of shares of subsidiaries resulting in a change in scope of consolidation	<b>(152)</b>	(490)	<b>(1,439)</b>
Payments for sales of shares of subsidiaries resulting in change in scope of consolidation	<b>(93)</b>	–	<b>(875)</b>
Payments of long-term loans receivable	<b>(171)</b>	(20)	<b>(1,617)</b>
Collection of long-term loans receivable	<b>3</b>	0	<b>30</b>
Payments for acquisition of business	<b>(151)</b>	–	<b>(1,426)</b>
Other	<b>5</b>	0	<b>51</b>
Net cash provided by (used in) investing activities	<b>4,322</b>	(15,254)	<b>40,684</b>
<b>Financing activities</b>			
Net increase in short-term loans payable	<b>1,177</b>	796	<b>11,078</b>
Proceeds from long-term loans payable	<b>3,916</b>	15,601	<b>36,867</b>
Repayment of long-term loans payable	<b>(5,358)</b>	(3,376)	<b>(50,438)</b>
Purchase of treasury shares	<b>(7)</b>	(1,201)	<b>(67)</b>
Cash dividends paid	<b>(3,329)</b>	(3,347)	<b>(31,340)</b>
Cash dividends paid to non-controlling shareholders	<b>(11)</b>	(15)	<b>(112)</b>
Payments from purchases of shares in subsidiaries not resulting in a change in scope of consolidation	–	(1,591)	–
Net cash (used in) provided by financing activities	<b>(3,613)</b>	6,864	<b>(34,011)</b>
Effect of exchange rate changes on cash and cash equivalents	<b>(1,215)</b>	(1,073)	<b>(11,436)</b>
Net increase in cash and cash equivalents	<b>15,061</b>	3,161	<b>141,765</b>
Cash and cash equivalents at beginning of year	<b>50,974</b>	47,813	<b>479,802</b>
Cash and cash equivalents at end of year <i>(Note 19)</i>	<b>¥ 66,035</b>	¥ 50,974	<b>\$ 621,568</b>

*See notes to consolidated financial statements*

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements

### **1. Summary of Significant Accounting Policies**

#### **(a) Basis for presentation**

USHIO INC. (the “Company”) and its domestic subsidiaries maintain their accounting records and prepare their financial statements in accordance with accounting principles generally accepted in Japan, and its overseas subsidiaries maintain their books of account in conformity with those in their respective countries of domicile.

The accompanying consolidated financial statements are prepared on the basis of accounting principles generally accepted in Japan, which are different in certain respects with regard to the application and disclosure requirements from International Financial Reporting Standards (IFRS), and have been compiled from the consolidated financial statements prepared by the Company as required by the Financial Instruments and Exchange Act of Japan.

The accompanying consolidated financial statements of the Company and its consolidated subsidiaries (collectively, the “Group”) are prepared using the accounts of foreign consolidated subsidiaries prepared in accordance with any of the accounting principles generally accepted in Japan, IFRS or accounting principles generally accepted in the United States as adjusted for certain items.

For the purposes of these documents, certain reclassifications have been made to present the accompanying consolidated financial statements in a format that is familiar to readers outside Japan. In addition, certain reclassifications have been made to the prior year’s consolidated financial statements to bring them into conformity with the current year’s presentation.

As permitted by the regulations under the Financial Instruments and Exchange Act of Japan, amounts of less than one million yen have been omitted. As a result, the totals shown in the accompanying consolidated financial statements (in both yen and U.S. dollars) do not necessarily agree with the sum of the individual amounts.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **(b) Principles of consolidation and accounting for investments in associates**

The accompanying consolidated financial statements include the accounts of the Company and all subsidiaries over which it exerts substantial control either through majority ownership of voting shares and/or other means. As of March 31, 2018, the number of consolidated subsidiaries and associates accounted for using the equity method were 58 and 1 (55 and 1 in 2017), respectively.

The changes in the scope of consolidation for the year ended March 31, 2018 are as follows:

Due to new establishment, Ushio Entertainment Holdings, Inc., Ushio Asia Trading Limited and CHRISTIE TRADE DEVELOPMENT (SHANGHAI) CO., LTD. were included in the consolidation scope.

Due to acquisition of additional shares, Zylight LLC was included in the consolidation scope and excluded from the scope of the equity method.

Due to sale of shares, Dipl.-Ing. Reinhold Eggers GmbH was excluded from the consolidation scope.

Due to liquidation, XTREME technologies GmbH was excluded from the consolidation scope.

The changes in the scope of equity method for the year ended March 31, 2018 are as follows:

Due to increased materiality, KA Imaging Inc. was included in the scope of the equity method.

Due to acquisition of additional shares, Zylight LLC was included in the consolidation scope and excluded from the scope of the equity method.

The associate that is not accounted for using the equity method (Hokkaido Saladpaprika Co., Ltd.) is excluded from the scope of the equity method since such exclusion has an immaterial effect on the Company's consolidated financial statements in terms of profit or loss (amount corresponding to the Company's equity position), retained earnings (amount corresponding to the Company's equity position) and others, and the entity, as a whole, is not material.

The closing date of a consolidated subsidiary, USHIO (SUZHOU) CO., LTD., and 11 other consolidated subsidiaries (11 in 2017) is December 31. Their financial accounts are consolidated using their financial statements as of the parent's fiscal year-end, and are prepared solely for consolidation purposes. All significant intercompany balances and transactions have been eliminated in the consolidation.

The closing dates of certain entities accounted for using the equity method are different from the consolidated balance sheet date. In preparing the consolidated financial statements, the Company uses the financial statements pertaining to each company's fiscal year.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

Shares of associates (companies over which the Company exercises significant influence) are stated at cost plus equity in their undistributed earnings or losses. Consolidated profit includes the Company's equity in the current profits or losses of such companies after the elimination of unrealized intercompany profits.

All assets and liabilities of the consolidated subsidiaries and associates are revalued on acquisition, if applicable. Goodwill is amortized in equal portions over the period in which it is deemed to be valuable.

#### **(c) Foreign currency translation**

The balance sheet accounts of the foreign consolidated subsidiaries are translated into yen at the rates of exchange in effect at the balance sheet date, except for the components of net assets excluding non-controlling interests which are translated at their historical exchange rates. Revenue and expense accounts are translated at the average rate of exchange in effect during the year. Differences arising from the translation are presented as foreign currency translation adjustment and non-controlling interests in the consolidated financial statements.

All monetary assets and liabilities of the Company and its domestic consolidated subsidiaries denominated in foreign currencies are translated at the current exchange rates in effect at each balance sheet date. Gains or losses resulting from the settlement of these items are credited or charged to income.

#### **(d) Cash equivalents**

All highly liquid investments, generally with a maturity of three months or less when purchased, which are readily convertible into known amounts of cash and are so near maturity that they represent only an insignificant risk of any change in value attributable to changes in interest rates, are considered cash equivalents.

#### **(e) Securities and investment securities**

Trading securities are carried at fair value, and held-to-maturity securities are carried at amortized cost. Marketable securities classified as available-for-sale securities are carried at fair value with any valuation difference, net of the applicable income taxes, included directly in net assets. Non-marketable securities classified as available-for-sale securities are carried at cost. The cost of securities sold is determined by the moving-average method. In cases where available-for-sale securities have declined significantly in value and such devaluation is not deemed temporary, those securities are written down to the fair value and the resulting losses are included in net profit or loss for the period.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **(f) Inventories**

Merchandise and finished goods, and work in process are stated principally at the lower of cost or market, cost being determined by the average method for the Company and its domestic consolidated subsidiaries and at the lower of cost or market, cost being determined by the first-in, first-out method for overseas consolidated subsidiaries.

Raw materials are principally stated at the lower of cost or market, cost being determined by the moving-average method for the Company and its domestic consolidated subsidiaries and at the lower of cost or market, cost being determined by the first-in, first-out method for overseas consolidated subsidiaries.

#### **(g) Depreciation (excluding leased assets)**

Depreciation of property, plant and equipment is calculated principally by the straight-line method based on the estimated useful lives of the respective assets.

The depreciation period ranges from 2 years to 60 years for buildings and structures and 3 years to 12 years for machinery and equipment, and vehicles. The others are generally depreciated from 2 years to 15 years.

Intangible assets are amortized by the straight-line method.

In addition, an estimated useful period for amortization for software for internal use is 5 years.

#### **(h) Leased assets**

Leased assets related to finance lease transactions that transfer ownership mainly consist of software of the Company's consolidated subsidiaries and are depreciated by the same approach as the depreciation method applied to non-current assets.

Leased assets related to finance lease transactions that do not transfer ownership mainly consist of production facilities (machinery) and inspection instruments (tools and equipment) of the Company's consolidated subsidiaries and are depreciated by the straight-line method over the lease period that is deemed as the useful life, assuming no residual value.

#### **(i) Research and development expenses**

Research and development expenses are charged to income when incurred.

#### **(j) Allowance for doubtful accounts**

The allowance for doubtful accounts is provided at an amount sufficient to cover possible losses on the collection of receivables, and has been determined based on historical experience with write-offs plus an estimated amount for probable specific doubtful accounts after a review of the collectability of individual receivables.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **(k) Provision for bonuses**

The provision for bonuses represents the amounts for future payments of employees' bonuses. The provision is recognized in the amount that is expected to be paid.

#### **(l) Provision for directors' retirement benefits**

Some of the consolidated subsidiaries recognize provision for retirement benefits for directors, corporate auditors and others in the full amount that would have to be paid if all the directors and corporate auditors resigned at the balance sheet date based on their internal regulations.

#### **(m) Provision for directors' stock payment**

Provision for directors' stock payment represents the amounts for future payments of the Company's stock to directors. The provision is recognized based on the amount that is expected to be paid, which is determined using points allocated to each director as prescribed in the share granting rules.

#### **(n) Provision for product warranties**

Provision for product warranties is recognized for expenses for after-sales service and free repairs for products sold by the Company and its consolidated subsidiaries in the estimated amount to be incurred in the future.

#### **(o) Provision for loss on orders received**

To provide for future losses on contracted orders received, the Company recognizes a provision for loss on orders received equal to the amount of losses it anticipates after the year-end. Such a provision is recognized when losses on orders received are probable and reasonably estimated.

#### **(p) Retirement benefits**

##### *(i) Method for attribution of estimated retirement benefits to periods*

In the calculation of retirement benefit obligations, the expected retirement benefits are attributed to the period up to the end of the current fiscal year based on the straight-line method.

##### *(ii) Accounting method for actuarial gains or losses and past service costs*

Past service costs are amortized as incurred by the straight-line method over a certain period (15 years) that is within the average remaining years of service of the eligible employees when the gains or losses occur.

Actuarial gains or losses are amortized in the year following the year in which the gains or losses are recognized by the straight-line method over a certain period (15 years) that is within the average remaining years of service of the eligible employees when the gains or losses occur.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **(q) Derivatives and hedge accounting**

The Company and certain consolidated subsidiaries have entered into currency derivative transactions and interest rate swap transactions primarily in order to manage certain risks arising from adverse fluctuations in foreign currency exchange rates and interest rates.

In accordance with the accounting standard for financial instruments, derivative financial instruments are carried at fair value with any changes in unrealized gains or losses charged or credited to income, except for those that meet the criteria for deferral hedge accounting under which unrealized gains or losses are deferred as assets or liabilities. Certain domestic consolidated subsidiaries apply the assignment for the currency derivative transactions that qualify for the method to the hedges of foreign currency risk that is qualified for the treatment.

Hedging instruments and hedged items used by the Company and certain consolidated subsidiaries are as follows:

Hedging instruments: Forward foreign exchange contracts and interest rate swaps

Hedged items: Receivables and payables denominated in foreign currencies, forecasted transactions denominated in foreign currencies, securities denominated in foreign currencies and loans payable

The Company and its consolidated subsidiaries hedge the risks of fluctuation in foreign currencies and interest rates in accordance with internal management rules on financial market risk and derivative transactions.

The hedge effectiveness is assessed by comparing the cumulative changes in fair value or cash flows of the hedged items and those of the hedging instruments during the period from the inception of the hedge to the time of determining the effectiveness, and based on the respective amount of changes.

#### **(r) Deferred income taxes**

Deferred tax assets and liabilities are recognized in the consolidated financial statements with respect to the differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **(s) Accounting standards issued but not yet applied**

*Revenue from Contracts with Customers (Accounting Standard Update (“ASU”) No. 2014-09, issued on May 28, 2014)*

##### (1) Overview

ASU No. 2014-09 provides a comprehensive standard for revenue recognition which replaces the existing revenue recognition guidance under U.S. generally accepted accounting principles (GAAP) issued by the Financial Accounting Standard Board (FASB). The core principle of this standard is that an entity should recognize revenue when the entity transfers promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The adoption of this standard will have an impact on certain overseas consolidated subsidiaries that adopt U.S. GAAP.

##### (2) Date of application

ASU 2014-09 will be applied for fiscal years beginning on or after April 1, 2019.

##### (3) Impact of application

The impact of this standard on the consolidated financial statements is currently being evaluated.



# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

*Accounting Standard for Revenue Recognition (Accounting Standards Board of Japan (ASBJ) Statement No. 29, issued on March 30, 2018)*

*Implementation Guidance on Accounting Standard for Revenue Recognition (ASBJ Guidance No. 30, issued on March 30, 2018)*

### (1) Overview

International Accounting Standards Board (IASB) and FASB jointly developed a comprehensive accounting standard for revenue recognition and issued “Revenue from Contracts with Customers” (IFRS No. 15, issued by IASB and Topic 606 issued by FASB) in May 2014. Considering the situation that IFRS No. 15 has become applicable from the fiscal year beginning on and after January 1, 2018 and Topic 606 from the fiscal year beginning after December 15, 2017, ASBJ developed a comprehensive accounting standard for revenue recognition and issued it together with implementation guidance.

ASBJ’s basic policy in developing the accounting standard for revenue recognition was to establish accounting standards as a starting point to adopt basic principles of IFRS No. 15 from the viewpoint of comparability of financial statements, which is one of the benefits of maintaining consistency with IFRS No. 15, and to add alternative treatments to the extent not to impair comparability in cases where previous practices and others in Japan should be considered.

### (2) Date of application

These standards will be applied from the start of the fiscal year beginning on or after April 1, 2021.

### (3) Impact of application

The impact of applying the “Accounting Standard for Revenue Recognition,” etc. on the consolidated financial statements is currently being evaluated.

## (t) Changes in presentation

### *Consolidated statement of cash flows*

“Increase (decrease) in allowance for doubtful accounts,” which was included in “other” under “cash flows from operating activities” for the year ended March 31, 2017, has been presented separately from the year ended March 31, 2018, since the significance of the amount has increased. To reflect this change in the method of presentation, the amount in the consolidated financial statements for the year ended March 31, 2017 has been reclassified.

As a result, ¥(681) million presented in “other” under “cash flows from operating activities” in the consolidated statement of cash flows for the year ended March 31, 2017 has been reclassified to ¥(15) million of “increase (decrease) in allowance for doubtful accounts” and ¥(665) million of “other.”

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### (u) Additional information

#### *Stock Remuneration Plan for Directors*

The Company has introduced a stock remuneration plan for directors of the Company (excluding outside directors) and executive officers who have entered into an engagement agreement with the Company (excluding overseas residents, hereinafter “Directors, etc.”), in order to raise the incentive to contribute to improving the Company’s medium- to long-term business performance and to increasing enterprise value.

#### (1) Overview

The Company entrusts money equivalent to remuneration of Directors, etc. The Company’s shares will be acquired using the entrusted money and the Company’s shares and the cash equivalent of the conversion value of the Company’s shares will be delivered and paid to Directors, etc., based on his or her position and the degree of accomplishment of business performance. Directors, etc., are eligible to receive the Company’s shares and the cash equivalent of the conversion value of the Company’s shares, in principle after retiring from the position of Director, etc. In order to maintain neutrality toward management of the Company, the voting rights of the Company’s shares in the trust may not be exercised during the trust period.

#### (2) The Company’s shares in the trust

The Company’s shares in the trust were recorded as treasury shares in shareholders’ equity on the consolidated balance sheets with the carrying value in the trust (excluding ancillary expenses). The carrying value and number of treasury shares in the trust were ¥484 million (\$4,562 thousand) and 292,700 shares as of March 31, 2018 and ¥495 million and 299,100 shares as of March 31, 2017, respectively.

#### *Accounting Treatment of Retirement Benefits*

Following the enforcement of the Defined-Benefit Corporate Pension Act, the Company received approval from the Minister of Health, Labour and Welfare on April 1, 2016 for the waiver of future payment obligations and on May 1, 2017 for the return of the benefit obligations related to past employee service for a substitutional portion of the USHIO INC. welfare pension fund, of which the Company was a member. The impact on the consolidated statement of income for the year ended March 31, 2018 was ¥6,024 million (\$56,709 thousand), which was presented in “other income (expenses).”

## 2. U.S. Dollar Amounts

For the readers’ convenience, the accompanying consolidated financial statements with respect to the year ended March 31, 2018 have been presented in U.S. dollars by translating all yen amounts at ¥106.24 = U.S. \$1.00, the exchange rate prevailing on March 31, 2018. This translation should not be construed as a representation that the yen amounts have been, could have been, or could in the future be converted into U.S. dollars at the above or any other rate.

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### 3. Short-Term Loans Payable and Long-Term Loans Payable

Short-term loans payable consisted mainly of unsecured and secured loans payable to banks at interest rates ranging from 0.30% to 12.00% and from 0.30% to 12.00% per annum at March 31, 2018 and 2017, respectively.

Long-term loans payable at March 31, 2018 and 2017 consisted of the following:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
The Company:			
Loans from banks, due through 2019 at a rate of 0.45%	<b>¥ 2,325</b>	¥ 2,325	<b>\$ 21,884</b>
Consolidated subsidiaries:			
Loans from banks, due through 2021 at rates ranging from 0.80% to 2.78%	<b>17,548</b>	19,683	<b>165,182</b>
Total long-term loans payable	<b>19,873</b>	22,008	<b>187,067</b>
Less: Current portion	<b>(1,884)</b>	(4,701)	<b>(17,742)</b>
	<b>¥17,989</b>	¥17,307	<b>\$169,324</b>

The assets pledged as collateral for loans payable as of March 31, 2018 were as follows:

	<i>(Millions of yen)</i>	<i>(Thousands of U.S. dollars)</i>
Cash and deposits	¥ 14	\$ 134
Notes and accounts receivable – trade	127	1,201
	¥ 141	\$ 1,335

The related loans payable for which the above assets were pledged as collateral as of March 31, 2018 is summarized as follows:

	<i>(Millions of yen)</i>	<i>(Thousands of U.S. dollars)</i>
Short-term loans payable	¥ 400	\$ 3,765
	¥ 400	\$ 3,765

The aggregate annual maturities of long-term loans payable subsequent to March 31, 2018 are summarized as follows:

Years ending March 31	<i>(Millions of yen)</i>	<i>(Thousands of U.S. dollars)</i>
2019	¥ 1,884	\$ 17,742
2020	7,984	75,155
2021	5,843	55,000
2022	4,161	39,168
2023 and thereafter	—	—
Total	¥ 19,873	\$ 187,067

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### 4. Income Taxes

Income taxes applicable to the Company and its domestic consolidated subsidiaries comprised corporation taxes, inhabitants' taxes and enterprise taxes, which resulted in an aggregate statutory tax rate of approximately 30.9% for the year ended March 31, 2018 (fiscal year ended March 31, 2017: 30.9%). Income taxes of the overseas consolidated subsidiaries are based, in general, on the tax rates applicable in their respective countries of incorporation.

The significant components of deferred tax assets and liabilities as of March 31, 2018 and 2017 are summarized as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Deferred tax assets:			
Allowance for doubtful accounts	¥ 480	¥ 273	\$ 4,521
Provision for bonuses	634	594	5,973
Provision for product warranties	174	182	1,638
Net defined benefit liability	707	4,006	6,659
Provision and accrual for directors' retirement benefits	259	349	2,438
Loss on valuation of inventories	1,410	1,410	13,273
Impairment loss	803	1,087	7,565
Loss on liquidation of business	—	3,526	—
Net losses carried forward	3,601	4,497	33,897
Deferred revenue	1,521	2,073	14,325
Other	2,302	1,746	21,674
Total gross deferred tax assets	<b>11,895</b>	19,749	<b>111,968</b>
Valuation allowance	<b>(6,211)</b>	(5,644)	<b>(58,462)</b>
Total deferred tax assets	<b>5,684</b>	14,104	<b>53,505</b>
Deferred tax liabilities:			
Valuation difference on available-for-sale securities	<b>(10,898)</b>	(13,468)	<b>(102,583)</b>
Gain on contribution of securities to retirement benefit trust	<b>(561)</b>	(1)	<b>(5,283)</b>
Depreciation	<b>(553)</b>	(962)	<b>(5,208)</b>
Retained earnings of subsidiaries and associates	<b>(607)</b>	(86)	<b>(5,719)</b>
Other	<b>(155)</b>	(316)	<b>(1,460)</b>
Total deferred tax liabilities	<b>(12,775)</b>	(14,834)	<b>120,255</b>
Net deferred tax assets (liabilities)	<b>¥ (7,091)</b>	¥ (729)	<b>\$ (45,424)</b>

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

A reconciliation between the statutory tax rate and the effective tax rates as a percentage of profit before income taxes for the years ended March 31, 2018 and 2017 is summarized as follows:

	<b>2018</b>	2017
Statutory tax rate	<b>30.9%</b>	30.9%
Reconciliation:		
Increase (decrease) in valuation allowance for deferred tax assets	<b>6.6</b>	17.0
Non-taxable income for income tax purposes	<b>(0.6)</b>	(1.3)
Non-deductible expenses for income tax purposes	<b>0.7</b>	1.0
Tax deductions related to R&D activities	<b>(2.1)</b>	(3.1)
Different tax rates applied to overseas subsidiaries	<b>(2.0)</b>	(6.4)
Amortization of goodwill	<b>1.7</b>	3.1
Share of loss of entities accounted for using equity method	<b>(0.0)</b>	0.0
Retained earnings of subsidiaries and associates	<b>10.5</b>	1.2
Decrease of deferred tax assets at fiscal year-end by the change of tax rate	<b>3.7</b>	—
Other	<b>0.4</b>	(1.5)
Effective tax rates	<b>49.7%</b>	40.8%

#### 5. Loss on Valuation of Inventories

The ending inventory balance is the amount after write-down of book value due to decline in profitability, and the loss on valuation of inventories included in cost of sales for the years ended March 31, 2018 and 2017 was as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Loss on valuation of inventories	<b>¥ 984</b>	¥ 535	<b>\$ 9,268</b>

#### 6. Selling, General and Administrative Expenses

The main components of selling, general and administrative expenses for the years ended March 31, 2018 and 2017 were as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Salaries and wages	<b>¥ 13,951</b>	¥ 14,190	<b>\$ 131,317</b>
Provision for bonuses	<b>716</b>	818	<b>6,740</b>
Retirement benefit expenses	<b>642</b>	841	<b>6,046</b>
Provision for directors' retirement benefits	<b>69</b>	48	<b>658</b>
Provision for directors' stock payment	<b>77</b>	32	<b>724</b>
Research and development expenses	<b>10,675</b>	9,812	<b>100,481</b>
Provision of allowance for doubtful accounts	<b>399</b>	17	<b>3,760</b>

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### 7. Research and Development Expenses

Research and development expenses included in general and administrative expenses for the years ended March 31, 2018 and 2017 were as follows:

	2018	2017	2018
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Research and development expenses	<b>¥ 10,675</b>	¥ 9,812	<b>\$ 100,481</b>

### 8. Impairment Loss

For the year ended March 31, 2018, the Group recognized impairment loss on the following asset groups:

Location	Classification by use	Type of assets	<i>(Millions of yen)</i>	<i>(Thousands of U.S. dollars)</i>
Indiana, U.S.A.	Business assets	Intangible assets, Goodwill	<b>¥ 1,007</b>	<b>\$9,479</b>
Tennessee, U.S.A.	Business assets	Intangible assets	<b>416</b>	<b>3,916</b>
Kawasaki, Kanagawa and others	Business assets	Buildings and structures, Machinery, equipment and other, Construction in progress, Intangible assets and other	<b>141</b>	<b>1,334</b>
Kanzaki, Hyogo	Business assets	Buildings and structures	<b>135</b>	<b>1,273</b>
Osaka, Osaka	Business assets	Machinery, equipment and other, Construction in progress, Intangible assets and other	<b>79</b>	<b>746</b>
Amagasaki, Hyogo	Business assets	Machinery, equipment and other	<b>49</b>	<b>463</b>
Osaka, Osaka	Business assets	Buildings and structures, Land and other	<b>46</b>	<b>434</b>

In principle, the Group's business assets are grouped according to division or to whom assets are lent, and the Group's idle assets are grouped on an individual asset basis.

For idle assets that are not used for business, the book values of the group assets whose fair values fall significantly are written down to their recoverable amounts or zero, and these write-downs are recorded as impairment loss under other expenses.

Business assets whose carrying amount may not be recoverable are written down to their recoverable amounts, and these write-downs are recognized as impairment loss under other expenses.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

Breakdown of impairment loss by location is as follows:

Impairment loss of ¥1,007 million (\$9,479thousand) recognized for Indiana, U.S.A. includes ¥761 million (\$7,170thousand) for intangible assets and ¥245 million (\$2,308thousand) for goodwill.

Impairment loss of ¥416 million (\$3,916thousand) recognized for Tennessee, U.S.A. is for intangible assets.

Impairment loss of ¥141 million (\$1,334thousand) recognized for Kawasaki, Kanagawa and others includes ¥6 million (\$60thousand) for buildings and structures, ¥7 million (\$73thousand) for machinery, equipment and other, ¥48 million (\$459thousand) for construction in progress, ¥65 million (\$612thousand) for other and ¥13 million (\$128thousand) for intangible assets.

Impairment loss of ¥135 million (\$1,273thousand) recognized for Kanzaki, Hyogo is for buildings and structures.

Impairment loss of ¥79 million (\$746thousand) recognized for Osaka, Osaka includes ¥10 million (\$101thousand) for machinery, equipment and other, ¥3 million (\$37thousand) for construction in progress, ¥33 million (\$313thousand) for other and ¥31 million (\$295thousand) for intangible assets.

Impairment loss of ¥49 million (\$463thousand) recognized for Amagasaki, Hyogo includes ¥49 million (\$461thousand) for machinery, equipment and other and ¥0 million (\$1thousand) for other.

Impairment loss of ¥46 million (\$434thousand) recognized for Osaka, Osaka includes ¥23 million (\$225thousand) for buildings and structures, ¥13 million (\$130thousand) for land and ¥8 million (\$78thousand) for other.

For the year ended March 31, 2017, the Group recognized impairment loss on the following asset groups:

Location	Classification by use	Type of assets	<i>(Millions of yen)</i>
Gotemba, Shizuoka	Business assets	Machinery, equipment and other and Intangible assets	¥ 85
Chiyoda-ku, Tokyo	Business assets	Machinery, equipment and other and Goodwill	77
Takasago, Hyogo	Business assets	Buildings and structures	55

In principle, the Group's business assets are grouped according to division or to whom assets are lent, and the Group's idle assets are grouped on an individual asset basis.

For idle assets that are not used for business, the book values of the group assets whose fair

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

values fall significantly are written down to their recoverable amounts or zero, and these write-downs are recorded as impairment loss under other expenses.

Business assets whose carrying amount may not be recoverable are written down to their recoverable amounts, and these write-downs are recognized as impairment loss under other expenses.

Breakdown of impairment loss by location is as follows:

Impairment loss of ¥85 million recognized for Gotemba, Shizuoka includes ¥23 million for machinery, equipment and other, and ¥61 million for intangible assets.

Impairment loss of ¥77 million recognized for Chiyoda-ku, Tokyo includes ¥31 million for machinery, equipment and other, and ¥45 million for goodwill.

Impairment loss of ¥55 million recognized for Takasago, Hyogo is for buildings and structures.

### 9. Office Transfer Expenses

No office transfer expenses were recorded for the year ended March 31, 2018. Office transfer expenses of ¥136 million were recorded for the year ended March 31, 2017, due to relocation of Ushio Opto Semiconductors, Inc. to Gotemba.

### 10. Business Structure Improvement Expenses

No business structure improvement expenses were recorded for the year ended March 31, 2018. Business structure improvement expenses were incurred in implementing the business structure improvement to maintain and improve the profitability of the Company's businesses. In this connection, the Company recorded additional retirement expenses due to the special early retirement schemes in the amount of ¥1,479 million and expenses for personnel downsizing, etc., due to the restructuring of CHRISTIE Group in the amount of ¥609 million for the year ended March 31, 2017.

### 11. Leases

Future minimum lease payments under operating leases, which are lease transactions other than finance leases for the year ended March 31, 2018, are summarized as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>	<i>(Millions of yen)</i>	<i>(Thousands of U.S. dollars)</i>
Due within one year	<b>¥ 1,372</b>	¥ 1,265	<b>\$ 12,923</b>
Due after one year	<b>2,710</b>	2,504	<b>25,511</b>
Total	<b>¥ 4,083</b>	¥ 3,770	<b>\$ 38,434</b>



# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### 12. Financial Instruments

#### (1) The Group's policy to manage financial instruments

##### *a. Basic policy on treating financial instruments*

The Group invests floating money and funds reserved for future business expansion mainly in highly safe financial assets, according to the Group's cash management plan. Financing instruments are determined based upon the use of funds and financing environment. The Group utilizes derivative transactions only to avoid foreign exchange rate fluctuation risk and interest rate fluctuation risk, and does not use them for trading or speculative purposes.

##### *b. The nature and risk of financial instruments*

Notes and accounts receivable – trade, which are operating receivables, are exposed to customer credit risk. Operating receivables denominated in foreign currencies are also exposed to foreign exchange risk which is hedged by using forward foreign exchange contracts.

Securities and investment securities consist mainly of equity securities issued by companies with a business relationship and marketable equity or bond securities held for the purpose of short-term investment of floating money and reserved funds. Investments in money held in trust is also held for the purpose of investment of reserved funds. These investments are exposed to market risk. A part of securities, investment securities, and investments in money held in trust are denominated in foreign currency, and they are exposed to foreign exchange risk; however, such risk is hedged by using forward foreign exchange contracts.

Notes and accounts payable – trade, which are operating payables, are mostly due within one year. Some of them are denominated in foreign currencies and exposed to foreign exchange risk; however, such risk is hedged by using forward foreign exchange contracts.

Short-term and long-term loans payable, which are made to obtain working capital, are mostly due within three years after the end of the current fiscal year. Floating-rate loans payable are exposed to interest rate risk. Certain long-term floating-rate loans payable are hedged by using interest rate swaps.

As for derivative transactions, forward foreign exchange contracts and currency swaps are entered into for the purpose of hedging foreign exchange risk deriving from operating receivables and payables denominated in foreign currencies, loans payable denominated in foreign currencies and securities denominated in foreign currencies. In addition, interest rate swaps are entered into for the purpose of hedging interest rate fluctuation risk deriving from interest payments for loans payable.

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### *c. Risk management structure regarding financial instruments*

*Credit risk* — The Company and its consolidated subsidiaries manage the customer credit risk for operating receivables in accordance with the internal regulations for credit exposure management as follows: the creditability of each customer is reviewed by monitoring the status of each customer on a daily and continuous basis; the due dates and balances are managed for each customer; and the credit line is periodically examined and reviewed.

The credit risk associated with bond securities is immaterial since the Group invests in bond securities with high credit ratings.

Derivative transactions are entered into only with highly rated financial institutions in order to mitigate counterparty risk.

As of the fiscal year-end, the maximum credit risk amount is presented as the consolidated balance sheet amounts of financial assets that are exposed to credit risk.

*Market risk* — The Company and some consolidated subsidiaries utilize forward foreign exchange contracts and currency swaps for foreign exchange risk identified by currency and by month in relation to operating receivables and payables denominated in foreign currencies, loans payable denominated in foreign currencies and securities denominated in foreign currencies in accordance with the internal rules for market risk management.

For securities and investment securities, market prices and the financial position of the issuers are periodically monitored and reported to directors in charge in accordance with the internal rules for market risk management. In addition, the holding status of shares issued by companies with business relationships is continuously reviewed in consideration of the relationships with those companies.

Derivative transactions are reported to directors in charge on a daily basis as well as to the Board of Directors in accordance with the internal rules for derivative transactions that define the authorization policy and limits of transactions. Consolidated subsidiaries have the internal rules equivalent to the rules of the Company,

*Liquidity risk* — Liquidity risk of the Company and its consolidated subsidiaries is managed by the Finance and Treasury Departments, preparing and updating the cash management plan based upon reports from each department as well as by maintaining certain liquidity.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(2) Fair value of financial instruments

The table below presents the amounts of financial instruments recorded in the consolidated balance sheet and their fair values as of March 31, 2018 and 2017, as well as their differences. Financial instruments whose fair values cannot be reliably determined are not included.

*(Millions of yen)*

<b>As of March 31, 2018</b>	Consolidated balance sheet amount	Fair value	Difference
(1) Cash and deposits	¥74,725	¥74,725	¥ –
(2) Notes and accounts receivable – trade	42,255		
Allowance for doubtful accounts <sup>(*1)</sup>	(1,586)		
	<b>40,669</b>	<b>40,669</b>	–
(3) Securities and investment securities			
Trading securities	2,329	2,329	–
Available-for-sale securities	64,015	64,015	–
(4) Investments in money held in trust	2,322	2,322	–
Assets, total	<b>¥184,061</b>	<b>¥184,061</b>	¥ –
(1) Notes and accounts payable – trade	¥21,414	¥21,414	¥ –
(2) Short-term loans payable	6,950	6,950	–
(3) Current portion of long-term loans payable	1,884	1,891	6
(4) Long-term loans payable	17,989	17,837	(151)
Liabilities, total	<b>¥48,238</b>	<b>¥48,093</b>	<b>¥(144)</b>
Derivative transactions <sup>(*2)</sup>			
for which hedge accounting is not applied	¥89	¥89	¥ –
for which hedge accounting is applied	(22)	(22)	–

(\*1): The deducted amount includes general and specific allowance for doubtful accounts relating to notes and accounts receivable – trade.

(\*2): Assets and liabilities from derivative transactions are stated in the net amount. The figures in parentheses indicate net liabilities.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Millions of yen)

As of March 31, 2017	Consolidated balance sheet amount	Fair value	Difference
(1) Cash and deposits	¥63,963	¥63,963	¥ –
(2) Notes and accounts receivable – trade	42,349		
Allowance for doubtful accounts <sup>(*)</sup>	(1,085)		
	41,264	41,264	–
(3) Securities and investment securities			
Trading securities	2,587	2,587	–
Available-for-sale securities	71,142	71,142	–
(4) Investments in money held in trust	2,322	2,322	–
Assets, total	¥181,280	¥181,280	¥ –
(1) Notes and accounts payable – trade	¥16,859	¥16,859	¥ –
(2) Short-term loans payable	5,763	5,763	–
(3) Current portion of long-term loans payable	4,701	4,769	68
(4) Long-term loans payable	17,307	17,942	634
Liabilities, total	¥44,632	¥45,335	¥703
Derivative transactions <sup>(**)</sup>			
for which hedge accounting is not applied	¥(4)	¥(4)	¥ –
for which hedge accounting is applied	(26)	(26)	–

(\*1): The deducted amount includes general and specific allowance for doubtful accounts relating to notes and accounts receivable – trade.

(\*2): Assets and liabilities from derivative transactions are stated in the net amount. The figures in parentheses indicate net liabilities.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

*(Thousands of U.S. dollars)*

<b>As of March 31, 2018</b>	Consolidated balance sheet amount	Fair value	Difference
(1) Cash and deposits	<b>\$ 703,360</b>	<b>\$ 703,360</b>	<b>\$ —</b>
(2) Notes and accounts receivable – trade	<b>397,740</b>		
Allowance for doubtful accounts <sup>(*1)</sup>	<b>(14,934)</b>		
	<b>382,805</b>	<b>382,805</b>	<b>—</b>
(3) Securities and investment securities			
Trading securities	<b>21,925</b>	<b>21,925</b>	<b>—</b>
Available-for-sale securities	<b>602,552</b>	<b>602,552</b>	<b>—</b>
(4) Investments in money held in trust	<b>21,861</b>	<b>21,861</b>	<b>—</b>
Assets, total	<b>\$ 1,732,505</b>	<b>\$ 1,732,505</b>	<b>\$ —</b>
(1) Notes and accounts payable – trade	<b>\$ 201,563</b>	<b>\$ 201,563</b>	<b>\$ —</b>
(2) Short-term loans payable	<b>65,418</b>	<b>65,418</b>	<b>—</b>
(3) Current portion of long-term loans payable	<b>17,742</b>	<b>17,801</b>	<b>59</b>
(4) Long-term loans payable	<b>169,324</b>	<b>167,902</b>	<b>(1,421)</b>
Liabilities, total	<b>\$ 454,049</b>	<b>\$ 452,686</b>	<b>\$ (1,362)</b>
Derivative transactions <sup>(*2)</sup>			
for which hedge accounting is not applied	<b>\$ 840</b>	<b>\$ 840</b>	<b>\$ —</b>
for which hedge accounting is applied	<b>(210)</b>	<b>(210)</b>	<b>—</b>

(\*1): The deducted amount includes general and specific allowance for doubtful accounts relating to notes and accounts receivable – trade.

(\*2): Assets and liabilities from derivative transactions are stated in the net amount. The figures in parentheses indicate net liabilities.

The method of fair value measurement is described as follows:

*Assets*

(1) Cash and deposits and (2) Notes and accounts receivable – trade

The fair value of these accounts approximates their book value because they are settled in a short period of time. Thus, the book value is presented as their fair value.

(3) Securities and investment securities

The fair value of equity securities is based on market prices at the stock exchange, and that of bond securities is obtained from financial institutions.

(4) Investments in money held in trust

The fair value is based upon the price obtained from financial institutions.

*Liabilities*

(1) Notes and accounts payable – trade and (2) Short-term loans payable

The fair value of these accounts approximates their book value because they are settled in a short period of time. Thus, the book value is presented as their fair value.

(3) Current portion of long-term loans payable and (4) Long-term loans payable

The fair value of long-term loans payable is measured by discounting the total of principal and interest at an assumed rate for similar new borrowings.

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### *Derivative transactions*

The fair value is measured based upon the prices obtained from financial institutions.

As of March 31, 2018 and 2017, the consolidated balance sheet includes the following financial instruments whose fair values cannot be reliably determined:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Unlisted shares and investments in business partnerships with limited liability	<b>¥2,326</b>	¥2,536	<b>\$21,901</b>

### (3) Redemption schedule

The redemption schedule for securities with maturity dates classified as available-for-sale securities as of March 31, 2018 and 2017 is summarized as follows:

As of March 31, 2018								
	Due within one year	Due after one year and up to five years	Due after five years and up to ten years	Due after ten years	Due within one year	Due after one year and up to five years	Due after five years and up to ten years	Due after ten years
	<i>(Millions of yen)</i>				<i>(Thousands of U.S. dollars)</i>			
Notes and accounts receivable – trade	<b>¥41,881</b>	<b>¥374</b>	¥ –	¥ –	<b>\$ 394,211</b>	<b>\$ 3,528</b>	\$ –	\$ –
Bonds:								
Corporate bonds	<b>1,650</b>	<b>2,843</b>	<b>212</b>	<b>9,316</b>	<b>15,537</b>	<b>26,768</b>	<b>2,000</b>	<b>87,695</b>
Total	<b>¥43,531</b>	<b>¥3,218</b>	<b>¥212</b>	<b>¥9,316</b>	<b>\$ 409,748</b>	<b>\$ 30,297</b>	<b>\$ 2,000</b>	<b>\$ 87,695</b>
As of March 31, 2017								
	Due within one year	Due after one year and up to five years	Due after five years and up to ten years	Due after ten years				
	<i>(Millions of yen)</i>							
Notes and accounts receivable – trade	¥41,788	¥560	¥ –	¥ –				
Bonds:								
Corporate bonds	4,949	5,373	448	7,180				
Total	<b>¥46,737</b>	<b>¥5,934</b>	<b>¥448</b>	<b>¥7,180</b>				

Cash and deposits are due within one year. The redemption schedule for long-term loans payable is stated in Note 3.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

**13. Securities and Investment Securities**

(1) Trading securities

Trading securities as of March 31, 2018 and 2017 are summarized as follows:

As of March 31, 2018			
Carrying value	Gain	Carrying value	Gain
<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>	
¥2,329	¥290	\$21,925	\$2,730
As of March 31, 2017			
Carrying value	Loss		
<i>(Millions of yen)</i>			
¥2,587	¥156		

(2) Marketable available-for-sale securities

Marketable available-for-sale securities as of March 31, 2018 and 2017 are summarized as follows:

	As of March 31, 2018					
	Carrying value	Acquisition cost	Unrealized gain (loss)	Carrying value	Acquisition cost	Unrealized gain (loss)
	<i>(Millions of yen)</i>			<i>(Thousands of U.S. dollars)</i>		
Securities whose carrying value exceeds their acquisition costs:						
(1) Shares	¥43,461	¥ 7,619	¥35,841	\$409,088	\$ 71,721	\$337,366
(2) Bonds:						
Corporate bonds	479	462	17	4,516	4,353	163
(3) Other	985	951	34	9,279	8,955	324
Subtotal	44,927	9,033	35,893	422,884	85,030	337,853
Securities whose carrying value does not exceed their acquisition costs:						
(1) Shares	1,990	2,049	(59)	18,737	19,295	(557)
(2) Bonds:						
Corporate bonds	17,097	17,971	(874)	160,930	169,158	(8,228)
(3) Other	—	—	—	—	—	—
Subtotal	19,087	20,021	(933)	179,667	188,454	(8,786)
Total	¥64,015	¥29,054	¥34,960	\$602,552	\$273,484	\$329,067
As of March 31, 2017						
	Carrying value	Acquisition cost	Unrealized gain (loss)			
	<i>(Millions of yen)</i>					
Securities whose carrying value exceeds their acquisition costs:						
(1) Shares	¥51,411	¥7,522	¥43,889			
(2) Bonds:						
Corporate bonds	5,266	5,203	62			
(3) Other	1,383	1,019	364			
Subtotal	58,061	13,745	44,316			
Securities whose carrying value does not exceed their acquisition costs:						
(1) Shares	345	400	(54)			
(2) Bonds:						
Corporate bonds	12,520	12,900	(380)			
(3) Other	215	223	(7)			
Subtotal	13,080	13,523	(442)			
Total	¥71,142	¥27,268	¥43,873			

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(3) Available-for-sale securities sold

Available-for-sale securities sold during the years ended March 31, 2018 and 2017 are summarized as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Sales of securities			
(1) Shares	<b>¥6,962</b>	¥4,491	<b>\$ 65,535</b>
(2) Bonds	<b>1,814</b>	113	<b>17,075</b>
(3) Other	<b>640</b>	698	<b>6,028</b>
Aggregate gains on sales			
(1) Shares	<b>5,792</b>	2,627	<b>54,526</b>
(2) Bonds	<b>9</b>	4	<b>87</b>
(3) Other	<b>189</b>	137	<b>1,779</b>
Aggregate losses on sales			
(1) Shares	<b>61</b>	–	<b>575</b>
(2) Bonds	–	–	–
(3) Other	<b>5</b>	7	<b>52</b>

(4) Impairment loss recognized on securities

Impairment losses amounted to ¥181 million (\$1,707thousand) and ¥10 million are recognized in shares classified as available-for-sale securities for the years ended March 31, 2018 and 2017, respectively. Impairment loss is recognized when the average market value for the month ended on the balance sheet date falls to less than half of the carrying amounts at the end of the fiscal year. Except in cases in which the market value is recoverable, losses are also recorded when the decline in value is between 30% and 50% of the carrying amounts considering the recoverability.



USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

**14. Derivative Transactions**

The notional amounts and the estimated fair value of the derivative positions outstanding at March 31, 2018 and 2017 are summarized below.

(1) Derivative transactions for which hedge accounting is not applied

Currency-related transactions:

	<b>As of March 31, 2018</b>			
	<b>Notional amounts</b>	<b>Maturing after one year</b>	<b>Estimated fair value</b>	<b>Unrealized gain (loss)</b>
	<i>(Millions of yen)</i>			
Bilateral transactions:				
Forward foreign exchange contracts:				
Sell:				
EUR	¥ 293	¥ 147	¥ (28)	¥ (28)
Buy:				
USD	719	–	(22)	(22)
JPY	665	–	8	8
Currency swaps:				
Receive JPY/ Pay USD	3,070	3,070	131	131
<b>Total</b>	<b>¥4,749</b>	<b>¥3,218</b>	<b>¥89</b>	<b>¥89</b>

	<b>As of March 31, 2018</b>			
	<b>Notional amounts</b>	<b>Maturing after one year</b>	<b>Estimated fair value</b>	<b>Unrealized gain (loss)</b>
	<i>(Thousands of U.S. dollars)</i>			
Bilateral transactions:				
Forward foreign exchange contracts:				
Sell:				
EUR	\$ 2,760	\$ 1,392	\$ (270)	\$ (270)
Buy:				
USD	6,771	–	(209)	(209)
JPY	6,264	–	83	83
Currency swaps:				
Receive JPY/ Pay USD	28,905	28,905	1,235	1,235
<b>Total</b>	<b>\$44,702</b>	<b>\$30,297</b>	<b>\$840</b>	<b>\$840</b>

	<b>As of March 31, 2017</b>			
	<b>Notional amounts</b>	<b>Maturing after one year</b>	<b>Estimated fair value</b>	<b>Unrealized loss</b>
	<i>(Millions of yen)</i>			
Bilateral transactions:				
Forward foreign exchange contracts:				
Sell:				
EUR	¥ 463	¥309	¥19	¥19
Buy:				
USD	387	–	(1)	(1)
JPY	774	–	(23)	(23)
Currency swaps:				
Receive JPY/ Pay USD	3,070	3,070	300	300
<b>Total</b>	<b>¥4,697</b>	<b>¥3,380</b>	<b>¥295</b>	<b>¥295</b>

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(2) Derivative transactions for which hedge accounting is applied  
Interest-rate-related transactions:

As of March 31, 2018						
Hedged item	Notional amounts	Maturing		Notional amounts	Maturing	
		after one year	Estimated fair value		after one year	Estimated fair value
		<i>(Millions of yen)</i>			<i>(Thousands of U.S. dollars)</i>	
Derivative transactions for which deferral accounting is applied:						
Interest rate swaps:						
Receive floating/ Pay fixed	<b>Long-term loans payable</b>	¥3,450	¥3,450	¥(22)	\$32,473	\$32,473
Total		¥3,450	¥3,450	¥(22)	\$32,473	\$32,473
						\$ (210)
						\$ (210)

As of March 31, 2017			
Hedged item	Notional amounts	Maturing	
		after one year	Estimated fair value
		<i>(Millions of yen)</i>	
Derivative transactions for which deferral accounting is applied:			
Interest rate swaps:			
Receive floating/ Pay fixed	Long-term loans payable	¥3,450	¥(26)
Total		¥3,450	¥(26)

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **15. Retirement Benefit Plans**

##### (1) Overview of retirement benefit plan adopted by the Company

To prepare for the payment of employees' retirement benefits, the Company and its consolidated subsidiaries adopted funded and unfunded defined benefit plans as well as a defined contribution plan.

Under the defined benefit corporate pension plans, all of which are funded, the Company provides lump-sum or pension benefits based on salaries and length of service. In addition, retirement benefit trusts are set up for said corporate pension plans of the Company.

Under the lump-sum retirement benefit plans, which are principally unfunded and partially funded as a result of the setup of retirement benefit trusts, the Company provides lump-sum benefits based on salaries and length of service.

Under the defined benefit corporate pension plans and the lump-sum retirement benefit plans for certain consolidated subsidiaries, net defined benefit liability and retirement benefit expenses are calculated by the simplified method.

The Company received approval from the Minister of Health, Labour and Welfare on April 1, 2016 for the waiver of future payment obligations and on May 1, 2017 for the return of the benefit obligations related to past employee service for a substitutional portion of the welfare pension fund.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(2) Defined benefit plan

a. Reconciliation between retirement benefit obligations at beginning of period and end of period

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Retirement benefit obligation at beginning of period	<b>¥ 37,701</b>	¥ 40,760	<b>\$ 354,869</b>
Current service costs	<b>1,016</b>	1,102	<b>9,563</b>
Interest costs	<b>214</b>	301	<b>2,020</b>
Actuarial gains and losses arising during period	<b>619</b>	(1,697)	<b>5,830</b>
Retirement benefits paid	<b>(1,177)</b>	(694)	<b>(11,080)</b>
Past service costs	<b>(53)</b>	(2,075)	<b>(501)</b>
Reduction amount associated with transfer of benefit obligation relating to employees' pension fund	<b>(9,667)</b>	–	<b>(90,999)</b>
Other	–	12	–
Effect of exchange rate changes	<b>(23)</b>	(8)	<b>(218)</b>
Retirement benefit obligation at end of period	<b>¥ 28,629</b>	¥ 37,701	<b>\$ 269,483</b>

b. Reconciliation between plan assets at beginning of period and end of period (excluding plans to which simplified method is applied stated in (3))

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Plan assets at beginning of period	<b>¥ 28,310</b>	¥ 26,350	<b>\$ 266,477</b>
Expected return on plan assets	<b>303</b>	473	<b>2,854</b>
Actuarial gains and losses arising during period	<b>742</b>	(274)	<b>6,986</b>
Contributions from employer	<b>1,907</b>	2,285	<b>17,950</b>
Retirement benefits paid	<b>(1,131)</b>	(508)	<b>(10,648)</b>
Effect of exchange rate changes	<b>(22)</b>	(15)	<b>(213)</b>
Plan assets at end of period	<b>¥ 30,109</b>	¥ 28,310	<b>\$ 283,407</b>

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

c. *Reconciliation between net defined benefit liabilities for plans to which simplified method is applied at beginning of period and end of period*

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Net defined benefit liability at beginning of period	<b>¥ 539</b>	¥ 512	<b>\$ 5,077</b>
Retirement benefit expenses	<b>176</b>	126	<b>1,663</b>
Retirement benefits paid	<b>(53)</b>	(55)	<b>(504)</b>
Contribution to plans	<b>(18)</b>	(19)	<b>(173)</b>
Other	<b>(28)</b>	(22)	<b>(268)</b>
Effect of exchange rate changes	<b>1</b>	(3)	<b>17</b>
Net defined benefit liability at end of period	<b>¥ 617</b>	¥ 539	<b>\$ 5,811</b>

d. *Reconciliation between retirement benefit obligation and plan assets at end of period and defined benefit liability and defined benefit asset for retirement recognized on the consolidated balance sheet*

	<b>As of March 31, 2018</b>	As of March 31, 2017	<b>As of March 31, 2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Retirement benefit obligation for funded plans	<b>¥ 28,629</b>	¥ 37,701	<b>\$ 269,483</b>
Plan assets	<b>(30,109)</b>	(28,310)	<b>(283,407)</b>
	<b>(1,479)</b>	9,390	<b>(13,923)</b>
Retirement benefit obligation for unfunded plans	<b>617</b>	539	<b>5,811</b>
Net balance of liability and asset recognized on the consolidated balance sheet	<b>(861)</b>	9,930	<b>(8,111)</b>
Net defined benefit liability	<b>2,918</b>	9,960	<b>27,473</b>
Net defined benefit asset	<b>(3,780)</b>	(30)	<b>(35,585)</b>
Net balance of liability and asset recognized on the consolidated balance sheet	<b>¥ (861)</b>	¥ 9,930	<b>\$ (8,111)</b>

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

e. Retirement benefit expenses and their breakdown

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Current service costs	<b>¥ 1,016</b>	¥ 1,102	<b>\$ 9,563</b>
Interest costs	<b>214</b>	301	<b>2,020</b>
Expected return on plan assets	<b>(303)</b>	(473)	<b>(2,854)</b>
Amortization of actuarial gains and losses	<b>646</b>	1,401	<b>6,087</b>
Amortization of past service costs	<b>(7)</b>	(157)	<b>(66)</b>
Employees' contribution	–	(14)	–
Other	<b>(80)</b>	(137)	<b>(756)</b>
Retirement benefit expenses applying simplified method	<b>176</b>	126	<b>1,663</b>
Retirement benefit expenses under defined benefit plans	<b>¥ 1,663</b>	¥ 2,149	<b>\$ 15,656</b>

f. Remeasurements of defined benefit plans

The breakdown of the amount recognized in remeasurements of defined benefit plans (before tax) in the consolidated statement of comprehensive income is as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Past service costs	<b>¥ 1,878</b>	¥(1,917)	<b>\$ 17,686</b>
Actuarial gains and losses	<b>(6,288)</b>	(2,825)	<b>(59,188)</b>
Total	<b>¥ (4,409)</b>	¥(4,743)	<b>\$ (41,502)</b>

g. Accumulated remeasurements of defined benefit plans

The breakdown of the amount recognized in accumulated remeasurements of defined benefit plans (before tax) on the consolidated balance sheet is as follows:

	<b>As of March 31, 2018</b>	As of March 31, 2017	<b>As of March 31, 2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Unrecognized past service costs	<b>¥ (179)</b>	¥(2,058)	<b>\$ (1,684)</b>
Unrecognized actuarial gains and losses	<b>5,162</b>	11,451	<b>48,596</b>
Total	<b>¥4,983</b>	¥9,393	<b>\$ 46,911</b>

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### *h. Plan assets*

##### (i) Breakdown of plan assets

Percentage of each main category to total plan assets is as follows:

	<b>As of March 31, 2018</b>	As of March 31, 2017
Bonds	<b>27%</b>	24%
Securities	<b>14</b>	14
Cash and deposits	<b>5</b>	7
Alternative investments (Note 1)	<b>17</b>	17
Advance payment of the minimum policy reserve	<b>27</b>	29
Other	<b>10</b>	9
Total (Note 2)	<b>100%</b>	100%

- Notes
1. Alternative investments mainly consist of investment to hedge funds.
  2. Total plan assets include retirement benefit trusts of 6% and 5% that are set up for a corporate pension plan as of March 31, 2018 and 2017, respectively.

##### (ii) Determination of expected long-term rate of return on plan assets

In determining the expected long-term rate of return on plan assets, the Company takes into consideration the current and future plan asset allocation as well as the current and expected long-term rate of return on various asset categories comprising plan assets.

#### *i. Actuarial assumptions*

	<b>2018</b>	2017
Actuarial assumptions at end of period:		
Discount rate	<b>0.6~0.7%</b>	0.6~1.0%
Long-term expected rate of return:	<b>1.5%</b>	2.0%
Expected rate of salary increase	<b>3.0%</b>	1.6~4.9%

#### (3) Defined contribution plan

The required contribution to the defined contribution plan amounts to ¥586 million (\$5,517 thousand) and ¥735 million for the years ended March 31, 2018 and 2017, respectively.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

**16. Other Comprehensive Income**

Reclassification adjustments and income tax effect allocated to each component of other comprehensive income for the years ended March 31, 2018 and 2017 were as follows:

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Valuation difference on available-for-sale securities:			
Amount arising during the year	¥(2,738)	¥ 2,012	\$(25,772)
Reclassification adjustments	(6,039)	(3,009)	56,846
Amount before income tax effect	(8,777)	(906)	(82,619)
Income tax effect	2,617	241	24,636
Valuation difference on available-for-sale securities	<b>(6,160)</b>	(665)	<b>(57,982)</b>
Deferred gains (losses) on hedges:			
Amount arising during the year	0	(26)	1
Reclassification adjustments	4	-	-
Amount before income tax effect	4	(26)	39
Income tax effect	6	-	-
Deferred gains (losses) on hedges	<b>11</b>	(26)	<b>104</b>
Foreign currency translation adjustment:			
Amount arising during the year	(2,962)	(1,270)	(27,881)
Reclassification adjustments	774	-	-
Amount before income tax effect	(2,187)	(1,270)	(20,592)
Income tax effect	-	-	-
Foreign currency translation adjustment	<b>(2,187)</b>	(1,270)	<b>(20,592)</b>
Remeasurements of defined benefit plans:			
Amount arising during the year	172	3,498	1,626
Reclassification adjustments	4,236	1,244	39,875
Amount before income tax effect	4,409	4,743	41,502
Income tax effect	(1,351)	(1,472)	(12,720)
Remeasurements of defined benefit plans	<b>3,057</b>	3,271	<b>28,781</b>
Share of other comprehensive income of entities accounted for using equity method:			
Amount arising during the year	(0)	(20)	(5)
Reclassification adjustments	-	-	-
Share of other comprehensive income of entities accounted for using equity method	<b>(0)</b>	(20)	<b>(5)</b>
Total other comprehensive income	<b>¥ (5,279)</b>	¥1,288	<b>\$ (49,695)</b>



# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### 17. Net Assets

Information regarding changes in net assets for the years ended March 31, 2018 and 2017 is as follows:

#### a. Shares issued and outstanding/Treasury shares

For the year ended March 31, 2018

Types of shares	Number of shares as of April 1, 2017	Increase	Decrease	Number of shares as of March 31, 2018
				<i>(Shares)</i>
Shares issued:				
Common shares.....	139,628,721	—	—	139,628,721
Treasury shares:				
Common shares (Note).....	11,867,972	4,721	6,400	11,866,293

Note: Details of increase and decrease are as follows:

	<i>(Shares)</i>
Increase due to purchase of shares of less than standard unit	4,721
Decrease due to issuance from trust to eligible person according to stock remuneration for directors	6,400

For the year ended March 31, 2017

Types of shares	Number of shares as of April 1, 2016	Increase	Decrease	Number of shares as of March 31, 2017
				<i>(Shares)</i>
Shares issued:				
Common shares.....	139,628,721	—	—	139,628,721
Treasury shares:				
Common shares (Note).....	10,954,280	921,192	7,500	11,867,972

Note: Details of increase and decrease are as follows:

	<i>(Shares)</i>
Increase due to market purchase of shares	918,200
Increase due to purchase of shares of less than standard unit	2,992
Decrease due to issuance from trust to eligible person according to stock remuneration for directors	7,500

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### b. Dividends

#### 1) Dividends paid

For the year ended March 31, 2018

Resolution	Type of shares	Total dividends <i>(Millions of yen)</i>	Total dividends <i>(Thousands of U.S. dollars)</i>	Dividends per share <i>(Yen)</i>	Dividends per share <i>(U.S. dollars)</i>	Cut-off date	Effective date
Annual general meeting of the shareholders on June 29, 2017	Common shares	¥3,329	\$ 31,339	¥26	\$ 0.24	March 31, 2017	June 30, 2017

For the year ended March 31, 2017

Resolution	Type of shares	Total dividends <i>(Millions of yen)</i>	Dividends per share <i>(Yen)</i>	Cut-off date	Effective date
Annual general meeting of the shareholders on June 29, 2016	Common shares	¥3,353	¥26	March 31, 2016	June 30, 2016

#### 2) Dividends with the cut-off date in the year ended March 31, 2018 and the effective date in the year ending March 31, 2019

Resolution	Type of shares	Total dividends <i>(Millions of yen)</i>	Total dividends <i>(Thousands of U.S. dollars)</i>	Source of dividends	Dividends per share <i>(Yen)</i>	Dividends per share <i>(U.S. dollars)</i>	Cut-off date	Effective date
Annual general meeting of the shareholders on June 28, 2018	Common shares	¥3,329	\$ 31,338	Retained earnings	¥26	\$ 0.24	March 31, 2018	June 29, 2018

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### 18. Amounts per Share

The amounts per share of basic earnings and net assets, presented below, are based on the weighted-average number of shares of common shares outstanding during each year and the number of shares of common shares outstanding at each balance sheet date, respectively.

	<b>2018</b>	2017	<b>2018</b>
	<i>(Yen)</i>		<i>(U.S. dollars)</i>
Basic earnings	<b>¥ 86.11</b>	¥ 55.06	<b>\$ 0.81</b>
Net assets	<b>1,683.42</b>	1,664.40	<b>15.85</b>

Per share amounts assuming full dilution have not been presented because no potential dilutive shares were outstanding as of March 31, 2018 or 2017.

The Company's shares held by the trust for the stock remuneration plan for directors are recorded as treasury shares in shareholders' equity which are deducted from the total number of shares issued at the balance sheet date for the purpose of calculating net assets per share (292,700 shares and 299,100 shares as of March 31, 2018 and 2017, respectively).

The Company's shares held by the trust for the stock remuneration plan for directors are recorded as treasury shares in shareholders' equity which are deducted from the weighted-average number of shares outstanding during the year for the purpose of calculating the basic earnings per share (294,522 shares and 301,235 shares for the years ended March 31, 2018 and 2017, respectively).

#### 19. Supplementary Cash Flow Information

The following table presents a reconciliation of cash and deposits with cash and cash equivalents as of March 31, 2018 and 2017.

	<b>2018</b>	2017	<b>2018</b>
	<i>(Millions of yen)</i>		<i>(Thousands of U.S. dollars)</i>
Cash and deposits	<b>¥ 74,725</b>	¥ 63,963	<b>\$ 703,360</b>
Time deposits with a maturity of more than three months	<b>(8,689)</b>	(13,003)	<b>(81,791)</b>
Money management funds and others included in securities	—	14	—
Cash and cash equivalents	<b>¥ 66,035</b>	¥ 50,974	<b>\$ 621,568</b>

## USHIO INC. and Consolidated Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **20. Segment Information**

##### (1) Summary of reportable segments

The Company defines a reportable segment as a component of the Company for which discrete financial information is available and whose operating results are regularly reviewed by the Board of Directors to assess its business performance and make decisions about resources to be allocated to the segment.

The Company has a division system based on product type and similarity in sales market, etc., and each division develops and implements comprehensive domestic and overseas strategies for its development, manufacturing and sales of products and service, and engages in its business activities globally.

Thus, reportable segments of the Company are divided into two categories based on product type and sales market.

“Light sources business” conducts manufacturing and sales of halogen lamps and discharge lamps, etc.

“Equipment business” conducts manufacturing and sales of visual image equipment and optical equipment, etc.

- (2) The basis of measurement of net sales, income or loss, assets, liabilities, and other items by the reportable segment is generally consistent with the significant accounting policies of the Group. Segment income presents the operating income of the segment. Intersegment sales and transfers are recognized based on the market price.

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### (3) Information about net sales, segment income or loss, assets, liabilities and other items by reportable segment

	Year ended March 31, 2018					Eliminations or unallocated amounts (Note 2)	Amounts on consolidated financial statements (Note 3)
	Reportable segment			Other businesses (Note 1)	Total		
	Light sources business	Equipment business	Total				
	<i>(Millions of yen)</i>						
Net sales							
Sales to external customers	¥72,412	¥97,656	¥170,068	¥3,428	¥173,497	¥ —	¥173,497
Intersegment sales or transfers	1,891	60	1,951	35	1,987	(1,987)	—
Total	¥74,303	¥97,716	¥172,020	¥3,464	¥175,485	¥(1,987)	¥173,497
Segment income (loss)	¥10,402	¥(509)	¥9,893	¥129	¥10,022	¥129	¥10,151
Segment assets	110,645	112,207	222,853	46,953	269,806	37,458	307,265
Other items:							
Depreciation	3,128	3,613	6,741	48	6,790	—	6,790
Amortization of goodwill	540	787	1,327	—	1,327	—	1,327
Investment in associates under equity method	—	30	30	—	30	—	30
Increase in property, plant and equipment and intangible assets (Note 4)	2,329	1,973	4,302	955	5,258	—	5,258

Notes 1. “Other businesses” represents business segments including industrial machinery and others, which are not classified in either reportable segment.

2. Eliminations or unallocated amounts of segment income (loss), amounting to ¥129 million, include elimination of intersegment transactions totaling ¥163 million. Eliminations or unallocated amounts of segment assets, amounting to ¥37,458 million, include elimination of intersegment receivables and payables totaling ¥(12,762) million and unallocated corporate assets totaling ¥50,527 million that consists primarily of surplus funds (cash and securities) and long-term investments (investment securities), etc.

3. Segment income (loss) is adjusted to operating income on the consolidated statement of income.

4. The increase in long-term prepaid expense is included in increases in property, plant and equipment and intangible assets.

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

Year ended March 31, 2017

	Reportable segment				Total	Eliminations or unallocated amounts (Note 2)	Amounts on consolidated financial statements (Note 3)
	Light sources business	Equipment business	Total	Other businesses (Note 1)			
	<i>(Millions of yen)</i>						
Net sales							
Sales to external customers	¥71,901	¥97,640	¥169,541	¥3,298	¥172,840	¥ —	¥172,840
Intersegment sales or transfers	2,144	194	2,338	9	2,348	(2,348)	—
Total	¥74,046	¥97,834	¥171,880	¥3,307	¥175,188	¥(2,348)	¥172,840
Segment income	¥8,119	¥74	¥8,193	¥41	¥8,235	¥366	¥8,602
Segment assets	104,983	121,348	226,331	43,565	269,897	38,533	308,430
Other items:							
Depreciation	2,498	4,045	6,544	43	6,587	—	6,587
Amortization of goodwill	527	793	1,321	—	1,321	—	1,321
Investment in associates under equity method	14	—	14	—	14	—	14
Increase in property, plant and equipment and intangible assets (Note 4)	4,971	4,203	9,174	1,565	10,740	—	10,740

Notes 1. "Other businesses" represents business segments including industrial machinery and others, which are not classified in either reportable segment.

2. Eliminations or unallocated amounts of segment income, amounting to ¥366 million, include elimination of intersegment transactions totaling ¥161 million. Eliminations or unallocated amounts of segment assets, amounting to ¥38,533 million, include elimination of intersegment receivables and payables totaling ¥(16,233) million and unallocated corporate assets totaling ¥54,889 million that consists primarily of surplus funds (cash and securities) and long-term investments (investment securities), etc.

3. Segment income is adjusted to operating income on the consolidated statement of income.

4. The increase in long-term prepaid expense is included in increases in property, plant and equipment and intangible assets.

# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### Year ended March 31, 2018

	Reportable segment			Other businesses (Note 1)	Total	Eliminations or unallocated amounts (Note 2)	Amounts on consolidated financial statements (Note 3)
	Light sources business	Equipment business	Total				
	Total	Total	Total				
	<i>(Thousands of U.S. dollars)</i>						
Net sales							
Sales to external customers	\$681,589	\$919,207	\$1,600,797	\$32,275	\$1,633,072	\$—	\$1,633,072
Intersegment sales or transfers	17,806	566	18,372	338	18,710	(18,710)	—
Total	<b>\$699,395</b>	<b>\$919,774</b>	<b>\$1,619,169</b>	<b>\$32,613</b>	<b>\$1,651,783</b>	<b>(18,710)</b>	<b>\$1,633,072</b>
Segment income (loss)	\$ 97,918	\$ (4,799)	\$93,119	\$ 1,214	\$ 94,334	\$ 1,217	\$ 95,551
Segment assets	1,041,467	1,056,171	2,097,638	441,958	2,539,597	352,583	2,892,181
Other items:							
Depreciation	29,448	34,011	63,459	453	63,912	—	63,912
Amortization of goodwill	5,083	7,408	12,492	—	12,492	—	12,492
Investment in associates under equity method	—	286	286	—	286	—	286
Increase in property, plant and equipment and intangible assets (Note 4)	21,926	18,574	40,500	8,993	49,493	—	49,493

Notes 1. "Other businesses" represents business segments including industrial machinery and others, which are not classified in either reportable segment.

2. Eliminations or unallocated amounts of segment income (loss), amounting to \$1,217 thousand, include elimination of intersegment transactions totaling \$1,541 thousand. Eliminations or unallocated amounts of segment assets, amounting to \$352,583 thousand, include elimination of intersegment receivables and payables totaling \$(120,124) thousand and unallocated corporate assets totaling \$475,593 thousand that consists primarily of surplus funds (cash and securities) and long-term investments (investment securities), etc.

3. Segment income (loss) is adjusted to operating income on the consolidated statement of income.

4. The increase in long-term prepaid expense is included in increases in property, plant and equipment and intangible assets.

USHIO INC. and Consolidated Subsidiaries

Notes to Consolidated Financial Statements (continued)

(4) Other segment information

Year ended March 31, 2018							
	Reportable segment			Other businesses	Total	Eliminations or unallocated amounts	Amounts on consolidated financial statements
	Light sources business	Equipment business	Total				
<i>(Millions of yen)</i>							
Impairment loss	¥ 1,267	¥ 607	¥ 1,875	¥ –	¥ 1,875	¥ –	¥ 1,875
Goodwill:							
Amortized for the year	540	787	1,327	–	1,327	–	1,327
Balance	955	1,403	2,358	–	2,358	–	2,358

Year ended March 31, 2017							
	Reportable segment			Other businesses	Total	Eliminations or unallocated amounts	Amounts on consolidated financial statements
	Light sources business	Equipment business	Total				
<i>(Millions of yen)</i>							
Impairment loss	¥ 56	¥ 184	¥ 240	¥ –	¥ 240	¥ –	¥ 240
Goodwill:							
Amortized for the year	527	793	1,321	–	1,321	–	1,321
Balance	1,581	2,207	3,788	–	3,788	–	3,788

Year ended March 31, 2018							
	Reportable segment			Other businesses	Total	Eliminations or unallocated amounts	Amounts on consolidated financial statements
	Light sources business	Equipment business	Total				
<i>(Thousands of U.S. dollars)</i>							
Impairment loss	\$ 11,934	\$ 5,714	\$ 17,649	\$ –	\$ 17,649	\$ –	\$ 17,649
Goodwill:							
Amortized for the year	5,083	7,408	12,492	–	12,492	–	12,492
Balance	8,995	13,208	22,204	–	22,204	–	22,204



# USHIO INC. and Consolidated Subsidiaries

## Notes to Consolidated Financial Statements (continued)

### (5) Related information

Information about net sales and property, plant and equipment by geographical area

<b>Year ended March 31, 2018</b>								
<i>(Millions of yen/Thousands of U.S. dollars)</i>								
	Japan	North America		Europe	Asia		Other areas	Total
		U.S.A.	Other		China	Other		
Net sales	¥ 35,879	¥ 44,837	¥ 3,041	¥ 17,930	¥ 41,806	¥ 27,779	¥ 2,221	¥ 173,497
	\$ 337,723	\$ 422,042	\$ 28,628	\$ 168,771	\$ 393,512	\$ 261,482	\$ 20,910	\$ 1,633,072

<b>Year ended March 31, 2017</b>								
<i>(Millions of yen)</i>								
	Japan	North America		Europe	Asia		Other areas	Total
		U.S.A.	Other		China	Other		
Net sales	¥ 35,153	¥ 46,155	¥ 2,608	¥ 16,368	¥ 39,281	¥ 31,525	¥ 1,748	¥ 172,840

<b>Year ended March 31, 2018</b>							
<i>(Millions of yen/Thousands of U.S. dollars)</i>							
	Japan	North America		Europe	Asia	Other areas	Total
		U.S.A.	Canada				
Property, plant and equipment	¥ 26,954	¥ 7,240	¥ 2,637	¥ 1,469	¥ 3,253	¥ 21	¥ 41,578
	\$ 253,714	\$ 68,152	\$ 24,826	\$ 13,834	\$ 30,628	\$ 205	\$ 391,361

<b>Year ended March 31, 2017</b>							
<i>(Millions of yen)</i>							
	Japan	North America		Europe	Asia	Other areas	Total
		U.S.A.	Canada				
Property, plant and equipment	¥ 28,504	¥ 8,330	¥ 3,089	¥ 1,332	¥ 3,519	¥ 33	¥ 44,809

Information by product and service is omitted since the same information is already disclosed in (3) above.

Information about transactions with major customers is omitted since there is no external customer with a sales amount of 10% or more of the Group's net sales.

### 21. Related Party Information

For the years ended March 31, 2018 and 2017, there were no related party transactions.

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