

ANNUAL REPORT FY2020

MESSAGE TO OUR SHAREHOLDERS

Greetings

We (TOWA) are No.1 in the world for semiconductor molding equipment and precision molds to protect the semiconductor chips by using resin.

We hold the world's top class core technology in ultra-precision mold. So far, we have accomplished various technology innovations in molding process such as multi-plunger system and compression system, singulation process (last half of molding process) and automation technologies relating to these.

Expanding technologies such as 5G, IoT (Internet of Things), AI (Artificial Intelligence) and automatic driving system and services using big data are all realized by semiconductors. Big growth in these business fields is expected to continue.

For many years we have led molding and singulation process in semiconductor packaging field. This success is wholly based on seeking what our customers really need thoroughly, putting our business philosophy "Strive to develop key technologies and maintain 'quarter-lead' over the competition in order to insure that our innovative products are always the first to market" into practice and creating new market.

Our original compression technology is the molding method with no resin flow and best for leadingedge semiconductor packaging — the technology required for the packaging has become more and more difficult as layering and modularization in semiconductor memory and 5G related devices goes on.

And the compression method makes the efficiency in the use of resin almost 100%. The compression method contributes greatly to customer's cost reduction and reduces the amount of waste, which makes it a more environmentally friendly molding technology.

The compression technology is unrivaled from its release in 2009.

Economic Overview

For most of the current consolidated fiscal year, the global economy remained in a difficult situation amid the global spread of the novel coronavirus, but some signs of recovery were observed reflecting the additional economic measures taken by national governments, the benefits of vaccination, and other factors.

Performance

In the semiconductor industry, rising demand for IT-related products stemming from the growth of remote working and online courses, and the full-scale rollout of the 5G high-speed communication standard have caused a tight semiconductor supply. Coupled with this, a sharp recovery in demand for automobiles and industrial equipment has created a global shortage of semiconductors. In response, semiconductor manufacturers increased capital investment to reinforce their supply systems and the market environment remained strong.

Under these circumstances, the Group completed a new factory under TOWA (Nantong) Co., Ltd. in February 2021. With enhanced production capacity and diversified production bases in the expanding Chinese market, a production system that enables stable supply even in an emergency is now in place. Additionally, as a leading company of semiconductor molding equipment, we steadily responded to demands for better quality in concert with the sophistication of semiconductors. As a result, we recorded significant growth in our operating results, with full-year orders received hitting a record high of 40,927 million yen. (an increase of 132,27 million yen compared to the previous consolidated fiscal year, up 47.8%)

Regarding the impact of the novel coronavirus on business results, since there were no major delays in production, delivery, equipment installation work, etc., the impact on our business was negligible. That being said, we will thoroughly implement infection prevention measures across the Group and carry out business activities while continuously paying close attention to the infection status in each region.

The Group performances in this consolidated fiscal year are recorded as follows:

Net sales 29,760 million yen (an increase of 4,451 million yen compared to the previous consolidated fiscal year, up 17.6%)

Operating income 3,618 million yen (an increase of 2,806 million yen and 4.5 fold compared to that of the previous consolidated fiscal year)

Ordinary income 3,818 million yen (an increase of 3,171 million yen and 5.9 fold compared to that of the previous consolidated fiscal year)

Net income attributable to owners of parent 2,663 million yen (an increase of 2,294 million yen and 7.2 fold compared to that of the previous consolidated fiscal year)

The main factors of (year-on-year) increase/decrease in operating income for the current consolidated fiscal year are as follows.

Impact of increased sales an increase of 1,851 million yen
Impact of improved product mix an increase of 111 million yen
Impact of increased unit selling prices, cost reduction, etc. an increase of 452 million yen

Impact of decreased loss on valuation, reversal of loss on valuation, etc.

an increase of 615 million yen a decrease of 223 million yen

Impact of increased SG&A expenses

The results by segment are as follows.

"Semiconductor manufacturing equipment business"

In the semiconductor manufacturing equipment business, molding equipment and molds saw a surge in sales in the China region, where in-house semiconductor production is being promoted, while singulation equipment, mainly for smartphones and other 5G-related products, also enjoyed remarkable growth in sales. As a result, net sales rose to 26,536 million yen. On the income front, along with the increase in net sales, an increase in sales of compression molds for memory products and other factors improved profitability. Consequently, operating income skyrocketed to 3,333 million yen (an increase of 2,715 million yen and 5.4 fold compared to that of the previous consolidated fiscal year).

"Fine plastic molded products business"

As for the operating results of the fine plastic molded products business, the sales of medical devices such as thermometers was steady. As a result we recorded net sales 1,806 million yen (an increase of 192 million yen compared to the previous consolidated fiscal year, up 11.9%), and operating income 389 million yen (an increase of 146 million yen compared to the previous consolidated fiscal year, up 60.5%).

"Laser processing equipment business"

As for the operating results of the laser processing equipment business, orders and sales in the first half year were sluggish, although the current orders and sales environment is on a recovery trend as demand for electronic components is increasing alongside the recovery in demand for automobiles and industrial machinery. For these and other reasons, we recorded net sales 1,364 million yen (a decrease of 373 million yen compared of the previous consolidated fiscal year, down 21.5%), and operating loss 103 million yen(the operating loss of the previous consolidated fiscal year was 48 million yen).

Looking Ahead

With a longstanding commitment to continual technical progress, the Group has ever since its founding upheld its Corporate Mission to "contribute to the growth of the world's industries by boldly devoting all of our energy to oducing results for the purpose of developing and providing key enabling technologies for each successive generation of products, while maintaining a 'quarter-lead' over the competition."

With this Corporate Mission as the foundation for all our activities, we aim to create the world's most advanced solutions in anticipation of market needs and to improve our corporate value, by thoroughly optimizing QCDS (Quality, Cost, Delivery and Service), pursuing safety, complying with laws and untiringly pursuing CS (Customer Satisfaction), which means to satisfy customer needs.

Raising "Pursuing true value as a manufacture" as the theme, we announced the long-term management vision "TOWA 10 Year Vision" in March 2014 aiming to achieve net sales of 50 billion yen and business profit ratio of 16% ten years later through the efforts of "expansion of existing businesses and market share" and "creation of new market by way of developing applied core technology". And we formulated the First Mid-Term Business Plan (April 2014-March 2017) as the first Milestone on the road to the achievement of "TOWA 10 Year Vision".

Under our Second Mid-Term Business Plan (April 2017-March 2020), we reinforced our business foundations, strengthened existing businesses and implemented individual growth strategies, with an aim to open up new markets that would allow us to increase profit opportunities and enhance our corporate value. As a result, we successfully affirmed our superiority in the most advanced packaging market with TOWA's proprietary compression technology and also developed new businesses by applying our core technologies.

And the Third Mid-Term Business plan(April 2020-March 2024) lays out our goals for the final four years of the "TOWA 10 Year Vision", that being to improve our added-value, improve our profitability, and build a solid financial base by making a paradigm shift. At the same time, we aim to achieve the "TOWA 10 Year Vision" by constructing an even more effective system of governance, proactively promoting SDGs, and greatly contributing to the development of society and industry.

The basic policies of the Third Mid-Term Business Plan and the strategies for each issues are as follows:

1. Theme

Achieving the "TOWA 10 Year Vision" by making a paradigm shift

- 2. Basic policies
- ©Realize the added-value inherent to our proprietary technologies, quality and business processes (know-how) by making a paradigm shift to improve profitability.
- OStrengthen market competitiveness and financial base by maximizing throughput.
- ©Expand new businesses and profits based on our core technologies.
- ©Cultivate human resources who will lead the next generation.
- ©Increase corporate value by enhancing corporate governance and undertaking initiatives for achieving SDGs.

3. Business strategies

- "Semiconductor manufacturing equipment business"
- ► Strengthen market competitiveness and profitability by using added-value to differentiate ourselves from competitors.
- ▶ Reinforce our production system and financial base by practicing MIP (Minimal Inventory & Period) designed to shorten lead time and reduce inventories.
- ► Anticipate customer needs and develop environment-friendly products promptly by proactively investing resources in development.
- "Fine plastic molded products business"
- ► Enhance the added-value of the TOWA brand and increase the business scale as a proposal-based processing manufacturer on a core of processing, molding and assembly technologies.
- ▶ Further pursue quality, cost and delivery in order to build a stable profitable structure.
- "New business"
- ▶ Develop applications of our core technologies in order to create new core business that will help reshape our business portfolio.
- ► Release TOWA-original products.
- Expand TSS (Total Solution Services), remodeling and other businesses on a global scale in order to increase business opportunities.
- ▶Improve competitiveness and increase market share by utilizing our global production bases to reduce costs.
- "Laser processing equipment business"
- ▶ Step up application development in order to bring new products to market.
- ► Make full use of our global production and sales bases in order to increase production capacity, reduce costs, and strengthen sales system and services.

4. Strategies by function

[Sales strategies]

- ► Enhance process support and build business models that can be produced only with our technology, thereby expanding sales and improving profitability.
- Expand the range of utilization of our proprietary compression devices.
- ► Enter cutting-edge (5G, in-vehicle, AI), middle-range and low-end markets in order to expand market presence.
- ▶Build a global sales and management system in order to increase customer satisfaction.

[Production strategies]

- ▶Optimize our global production and purchasing system in order to reduce costs and shorten lead times.
- ▶ Improve production technologies in order to increase confidence in quality.
- ▶Introduce new production technologies and work to make high value-added products.
- ▶Build a business structure that can respond to changes in the environment (risks).

[Development strategies]

- ▶ Enhance competitiveness of existing equipment (transfer, compression, FMS).
- Establish de facto standards through mold process development and the next-generation molding innovation.
- ▶ Develop new TOWA-original products.

[Human resources/organizational strategies]

- ► Establish the TOWA Global Technology Center as a platform for wide-ranging business support from process development to solution proposals.
- ▶ Consolidate marketing functions to reinforce the organization.
- ► Cultivate global leaders through rotation of the next-generation human resources.
- ▶ Promote workstyle reform through IT-driven work efficiency improvements.

5. Business Target

We have set the target for the Group as follows.

Recognizing these as important indicators, we will strive to increase our corporate value.

(Millions of yen)

| | | FY2020 | FY2021 | FY2022 | FY2023 |
|------------------------------------------------|---------------------------------------|--------|--------|--------|--------|
| Net sales | | 297 | 380 | 420 | 500 |
| Semiconductor manufacturing equipment business | | 211 | 263 | 263 | 310 |
| (breakdown) business New business | Fine plastic molded products business | 18 | 19 | 20 | 21 |
| | New business | 54 | 75 | 110 | 139 |
| | Laser processing equipment business | 14 | 23 | 27 | 30 |
| Operating income | | 36 | 50 | 60 | 80 |
| Ordinary income | | 38 | 50 | 60 | 80 |
| Net income attributable to owners of parent | | 27 | 35 | 42 | 56 |

The above-mentioned matters concerning the future were determined by the Group at the end of this consolidated fiscal year.

We would like to express our heartfelt appreciation for your support.

We look forward to your continuing support and assistance in the future.

August 2021 Hirokazu Okada President & CEO

Consolidated Balance Sheets

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES March 31, 2020 and 2021

| | Millions o | Thousands of U.S. dollars (Note 1) | |
|--------------------------------------------------|------------|------------------------------------------|-----------|
| <u> </u> | 2020 | 2021 | 2021 |
| ASSETS | | | |
| Current assets: | ¥ | ¥ | \$ |
| Cash on hand and at banks | 10,016 | 10,686 | 96,522 |
| Notes and accounts receivable: | | | |
| Trade | 7,107 | 8,943 | 80,779 |
| Less: Allowance for doubtful accounts | (2) | 0 | 0 |
| <u> </u> | 7,105 | 8,943 | 80,779 |
| Inventories | 6,654 | 9,153 | 82,675 |
| Other current assets | 779 | 1,176 | 10,622 |
| Total current assets | 24,554 | 29,958 | 270,598 |
| Property, plant and equipment, at cost : | | | |
| Land | 4,341 | 4,366 | 39,436 |
| Buildings and structures | 16,113 | 18,196 | 164,357 |
| Machinery and equipment | 14,472 | 15,203 | 137,323 |
| Leased assets (Notes 2(8) and 11) | 860 | 951 | 8,590 |
| Construction in progress | 72 | 950 | 8,581 |
| Less: Accumulated depreciation | (22,077) | (23,426) | (211,597) |
| Total property, plant and equipment | 13,781 | 16,240 | 146,690 |
| Other assets: | | | |
| Investment securities (Note 3) | 2,690 | 3,856 | 34,830 |
| Deferred income taxes (Note 9) | 1,129 | 570 | 5,149 |
| Asset for retirement benefits(Notes 2(12) and 6) | 70 | 330 | 2,981 |
| Other | 901 | 837 | 7,560 |
| Total other assets | 4,790 | 5,593 | 50,520 |
| Total assets | 43,125 | 51,791 | 467,808 |

Consolidated Balance Sheets

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES March 31, 2020 and 2021

| | Millions o | Thousands of U.S. dollars | |
|------------------------------------------------------|----------------|------------------------------|------------------|
| - | 2020 | 2021 | (Note 1) 2021 |
| _ | | | |
| LIABILITIES AND NET ASSETS LIABILITIES | | | |
| Current liabilities: | ¥ | ¥ | \$ |
| Short-term borrowings (Note 5) | 3,800 | 1,500 | 13,549 |
| Current portion of long-term debt (Note 5) | 1,137 | 1,340 | 12,104 |
| Notes and accounts payable | 2,719 | 5,940 | 53,654 |
| Accrued expenses(Note 2(11)) | 562 | 734 | 6,630 |
| Accrued income taxes | 291 | 798 | 7,208 |
| Other current liabilities(Notes 2(10) and 5) | 2,094 | 4,328 | 39,092 |
| Total current liabilities | 10,603 | 14,640 | 132,237 |
| | | | |
| Long-term liabilities: Long-term debt (Note 5) | 4,450 | 4,610 | 41,640 |
| Liability for retirement benefits(Notes 2(12) and 6) | 727 | 758 | 6,847 |
| Deferred tax liabilities (Note 9) | 9 | 7 | 63 |
| Other long-term liabilities(Note 5) | 318 | 271 | 2,448 |
| Total long-term liabilities | 5,504 | 5,646 | 50,998 |
| Total liabilities | 16,107 | 20,286 | 183,235 |
| Contingent liabilities (Note 12) | | | |
| NET ASSETS | | | |
| Shareholders' equity (Note 7) | | | |
| Common stock | | | |
| Authorized: 80,000,000 shares | | | |
| Issued: | | | |
| 25,021,832 shares at 31st March, 2021 | 8,933 | 8,933 | 80,688 |
| Additional paid-in capital | 462 | 462 | 4,173 |
| Retained earnings | 16,827 (11) | 19,090 (11) | 172,433 (99) |
| Total shareholders' equity | 26,211 | 28,474 | 257,195 |
| Accumulated Other Comprehensive Income | | | |
| Unrealized gain (loss) on other securities | 1,356 | 2,195 | 19,827 |
| Translation adjustments | (582) | 412 | 3,721 |
| Retirement benefit adjustments | (59) | 101 | 912 |
| Total accumulated other comprehensive income | 715 | 2,708 | 24,460 |
| Non-controlling interests | 92 | 323 | 2,918 |
| Total net assets | 27,018 | 31,505 | 284,573 |
| Total liabilities and net assets | 43,125 | 51,791 | 467,808 |

Consolidated Statements of Income

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES Two years ended March 31, 2021

| | Millions o | Thousands of U.S. dollars (Note 1) | |
|------------------------------------------------------------------|------------|------------------------------------------|---------|
| <u> </u> | 2020 | 2021 | 2021 |
| | ¥ | ¥ | \$ |
| Net sales | 25,255 | 29,707 | 268,332 |
| Cost of sales. | 18,667 | 20,090 | 181,465 |
| Gross profit | 6,588 | 9,617 | 86,867 |
| Selling, general and administrative expenses (Notes 2(13) and 8) | 5,776 | 5,998 | 54,178 |
| Operating Income | 812 | 3,619 | 32,689 |
| Other income (expenses) | | | |
| Interest and dividend income. | 92 | 61 | 551 |
| Interest expenses. | (50) | (55) | (497) |
| Foreign exchange gains (losses) | (289) | (196) | (1,770) |
| Gain(losses) on sales of investment securities | | (2) | (18) |
| Subsidy income | 32 | 295 | 2,665 |
| Other, net. | 48 | 93 | 839 |
| Total other income (expenses) | (167) | 196 | 1,770 |
| Income before income taxes and non-controlling interests | 645 | 3,815 | 34,459 |
| Income taxes (Note 9) | | | |
| Current | 436 | 1,001 | 9,042 |
| Deferred | (141) | 148 | 1,336 |
| Net Income | 350 | 2,666 | 24,081 |
| Net Income attributable to non-controlling interests | (19) | 3 | 27 |
| Net Income attributable to owners of parent | 369 | 2,663 | 24,054 |

| | Yen | | U.S. dollars (Note 1) |
|--------------------------------------------------|-------|--------|--------------------------|
| Amount per share of common stock (Note 2 (16)): | ¥ | ¥ | \$ |
| Net Income | 14.75 | 106.49 | 0.962 |
| Diluted net income | 14.75 | 106.49 | 0.962 |
| Cash dividends | 16.00 | 16.00 | 0.145 |

Consolidated Statements of Comprehensive Income

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES Two years ended March 31, 2021

| | Millions of | Thousands of U.S. dollars (Note 1) | |
|-----------------------------------------------------------|-------------|------------------------------------------|--------|
| | 2020 | 2021 | 2021 |
| | ¥ | ¥ | \$ |
| Net Income | 350 | 2,666 | 24,081 |
| Other Comprehensive Income | | | |
| Unrealized gain on other securities | (61) | 839 | 7,579 |
| Translation adjustment | (643) | 1,020 | 9,213 |
| Remeasurements of defined benefit plans | (105) | 160 | 1,445 |
| Total other comprehensive income | (809) | 2,019 | 18,237 |
| Comprehensive Income | (459) | 4,685 | 42,318 |
| (Comprehensive income attributable to) | | | |
| Comprehensive income attributable to owners of the parent | (433) | 4,656 | 42,056 |
| Comprehensive income attributable to minority interests | (26) | 29 | 262 |

Consolidated Statements of Shareholders' Equity

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES Two years ended March 31, 2021

| | | | | | Millions | of yen | | | | |
|------------------------------------------------------|--------------|--------|-----------------|----------|----------|---------------|----------------|-------------|-----------------|------------|
| _ | | | | | | Ac | ccumulated oth | ner | Non-controlling | |
| <u>-</u> | | Sharel | holders' equity | | | com | prehensive inc | ome | interests | |
| | Number of | | Additional | | | Unrealized | | Retirement | Non- | |
| | shares of | Common | paid-in | Retained | Treasury | gain on other | Translation | benefit | controlling | Total |
| <u>-</u> | common stock | stock | capital | earnings | stock | securities | adjustments | adjustments | interests | net assets |
| | | | | | | | | | | |
| | | ¥ | ¥ | ¥ | ¥ | ¥ | ¥ | ¥ | ¥ | ¥ |
| Balance at March 31, 2019 | 25,021,832 | 8,933 | 462 | 16,716 | (11) | 1,417 | 53 | 46 | 107 | 27,723 |
| Cumulative effects of changes in accounting policies | | | | 142 | | | | | | 142 |
| Restated balance at March 31, 2019 | 25,021,832 | 8,933 | 462 | 16,858 | (11) | 1,417 | 53 | 46 | 107 | 27,865 |
| Net Income | - | - | - | 369 | - | - | - | - | - | 369 |
| Cash dividends | = | - | - | (400) | - | - | - | - | = | (400) |
| Net increase of treasury stock | - | - | - | - | (0) | - | - | - | = | (0) |
| Net changes of items other than shareholders' equity | - | - | - | - | - | (61) | (635) | (105) | (15) | (816) |
| Balance at March 31, 2020 | 25,021,832 | 8,933 | 462 | 16,827 | (11) | 1,356 | (582) | (59) | 92 | 27,018 |
| Net Income | - | _ | - | 2,663 | - | - | _ | - | - | 2,663 |
| Cash dividends | - | - | - | (400) | - | - | - | - | - | (400) |
| Net increase of treasury stock | - | - | - | - | (0) | - | - | - | - | (0) |
| Net changes of items other than shareholders' equity | - | - | - | - | - | 839 | 994 | 160 | 231 | 2,224 |
| Balance at March 31, 2021 | 25,021,832 | 8,933 | 462 | 19,090 | (11) | 2,195 | 412 | 101 | 323 | 31,505 |

| _ | Thousands of U.S.dollars (Note 1) | | | | | | | | | |
|------------------------------------------------------|-----------------------------------|--------|-----------------|----------|----------|---------------|----------------|-------------|-----------------|------------|
| | | | | | | A | ccumulated oth | ier | Non-controlling | |
| | | Share | holders' equity | | | con | prehensive inc | come | interests | |
| | Number of | | Additional | | | Unrealized | | Retirement | Non- | |
| | shares of | Common | paid-in | Retained | Treasury | gain on other | Translation | benefit | controlling | Total |
| _ | common stock | stock | capital | earnings | stock | securities | adjustments | adjustments | interests | net assets |
| | | | | | | | | | | |
| | | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at March 31, 2020 | 25,021,832 | 80,688 | 4,173 | 151,992 | (99) | 12,248 | (5,257) | (533) | 831 | 244,043 |
| Net Income | - | - | - | 24,054 | - | - | - | - | - | 24,054 |
| Cash dividends | - | - | - | (3,613) | - | - | - | - | - | (3,613) |
| Net increase of treasury stock | - | - | - | - | (0) | - | - | - | - | (0) |
| Net changes of items other than shareholders' equity | - | - | - | - | - | 7,579 | 8,978 | 1,445 | 2,087 | 20,089 |
| Balance at March 31, 2021 | 25,021,832 | 80,688 | 4,173 | 172,433 | (99) | 19,827 | 3,721 | 912 | 2,918 | 284,573 |

Consolidated Statement of Cash Flows

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES Two years ended March 31, 2021

| | Millions of yen | | Millions of yen U.S. d | | Thousands of U.S. dollars (Note 1) |
|--------------------------------------------------------------|-----------------|---------|------------------------|--|------------------------------------------|
| | 2020 | 2021 | 2021 | | |
| Cash Flows from Operating Activities: | ¥ | ¥ | \$ | | |
| Net Income before income taxes and non-controlling interests | 645 | 3,815 | 34,459 | | |
| Adjustments for: | | | | | |
| Depreciation | 1,503 | 1,601 | 14,461 | | |
| Amortization of goodwill | 46 | 29 | 262 | | |
| Interest and dividends income | (92) | (61) | (551) | | |
| Interest expenses | 50 | 55 | 497 | | |
| Foreign exchange losses (gains) | (22) | 109 | 985 | | |
| Loss (gain) on sales of investment securities | - | 2 | 18 | | |
| (Increase) decrease in trade notes and accounts receivable | 2,938 | (678) | (6,124) | | |
| (Increase) decrease in inventories | 1,413 | (2,190) | (19,781) | | |
| (Increase) decrease in other current assets | (68) | (37) | (334) | | |
| Increase (decrease) in notes and accounts payable | 48 | 3,079 | 27,811 | | |
| Increase(decrease) in accrued and other current liabilities | (65) | 226 | 2,041 | | |
| Other, net | 20 | (92) | (831) | | |
| Sub-total | 6,416 | 5,858 | 52,913 | | |
| Interest and dividends received | 92 | 60 | 542 | | |
| Interest paid | (54) | (54) | (488) | | |
| Income taxes paid | (422) | (570) | (5,149) | | |
| Income taxes refund | 320 | 18 | 163 | | |
| Net cash provided by (used in) operating activities | 6,352 | 5,312 | 47,981 | | |
| Cash Flows from Investing Activities: | | | | | |
| Purchase of investment securities | (5) | _ | _ | | |
| Sale of investment securities | - | 16 | 145 | | |
| Purchase of property, plant and equipment | (2,463) | (2,691) | (24,307) | | |
| Sale of property, plant and equipment | 63 | 43 | 388 | | |
| Other, net | (131) | (136) | (1,228) | | |
| Net cash provided by (used in) investing activities | (2,536) | (2,768) | (25,002) | | |
| <u>-</u> | | | | | |
| Cash Flows from Financing Activities: | | | | | |
| Increase (decrease) in short-term borrowings | (1,700) | (2,300) | (20,775) | | |
| Proceeds from issuance of long-term debt | 1,500 | 1,500 | 13,549 | | |
| Repayments of long-term debt | (910) | (1,137) | (10,270) | | |
| Purchase of treasury stock | (0) | (0) | (0) | | |
| Cash dividends | (400) | (400) | (3,613) | | |
| Other,net | (50) | 96 | 867 | | |
| Net cash provided by (used in) financing activities | (1,560) | (2,241) | (20,242) | | |
| Effect of exchange rate changes on Cash and Cash Equivalents | (60) | 142 | 1,283 | | |
| Net increase(decrease) in Cash and Cash Equivalents | 2,196 | 445 | 4,020 | | |
| Cash and Cash Equivalents at Beginning of Period | 7,627 | 9,823 | 88,727 | | |
| Cash and Cash Equivalents at End of Period (Note2(3)) | 9,823 | 10,268 | 92,747 | | |

Notes to the Consolidated Financial Statements

TOWA CORPORATION AND CONSOLIDATED SUBSIDIARIES

1. Basis of presenting Consolidated Financial Statements

TOWA CORPORATION (the "Company") and its domestic subsidiaries maintain their accounts and records in conformity with accounting principles and practices generally accepted in Japan ("JPGAAP"), which are different, in certain respects from the application and disclosures and disclosure requirements of International Financial Reporting Standards ("IFRS").

The Company's overseas subsidiaries maintain their accounts and records in conformity with generally accepted accounting principles and practices prevailing in their respective countries of domicile, and the Company makes necessary adjustments to its consolidated accounting process in case there are considerable differences as to application and disclosure requirements from International Financial Reporting Standards.

The accompanying consolidated financial statements of the Company are prepared on the basis of accounting principles generally accepted in Japan, as required by the Financial Instruments and Exchange Act of Japan.

In preparing the accompanying consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically in order to present them in a format which is more familiar to readers outside Japan.

The consolidated financial statements are not intended to present the consolidated financial position, results of operations and cash flows in accordance with the accounting principles and practices generally accepted in countries and jurisdictions other than Japan.

The translation of the Japanese yen amounts into U.S. dollars is included solely for the convenience of the reader, using the approximate exchange rate at March 31, 2021, which was \\ \preceiv 110.71\) to US\\ \preceiv 1.00\). These convenience translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

2. Summary of Significant Accounting Policies

(1) Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All significant inter-company transactions, account balances and unrealized profits have been eliminated in consolidation. Fiscal year end of some subsidiaries is December 31, which differs from that of the Company, March 31, and the Company consolidate such subsidiaries using their provisional settlements as of March 31. Shown below are the significant subsidiaries of the Company.

Subsidiaries

(All subsidiaries have been consolidated)

| <u>Ownership</u> | Country of Incorporation |
|------------------|----------------------------------------------|
| 100% | Japan |
| 100 | Japan |
| 100 | Japan |
| 100 | Malaysia |
| 100 | People's Republic of China |
| 90 | People's Republic of China |
| 100 | Republic of Korea |
| 100 | Republic of Singapore |
| 100 | People's Republic of China |
| 100 | Taiwan |
| 100 | Republic of the Philippines |
| | |
| 100 | Kingdom of Thailand |
| 100 | United States of America |
| 100 | Federal Republic of Germany |
| 100 | Kingdom of the Netherlands |
| | 100 % 100 100 100 100 100 100 100 100 100 10 |

(2) Translation of Foreign Currency Items

In accordance with the Japanese accounting standard, every monetary assets and liabilities denominated in foreign currencies are principally translated into Japanese yen at the exchange rate in effect at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the statements of income.

With respect to financial statements of overseas subsidiaries, the balance sheet accounts are translated into Japanese yen at the exchange rates in effect at the balance sheet date except for shareholders' equity, which are translated at the historical rates. And revenue and expenses are translated at the average exchange rates. The differences resulting from translation in this manner are included in "Translation adjustments" which is listed in Accumulated Other Comprehensive Income in the accompanying consolidated balance sheets.

(3) Cash and Cash Equivalents

For the purposes of cash flow statements, cash and cash equivalents comprise cash in hand, deposits held at call with banks, net of overdrafts and all highly liquid investments with maturities of three months or less.

Components of cash and cash equivalents as of March 31, 2020 and 2021 are as follows:

| | Millions | of Yen | Thousands of U.S. dollars (Note 1) |
|-----------------------------------------------------------------|----------|---------|------------------------------------------|
| | 2020 | 2021 | 2021 |
| Cash on hand and at banks Less: Time deposits with deposit term | ¥10,016 | ¥10,686 | \$96,522 |
| of over three months | ¥193 | ¥418 | \$3,775 |
| Cash and cash equivalent at end of year | ¥9,823 | ¥10,268 | \$92,747 |

(4) Securities

Securities are classified into four categories.

Categorization and valuation for investments in securities are as follows:-

1) Trading Securities

- Such securities held for the purpose of generating profits from short-term price movements.
- Unrealized gain/loss at the end of period resulting from the valuation by applying the fair value at such date is directly debited/credited to income.
- Such securities are treated in current assets in the balance sheet.

2) Held-to-maturity Debt Securities

- Debt securities whose maturity dates are predetermined and are to be redeemed at par, acquired with intention to hold to their maturity dates.
- The difference between the acquisition cost and the amount expected to gain at maturity is amortized or appreciated over the remaining period to maturity date. The amount amortized or appreciated is charged/credited to income for the respective period as interest expense or interest income, as the case may be.
- Unrealized loss will be required to be charged to income as impairment unless unrealized loss is expected to recover within a reasonable period.

3) Shares in equity of Subsidiaries and Affiliates

• Those securities are carried at cost unless such investment is regarded impaired.

4) Other Securities

- Such securities other than those categorized in 1 to 3 above.
- Other Securities with market quotation are valued at such market price at the end of period, and those without market quotation are valued at cost.
- Unrealized gain/loss at the end of period resulting from such valuation is charged to Accumulated Other Comprehensive Income as "Unrealized gain/ (loss) on Other Securities" after netting off the deferred income taxes thereto.
- Unrealized loss which it incurred as the fair value is less than 50% of its acquisition cost will be required to be charged to income.
- Unrealized loss which it incurred as the fair value is $30\% \sim 50\%$ of its acquisition cost will be required to be charged to income unless the unrealized loss is expected to recover within a reasonable period.

The moving average method is applied for calculation of the costs of securities.

(5) Inventories

Inventories are mainly stated at the lower of cost or net selling value, the cost being determined by mainly specific identification method for finished products and work-in-process, by mainly moving-average method for raw materials and by the last purchase cost method for supplies.

(6) Allowance for Doubtful Accounts

The Company and its subsidiaries have provided the allowance based on the past uncollectible receivable experience for a certain reference period. Furthermore, for receivables which are from the debtors with financial difficulty, the allowance is provided for estimated uncollectible amounts individually.

(7) Property, Plant and Equipment

Property, plant and equipment are stated at cost.

Depreciation for property, plant and equipment of the Company and its domestic subsidiaries is calculated by the declining-balance method, except for buildings acquired on and after April 1, 1998 and structure acquired on and after April 1, 2016 which are applied the straight-line method, over the estimated useful lives of the assets.

The principal estimated useful lives are as follows:

Buildings and structures 3 ~ 50 years Machinery and equipment 2 ~ 10 years

Depreciation for those of overseas subsidiaries is computed by the straight-line method.

(8) Leased Assets

Leased assets are depreciated to a residual value of zero by the straight-line method using the contract term as the useful life.

(9) Goodwill

Goodwill is amortized over a period of 5 ~ 8 years by the straight-line method.

(10) Product Warranties

The Company and its subsidiaries have accounted for the estimate amounts of maintenance expenses as the product warranties, which corresponded to the sales based on the prior track record for the outcome of maintenance expenses of the sold products during the period of warranty.

As of March 31, 2021, the liability for expected warranty costs was ¥216 million (\$1,951thousand).

(11) Accrued Bonus

The Company and its subsidiaries provide for accrued bonuses to directors and employees for the expected payment of their bonuses for the current fiscal year to those directors and employees serving at the end of the fiscal year.

(12) Accounting for retirement Benefits

1) Allocation of expected retirement benefit payments

When calculating retirement benefit obligations, the benefit formula basis is used to allocate expected retirement benefit payments to the period as of the fiscal year-end.

2) Amortization of actuarial gains and losses and past service cost

Actuarial gains and losses are amortized by the declining-balance method over a period, which is within the estimated average remaining service period of the eligible employees at the time they arise (mainly 10 years) and charged to income from the fiscal year following each respective incurrence.

Past service cost is amortized by the straight-line method over a period of 10 years, which is within the estimated average remaining service period of the eligible employees at the time they arise.

3) Method for treating unrecognized actuarial gains or losses

Unrecognized actuarial gains or losses are recorded in retirement benefit adjustments of accumulated other comprehensive income under net assets, after tax effects have been adjusted.

(13) Research and Development Costs

Research and development expenditure is charged to income when incurred.

(14) Income Taxes

Income taxes of the Company and its domestic subsidiaries consist of corporate income taxes, local taxes and enterprise taxes. Enterprise taxes are deductible when paid for the computation of other taxes.

Deferred income taxes are recognized using the asset and liability approach, whereby deferred tax assets and liabilities were recognized in respect of temporary differences between the tax basis of assets and liabilities and those as reported in the financial statements.

(15) Appropriation of Retained Earnings

Under the Japanese Companies Act and the Articles of Incorporation of the Company, the appropriation of retained earnings or disposition of accumulated deficit could be adopted by the Board of Directors. The appropriations of retained earnings reflected in the accompanying consolidated financial statements include the results of such appropriations applicable to the immediately preceding financial year as approved by the Board of Directors, and effected, during the relevant year. Dividends are paid to shareholders on the shareholders' register as at the end of each financial year.

(16) Per Share Information

Net income per share and diluted net income per share are computed based on the weighted-average number of shares of common stock outstanding during each year and stock splits are reflected in the calculation of the weighted-average number of shares of common stock.

Cash dividend per share is the total of the per-share amounts of interim cash distribution and the yearend cash dividends for the income of the respective financial periods.

3. Securities

(1) The following is a summary of investments in affiliates and other securities at March 31, 2020: Other securities:

| _ | Millions of yen | | | | | | | |
|-----------------------------|-----------------|---------------------|-------------------|-----------------------------------------|--|--|--|--|
| | 2020 | | | | | | | |
| | Cost | Unrealized gains | Unrealized losses | Book Value (Estimated fair value) | | | | |
| Market value available: | | | | | | | | |
| Equity securities | ¥ 783 | ¥ 1,907 | ¥ 28 | ¥ 2,662 | | | | |
| | ¥ 783 | ¥ 1,907 | ¥ 28 | ¥ 2,662 | | | | |
| Market value not available: | | | | | | | | |
| Equity securities | 28 | | | 28 | | | | |
| Other securities total | ¥ 811 | ¥ 1,907 | ¥ 28 | ¥ 2,690 | | | | |

(2) The following is a summary of investments in affiliates and other securities at March 31, 2021 Other securities:

| _ | Millions of yen | | | | |
|-----------------------------|-----------------|---------------------|-------------------|-----------------------------------------|--|
| | | 20 | 21 | | |
| | Cost | Unrealized gains | Unrealized losses | Book Value (Estimated fair value) | |
| Market value available: | | | | | |
| Equity securities | ¥ 766 | ¥ 3,062 | ¥ - | ¥ 3,828 | |
| | ¥ 766 | ¥ 3,062 | ¥ - | ¥ 3,828 | |
| Market value not available: | | | | | |
| Equity securities | 28 | - | - | 28 | |
| Other securities total | ¥ 794 | ¥ 3,062 | ¥ - | ¥ 3,856 | |

Other securities:

| Thousands | of | U.S. | doll | lars (| N | ote I | ') | |
|-----------|----|------|------|--------|---|-------|----|--|
|-----------|----|------|------|--------|---|-------|----|--|

| | | J | , | | | |
|-----------------------------|----------|------------|------------|-------------|--|--|
| | | 2021 | | | | |
| | | | | Book Value | | |
| | | Unrealized | Unrealized | (Estimated | | |
| | Cost | gains | losses | fair value) | | |
| Market value available: | | | | | | |
| Equity securities | \$ 6,919 | \$ 27,658 | \$ - | \$ 34,577 | | |
| | \$ 6,919 | \$ 27,658 | \$ - | \$ 34,577 | | |
| Market value not available: | | | | | | |
| Equity securities | 253 | - | - | 253 | | |
| Other securities total | \$ 7,172 | \$ 27,658 | \$ - | \$ 34,830 | | |
| | | | | | | |

4. Estimated Fair Value of Financial Instruments

As of March 31, 2020 and 2021, the book value and fair value of financial instruments and the differences between these figures are set forth in the table below. The table does not include financial instruments for which it is extremely difficult to determine the fair value.

| | | Millions of yen | | | |
|--------------------------------------|-----------------|-----------------|------------|--|--|
| - | | 2020 | | | |
| _ | Book Value | Fair Value | Difference | | |
| Cash and deposits | ¥ 10,016 | ¥ 10,016 | ¥ - | | |
| Notes and accounts receivable | 7,107 | | | | |
| Less:Allowance for Doubtful Accounts | (2) | | | | |
| | ¥ 7,105 | ¥ 7,105 | ¥ - | | |
| Investment securities | 2,662 | 2,662 | - | | |
| Total assets | ¥ 19,783 | ¥ 19,783 | ¥ - | | |
| Notes and accounts payable | ¥ 2,719 | ¥ 2,719 | ¥ - | | |
| Short-term borrowings | 3,800 | 3,800 | - | | |
| Accrued Income taxes | 291 | 291 | - | | |
| Long-term borrowings | 5,587 | 5,579 | (8) | | |
| Total liabilities | ¥ 12,397 | ¥ 12,389 | ¥ (8) | | |
| Derivative financial instruments | ¥ - | ¥ (0) | ¥ (0) | | |
| | Millions of yen | | | | |
| _ | | 2021 | | | |
| _ | Book Value | Fair Value | Difference | | |
| Cash and deposits | ¥ 10,686 | ¥ 10,686 | ¥ - | | |
| Notes and accounts receivable | 8,943 | | | | |
| Less:Allowance for Doubtful Accounts | (0) | | | | |
| _ | ¥ 8,943 | ¥ 8,943 | ¥ - | | |
| Investment securities | 3,828 | 3,828 | | | |
| Total assets | ¥ 23,457 | ¥ 23,457 | ¥ - | | |
| Notes and accounts payable | ¥ 5,940 | ¥ 5,940 | ¥ - | | |
| Short-term borrowings | 1,500 | 1,500 | - | | |
| Accrued income taxes | 798 | 798 | - | | |
| Long-term borrowings | 5,950 | 5,937 | (13) | | |
| Total liabilities | ¥ 14,188 | ¥ 14,175 | ¥ (13) | | |
| Derivative financial instruments | ¥ - | ¥ - | ¥ - | | |

| _ | Thousands of U.S. dollars (Note 1) 2021 | | | |
|--------------------------------------|--------------------------------------------|------------|------------|--|
| _ | | | | |
| _ | Book Value | Fair Value | Difference | |
| Cash and deposits | \$ 96,522 | \$ 96,522 | \$ - | |
| Notes and accounts receivable | 80,779 | | | |
| Less:Allowance for Doubtful Accounts | (0) | | | |
| | \$ 80,779 | \$ 80,779 | \$ - | |
| Investment securities | 34,577 | 34,577 | - | |
| Total assets | \$ 211,878 | \$ 211,878 | \$ - | |
| Notes and accounts payable | \$ 53,654 | \$ 53,654 | \$ - | |
| Short-term borrowings | 13,549 | 13,549 | - | |
| Accrued income taxes | 7,208 | 7,208 | - | |
| Long-term borrowings | 53,744 | 53,627 | (117) | |
| Total liabilities | \$ 128,155 | \$ 128,038 | \$ (117) | |
| Derivative financial instruments | \$ - | \$ - | \$ - | |

Financial instruments for which it is extremely difficult to determine the fair value as of March 31, 2020 and 2021 were as follows, respectively.

| | | | Thousands of |
|----------------------------|----------|--------|--------------|
| | | | U.S. dollars |
| | Millions | of Yen | (Note 1) |
| | 2020 | 2021 | 2021 |
| Unlisted equity securities | ¥ 28 | ¥ 28 | \$ 253 |

Because no quoted market prices are available and it is extremely difficult to determine the fair value, the above financial instruments are not included in "Investment securities" in the preceding table.

The redemption schedule for bonds and long-term borrowings is disclosed in Note6.

5. Short-term Borrowings and Long-term Debt

Short-term borrowings represent loans from banks. The annual average interest rates applicable to short-term borrowings at March 31, 2020 are 0.3% and 2021 are 0.3%, respectively.

Long-term debt as of March 31, 2020 and 2021 consisted of the following:

| | Millions | of Van | Thousands of U.S. dollars |
|----------------------------------------|----------|---------|---------------------------|
| | 2020 | 2021 | (Note 1) 2021 |
| Borrowings from financial institutions | ¥ 5,587 | ¥ 5,950 | \$ 53,744 |
| Other Long term liabilities | 404 | 361 | 3,261 |
| Less: Portion due within one year | (1,223) | (1,430) | (12,917) |
| | ¥ 4,768 | ¥ 4,881 | \$ 44,088 |

The aggregate annual maturity of long-term debt after March 31, 2021 is summarized as follows:

| | | Thousands of |
|------------------------|-----------------|--------------|
| | | U.S. dollars |
| Years ending March 31, | Millions of Yen | (Note 1) |
| 2022 | ¥ 1,429 | \$ 12,908 |
| 2023 | 1,378 | 12,447 |
| 2024 | 1,352 | 12,212 |
| 2025 and thereafter | 2,151 | 19,429 |
| | ¥ 6,310 | \$ 56,996 |

Regarding loan payables, commitment line contracts with limits of ¥2,500 million (\$22,582 thousand) and term loan contract with limit of ¥3,000 million (\$27,098 thousand) respectively include financial covenant terms. The contractor triggers acceleration and is enforced to repay the full principal and interest if the contractor breaches either of the following terms.

(Financial covenant terms included in the syndicate loan contract)

- (1) The amount of Net Assets on the consolidated balance sheets at the end of each fiscal year and each semiannual period must be maintained ¥19,540 million (\$176,497 thousand) or more.
- (2) The ordinary losses in both consolidated statements of income for each fiscal year must not be existed in two successive periods on and after the fiscal year ended March 31, 2019. (Financial covenant terms included in the term loan contract)
- (1) The amount of Net Assets on the consolidated balance sheets at the end of each fiscal year and each semiannual period must be maintained ¥19,410 million (\$175,323 thousand) or more.
- (2) The ordinary losses in both consolidated statements of income for each fiscal year must not be existed in two successive periods on and after the fiscal year ended March 31, 2020.

6. Retirement Benefits

The Company and its consolidated subsidiaries have set up funded and unfunded defined benefit plans and defined contribution plans to provide for employees' retirement benefits. Under the defined benefit pension plans, which are funded, lump-sum or pensions are paid based on accumulated points according to a qualification grade. Under the lump-sum payment plans, which are unfunded, lump-sum payments are provided mainly based on the salary amount and service periods.

Certain consolidated subsidiaries have adopted a simplified method of calculation with liability for retirement benefits and retirement benefits expense.

(1) Defined benefit plans

1) The changes in defined benefit obligation for the year ended March 31, 2020 and 2021 were as follows:

Thousands of

| Millions o | of Yen | U.S. dollars (Note 1) |
|------------|-------------------------------------------------------|-----------------------|
| 2020 | 2021 | 2021 |
| ¥2,399 | ¥2,538 | \$ 22,925 |
| - | - | - |
| 205 | 204 | 1,843 |
| 8 | 9 | 81 |
| 17 | (12) | (108) |
| (76) | (151) | (1,364) |
| (15) | 13 | 117 |
| 2,538 | 2,601 | \$ 23,494 |
| | 2020 ¥2,399 - 205 8 17 (76) (15) | ¥2,399 ¥2,538 |

2) The changes in plan assets for the year ended March 31, 2020 and 2021 were as follows:

| | Millions o | of Yen | Thousands of U.S. dollars (Note 1) |
|----------------------------------|------------|--------|------------------------------------|
| | 2020 | 2021 | 2021 |
| Plan assets at beginning of year | ¥1,877 | ¥1,882 | \$ 16,999 |
| Expected return on plan assets | 56 | 56 | 506 |
| Actuarial gain (loss) | (127) | 210 | 1,897 |
| Contributions from the employer | 131 | 130 | 1,174 |
| Retirement benefits paid | (56) | (105) | (948) |
| Plan assets at end of year | 1,881 | 2,173 | \$ 19,628 |

3) The balance of retirement benefit obligations and plan assets at fair value as of March 31, 2020 and 2021, liabilities and assets recognized in the consolidated balance sheet were as follows:

| | | Thousands of |
|----------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | U.S. dollars |
| Millions | of Yen | (Note 1) |
| 2020 | 2021 | 2021 |
| ¥ 1,811 | ¥ 1,843 | \$ 16,647 |
| (1,881) | (2,173) | (19,628) |
| (70) | (330) | (2,981) |
| 727 | 758 | 6,847 |
| ¥ 657 | ¥ 428 | \$ 3,866 |
| 727 | 758 | 6,847 |
| (70) | (330) | (2,981) |
| ¥ 657 | ¥ 428 | \$ 3,866 |
| | 2020 ¥ 1,811 (1,881) (70) 727 ¥ 657 727 (70) | ¥ 1,811 ¥ 1,843 (1,881) (2,173) (70) (330) 727 758 ¥ 657 ¥ 428 727 758 (70) (330) |

4) The components of retirement benefit expenses for the year ended March 31, 2020 and 2021 were as follows:

| | | | Thousands of |
|---------------------------------------|----------|--------|--------------|
| | | | U.S. dollars |
| | Millions | of Yen | (Note 1) |
| | 2020 | 2021 | 2021 |
| Service cost | ¥ 206 | ¥ 203 | \$ 1,834 |
| Interest cost | 7 | 9 | 81 |
| Expected return on plan assets | (56) | (56) | (506) |
| Amortization of actuarial (gain) loss | 7 | 29 | 262 |
| Amortization of past service cost | (17) | (17) | (154) |
| Retirement benefit expenses | ¥ 147 | ¥ 168 | \$ 1,517 |

5) Remeasurements of defined benefit plans in other comprehensive income (before tax effect) for the year ended March 31, 2020 and 2021 are as follows:

| | | | Thousands of |
|-----------------------|------------|---------|-------------------|
| | | | U.S. dollars |
| | Millions o | of Yen | (<i>Note 1</i>) |
| | 2020 | 2021 | 2021 |
| Past service cost | ¥ 17 | ¥ 17 | \$ 154 |
| Actuarial gain (loss) | 132 | (248) | (2,240) |
| Total | ¥ 149 | ¥ (231) | \$ (2,086) |

6) Retirement benefit adjustments in accumulated other comprehensive income (before tax effect) as of March 31, 2020 and 2021 are as follows:

| | | | Thousands of |
|------------------------------------|------------|--------|--------------|
| | | | U.S. dollars |
| | Millions o | of Yen | (Note 1) |
| | 2020 | 2021 | 2021 |
| Unrecognized past service cost | ¥ 118 | ¥ 101 | \$ 912 |
| Unrecognized actuarial gain (loss) | (198) | 50 | 452 |
| Total | ¥ (80) | ¥ 151 | \$ 1,364 |

7) Plan assets, by major category, as a percentage of total plan assets as of March 31, 2020 and 2021 were as follows:

| | 2020 | 2021 |
|----------------------------------------------|-------|------|
| Debt securities | 42% | 37% |
| Equity securities | 31% | 33% |
| General accounts at life insurance companies | 20% | 17% |
| Others | 7%_ | 13% |
| Total | 100%_ | 100% |

The expected rate of return on plan assets is determined considering the allocation of the plan assets expected currently and in the future and the long-term rates of return which are expected currently and in the future from the various components of the plan assets.

8) The major assumptions used in accounting for the above plans as follows:

| | 2020 | 2021 |
|---------------------------------------------------|----------|--------|
| Discount rate | (0.001%) | 0.074% |
| Expected long-term rates of return on plan assets | 3.00% | 3.00% |
| Expected pay raise rate | 7.1% | 7.1% |

Expected pay raise rate is an expected rate of the increase of the retirement benefit points.

(2) Defined Contribution plans

Certain consolidated subsidiaries have defined contribution plans and amount of the contribution for the year ended March 31, 2020 and 2021 were \mathbb{\pm}50million and \mathbb{\pm}55million (\mathbb{\pm}497thousand).

7. Shareholders' Equity

Under the Japanese Companies Act the appropriation of retained earnings or disposition of accumulated deficit could be adopted by the Board of Directors.

The Japanese Companies Act requires that an amount equal to 10% of dividends must be appropriated as a legal reserve (a component of retained earnings) or as additional paid-in capital depending on the equity account that was charged upon the payment of such dividends, until the aggregate amount of legal reserve and additional paid-in capital equals 25% of the common stock.

Under the Japanese Companies Act, although the entire amount of the issue price of new shares is required to be accounted for as common stock a company may, by resolutions of its Board of Directors, account for an amount not exceeding one-half of the issue price of such new shares as additional paid-in capital.

8. Research and Development Costs

Research and development costs charged to income for the years ended March 31, 2020 and 2021 were \\$330million and \\$749million (\\$6,765 thousand), respectively.

9. Income Taxes

The company is subject to a number of different income taxes, which in the aggregate, result in a statutory tax rate in Japan of approximately 30.5% for the years ended of March 31, 2020 and 2021.

The deferred tax assets and deferred tax liabilities at March 31, 2020 and 2021 are as follows:

| | Millions o | of Yen | Thousands of U.S. dollars (Note 1) |
|---------------------------------------|------------|---------|------------------------------------------|
| | 2020 | 2021 | 2021 |
| Deferred tax assets: | · | | |
| Inventory write down | ¥ 732 | ¥ 608 | \$ 5,492 |
| Impairment loss of fixed assets | 329 | 314 | 2,836 |
| Retirement and severance benefits | 232 | 169 | 1,527 |
| Trial product for development | 504 | 541 | 4,887 |
| Net operating loss carried forward | 216 | 217 | 1,960 |
| Other, net | 649 | 793 | 7,163 |
| Valuation Allowance | (703) | (725) | (6,549) |
| | 1,959 | 1,917 | 17,316 |
| Deferred tax liabilities: | | | |
| Other, net | (839) | (1,354) | (12,230) |
| | (839) | (1,354) | (12,230) |
| Net deferred tax assets/(liabilities) | ¥ 1,120 | ¥ 563 | \$ 5,086 |

10. Other Comprehensive Income(Loss)

The reclassification adjustments and tax effects for components of other comprehensive income (loss) for the year ended March 31, 2020 and 2021 are as follows:

| 101 the year ended Nation 31, 2020 and 2021 | Millions o | of Yen | Thousands of U.S. dollars (Note 1) |
|------------------------------------------------------------------------|------------|----------|------------------------------------------|
| - | 2020 | 2021 | 2021 |
| Unrealized gain on other securities: | | | |
| Amount arising during the year | ¥ (62) | ¥ 1,181 | \$ 10,668 |
| Reclassification adjustments for losses (gains) realized in net income | - | 2 | 18 |
| Before Tax effect | (62) | 1,183 | 10,686 |
| Tax effect | 1 | (344) | (3,107) |
| Total unrealized gain on other securities | (61) | 839 | 7,579 |
| Translation adjustments: | | | |
| Amount arising during the year | (643) | 1,020 | 9,213 |
| Reclassification adjustments for losses (gains) realized in net income | - | <u>-</u> | - |
| Total translation adjustments | (643) | 1,020 | 9,213 |
| Remeasurements of defined benefit plans: | , | | |
| Amount arising during the year | (139) | 219 | 1,978 |
| Reclassification adjustments for losses (gains) realized in net income | (10) | 12 | 108 |
| Before Tax effect | (149) | 231 | 2,086 |
| Tax effect | 44 | (71) | (641) |
| Total remeasurements of defined benefit plans | (105) | 160 | 1,445 |
| Total other comprehensive income (loss) | ¥ (809) | ¥ 2,019 | \$ 18,237 |

11. Leases

(Finance leases as lessee)

The Company and its consolidated subsidiaries have been utilizing finance lease arrangements other than those deemed to transfer the ownership of the leased property to the lessee to employ certain machinery and equipment.

(Operating leases as lessee)

Future minimum lease payments for the remaining lease periods as March 31, 2020 and 2021 are as follows:

| | Millions o | of Yen | Thousands of U.S. dollars (Note 1) |
|---------------------|------------|--------|------------------------------------------|
| | 2020 | 2021 | 2021 |
| Due within one year | ¥ 1 | ¥ 1 | \$ 9 |
| Due over one year | 4 | 3 | 27 |
| Total | ¥ 5 | ¥ 4 | \$ 36 |

Lease contracts recognized in the consolidated balance sheet by IFRS16 aren't included this table.

12. Contingent Liabilities

The Company and its consolidated subsidiaries have no significant contingent liabilities.

13. Segment Information

(1) Segment by products

| Year ended March 31, 2020 | | Millie | ons of Yen | | |
|-------------------------------|---------------|--------------|------------|--------------|--------------|
| | | | Laser | Elimination/ | |
| | Semiconductor | Fine plastic | Processing | Unallocated | |
| | equipment | mold | machines | Assets | Consolidated |
| .Sales and operating income | | | | | |
| Net sales to customers | ¥ 21,904 | ¥ 1,614 | ¥ 1,737 | ¥ - | ¥ 25,255 |
| Inter-segment sales | | | | | |
| | 21,904 | 1,614 | 1,737 | - | 25,255 |
| Cost of sales and | | | | | |
| Operating expenses | 21,286 | 1,371 | 1,786 | | 24,443 |
| Operating income (loss) | ¥ 618 | ¥ 243 | ¥ (49) | ¥ - | ¥ 812 |
| .Assets | | | | | |
| Total assets | ¥ 40,058 | ¥ 1,812 | ¥ 1,255 | ¥ - | ¥ 43,125 |
| Depreciation and amortization | ¥ 1,382 | ¥ 87 | ¥ 34 | ¥ - | ¥ 1,503 |
| Amortization of goodwill | ¥ 46 | ¥ - | ¥ - | ¥ - | ¥ 46 |
| Capital expenditure | ¥ 2,671 | ¥ 71 | ¥ 32 | ¥ - | ¥ 2,774 |

| Vear | ende | A N | Jarol | 31 | 2021 |
|-------|------|--------|--------|-------|--------|
| i eai | enae | יו בטי | viaici | 1.21. | . 2021 |

| A #:11: | . C | . V |
|----------|-----|-----|
| Millions | ot | Yen |

| | Semiconductor equipment | Fine plastic mold | Laser Processing machines | Elimination/ Unallocated Assets | Consolidated |
|-------------------------------|-------------------------|-------------------|---------------------------------|---------------------------------------|--------------|
| .Sales and operating income | | | | | |
| Net sales to customers | ¥ 26,536 | ¥ 1,807 | ¥ 1,364 | ¥ - | ¥ 29,707 |
| Inter-segment sales | | | | | |
| | 26,536 | 1,807 | 1,364 | - | 29,707 |
| Cost of sales and | | | | | |
| Operating expenses | 23,203 | 1,417 | 1,468 | | 26,088 |
| Operating income (loss) | ¥ 3,333 | ¥ 390 | ¥ (104) | ¥- | ¥ 3,619 |
| .Assets | | | | | |
| Total assets | ¥ 48,367 | ¥ 2,051 | ¥ 1,373 | ¥ - | ¥ 51,791 |
| Depreciation and amortization | ¥ 1,463 | ¥ 89 | ¥ 37 | ¥ - | ¥ 1,589 |
| Amortization of goodwill | ¥ 29 | ¥ - | ¥ - | ¥ - | ¥ 29 |
| Capital expenditure | ¥ 3,177 | ¥ 252 | ¥ 20 | ¥ - | ¥ 3,449 |

Year ended March 31, 2021

| Thousan | ds of | ZUI | dollars | (Note | 1) |
|---------|-------|-----|---------|-------|----|
| | | | | | |

| 1 car chaca march 31, 2021 | | Thousands of C.S. dollars (Note 1) | | | | |
|-------------------------------|---------------|------------------------------------|------------|--------------|--------------|--|
| | | | Laser | Elimination/ | | |
| | Semiconductor | Fine plastic | Processing | Unallocated | | |
| | equipment | mold | machines | Assets | Consolidated | |
| .Sales and operating income | | | | | | |
| Net sales to customers | \$ 239,689 | \$ 16,323 | \$ 12,320 | \$ - | \$ 268,332 | |
| Inter-segment sales | - | - | - | - | _ | |
| | 239,689 | 16,323 | 12,320 | | 268,332 | |
| Cost of sales and | | | | | | |
| Operating expenses | 209,584 | 12,799 | 13,260 | | 235,643 | |
| Operating income (loss) | \$ 30,105 | \$ 3,524 | \$ (940) | \$ - | \$ 32,689 | |
| .Assets | | | | | | |
| Total assets | \$ 436,880 | \$ 18,526 | \$ 12,402 | \$ - | \$ 467,808 | |
| Depreciation and amortization | \$ 13,215 | \$ 804 | \$ 334 | \$ - | \$ 14,353 | |
| Amortization of goodwill | \$ 262 | \$ - | \$ - | \$ - | \$ 262 | |
| Capital expenditure | \$ 28,697 | \$ 2,276 | \$ 181 | \$ - | \$ 31,154 | |
| | | | | | | |

(2) Sales by region

| | Millions of Yen | | Thousands of U.S. dollars (Note 1) |
|---------------------|-----------------|----------|------------------------------------------|
| Year ended March 31 | 2020 | 2021 | 2021 |
| Japan | ¥ 4,483 | ¥ 3,841 | \$ 34,694 |
| Overseas | | | |
| Asia | 19,678 | 23,943 | 216,268 |
| America | 697 | 1,537 | 13,883 |
| Other | 397 | 386 | 3,487 |
| Overseas total | 20,772 | 25,866 | 233,638 |
| Consolidated sales | ¥ 25,255 | ¥ 29,707 | \$ 268,332 |

Corporate Information

as of August 30, 2021

Corporate Data

Board of Directors

Corporate Name: TOWA CORPORATION President & CEO

Headquarters/Factory: 5 Kamichoshi-cho, Kamitoba, Hirokazu Okada

Minami-ku, Kyoto 601-8105, Japan

Established: April 17, 1979 Director

Operations: Develop, design, manufacture, and sell precision molds, manufacturing systems for electronic components, precision-molded and Koichi Ishida

assembly products, medical-use equipment, Nobutaka Shibahara laser processing equipment, and precision

machining tools.

Other related business. Director

Full-time Audit and Supervisory

Committee Member

Paid-in Capital: ¥8,932,627,777 Hisayoshi Kobayashi

Common Stock

Authorized: 80,000,000 External Director

Issued Number of Shares: 25,021,832 Audit and Supervisory Committee

Unit for Trading: 100 Member

Stock Listings: First Section of the Tokyo Stock Exchange Hajime Kuwaki

Transfer Agents: Mizuho Trust & Banking Co., Ltd Daisuke Wake

Miho Goto

Fiscal Year: From April 1 to March 31

Number of Employees: TOWA Corporation: 549

(as of March 31, 2021) TOWA Group(consolidated): 1,633

URL: https://www.towajapan.co.jp

Subsidiaries and BANDICK CORPORATION

Affilated Companies: TOWATEC Co., Ltd.

TOWA LASERFRONT CORPORATION

TOWA Asia-Pacific Pte. Ltd.

TOWAM Sdn. Bhd.

TOWA Semiconductor Equipment Philippines Corp.

TOWA THAI COMPANY LIMITED

TOWA USA Corporation TOWA Europe B.V. TOWA Europe GmbH TOWA (Suzhou) Co., Ltd. TOWA (Shanghai) Co., Ltd. TOWA (Nantong) Co., Ltd. TOWA TAIWAN Co., Ltd. TOWA KOREA Co., Ltd.

TOWA CORPORATION

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