Consolidated Financial Statements for the Year Ended March 31, 2022 and Independent Auditor's Report

# Deloitte.

Deloitte Touche Tohmatsu LLC Shijokarasuma FT Square 20 Naginataboko-cho Karasuma-higashiiru, Shijo-dori Shimogyo-ku, Kyoto 600-8008 Iapan

Tel: +81 (75) 222 0181 Fax: +81 (75) 231 2703 www.deloitte.com/jp/en

#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Takara Holdings Inc.:

#### Opinion

We have audited the consolidated financial statements of Takara Holdings Inc. and its consolidated subsidiaries (the "Group"), which comprise the consolidated balance sheet as of March 31, 2022, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, all expressed in Japanese yen.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with accounting principles generally accepted in Japan.

#### **Convenience Translation**

Our audit also comprehended the translation of Japanese yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made in accordance with the basis stated in Note 1 to the consolidated financial statements. Such U.S. dollar amounts are presented solely for the convenience of readers outside Japan.

#### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Validity of valuation of refund liabilities of Takara Sh	
Key Audit Matter Description	How the Key Audit Matter Was Addressed in the Audit
Key Audit Matter Description As described in Note 2, "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES" and Note 3, "SIGNIFICANT ACCOUNTING ESTIMATES" to the consolidated financial statements, ¥6,325 million of the refund liabilities of Takara Shuzo Co., Ltd. (hereinafter referred to as "Takara Shuzo") were recorded as of March 31, 2022, which included the estimated sales promotion expenses related to the purchase of retail stores through wholesalers (hereinafter referred to as "retail purchase") of ¥4,820 million. Takara Shuzo calculates the estimated sales promotion expenses by multiplying the estimated unit price by the estimated quantity, and the estimated unit price is calculated considering past actual unit process, etc. In addition, the estimated quantity data, which is obtained from wholesalers and incorporated into the relevant system. Takara Shuzo also estimates part of the retail purchase quantity for the year-end month by branch and product type. Since it is practically difficult to obtain actual retail purchase quantity during the year-end closing, Takara Shuzo estimates unpaid sales promotion expenses as of the year end by estimating the retail purchase quantity using a certain estimation method developed based on the comparison between the retail purchase quantity data obtained during past year-end closing. The estimation of unit price used for calculating estimated sales promotion expenses and the assumptions for the estimation method for the retail purchase quantity involves judgements made by management and there is a possibility that the estimated sales promotion expenses may be misstated. Based on our understanding above, the estimated sales promotion expenses included in refund liabilities involves significant management assumption that are highly affected by management judgment. Therefore, we identified the validity of valuation of refund liabilities of Takara Shuzo, including estimated sales promotion expenses at the end of the current year, as a key audit matter.	

Valuation of goodwill of Takara Bio Group	
Key Audit Matter Description	How the Key Audit Matter Was Addressed in the Audit
As described in Note 22, "SEGMENT INFORMATION" to the consolidated financial statements, ¥6,309 million of goodwill (1.7% of total assets) was recorded as part of the Takara Bio Group segment as of March 31, 2022. The goodwill was recorded when Takara Bio USA, Inc. (current U.S. consolidated subsidiary of Takara Bio Inc., a consolidated subsidiary of Takara Holdings Inc. (the "Company")) acquired all shares of Clontech Laboratories, Inc., Rubicon Genomics, Inc. and WaferGen Bio-systems, Inc. The Company determined the reporting unit to which goodwill was allocated as Takara Bio USA,	<ul> <li>With the assistance of our component auditor, we performed the following procedures to examine the Company's goodwill impairment assessment, among others:</li> <li>We evaluated the design and tested the operating effectiveness of internal controls over management's process related to the assessment of the reasonableness of future growth rates, which are significant assumptions used by management to estimate the fair value.</li> <li>We evaluated the accuracy of management's estimate by comparing the business plans on which future cash flows are based with the next</li> </ul>
Inc. itself, and the Company performed goodwill impairment testing. The fair value of the reporting unit is determined primarily based on the discounted future cash flows. The estimate of the future cash flows involves management's significant assumptions, such as future growth rates. Since such assumptions are affected by market growth and synergies between the Company's existing technologies and any acquired technologies, uncertainty exists in these estimates.	<ul> <li>fiscal year's forecast and the medium-term management plans, which were approved by management, and by subsequently comparing the management's historical forecasts to actual results.</li> <li>We inquired of management and understood the Company's business strategy, including the assumptions for the management's estimates such as business synergies and market growth rates, which impact the possibility to achieve</li> </ul>
The goodwill impairment assessment could have a significant impact on the consolidated financial statements and the goodwill impairment	future business plans. Based on our understanding, we evaluated the reasonableness of the business plans by:
assessment involves management's significant assumptions, which affected by future uncertainty.	<ol> <li>Conducting a trend analysis based on past performance</li> </ol>
Based on above, we identified the valuation of goodwill of Takara Bio Group as a key audit matter.	② Comparing the business plans with market forecasts and available external data
matter.	• We conducted a sensitivity analysis considering the external environment and rate of deviation between forecast and actual results in previous fiscal years for identified uncertainty in the business plans.
	<ul> <li>We understood and evaluated audit procedures and its conclusion performed by the component auditor.</li> </ul>

#### **Other Information**

The other information comprises the information included in the Group's disclosure documents accompanying audited consolidated financial statements, but does not include the consolidated financial statements and our auditor's report thereon.

We determined that no such information existed and therefore, we did not perform any work thereon.

## Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with Audit & Supervisory Board members and the Audit & Supervisory Board, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Deloitte Touche Tohmatsu LLC

June 29, 2022

## Consolidated Balance Sheet March 31, 2022

			Thousands of U.S. Dollars	
		s of Yen	(Note 1)	
ASSETS	<u>2022</u>	<u>2021</u>	<u>2022</u>	LIABILITIES AND EQUITY
CURRENT ASSETS:				CURRENT LIABILITIES:
Cash and cash equivalents (Note 17)	¥ 75,729	¥ 62,860	\$ 620,729	Short-term bank loans (Notes 7 and 17)
Time deposits (Note 17)	5,894	4,523	48,311	Current portion of long-term debt (Notes 7 and 17)
Notes and accounts receivable (Notes 7, 11 and 17):				Notes and accounts payable (Note 18):
Trade	70,260	61,954	575,901	Trade
Other	3,222	1,733	26,409	Construction and other
Allowance for doubtful accounts	(449)	(516)	(3,680)	Liquor taxes payable (Note 8)
Inventories (Notes 5, 7 and 8)	72,643	49,124	595,434	Income taxes payable
Prepaid expenses and other current assets (Note 18)	5,020	3,428	41,147	Accrued expenses (Note 2)
				Accrued sales promotion expenses (Note 2)
Total current assets	232,323	183,108	1,904,286	Other current liabilities (Notes 2, 3 and 11)
PROPERTY, PLANT, AND EQUIPMENT (Notes 6, 13 and 22):				Total current liabilities
Land	20,170	20,640	165,327	
Buildings and structures	69,584	61,363	570,360	LONG-TERM LIABILITIES:
Machinery, equipment, and vehicles	88,453	86,657	725,024	Long-term debt (Notes 7 and 17)
Tools, furniture and fixtures	19,443	17,309	159,368	Lease obligations (Notes 7 and 17)
Right-of-use assets	4,603	4,514	37,729	Liability for retirement benefits (Note 9)
Lease assets	1,512	1,680	12,393	Deposits
Construction in progress	1,782	4,027	14,606	Deferred tax liabilities (Note 15)
Total	205,550	196,192	1,684,836	Other
Accumulated depreciation	(125,803)	(121,451)	(1,031,172)	
Not property plant, and equipment	70 747	74 740	652 662	Total long-term liabilities
Net property, plant, and equipment	79,747	74,740	653,663	COMMITMENTS AND CONTINGENT LIABILITIES
INVESTMENTS AND OTHER ASSETS:				(Notes 7 and 18)
Investment securities (Notes 4 and 17)	27,432	26,171	224,852	
Investments in and advances to unconsolidated		_0,	,	EQUITY (Notes 10 and 19):
subsidiaries and associated companies	1,795	1,753	14,713	Common stock, authorized, 870,000,000 shares;
Goodwill (Notes 2, 3 and 22)	10,070	10,142	82,540	issued, 199,699,743 shares in 2022 and 2021
Deferred tax assets (Note 15)	2,682	2,088	21,983	Capital surplus
Other assets (Notes 9 and 13)	8,387	8,913	68,745	Retained earnings
				Treasury stock, at cost, 1,995,577 shares in 2022 and
Total investments and other assets	50,367	49,069	412,844	1,995,468 shares in 2021
				Accumulated other comprehensive income:
				Unrealized gain (loss) on available-for-sale securities
				Deferred gain (loss) on derivatives under hedge
				accounting (Note 18)
				Foreign currency translation adjustments
				Defined retirement benefit plans
				Total
				Noncontrolling interests
		<u> </u>		Total equity
TOTAL	¥ 362,438	¥ 306,918	\$ 2,970,803	TOTAL
			<u> </u>	

See notes to consolidated financial statements.

Millions 2022	of Yen <u>2021</u>	Thousands of U.S. Dollars (Note 1) <u>2022</u>
¥ 5,237 10,931	¥ 5,116 670	\$ 42,926 89,598
20,973 6,619 7,172 6,602 8,752 12,861	16,481 4,625 6,890 4,021 9,193 2,049 7,219	171,909 54,254 58,786 54,114 71,737 105,418
79,151	56,269	648,778
35,248 3,005 8,944 5,089 3,969 2,472 58,730	35,466 3,122 9,274 5,136 3,831 2,283 59,113	288,918 24,631 73,311 41,713 32,532 20,262 481,393
13,226 2,499 149,933	13,226 2,292 135,184	108,409 20,483 1,228,959
(1,682)	(1,682)	(13,786)
12,216	11,370	100,131
412 4,330 (515) 180,420 44,135 224,555	193 (2,840) (859) 156,884 34,650 191,535	3,377 35,491 (4,221) 1,478,852 <u>361,762</u> 1,840,614

\$ 2,970,803 ¥ 362,438 ¥ 306,918

#### Consolidated Statement of Income Year Ended March 31, 2022

	Millions 2022	s of Yen <u>2021</u>	Thousands of U.S. Dollars (Note 1) <u>2022</u>
NET SALES (Notes 2, 11 and 22)	¥ 300,918	¥ 278,443	\$ 2,466,540
COST OF SALES (Notes 8, 9, 16 and 22)	187,376	162,849	1,535,868
Gross profit	113,541	115,594	930,663
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES (Notes 9, 12, 16 and 22)	70,187	93,999	575,303
Operating income	43,354	21,595	355,360
OTHER INCOME (EXPENSES): Interest and dividend income Rental income from investment property Interest expense Foreign exchange loss National subsidies (Note 13) Loss on tax purpose reduction entry of non-current assets (Note 13) Loss on voluntary recall of products (Note 14) Loss on business liquidation (Note 6) Other, net Other income (expenses), net INCOME BEFORE INCOME TAXES INCOME TAXES (Note 15): Current Deferred	767 157 (330) (807) 4,470 (4,470) (1,190) (988) (2,392) 40,961 11,900 (309)	707 137 (344) (92) 517 (517) (458) (960) (1,011) 20,583 6,303 23	$6,286 \\ 1,286 \\ (2,704) \\ (6,614) \\ 36,639 \\ (36,639) \\ (9,754) \\ (8,098) \\ (19,606) \\ 335,745 \\ 97,540 \\ (2,532) $
Total income taxes	11,590	6,326	95,000
NET INCOME	29,370	14,256	240,737
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	8,601	3,682	70,500
NET INCOME ATTRIBUTABLE TO OWNERS OF THE PARENT	¥ 20,769	<u>¥ 10,574</u>	<u>\$ 170,237</u>
	Y	en	U.S. Dollars
PER SHARE OF COMMON STOCK (Notes 2. <i>q</i> and 20): Basic net income Cash dividends applicable to the year	¥105.05 37.00	¥53.48 21.00	\$ 0.86 0.30

## Consolidated Statement of Comprehensive Income Year Ended March 31, 2022

	Millions	of Yen 2021	Thousands of U.S. Dollars (Note 1) 2022
NET INCOME	¥29,370	¥14,256	\$ 240,737
OTHER COMPREHENSIVE INCOME (LOSS) (Note 19): Unrealized gain (loss) on available-for-sale securities Deferred gain (loss) on derivatives under hedge accounting Foreign currency translation adjustments Defined retirement benefit plans	845 219 9,189 367	4,245 108 (2,342) 51	6,926 1,795 75,319 <u>3,008</u>
Total other comprehensive income (loss)	10,622	2,063	87,065
COMPREHENSIVE INCOME	¥39,992	¥ 16,320	\$ 327,803
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO: Owners of the parent Noncontrolling interests	¥29,349 10,643	¥13,238 3,081	\$ 240,565 87,237

#### Consolidated Statement of Changes in Equity Year Ended March 31, 2022

	Thousands Number of Shares of Common Stock Outstanding	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accum Unrealized Gain (Loss) on Available-for- Sale Securities	Millions of Ye ulated Other Com Deferred Gain (Loss) on Derivatives under Hedge Accounting		ome Defined Retirement Benefit Plans	Total	Noncontrolling Interests	Total Equity
BALANCE, APRIL 1, 2020	197,704	¥13,226	¥2,454	¥ 128,564	¥(1,682)	¥ 7,125	¥ 84	¥(1,102)	¥(908)	¥ 147,762	¥ 33,566	¥ 181,329
Net income attributable to owners of the parent Cash dividends, ¥20.0 per share Purchase of treasury shares Disposal of treasury shares Purchase of shares of consolidated subsidiaries Transfer to capital surplus from retained	(0) 0		(0) (161)	10,574 (3,954)	(0) 0					10,574 (3,954) (0) 0 (161)		10,574 (3,954) (0) 0 (161)
earnings Net change in the year			0	(0)		4,245	108	(1,738)	48	2,664	1,083	3,748
BALANCE, MARCH 31, 2021	197,704	13,226	2,292	135,184	(1,682)	11,370	193	(2,840)	(859)	156,884	34,650	191,535
Cumulative effect of changes in accounting policies Restated balance Net income attributable to owners of the parent Cash dividends, ¥21.0 per share	197,704	13,226	2,292	(1,867) 133,316 20,769 (4,151)	(1,682)	11,370	193	(2,840)	(859)	(1,867) 155,016 20,769 (4,151)	34,650	(1,867) 189,667 20,769 (4,151)
Purchase of treasury shares Disposal of treasury shares Purchase of shares of consolidated subsidiaries Net change in the year	(0) 0		0 206		(0) 0	845_	219_	7,171	343_	(0) 0 206 <u>8,580</u>	9,484	(0) 0 206 <u>18,064</u>
BALANCE, MARCH 31, 2022	197,704	¥13,226	¥2,499	<u>¥ 149,933</u>	<u>¥(1,682</u> )	¥12,216	¥412	¥ 4,330	<u>¥(515</u> )	¥ 180,420	¥ 44,135	¥ 224,555

					Thous	ands of U.S. Dolla	ars (Note 1)				
	A					Accumulated Other Comprehensive Income					
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Unrealized Gain (Loss) on Available-for- Sale Securities	Deferred Gain (Loss) on Derivatives under Hedge Accounting	Foreign Currency Translation Adjustments	Defined Retirement Benefit Plans	Total	Noncontrolling Interests	Total Equity
BALANCE, MARCH 31, 2021	\$ 108,409	\$18,786	\$ 1,108,065	\$(13,786)	\$ 93,196	\$1,581	\$(23,278)	\$(7,040)	\$ 1,285,934	\$ 284,016	\$ 1,569,959
Cumulative effect of changes in accounting policies Restated balance Net income attributable to owners of the parent Cash dividends, \$0.17 per share Purchase of treasury shares Disposal of treasury shares Purchase of shares of consolidated subsidiaries	108,409	18,786 0 1,688	(15,303) 1,092,754 170,237 (34,024)	(13,786) (0) 0	93,196	1,581	(23,278)	(7,040)	(15,303) 1,270,622 170,237 (34,024) (0) 0 1,688	284,016	(15,303) 1,554,647 170,237 (34,024) (0) 0 1,688
Net change in the year					6,926	1,795	58,778	2,811	70,327	77,737	148,065
BALANCE, MARCH 31, 2022	<u>\$ 108,409</u>	\$20,483	<u>\$ 1,228,959</u>	<u>\$(13,786</u> )	<u>\$ 100,131</u>	\$3,377	\$ 35,491	<u>\$(4,221</u> )	<u>\$ 1,478,852</u>	\$ 361,762	<u>\$ 1,840,614</u>

### Consolidated Statement of Cash Flows Year Ended March 31, 2022

	Millions	s of Yen 2021	Thousands of U.S. Dollars (Note 1) <u>2022</u>
OPERATING ACTIVITIES:			
Income before income taxes	¥ 40,961	¥ 20,583	\$ 335,745
Adjustments for:	<u>,</u> _	<u> </u>	<u> </u>
Income taxes paid	(10,253)	(4,767)	(84,040)
Depreciation and amortization	9,589	9,298	78,598
Impairment loss (Note 22)	185	432	1,516
Loss on business liquidation (Note 6)		458	
Loss on sales and retirement of non-current assets	319	291	2,614
Changes in assets and liabilities:			
Increase in trade receivables	(7,109)	(1,162)	(58,270)
Increase in inventories	(21,235)	(691)	(174,057)
Decrease (increase) in interest and dividends			
receivable	20	(4)	163
Increase in trade payables	3,920	40	32,131
Increase (decrease) in liquor taxes payable	281	(799)	2,303
(Decrease) increase in accrued consumption taxes	(1,890)	1,722	(15,491)
Increase in other current liabilities	3,372	2,442	27,639
Decrease in interest payable	(3)	(20)	(24)
Decrease in provision for sales promotion			. ,
expenses	(2,049)	(44)	(16,795)
Subsidies received	671	181	5,500
Other, net	(400)	(861)	(3,278)
			/
Total adjustments	(24,584)	6,517	(201,508)
Net cash provided by operating activities	16,376	27,100	134,229
INVESTING ACTIVITIES:			
Net (increase) decrease in time deposits	(754)	1,090	(6,180)
Proceeds from sales and redemption of marketable			
securities		4,455	
Purchases of property, plant, and equipment	(14,762)	(13,911)	(121,000)
Proceeds from sales of property, plant, and equipment	1,326	28	10,868
Subsidies received	3,960	1,900	32,459
Other, net	(169)	(302)	(1,385)
Net cash used in investing activities	¥(10,399)	¥ (6,738)	\$ (85,237)
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#### Consolidated Statement of Cash Flows Year Ended March 31, 2022

	Millions 2022	s of Yen 2021	Thousands of U.S. Dollars (Note 1) <u>2022</u>
FINANCING ACTIVITIES: Proceeds from long-term loans payable Proceeds from issuance of bonds Redemption of bonds Proceeds from issuance of commercial papers Redemption of commercial papers	¥ 5 9,927	¥ 10,068 (5,000) 5,000 (5,000)	\$40 81,368
Cash dividends paid Cash dividends paid to noncontrolling interests Repayments of lease obligations Purchase of shares of subsidiaries not resulting in change in scope of consolidation Other, net	(4,147) (763) (710) (175) (2)	(3,951) (397) (689) (1,761) 224	(33,991) (6,254) (5,819) (1,434) (16)
Net cash provided by (used in) financing activities	4,133	(1,506)	33,877
FOREIGN CURRENCY TRANSLATION ADJUSTMENTS ON CASH AND CASH EQUIVALENTS	2,758	(536)	22,606
NET INCREASE IN CASH AND CASH EQUIVALENTS	12,869	18,319	105,483
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	62,860	44,541	515,245
CASH AND CASH EQUIVALENTS, END OF YEAR	¥ 75,729	¥ 62,860	<u>\$ 620,729</u>

#### Notes to Consolidated Financial Statements Year Ended March 31, 2022

#### 1. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been prepared in accordance with the provisions set forth in the Japanese Financial Instruments and Exchange Act and its related accounting regulations, and in conformity with accounting principles generally accepted in Japan ("Japanese GAAP"), which are different in certain respects as to the application and disclosure requirements of International Financial Reporting Standards ("IFRS").

In preparing these consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan. In addition, certain reclassifications have been made in the 2021 consolidated financial statements to conform to the classifications used in the 2022 ones.

The consolidated financial statements are stated in Japanese yen, the currency of the country in which Takara Holdings Inc. (the "Company") is incorporated and operates. Japanese yen figures of less than a million yen are rounded down to the nearest million yen, except for per share data and the amounts in Notes 2.*q* and 20. The translations of Japanese yen amounts into U.S. dollar amounts are included solely for the convenience of readers outside Japan and have been made at the rate of ¥122 to \$1, the approximate rate of exchange at March 31, 2022. U.S. dollar figures of less than a thousand dollars are rounded down to the nearest thousand dollars, except for per share data and the amounts in Notes 2.*q* and 20. Such translations should not be construed as representations that the Japanese yen amounts could be converted into U.S. dollars at that or any other rate.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation – The consolidated financial statements for the year ended March 31, 2022 include the accounts of the Company and its 58 consolidated subsidiaries (together, the "Group"). Under the control and influence concepts, those companies in which the Company, directly or indirectly, is able to exercise control over operations are fully consolidated. Consolidation of the remaining subsidiary would not have a material effect on the accompanying consolidated financial statements.

An investment in an associated company in 2022 is accounted for by the equity method.

Investments in the unconsolidated subsidiary and remaining associated company are stated at cost. If the equity method of accounting had been applied to the investments in these companies, the effect on the accompanying consolidated financial statements would not be material.

Foreign subsidiaries of the Company have a fiscal year ending December 31. The accounts of those subsidiaries are included in the Company's consolidated financial statements based on the subsidiaries' fiscal year. Necessary adjustments have been made for significant events that occurred during the period between their fiscal year ends and March 31.

All significant intercompany balances and transactions have been eliminated in consolidation. All material unrealized profit included in assets resulting from transactions within the Group is also eliminated.

- b. Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements - Under Accounting Standards Board of Japan ("ASBJ") Practical Issues Task Force ("PITF") No. 18, "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements," the accounting policies and procedures applied to a parent company and its subsidiaries for similar transactions and events under similar circumstances should in principle be unified for the preparation of the consolidated financial statements. However, financial statements prepared by foreign subsidiaries in accordance with either IFRS or generally accepted accounting principles in the United States of America ("U.S. GAAP") (Financial Accounting Standards Board Accounting Standards Codification-"FASB ASC") tentatively may be used for the consolidation process, except for the following items that should be adjusted in the consolidation process so that net income is accounted for in accordance with Japanese GAAP, unless they are not material: (a) amortization of goodwill; (b) scheduled amortization of actuarial gain or loss of pensions that has been recorded in equity through other comprehensive income; (c) expensing capitalized development costs of R&D; (d) cancellation of the fair value model of accounting for property, plant, and equipment and investment properties and incorporation of the cost model of accounting; and (e) recording a gain or loss through profit or loss on the sale of an investment in an equity instrument for the difference between the acquisition cost and selling price, and recording impairment loss through profit or loss for other-than-temporary declines in the fair value of an investment in an equity instrument, where a foreign subsidiary elects to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument.
- c. Cash Equivalents Cash equivalents are short-term investments that are readily convertible into cash and exposed to insignificant risk of changes in value. Cash equivalents include time deposits, certificates of deposit, trust fund investments, commercial paper, and trust beneficiary rights, all of which mature or become due within three months of the date of acquisition.
- d. Marketable and Investment Securities Marketable and investment securities are classified and accounted for, depending on management's intent, as follows: (1) held-to-maturity debt securities, for which there is a positive intent and ability to hold to maturity, are reported at amortized cost and (2) available-for-sale securities, which are not classified as either of the aforementioned securities, are reported at fair value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of equity.

Non-marketable available-for-sale securities are stated at cost determined by the movingaverage method.

For other-than-temporary declines in fair value, investment securities are reduced to net realizable value by a charge to income.

- e. *Inventories* Inventories are mainly stated at the lower of cost, determined by the average method, or net selling value.
- f. Property, Plant, and Equipment Property, plant, and equipment are stated at cost. Depreciation is computed principally by the declining-balance method at rates based on the estimated useful lives of the assets. The range of useful lives is principally from 8 to 50 years for buildings and structures and from 4 to 15 years for machinery, equipment, and vehicles.
- g. Long-Lived Assets The Group reviews its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset or asset group exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or asset group.
- *h. Goodwill* The Group amortizes goodwill on a straight-line basis over a certain period not exceeding 20 years. Accounting for impairment of long-lived assets also applies to goodwill.

*i.* **Retirement and Pension Plans** – Each of the employee retirement benefit programs of the Company and certain consolidated subsidiaries consists of an unfunded lump-sum severance payment plan, a defined benefit corporate pension plan, and a defined contribution pension plan as described in Note 9.

The Group accounts for liability for retirement benefits based on the projected benefit obligations and plan assets at the balance sheet date. The projected benefit obligations are attributed to periods on a benefit formula basis. Actuarial gains and losses and past service costs that are yet to be recognized in profit or loss are recognized within accumulated other comprehensive income, after adjusting for tax effects, and are amortized in profit or loss over 10 years, no longer than the expected average remaining service period of the employees.

- *j.* Allowance for Doubtful Accounts The allowance for doubtful accounts is stated in amounts considered to be appropriate based on the Group's past credit loss experience and an evaluation of potential losses in the receivables outstanding.
- *k. Leases* Finance lease transactions are capitalized by recognizing lease assets and lease obligations in the balance sheet.

Lease assets related to finance lease transactions without title transfer are depreciated on a straight-line basis over the leased periods, which are their useful lives, with no residual value.

Lease assets related to finance lease transactions with title transfer are depreciated on a depreciation method identical to the one for the own asset.

Right-of-use assets are depreciated on a straight-line basis.

#### I. Recognition of Revenues and Expenses

(1) Takara Shuzo Co., Ltd. ("Takara Shuzo") and Takara Shuzo International Group

Takara Shuzo and Takara Shuzo International Group manufacture and sell alcohol beverages and seasonings and sell Japanese food ingredients to overseas Japanese restaurant etc. They recognize revenue based on the distribution of a promised good to a customer, which is when the customer obtains control of that good and the performance obligation is satisfied. In contrast, they recognize revenue based on the shipment of a promised good to a customer when it is a domestic transaction whose period from a shipment to a transfer of control of the good is a normal span.

In addition, an amount of revenue deducts consumption tax collected for a third party, rebate and sales promotion expenses from a consideration which is promised with a customer on a contract.

To estimate sales promotion expenses for retailors' purchase via wholesalers, they multiply estimated quantity of the retailors' purchase by estimated unit prices that reflect historical actual unit prices.

#### (2) Takara Bio Group

Contents of performance obligations and normal point in time of satisfaction of performance obligation, or that of recognition of revenue, relating to revenue from contracts with customers in main businesses of Takara Bio Group are described as below.

It manufactures and sells reagents and sells instruments. For sale of a good or a product to a domestic customer, it recognizes revenue mainly upon shipment of a promised good or product to a customer because it is a domestic transaction whose period from a shipment to a transfer of control of the good or the product is a normal span. For sale of a good or a product to an overseas customer, it recognizes revenue when the customer obtains control of the good or the product such as the time when a carrier received the good or the product, depending on trade conditions set mainly by Incoterms.

It operates short-term services mainly related to regenerative medicine products, genetic analysis and testing, and so on. It recognizes revenue of those transactions when the customer obtains control of the good or the product such as the time of acceptance inspection, receipt or shipment, depending on contracts.

#### (3) Other segment

Domestic subsidiaries operate sales for imported wine and distribution business and so on. For sale of imported wine, they recognize revenue upon shipment of a promised good to a customer because it is a domestic transaction whose period from a shipment to a transfer of control of the good is a normal span.

On distribution business, they recognize revenue of freight distribution service based on the collection of goods because most of their services complete the distribution services within one day.

In addition, an amount of revenue deducts consumption tax collected for a third party from a consideration which is promised with a customer on a contract.

Because they receive the consideration within one year after a satisfaction of performance obligations, they do not recognize an adjustment of significant financing components.

Income Taxes – The provision for income taxes is computed based on the pretax income included in the consolidated statement of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying currently enacted tax rates to the temporary differences.

The Group files a tax return under the consolidated corporate-tax system, which allows companies to base tax payments on the combined profits or losses of the parent company and its wholly owned domestic subsidiaries.

The Group transitions from the consolidated corporate-tax system to the group tax sharing system since the beginning of the fiscal year ending March 31, 2023. For the transition to the group tax sharing system, which has been established by the "Act for Partial Amendment of the Income Tax Act, etc." (Act No. 8 of 2020), and the items under the non-consolidated taxation system that have been reviewed in conjunction with the transition to the group tax sharing system, the provisions of paragraph 44 of "Implementation Guidance on Tax Effect Accounting" (ASBJ Guidance No. 28 of February 16, 2018) are not applied, as permitted by paragraph 3 of the "Treatment of Tax Effect Accounting for the Transition from the Consolidated Taxation System to the Group Tax Sharing System" (PITF No. 39 of March 31, 2020). As a result, the amounts of deferred tax assets and deferred tax liabilities are based on the provisions of the tax laws before the amendment.

- n. Foreign Currency Transactions All short-term and long-term monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the consolidated statement of income to the extent that they are not hedged by forward exchange contracts.
- o. Foreign Currency Financial Statements The balance sheet accounts of the consolidated foreign subsidiaries are translated into Japanese yen at the current exchange rate as of the balance sheet date except for equity, which is translated at the historical rate. The resulting translation differences, less those attributable to noncontrolling interests, are shown as "Foreign currency translation adjustments" under accumulated other comprehensive income in a separate component of equity. Revenue and expense accounts of consolidated foreign subsidiaries are translated into Japanese yen at the average exchange rate.

p. Derivative Financial Instruments – The Group uses derivative financial instruments, such as foreign currency forward contracts and foreign currency options, as a means of hedging exposure to foreign currency exchange rate risks. The Group does not enter into derivatives for trading or speculative purposes.

Derivative financial instruments and foreign currency transactions are classified and accounted for as follows: (1) all derivatives are recognized as either assets or liabilities and measured at fair value, and gains or losses on derivative transactions are recognized in the consolidated statement of income, and (2) for derivatives used for hedging purposes, if such derivatives qualify for hedge accounting because of high correlation and effectiveness between the hedging instruments and the hedged items, gains or losses on derivatives are deferred until maturity of the hedged transactions.

The foreign currency forward contracts are utilized to hedge payments of royalties and foreign currency import transactions. Payables denominated in foreign currencies are translated at the contracted rates if the forward contracts qualify for hedge accounting.

Foreign currency options are utilized to hedge foreign currency exposures in the procurement of raw materials from overseas suppliers. These options, which qualify for hedge accounting, are measured at fair value at the balance sheet date and the unrealized gains or losses are deferred until maturity as another liability or asset.

**q.** Per Share Information – Basic net income per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period.

Cash dividends per share presented in the accompanying consolidated statements of income are dividends applicable to the respective years, including dividends to be paid after the end of the year.

#### r. Changes in Accounting Policies

(1) Accounting Standard for Revenue Recognition

The "Accounting Standard for Revenue Recognition" (ASBJ Statement No. 29, March 31, 2020), etc. have been applied to the consolidated financial statements from the beginning of the fiscal year ended March 31, 2022. The core principle of the accounting standard and guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Before the adoption, part of the consideration payable to customers was treated as selling, general and administrative expenses. Under the accounting standard and guidance, the consideration is treated as deduction from sales. In addition, before the adoption, the expected consideration that would be payable to customers after the balance sheet date was treated as either part of accrued expenses or accrued sales promotion expenses. Under the accounting standard and guidance, the consideration is treated as refund liability, which is included in other current liabilities.

In applying the accounting standard and guidance, in accordance with the transitional treatment stipulated in the proviso of Section 84 of the standard, the Group recognized the retrospective cumulative effect of the adoption up to the effective date of the accounting standard and guidance as retained earnings on April 1, 2021.

As a result, sales for the fiscal year ended March 31, 2022 decreased by  $\pm$ 29,028 million ( $\pm$ 237,934 thousand), and selling, general and administrative expenses also decreased by the same amount. This change had no impact on operating income, income before income taxes and net income. In addition, retained earnings at the effective date of the accounting standard and guidance decreased by  $\pm$ 1,867 million ( $\pm$ 15,303 thousand), and the Group recognized  $\pm$ 6,328 million ( $\pm$ 51,868 thousand) as refund liability, which is included in other current liabilities at the end of the fiscal year ended March 31, 2022.

(2) Accounting Standard for Fair Value Measurement

The "Accounting Standard for Fair Value Measurement" (ASBJ Statement No. 30, July 4, 2019), etc. have been applied to the consolidated financial statements from the beginning of the fiscal year ended March 31, 2022.

The Group adopts the accounting standard and guidance in accordance with the transitional treatment stipulated in Section 19 of the "Accounting Standard for Fair Value Measurement" and in Section 44-2 of the "Accounting Standard for Financial Instruments" (ASBJ Statement No. 10, July 4, 2019).

This change had no impact on the consolidated financial statements.

#### s. New Accounting Pronouncements

(1) The Company and its domestic subsidiaries

The ASBJ issued ASBJ Practical Solution No. 42, "Practical Solution on the Accounting and Disclosure under the Group Tax Sharing System" on August 12, 2021.

The "Act for Partial Amendment of the Income Tax Act, etc." (Act No. 8 of 2020), stipulated the transition from the consolidated tax return filing system to the group tax sharing system. The ASBJ accordingly released the practical solution to make it clear how to reflect the adoption of the group tax sharing system to an accounting method or disclosure of corporate tax, local corporate tax and tax effect accounting.

The practical solution is effective from the beginning of the fiscal year ending March 31, 2023. The Company is in the process of measuring the effects of applying the practical solution in future applicable periods.

(2) Foreign subsidiaries

The FASB issued Accounting Standards Update ("ASU") No. 2016-02 into the FASB's Accounting Standards Codification. These accounting standards require lessees to recognize a right-of-use asset and a lease liability in the statement of financial position.

Foreign consolidated subsidiaries adopting U.S. GAAP will adopt ASU No. 2016-02 for the fiscal year ending on March 31, 2023.

The Company is in the process of measuring the effects of applying the accounting standard and guidance in future applicable periods.

#### t. Additional Information

• Impact of the Novel Coronavirus Disease ("COVID-19")

The Company assumes that the impact of COVID-19 on the operations of the Group will continue during the fiscal year ending on March 31, 2023 as a whole based on available information at the time preparing these consolidated financial statements though the situation may be different from region to region. Upon performing the impairment testing of the goodwill and assessing the recoverability of deferred tax assets in the consolidated financial statements based on the assumptions described above, the Company concluded that there was no indicator of impairment of goodwill and there was no need to recognize additional valuation allowance for the recoverability of deferred tax assets.

Furthermore, any changes to the above assumptions may affect the consolidated financial position and consolidated financial performance of the Company since the impact of COVID-19 is highly uncertain.

#### 3. SIGNIFICANT ACCOUNTING ESTIMATES

#### (1) Goodwill

In the years ended March 31, 2022 and 2021, the book value of goodwill was ¥10,070 million (\$82,540 thousand) and ¥10,142 million, respectively, and detailed information by business segment was as follows.

a. Takara Shuzo International Group

In the year ended March 31, 2022, the book value of goodwill was ¥3,760 million (\$30,819 thousand). This was primarily recognized in connection with the acquisitions of the shares of the companies operating Japanese Food Wholesale business in overseas such as FOODEX S.A.S., Tazaki Foods Ltd., and Cominport Distribución S.L. The amount of goodwill recorded at the end of this fiscal year was ¥1,268 million (\$10,393 thousand), ¥766 million (\$6,278 thousand), and ¥1,174 million (\$9,622 thousand), respectively. In order to determine whether an indicator of impairment of goodwill exists, the Company mainly groups assets by grouping each operating company as one asset group. All asset groups with goodwill showed no indicator of goodwill impairment at the end of this fiscal year due to stable positive gains from operating activities. The Company expects that significant impairment loss of goodwill is unlikely to be recognized unless the business climate from next fiscal year onward changes dramatically.

b. Takara Bio Group

In the year ended March 31, 2022, the book value of goodwill was ¥6,309 million (\$51,713 thousand). This was recognized when Takara Bio USA, Inc. acquired all the shares of Clontech Laboratories, Inc., Rubicon Genomics, Inc., and WaferGen Bio-systems, Inc. In order to determine whether an indicator of impairment of goodwill exists, the Company defines Takara Bio USA, Inc. as a reporting unit including goodwill. The recoverable amount of the reporting unit is calculated based on fair value. The fair value was calculated by discounting the estimated future cash flows, and assumptions such as future growth rates are applied in the estimation of such cash flows. The Company expects that significant impairment loss is unlikely to be recognized since the recoverable amount is sufficiently higher than the book value at the end of this fiscal year, even if the applied future growth rate fluctuates within a reasonable range.

#### (2) Refund Liability

In the year ended March 31, 2022, the book value of refund liability was ¥6,328 million (\$51,868 thousand), which was included in other current liabilities of current liabilities in the consolidated balance sheet.

The Group records as refund liability the expected amounts of rebate and sales promotion expenses to be paid after the end of the fiscal year. The amount of refund liability recorded by Takara Shuzo was ¥6,325 million (\$51,844 thousand), which included ¥4,820 million (\$39,508 thousand) of the estimated amounts of sales promotion expenses relating with retailers' purchases via wholesalers.

To estimate the amounts of sales promotion expenses related to retailers' purchases via wholesalers, the estimated unit price, taking into account past actual unit prices, etc. is multiplied by the estimated purchase quantity of retail stores, etc. Not all of the quantity the retailers purchased via wholesalers in the final month of a fiscal year can be obtained in the process of the settlement of accounts. Therefore, it is estimated by branch office or product category using purchase quantity data obtained in the process of the settlement of accounts. As a result, a discrepancy between the estimated amount and the actual charged amount for the quantity the retailers purchased via wholesalers in the final month of a fiscal year might affect gains or losses for the next fiscal year. The Group checks amounts of the discrepancies every month and expects less possibility of significant discrepancies.

#### 4. MARKETABLE AND INVESTMENT SECURITIES

Marketable and investment securities as of March 31, 2022 and 2021, consist of the following:

	Millions	Millions of Yen		
	2022	2021	2022	
Non-current: Investment equity securities	¥27,432	¥26,171	\$ 224,852	
Total	¥27,432	¥26,171	\$ 224,852	

The costs and aggregate fair values of marketable and investment securities at March 31, 2022 and 2021, are as follows:

	Millions of Yen						
	•	Unrealized	Unrealized				
March 21, 2022	Cost	Gains	Losses	Fair Value			
March 31, 2022							
Securities classified as: Available-for-sale: Equity securities	¥8,194	¥17,665	¥100	¥25,759			
Others	1,179	,		1,179			
		Milliona	of Yen				
		Unrealized	Unrealized				
	Cost	Gains	Losses	Fair Value			
March 31, 2021							
Securities classified as: Available-for-sale:							
Equity securities Others	¥8,155 1,145	¥16,370	¥26	¥24,499 1,145			
		Thousands o	f U.S. Dollars				
		Unrealized	Unrealized				
	Cost	Gains	Losses	Fair Value			
March 31, 2022							
Securities classified as: Available-for-sale:							
Equity securities Others	\$67,163 9,663	\$144,795	\$819	\$211,139 9,663			

No available-for-sale securities were sold during the fiscal year ended March 31, 2022.

The information for available-for-sale securities which were sold during the fiscal year ended March 31, 2021, is as follows:

	N	Millions of Yen		
March 31, 2021	Proceeds	Realized Gains	Realized Losses	
Available-for-sale: Equity securities	<u>¥9</u>	<u>¥2</u>	<u>¥7</u>	
Total	<u>¥9</u>	<u>¥2</u>	<u>¥7</u>	

Investments in equity instruments that do not have a quoted market price in an active market (for which the totals included in the consolidated balance sheets at March 31, 2022 and 2021, are  $\pm$ 1,673 million ( $\pm$ 13,713 thousand) and  $\pm$ 1,671 million, respectively) do not have fair value because their fair value cannot be reliably determined.

The impairment losses on marketable and investment securities recognized for the years ended March 31, 2022 and 2021, were as follows:

	Millions	s of Yen	Thousands of U.S. Dollars
	2022	<u>2021</u>	2022
Marketable equity securities	¥5	¥55	\$40

#### 5. INVENTORIES

Inventories at March 31, 2022 and 2021, are as follows:

	Millions	Thousands of U.S. Dollars	
	2022	2021	2022
Finished products and merchandise	¥54,641	¥32,652	\$ 447,877
Semifinished products	8,531	8,463	69,926
Work in process	2,012	1,924	16,491
Raw materials and supplies	7,458	6,084	61,131
Total	¥72,643	¥49,124	\$ 595,434

#### 6. LONG-LIVED ASSETS

#### Year Ended March 31, 2021

Loss on business liquidation was posted in line with the liquidation of the next-generation sequencing library manufacturing equipment-related business in the Takara Bio Group. Major components of the loss are impairment loss of ¥360 million and loss on valuation of inventories of ¥97 million. The details of impairment loss are as described below.

		Impairment Loss			
			Millions of	Yen	
			Property,		
		Machinery,	Plant, and	Intangible	
		Equipment	Equipment	Assets	
Location	Description	and Vehicles	(Other)	(Other)	Total
(Takara Bio USA, Inc. etc.) Mountain View,	Assets to be				
USA, etc.	disposed of	<u>¥3</u>	<u>¥3</u>	¥ 353	¥360
	Total	<u>¥3</u>	<u>¥3</u>	¥ 353	¥360

#### 1) Background of the recognition of impairment loss

In line with the liquidation of a related business, the book value is reduced to the recoverable amount, and the reduced amount is included in "loss on business liquidation," which is posted under other expenses.

#### 2) Calculation method of recoverable amount

The recoverable amount is calculated by using value in use based on future cash flows.

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

Short-term bank loans consisted principally of term loans with a weighted-average interest of 1.037% and 0.515% at March 31, 2022 and 2021, respectively.

The Company entered into the commitment line contract with a financial institution for flexibility of financing. The amounts of unused loan commitments were ¥10,000 million (\$81,967 thousand) and ¥20,000 million at March 31, 2022 and 2021, respectively.

Long-term debt at the beginning of the year at April 1, 2021 and the ending of the year at March 31, 2022 were as follows:

	Millions 2022	s of Yen <u>2021</u>	Thousands of U.S. Dollars 2022
Loan principally from banks, due within one year, with a weighted-average interest rate 2.311%:			
Collateralized	¥ 18	¥ 29	\$ 147
Unsecured	241	20	1,975
Loan principally from banks, due after one year and serially to 2030, with a weighted-average	d		.,
interest rate 0.356%:			
Collateralized	65	75	532
Unsecured	15,182	15,390	124,442
1.162% unsecured bonds, due April 2022	5,000	5,000	40,983
0.100% unsecured bonds, due April 2022	5,000	5,000	40,983
0.220% unsecured bonds, due April 2024	5,000	5,000	40,983
0.100% unsecured bonds, due November 2026	5,000		40,983
0.315% unsecured bonds, due April 2027	5,000	5,000	40,983
0.270% unsecured bonds, due November 2031	5,000		40,983
Lease obligations	3,677	3,743	30,139
Total	49,185	39,258	403,155
Less current portion	10,931	670	89,598
Long-term debt, less current portion	¥ 38,254	¥38,588	\$ 313,557

Annual maturities of long-term debt as of March 31, 2022, for the next five years and thereafter are as follows:

	Millions of Yen	Thousands of U.S. Dollars
Year Ending March 31		
2023	¥ 10,931	\$ 89,598
2024	620	5,081
2025	10,590	86,803
2026	5,374	44,049
2027	5,323	43,631
2028 and thereafter	16,345	133,975
Total	¥ 49,185	<u>\$ 403,155</u>

At March 31, 2022, notes and accounts receivable of ¥286 million (\$2,344 thousand) and inventories of ¥571 million (\$4,680 thousand) were pledged as collateral for long-term debt (including current portion of long-term debt) of ¥83 million (\$680 thousand). In addition, loans from banks due within one year and due after one year include interest-free loans of ¥11 million (\$90 thousand) and ¥68 million (\$557 thousand), respectively.

#### 8. LIQUOR TAXES PAYABLE

Liquor taxes are calculated at various rates according to the quantities of categorized beverages containing more than 1% of alcohol when delivered from manufacturing lots or taken outside of the bonded area. Liquor taxes are included in the cost of sales and inventories. Liquor taxes payable are to be paid by the end of the second month following the distribution or after being taken outside the bonded area.

#### 9. RETIREMENT AND PENSION PLANS

The Company and certain consolidated subsidiaries provide lump-sum payment plans, a defined benefit corporate pension plan, and a defined contribution pension plan.

Certain consolidated subsidiaries have enrolled in the Smaller Enterprise Retirement Allowance Mutual Aid System.

Certain consolidated subsidiaries account for part of the defined benefit obligations and benefit costs for retirement lump-sum payment using the simplified method.

(1) The changes in the defined benefit obligation for the years ended March 31, 2022 and 2021, are as follows:

	Millions	of Yen	Thousands of U.S. Dollars
	2022	2021	2022
Balance at beginning of year	¥15,617	¥15,330	\$ 128,008
Current service cost	930	923	7,622
Interest cost	107	111	877
Actuarial (gain) loss	(177)	189	(1,450)
Benefit paid	(1,299)	(918)	(10,647)
Others	142	<u>(19</u> )	1,163
Balance at end of year	¥15,320	¥15,617	<u>\$ 125,573</u>

(2) The changes in plan assets for the years ended March 31, 2022 and 2021, are as follows:

	Millions	of Yen	Thousands of U.S. Dollars
	2022	<u>2021</u>	2022
Balance at beginning of year	¥7,237	¥6,917	\$ 59,319
Expected return on plan assets Actuarial gain	124 42	141 261	1,016 344
Contribution from the employer Benefits paid	314 (554)	307 (368)	2,573 (4,540)
Others	<u>    118́</u>	<u>(23</u> )	
Balance at end of year	¥7,282	¥7,237	\$ 59,688

(3) The reconciliation between the liability recorded in the consolidated balance sheet and the balances of defined benefit obligation and plan assets as of March 31, 2022 and 2021, are as follows:

	Millions of Yen		Thousands of U.S. Dollars
	2022	<u>2021</u>	2022
Funded defined benefit obligation Plan assets Total Unfunded defined benefit obligation	¥ 6,396 (7,282) (886) 8,924	¥ 6,624 (7,237) (612) 8,992	\$ 52,426 (59,688) (7,262) 73,147
Net liability arising from defined benefit obligation	¥ 8,037	<u>¥ 8,379</u>	<u>\$ 65,877</u>
	Millions	of Yen	Thousands of U.S. Dollars
	2022	<u>2021</u>	2022
Liability for retirement benefits Prepaid benefit cost	¥8,944 (907)	¥9,274 (894)	\$ 73,311 <u>(7,434</u> )
Net liability arising from defined benefit obligation	<u>¥8,037</u>	<u>¥8,379</u>	\$65,877

Prepaid benefit cost is included in other assets.

(4) The components of net periodic benefit costs for the years ended March 31, 2022 and 2021, are as follows:

	Millions of Yen		Thousands of U.S. Dollars	
	2022	<u>2021</u>	2022	
Service cost	¥ 930	¥ 923	\$ 7,622	
Interest cost	107	111	877	
Expected return on plan assets	(124)	(141)	(1,016)	
Recognized actuarial loss	285	306	2,336	
Amortization of prior service cost	2	(281)	16	
Net periodic benefit costs	¥1,202	¥ 917	<u>\$ 9,852</u>	

(5) Amounts recognized in other comprehensive income (before income tax effect) in respect of defined retirement benefit plans for the years ended March 31, 2022 and 2021, are as follows:

	Millions	Millions of Yen	
	2022	<u>2021</u>	2022
Prior service cost Actuarial gain	¥ 0 486	¥(281) 377_	\$0 <u>3,983</u>
Total	¥487	¥ 96	\$3,991

(6) Amounts recognized in accumulated other comprehensive income (before income tax effect) in respect of defined retirement benefit plans as of March 31, 2022 and 2021, are as follows:

	Millions of Yen		Thousands of U.S. Dollars
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Unrecognized prior service cost Unrecognized actuarial loss	¥ (17) <u>(882</u> )	¥ (17) <u>(1,369</u> )	\$ (139) (7,229)
Total	<u>¥(900</u> )	<u>¥(1,387</u> )	<u>\$(7,377</u> )

- (7) Plan assets as of March 31, 2022 and 2021
  - a. Components of plan assets

Plan assets as of March 31, 2022 and 2021, consisted of the following:

	<u>2022</u>	<u>2021</u>
Debt investments General account of insurance company Equity investments Cash and cash in bank Others	49% 24 16 3 <u>8</u>	50% 25 16 2 7
Total	<u>100</u> %	<u>100</u> %

b. Method of determining the expected rate of return on plan assets

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

(8) Assumptions used for the years ended March 31, 2022 and 2021, are set forth as follows:

	<u>2022</u>	<u>2021</u>
Discount rate	mainly 0.7%	mainly 0.7%
Expected rate of return on plan assets	mainly 2.0%	mainly 2.0%
Expected rate of future salary increase	mainly 2.9%	mainly 2.9%

The Company uses the compensation increase index determined in accordance with the Company's human resources and wage policy as the expected rate of future salary increase.

(9) Defined contribution plan

The amount of contribution required for the defined contribution plan paid by the subsidiaries was ¥308 million (\$2,524 thousand) and ¥300 million for the years ended March 31, 2022 and 2021, respectively.

#### 10. EQUITY

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

#### a. Dividends

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

The Companies Act permits companies to distribute dividends-in-kind (noncash assets) to shareholders subject to a certain limitation and additional requirements.

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

#### b. Increases/Decreases and Transfer of Common Stock, Reserve, and Surplus

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

#### c. Treasury Stock and Treasury Stock Acquisition Rights

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

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

#### 11. REVENUE RECOGNITION

#### (1) Disaggregation of Revenue

Revenues from contracts with customers on a disaggregated basis for the year ended March 31, 2022, were as follows:

	Millions of Yen						
				022			
		кер Takara	ortable Segn	nent			
	Takara Shuzo	Shuzo International Group	Takara Bio Group	Total	Other	Total	
Products and services: Alcohol Overseas	¥ 118,889	¥ 12,194		¥ 131,084	¥ 4,542	¥ 135,626	
Japanese food wholesales Bio Other Revenues from	·	89,725	¥ 67,699 	89,725 67,699	7,261	89,725 67,699 7,261	
contracts with customers Other revenue	118,889	101,920	67,699	288,510	11,803 605	300,313 605	
Total	<u>¥ 118,889</u>	¥ 101,920	¥67,699	¥ 288,510	¥12,408	¥ 300,918	
			Thousands o	of U.S. Dollars			
				)22			
			ortable Segn	nent			
	Takara Shuzo	Takara Shuzo International Group	Takara Bio Group	Total	Other	Total	
Products and services:							
Alcohol Overseas Japanese food	\$ 974,500	\$ 99,950		\$ 1,074,459	\$ 37,229	\$ 1,111,688	
wholesales Bio Other		735,450	\$ 554,909	735,450 554,909	59,516	735,450 554,909 59,516	
Revenues from contracts with customers Other revenue	974,500	835,409	554,909	2,364,836	96,745 4,959	2,461,581 4,959	
Total	\$974,500	\$ 835,409	\$ 554,909	\$ 2,364,836	\$ 101,704	\$ 2,466,540	

"Other" represents operating segments that are not included in the reportable segments. Its "Revenues from contracts with customers" represent sales for imported wine and revenue of freight distribution services. "Other revenue" represents revenue of real-estate rental according to ASBJ Statement No. 13, "Accounting Standard for Lease Transactions."

#### (2) Basic Information to Understand Revenues from Contracts with Customers

See Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, I. Recognition of revenues and expenses.

- (3) Relationship between a satisfaction of performance obligations under a contract with a customer and cash flows arising from the contract, and expected revenue to be recognized in the next fiscal year according to remaining contracts with customers at the end of this fiscal year
  - a. Contract Balances

The Company and its subsidiaries do not have significant contract assets and contract liabilities, and do not recognize significant changes. In addition, they did not recognize significant revenue recognized in the current fiscal year from performance obligation satisfied, or partly satisfied in the past fiscal periods.

In the consolidated balance sheet, contract assets and contract liabilities are included in notes and accounts receivable and other current liabilities, respectively, because they are not material.

b. Transaction prices allocated to residual performance obligation

The Company and its subsidiaries adopt a practical disclosing method of a note of transaction prices allocated to residual performance obligation, which permits the omission of the contract amount whose initially anticipated contract term is less than one year. The amount of unsatisfied, or partially unsatisfied performance obligations is ¥1,926 million (\$15,786 thousand) as of March 31, 2022. The performance obligations are based on contract services and approximately 80% of them are due to be recognized as revenue within one year since March 31, 2022, while the remaining 20% will be recognized at a later period.

#### 12. RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses charged to income were ¥6,484 million (\$53,147 thousand) and ¥5,914 million for the years ended March 31, 2022 and 2021, respectively.

#### 13. NATIONAL SUBSIDIES AND LOSS ON TAX PURPOSE REDUCTION ENTRY OF NON-CURRENT ASSETS

The amount of subsidies received is included in other income as "National subsidies," and the amount of tax purpose reduction entry of non-current assets related to such subsidies is included in other expenses as "Loss on tax purpose reduction entry of non-current assets."

The amounts of tax purpose reduction entry related to national subsidies deducting from acquisition prices of non-current assets as of March 31, 2022 and 2021, are as follows:

	Millions	Millions of Yen		
	2022	<u>2021</u>	2022	
Property, plant, and equipment:				
Buildings and structures	¥1,337	¥144	\$ 10,959	
Machinery, equipment, and vehicles	3,242	425	26,573	
Tools, furniture and fixtures	524	77	4,295	
Investments and other assets:				
Other assets	1		8	
Total	¥5,105	¥647	\$41,844	

#### 14. LOSS ON VOLUNTARY RECALL OF PRODUCTS

Takara Shuzo, one of the Group's three reporting segments, voluntarily recalled its product during the fiscal year ended March 31, 2022. Accordingly, the product disposal cost and other expenses to recall the products were recorded in other expenses.

#### 15. INCOME TAXES

The Company and its domestic subsidiaries are subject to Japanese national and local income taxes, which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 31% for the years ended March 31, 2022 and 2021. Overseas consolidated subsidiaries are subject to income taxes of the countries in which they operate.

The tax effects of the significant temporary differences and tax loss carryforwards, which resulted in deferred tax assets and liabilities at March 31, 2022 and 2021, are as follows:

	Millions of Yen		Thousands of U.S. Dollars
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Deferred tax assets:			
Inventories	¥ 769	¥ 543	\$ 6,303
Accrued bonuses	740	709	6,065
Accrued sales promotion expenses		635	0,000
Estimated refund liability	1,494		12,245
Enterprise tax payable	397	264	3,254
Tax loss carryforwards	1,211	1,206	9,926
Unrealized profit on sale of inventories	698	812	5,721
Retirement benefits	2,285	2,239	18,729
Marketable and investment securities	399	399	3,270
Depreciation	465	381	3,811
Impairment losses	305	306	2,500
Defined retirement benefit plans	187	395	1,532
Other	1,933	1,644	15,844
Subtotal	10,888	9,537	89,245
Less valuation allowance for tax loss			
carryforwards	(792)	(663)	(6,491)
Less valuation allowance for temporary			
differences	(949)	(1,131)	(7,778)
Total valuation allowance	(1,741)	(1,795)	(14,270)
Total	¥ 9,146	¥ 7,742	\$ 74,967
Deferred tax liabilities:			
Unrealized gain on available-for-sale securities	¥ (5,346)	¥(4,970)	\$(43,819)
Deferred gain on fixed assets	(503)	(516)	(4,122)
Deferred gain on fixed assets inherited by a	, , , , , , , , , , , , , , , , , , ,		
corporate division	(177)	(185)	(1,450)
Basis difference of acquired intangible assets	(738)	(826)	(6,049)
Basis difference of acquired land	(142)	(351)	(1,163)
Retained earnings of subsidiaries	(1,199)	(1,043)	(9,827)
Depreciation of foreign subsidiaries	(1,920)	(1,211)	(15,737)
Other	(406)	(381)	(3,327)
Total	<u>¥(10,433</u> )	<u>¥(9,485</u> )	<u>\$(85,516</u> )
Net deferred tax liabilities	<u>¥ (1,287</u> )	<u>¥(1,742</u> )	<u>\$(10,549</u> )

A reconciliation between the normal effective statutory tax rate and the actual effective tax rate reflected in the accompanying consolidated statements of income for the years ended March 31, 2022 and 2021, is as follows:

	<u>2022</u>	<u>2021</u>
Normal effective statutory tax rate in Japan	31.0%	31.0%
Expenses not deductible for income tax purposes	0.3	0.7
Change in valuation allowance	(0.2)	0.5
Withholding taxes in foreign countries	0.9	0.8
Amortization of goodwill	0.6	1.3
Impairment loss of goodwill		0.6
Adjustment of book value of shares in affiliates resulting from		
dividends-in-kind	(0.6)	
Undistributed earnings of foreign consolidated subsidiaries	0.4	2.0
Effect of tax rate difference of consolidated subsidiaries	(2.6)	(2.6)
Tax credit for R&D expenses	(1.9)	(3.0)
Other, net	0.4	(0.6)
Actual effective tax rate	<u>28.3</u> %	<u>30.7</u> %

The Company and certain consolidated subsidiaries had tax loss carryforwards aggregating approximately ¥1,211 million (\$9,926 thousand) and ¥1,206 million as of March 31, 2022 and 2021, respectively, which are available to be offset against taxable income of such consolidated subsidiaries. These tax loss carryforwards, if not utilized, will expire as follows:

			Ν	lillions of Ye	en		
		After	After	After	After		
		1 Year	2 Years	3 Years	4 Years	A. ( )	
March 31, 2022	1 Year or Less	through 2 Years	through 3 Years	through 4 Years	through 5 Years	After 5 Years	Total
<u>INIAI CIT 31, 2022</u>	L622	2 16015	5 Teals	4 16015	5 Tears	JTEals	TOLAI
Deferred tax assets relating to tax loss							
carryforwards Less valuation allowances for tax					¥ 227	¥ 984	¥1,211
loss carryforwards Net deferred tax assets					(227)	(564)	(792)
relating to tax loss carryforwards						419	419
			Thousa	nds of U.S.	Dollars		
		After	After	After	After		
	4.37	1 Year	2 Years	3 Years	4 Years		
March 31, 2022	1 Year or Less	through 2 Years	through 3 Years	through 4 Years	through 5 Years	After 5 Years	Total
<u>March 31, 2022</u>		2 16015	JIEdis	4 16415	JTears	JIEdis	TULAI
Deferred tax assets relating to tax loss							
carryforwards Less valuation					\$ 1,860	\$ 8,065	\$ 9,926
allowances for tax loss carryforwards Net deferred tax assets					(1,860)	(4,622)	(6,491)
relating to tax loss carryforwards						3,434	3,434

Net deferred tax assets relating to tax loss carryforwards mainly consist of tax carryforwards arising from acquisitions of subsidiaries in the United States in 2017.

	Millions of Yen						
<u>March 31, 2021</u>	1 Year or Less	After 1 Year through 2 Years	After 2 Years through 3 Years	After 3 Years through 4 Years	After 4 Years through 5 Years	After 5 Years	Total
Deferred tax assets relating to tax loss carryforwards Less valuation allowances for tax		¥ 1		¥ 0	¥ 2	¥1,202	¥1,206
loss carryforwards Net deferred tax assets		(1)		(0)	(2)	(659)	(663)
relating to tax loss carryforwards						543	543

The Company determined that the deferred tax assets are recoverable considering the prospects for future taxable income.

Net deferred tax assets relating to tax loss carryforwards mainly consist of tax carryforwards arising from acquisitions of subsidiaries in the United States in 2017.

The Company determined that the deferred tax assets are recoverable considering the prospects for future taxable income.

#### 16. OPERATING LEASES

The Group leases certain buildings, machinery, computer equipment, and other assets.

Total rental expenses for the years ended March 31, 2022 and 2021, were ¥3,874 million (\$31,754 thousand) and ¥3,665 million, respectively.

Obligations under operating leases as of March 31, 2022 and 2021, are as follows:

	Millions	s of Yen 2021	Thousands of U.S. Dollars 2022
Due within one year Due after one year	¥ 1,480 18,314	¥ 1,439 17,437	\$ 12,131 150,114
Total	¥19,794	¥18,876	<u>\$ 162,245</u>

#### 17. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

#### Group Policy for Financial Instruments

The Group invests in low-risk financial assets if it holds cash surpluses. The Group uses financial instruments, mainly bank loans and bonds, based on its capital financing plan. Derivatives are not used for speculative or trading purposes, but to avoid the risks described below.

#### Nature and Extent of Risks Arising from Financial Instruments and Risk Management for Financial Instruments

#### Credit risk and market risk

Although receivables, such as notes and trade accounts, are exposed to customer credit risk, the Group manages due dates and account balances for every customer to identify doubtful receivables in the early stages and to mitigate default risk.

Although marketable securities, mainly certificates of deposit and held-to-maturity securities, are exposed to the credit risks of the bond issuers, the credit risk is kept extremely low by limiting funding to short maturities and high credit rating bonds. Although investment securities, mainly stocks, are exposed to the risk of market price fluctuations, the Group reviews the fair values quarterly if investment securities are not ones that do not have market prices, and monitors the financial condition of issuers regularly if they do not have market prices.

Payment terms of payables, such as notes and trade accounts, are less than three months. Although payables in foreign currencies, such as raw materials and merchandise, are exposed to the market risk of fluctuation in foreign currency exchange rates, those risks are hedged by using currency options and forward foreign currency contracts.

Bank loans and bonds are utilized for financing of business transactions and capital investments. Payment terms of bank loans, bonds, and lease obligations are a maximum of eight, nine, and nineteen years after the balance sheet date, respectively.

Derivative transactions entered into by the Group have been made in accordance with the internal policies of the Finance Department, which regulates purpose, credit limit amount, evaluation of counterparties, and reporting procedures. Derivative transactions mainly include forward foreign currency contracts and currency options for the purpose of hedging against the market risk of fluctuation in foreign currency exchange rates of transactions in foreign currency exchange rates, these transactions are exposed to the market risk of fluctuation in foreign currency exchange rates, these transactions are made only for the purpose of mitigating the risks of assets, liabilities, and transactions that become hedged items. As the Group established a limit on contract amounts, the Group also believes that the effect of market risks on its business administration is not significant. As the Group manages its exposure to credit risk by limiting its funding to high credit rating banking facilities, the Group recognizes that the exposure to credit risk is extremely low.

Information regarding the valuation method of hedged items and hedging instruments related to hedge accounting, hedge policies, and hedge effectiveness is included in Note 2.*p*.

#### Liquidity risk management

In the Company, the Finance Department develops and updates a cash management plan pursuant to reporting by each department, and manages its liquidity risk by maintaining adequate volumes of liquid assets. In addition, its consolidated subsidiaries also manage their liquidity risks in the same manner.

#### Supplementary explanation on matters related to fair values of financial instruments

Fair values of financial instruments fluctuate as a result of adopting different preconditions because the calculation of fair values includes fluctuation factors. With respect to the contract amounts related to derivative transactions in Note 18, the amounts do not reflect the market risks related to derivative transactions.

#### Fair Value of Financial Instruments

		Millions of Yen	
March 31, 2022	Carrying Value	Fair Value	Unrealized Gain/Loss
<u>March 31, 2022</u>	Value		Gaill/L055
Investment securities	<u>¥25,759</u>	¥25,759	
Total	¥25,759	¥25,759	
Long-term debt (including current portion) Lease obligations (long-term liabilities)	¥ 45,507 3,005	¥45,389 2,977	¥(117) (27)
Total	¥ 48,513	¥48,367	<u>¥(145</u> )
Derivatives	<u>¥ 526</u>	<u>¥ 526</u>	
		Millions of Yen	
March 31, 2021	Carrying Value	Fair Value	Unrealized Gain/Loss
Investment securities	¥24,499	<u>¥24,499</u>	
Total	¥24,499	¥24,499	
Long-term debt (including current portion) Lease obligations (long-term liabilities)	¥ 35,515 <u>3,122</u>	¥35,647 <u>3,116</u>	¥ 131 <u>(5</u> )
Total	¥ 38,637	¥38,763	<u>¥126</u>
Derivatives	¥ 228	¥ 228	
	Thou	sands of U.S. Do	ollars
Marsh 04, 0000	Carrying		Unrealized
<u>March 31, 2022</u>	Value	Fair Value	Gain/Loss
Investment securities	<u>\$211,139</u>	<u>\$211,139</u>	
Total	<u>\$211,139</u>	<u>\$211,139</u>	
Long-term debt (including current portion) Lease obligations (long-term liabilities)	\$ 373,008 24,631	\$ 372,040 24,401	\$ (959) (221)
Total	\$ 397,647	<u>\$ 396,450</u>	<u>\$(1,188</u> )
Derivatives	<u>\$ 4,311</u>	<u>\$ 4,311</u>	

Notes:

- 1. The description of cash in hand is omitted. The description of cash in bank, notes and accounts receivable, marketable securities (only trust beneficiary rights and certificates of deposit), notes and accounts payable, short-term loans, liquor taxes payable, and income taxes payable are also omitted as their carrying values approximate fair value because of their short maturities.
- Investments in equity instruments that do not have a quoted market price in an active market (the totals included in the consolidated balance sheets at March 31, 2022 and 2021 are ¥3,468 million (\$28,426 thousand) and ¥3,425 million, respectively) are not included in investment securities.

#### Maturity Analysis for Financial Assets and Securities with Contractual Maturities

	Millions	s of Yen	Thousands of U.S. Dollars		
<u>March 31, 2022</u>	Due in One Year or Less	Due after One Year through Five Years	Due in One Year or Less	Due after One Year through Five Years	
Cash and cash equivalents Time deposits Notes and accounts receivable	¥ 75,729 5,894	¥	\$ 620,729 48,311	\$	
(Trade and associated companies)	70,260		575,901		
Total	¥ 151,885	¥	\$ 1,244,959	\$	
	Millions	s of Yen			
<u>March 31, 2021</u>	Due in One Year or Less	Due after One Year through Five Years			
Cash and cash equivalents Time deposits Notes and accounts receivable	¥ 62,860 4,523	¥			
(Trade and associated companies)	61,954				
Total	¥ 129,338	¥			

Financial Instruments Categorized by Fair Value Hierarchy

The fair value of financial instruments is categorized into the following three levels, depending on the observability and significance of the inputs used in making fair value measurements:

- Level 1: Fair values measured by using quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Fair values measured by using inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3: Fair values measured by using unobservable inputs for the assets or liabilities.

If multiple inputs are used that have a significant impact on the measurement of fair value, fair value is categorized at the lowest level in the fair value measurement among the levels to which each of these inputs belongs.

(1) The financial assets and liabilities measured at the fair values in the consolidated balance sheet

	Millions of Yen					
March 31, 2022	Level 1	Level 2	Level 3	Total		
Marketable and investment securities: Available-for-sale securities: Equity securities Derivative transactions:	¥ 25,759		¥	¥25,759		
Foreign currency forward contracts		¥650		650		
Total assets	¥25,759	<u>¥650</u>	¥	<u>¥26,410</u>		
Derivative transactions: Foreign currency forward contracts	¥	¥124	¥	¥ 124		
Total liabilities	¥	¥124	<u>¥</u>	¥ 124		
		Thousands o	f U.S. Dollars			
March 31, 2022	Level 1	Level 2	Level 3	Total		
Marketable and investment securities: Available-for-sale securities: Equity securities Derivative transactions: Foreign currency forward contracts	\$ 211,139	\$5,327 <u></u>	\$	\$ 211,139		
Total assets	\$ 211,139	\$5,327	\$	\$ 216,475		
Derivative transactions: Foreign currency forward contracts	\$	\$1,016	\$	\$ 1,016		
Total liabilities	\$	<u>\$1,016</u>	\$	<u>\$ 1,016</u>		

(2) The financial assets and liabilities not measured at the fair values in the consolidated balance sheet

	Millions of Yen					
<u>March 31, 2022</u>	Level 1	Level 2	Level 3	Total		
Long-term debt						
(including current portion)	¥	¥45,389	¥	¥45,389		
Lease obligations		2,977		2,977		
Total liabilities	¥	¥48,367	¥	¥48,367		
		Thousands of	f U.S. Dollars			
<u>March 31, 2022</u>	Level 1	Level 2	Level 3	Total		
Long-term debt						
(including current portion)	\$	\$ 372,040	\$	\$ 372,040		
Lease obligations	. <u> </u>	24,401		24,401		
Total liabilities	\$	<u>\$ 396,450</u>	\$	\$ 396,450		

The following is a description of valuation methodologies and inputs used for measurement of the fair value of assets and liabilities:

#### Marketable and Investment Securities

The fair values of listed equity securities are measured at the quoted market prices. Since listed equity securities are traded in active markets, the fair values of listed equity securities are categorized as Level 1.

#### Derivatives

The fair values of foreign currency forward contracts are measured by using prices submitted by financial institutions and are categorized as Level 2.

#### Long-term debt (including current portion) and Lease obligations

The fair values of these liabilities are measured by using discounted present value techniques considering assumptions including expected future cash flows and discount rates taking into account maturity and credit risk and are categorized as Level 2.

#### 18. DERIVATIVES

The Group enters into foreign currency forward contracts and foreign currency option agreements to hedge foreign currency exchange rate risk associated with certain liabilities denominated in foreign currencies.

All derivative transactions are entered into to hedge foreign currency exposures incorporated within the Group's business. Accordingly, market risk in these derivatives is basically offset by opposite movements in the value of hedged liabilities.

As the counterparties to these derivatives are limited to major international financial institutions, the Group does not anticipate any losses arising from credit risk.

Derivative transactions entered into by the Group have been made in accordance with the Group's policies, which regulate the authorization, purposes, credit limit amounts, evaluation of the counterparties, and reporting procedures.

#### Derivative Transactions to Which Hedge Accounting Is Not Applied

		Millions of Yen					
		Contract Amount					
	Contract	Due after		Unrealized			
<u>March 31, 2022</u>	Amount	One Year	Fair Value	Gain/Loss			
Foreign currency forward contracts:							
Buying U.S. dollar	¥ 590	¥	¥ 7	¥ 7			
Buying Chinese yuan	451		26	26			
Buying Japanese yen	1,458		10	10			
Buying Euro	80		(0)	(0)			
Selling U.S. dollar	664		(61)	(61)			
Selling Chinese yuan	1,822		(48)	(48)			
Selling Euro	65		(2)	(2)			
Non-deliverable forward contracts:							
Selling Korean won	39		<u>(1</u> )	<u>(1</u> )			
Total	¥5,174	¥	<u>¥(71</u> )	<u>¥(71</u> )			

	Millions of Yen						
		Contract					
	Contract	Amount Due after		Unrealized			
March 31, 2021	Amount	One Year	Fair Value	Gain/Loss			
Foreign currency forward contracts:			X((10))				
Buying U.S. dollar	¥ 595 410	¥	¥(16)	¥(16)			
Buying Chinese yuan Buying Japanese yen	410 394		9 (7)	9 (7)			
Buying Euro	108		(0)	(0)			
Selling Euro	515		(3)	(3)			
Selling Chinese yuan	1,075		(30)	(30)			
Non-deliverable forward contracts:							
Selling Korean won	89		(1)	<u>(1</u> )			
Total	¥3,189	<u>¥</u>	<u>¥(51</u> )	<u>¥(51</u> )			
		Thousands o	f U.S. Dollars				
		Contract					
		Amount					
M   04 0000	Contract	Due after		Unrealized			
<u>March 31, 2022</u>	Amount	One Year	Fair Value	Gain/Loss			
Foreign currency forward contracts:							
Buying U.S. dollar	\$ 4,836	\$	\$57	\$57			
Buying Chinese yuan	3,696		213	213			
Buying Japanese yen	11,950		81	81			
Buying Euro	655		(0)	(0)			
Selling U.S. dollar Selling Chinese yuan	5,442 14,934		(500) (393)	(500) (393)			
Selling Euro	532		(16)	(16)			
Non-deliverable forward contracts:	002		(10)	(10)			
Selling Korean won	319		(8)	(8)			
Total	\$42,409	\$	<u>\$(581</u> )	<u>\$ (581</u> )			

#### Derivative Transactions to Which Hedge Accounting Is Applied

Foreign exchange derivatives

	Millions of Yen					
			Contract			
			Amount			
	Hedged	Contract	Due after	Fair		
<u>March 31, 2022</u>	Item	Amount	One Year	Value		
Foreign currency options:						
Buying call option U.S. dollar	Accounts	¥ 5,425	¥2,642	¥460		
	payable	+ 0,420	+2,0+2	+ +00		
Selling put option U.S. dollar	Accounts	5,425	2,642	139		
	payable					
Foreign currency forward contracts:						
Buying U.S. dollar	Accounts	1,210		60		
	payable					
Buying Japanese yen	Accounts	60		(0)		
	payable					
Buying Euro	Advance	367		0		
	payment					
Total		¥12,489	¥5,285	¥659		

	Millions of Yen					
		Contract				
	Hedged	Contract	Amount Due after	Fair		
March 31, 2021	Item	Amount	One Year	Value		
Foreign currency options: Buying call option U.S. dollar	Accounts	¥ 4,925	¥3,192	¥189		
	payable	+ +,020	+0,102	+ 105		
Selling put option U.S. dollar	Accounts payable	4,925	3,192	90		
Foreign currency forward contracts:	pajable					
Buying U.S. dollar	Accounts payable	1,103		39		
Total		¥ 10,954	¥6,385	¥ 320		
Total		+ 10,934	+0,303	+ 320		
	Т	housands of	U.S. Dollars			
			Contract			
	Hodgod	Contract	Amount Due after	Fair		
March 31, 2022	Hedged Item	Amount	One Year	Value		
Foreign currency options:		• • • • • •	<b>*</b> • · •	<b>•</b> • •		
Buying call option U.S. dollar	Accounts payable	\$ 44,467	\$21,655	\$3,770		
Selling put option U.S. dollar	Accounts payable	44,467	21,655	1,139		
Foreign currency forward contracts:						
Buying U.S. dollar	Accounts	9,918		491		
Buying Japanese yen	payable Accounts	491		(0)		
Duying Sapanese yen	payable	401		(0)		
Buying Euro	Advance	3,008		0		
	payment					
Total		\$ 102,368	<u>\$43,319</u>	\$5,401		

### 19. OTHER COMPREHENSIVE INCOME (LOSS)

The components of other comprehensive income for the years ended March 31, 2022 and 2021, are as follows:

	Millions	Millions of Yen	
	2022	2021	U.S. Dollars 2022
Unrealized gain or loss on available-for-sale securities:			
Gain (loss) arising during the year	¥ 1,217	¥ 6,084	\$ 9,975
Reclassification adjustments to profit or loss	5	60	40
Amount before income tax effect Income tax effect	1,222 (376)	6,145 (1,899)	10,016 (3,081)
Income tax enect	(370)	(1,099)	(3,001)
Total	<u>¥ 845</u>	¥ 4,245	<u>\$ 6,926</u>
Deferred gain or loss on derivatives under hedge accounting:			
Gain (loss) arising during the year	¥ 317	¥ 157	\$ 2,598
Reclassification adjustments to profit or loss			
Amount before income tax effect Income tax effect	317 (98)	157 (49)	2,598 (803)
Income tax enect	(90)	(49)	(803)
Total	<u>¥ 219</u>	<u>¥ 108</u>	<u>\$ 1,795</u>
Foreign currency translation adjustments:			
Adjustments arising during the year	¥ 9,169	¥(2,342)	\$75,155
Reclassification adjustments to profit or loss	20		163
Total	¥ 9,189	<u>¥(2,342</u> )	<u>\$75,319</u>
Defined retirement benefit plans:			
Adjustments arising during the year	¥ 198	¥ 72	\$ 1,622
Reclassification adjustments to profit or loss	288	24	2,360
Amount before income tax effect Income tax effect	487 (120)	96 (44)	3,991 (983)
	(120)	<u>    (44</u> )	(303)
Total	<u>¥ 367</u>	<u>¥ 51</u>	<u>\$ 3,008</u>
Total other comprehensive income (loss)	¥10,622	¥ 2,063	\$87,065

#### 20. NET INCOME PER SHARE

Basic net income per share ("EPS") for the years ended March 31, 2022 and 2021 is as follows:

	Millions of Yen Net Income	Thousands of Shares Weighted- Average Shares	Yen EP	<u>Dollars</u> S
For the year ended March 31, 2022:				
Basic EPS Net income available to common shareholders	¥20,769	197,704	<u>¥ 105.05</u>	<u>\$0.86</u>
For the year ended March 31, 2021:				
Basic EPS Net income available to common shareholders	<u>¥ 10,574</u>	197,704	<u>¥53.48</u>	

Diluted net income per share for both the years ended March 31, 2022 and 2021 is not disclosed because there were no dilutive shares during these two fiscal years.

#### 21. SUBSEQUENT EVENTS

#### Appropriations of Retained Earnings

The following appropriation of retained earnings at March 31, 2022 was approved at the Company's shareholders' meeting held on June 29, 2022.

	Millions of Yen <u>2022</u>	Thousands of U.S. Dollars <u>2022</u>
Year-end cash dividends, ¥37 (\$0.30) per share	¥7,315	\$59,959

#### 22. SEGMENT INFORMATION

Under ASBJ Statement No. 17, "Accounting Standard for Disclosures about Segment of an Enterprise and Related Information" and ASBJ Guidance No. 20, "Guidance on Accounting Standard for Disclosures about Segment of an Enterprise and Related Information," an entity is required to report financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity about which separate financial information is available and for which such information is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. Generally, segment information is required to be reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

(1) Description of Reportable Segments

Reporting segments are the segments of the Takara Group for which financial information can be obtained. The Board of Directors, the top organization for decision making on Group-management, examines such information to determine the allocation of management resources and evaluate business performance on a regular basis.

Accordingly, the Group has defined three reporting segments based on the types of goods, products, and services, while taking into consideration the scope of managerial responsibility and the capacity to evaluate business performance. These three reporting segments are Takara Shuzo, the Takara Shuzo International Group, and the Takara Bio Group.

Takara Shuzo primarily engages in the manufacture and sale of seasonings and alcoholic beverages in Japan. The Takara Shuzo International Group engages in the export of alcoholic beverages from Japan, the manufacture and sale of alcoholic beverages at overseas locations, and the Japanese food wholesale business in overseas markets. The Takara Bio Group engages in the manufacture and sale of products such as research reagents and scientific instruments, as well as contract research services and research and development of gene and cell therapies.

(2) Methods of Measurement for the Amounts of Sales, Profit (Loss), Assets, and Other Items for Each Reportable Segment

The accounting policies of each reportable segment are consistent with those disclosed in Note 2, "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES."

The figures for the income of reporting segments are based on operating income. Intersegment sales or transfers is based on prevailing market prices.

#### (3) Information about sales, profit, assets, and other items are as follows.

	Millions of Yen						
		Reportable	Segment	2022			
		Takara Shuzo	eegment				
	Takara Shuzo	International Group	Takara Bio Group	Total	Other	Reconciliation	Consolidated
Sales:		· · · · · · · · · · · · · · · · · · ·	i				
Sales to external customers	¥ 118,889	¥ 101,920	¥ 67,699	¥ 288,510	¥ 12,408		¥ 300,918
Intersegment sales or transfers	820	265	0	1,086	18,310	¥(19,396)	
Total	119,710	102,186	67,699	289,596	30,719	(19,396)	300,918
Segment profit	4,135	8,472	28,902	41,510	2,222	(379)	43,354
Segment assets	90,442	89,836	115,712	295,991	19,836	46,610	362,438
Other:							
Depreciation	2,590	1,675	3,554	7,820	238	366	8,425
Amortization of goodwill		374	500	875			875
Investment in equity method affiliate Increase in property, plant, and						1,769	1,769
equipment and intangible assets	1,785	844	13,180	15,810	208	194	16,213

	Millions of Yen						
				2021			
		Reportable	Segment				
		Takara Shuzo					
	Takara	International	Takara Bio				
	Shuzo	Group	Group	Total	Other	Reconciliation	Consolidated
Sales:		· · · · ·	<u> </u>				
Sales to external customers	¥ 151,972	¥69,348	¥46,086	¥ 267,407	¥11,036	¥ 0	¥ 278,443
Intersegment sales or transfers	564	240	0	805	18,202	(19,007)	,
Total	152,537	69,589	46,086	268,213	29,238	(19,007)	278,443
Segment profit	4,879	1,043	13,952	19,875	1,803	(84)	21,595
Segment assets	90,221	74,373	89,750	254,344	19,932	32,641	306,918
Other:			,	,	,		,
Depreciation	2,848	1,430	3,220	7,498	233	336	8,068
Amortization of goodwill	,	379	486	865			865
Investment in equity method affiliate						1,727	1,727
Increase in property, plant, and equipment and intangible assets	1,430	2,802	8,897	13,130	334	310	13,775

				2022			
		Reportable	Segment				
		Takara Shuzo					
	Takara	International	Takara Bio				
	Shuzo	Group	Group	Total	Other	Reconciliation	Consolidated
Sales:							
Sales to external customers	\$ 974,500	\$ 835,409	\$ 554,909	\$ 2,364,836	\$ 101,704		\$ 2,466,540
Intersegment sales or transfers	6,721	2,172	0	8,901	150,081	<u>\$ (158,983)</u>	
Total	981,229	837,590	554,909	2,373,737	251,795	(158,983)	2,466,540
Segment profit	33,893	69,442	236,901	340,245	18,213	(3,106)	355,360
Segment assets	741,327	736,360	948,459	2,426,155	162,590	382,049	2,970,803
Other:							
Depreciation	21,229	13,729	29,131	64,098	1,950	3,000	69,057
Amortization of goodwill		3,065	4,098	7,172			7,172
Investment in equity method affiliate Increase in property, plant, and						14,500	14,500
equipment and intangible assets	14,631	6,918	108,032	129,590	1,704	1,590	132,893

Thousands of U.S. Dollars

#### Notes:

- 1. "Other" represents operating segments that are not included in the reportable segments, and mainly consists of real-estate lease, logistics businesses and sales for imported wine.
- 2. Details of "Reconciliation" are as follows.
  - (1) Sales to external customers consist of revenue from the system consulting and maintenance business, etc., recognized by the Company.
  - (2) Segment profit includes eliminations of intersegment transactions of ¥34 million (\$278 thousand) and ¥69 million, and expenses of the Company not allocated to operating segments of ¥(413) million (\$(3,385) thousand) and ¥(153) million as of March 31, 2022 and 2021, respectively.
  - (3) Segment assets include assets of the Company not allocated to operating segments of ¥75,059 million (\$615,237 thousand) and ¥62,585 million, and other adjustment (principally eliminations of intersegment transactions) of ¥(28,449) million (\$(233,188) thousand) and ¥(29,944) million as of March 31, 2022 and 2021, respectively. Assets attributed to the Company include surplus funds and long-term investment assets.
  - (4) Depreciation is mainly the amount of depreciation recognized by the Company.
  - (5) Investment in equity method affiliate is the cost of investment in an affiliate company not allocated to operating segments.
  - (6) Increase in property, plant, and equipment and intangible assets comprises investments of the Company not allocated to business segments.
- 3. Segment profit has been reconciled with the operating income in the consolidated statement of income.
- (4) Information about products and services

	Millions of Yen								
	2022								
	Domestic	Domestic Japanese Food							
	and	Wholesale							
	Overseas	Business in							
	Alcoholic	Overseas							
	Beverages	Markets	Bio	Other	Total				
Sales to external									
customers	¥135,626	¥89,725	¥67,699	¥7,866	¥300,918				
		Millic	ons of Yen						
			2021						
	Domestic	Japanese Food							
	and	Wholesale							
	Overseas	Business in							
	Alcoholic	Overseas							
	Beverages	Markets	Bio	Other	Total				
Sales to external									
customers	¥164,121	¥60,425	¥46,086	¥7,810	¥278,443				

	Thousands of U.S. Dollars					
	2022					
	Domestic	Japanese Food				
	and	Wholesale				
	Overseas	Business in				
	Alcoholic Overseas					
	Beverages	Beverages Markets		Other	Total	
Sales to external customers	\$1,111,688	\$735,450	\$554,909	\$64,475	\$2,466,540	

#### (5) Information about geographical areas

(a) Sales

Millions of Yen							
2022							
Japan	USA	Total					
¥165,528	¥62,662	¥72,727	¥300,918				
Millions of Yen							
2021							
Japan	USA	USA Other					
¥183,545	¥42,643	¥42,643 ¥52,254					
Thousands of U.S. Dollars							
2022							
Japan	USA	Other	Total				
\$1,356,786	786 \$513,622 \$596,122		\$2,466,540				

Note: Sales are classified by country or region based on the location of customers.

(b) Property, plant, and equipment

	Millions						
2022							
Japan	USA	Total					
¥53,213	¥19,117	¥7,416	¥79,747				
Millions of Yen							
2021							
Japan	USA	USA Other					
¥52,470	¥15,211	¥7,059	¥74,740				
Thousands of U.S. Dollars							
2022							
Japan	USA	Other Total					
\$436,172	\$436,172 \$156,696 \$60,786 \$6						

#### (6) Information about major customers

No external customers for whom the Group's sales amount to more than 10% of net sales of the consolidated statement of income for the fiscal year ended March 31, 2022.

		2021
	Millions of Yen	
Name of Customers	Sales	Related Segment Name
KOKUBU GROUP CORP.	¥35,067	Takara Shuzo, etc.

#### (7) Information about impairment losses

	Millions of Yen					
	2022					
		Takara Shuzo	Takara			
	Takara	International	Bio		Elimination/	
	Shuzo	Group	Group	Other	Corporate	Total
Impairment losses						
of assets	¥	¥17	¥168	¥	¥	¥185
			Millions	of Yen		
			202	21		
		Takara Shuzo	Takara			
	Takara	International	Bio		Elimination/	
	Shuzo	Group	Group	Other	Corporate	Total
Impairment losses						
of assets	¥	¥432	¥360	¥	¥	¥793
	Thousands of U.S. Dollars					
	2022					
	Takara Shuzo Takara					
	Takara	International	Bio		Elimination/	
	Shuzo	Group	Group	Other	Corporate	Total
Impairment losses		i	<u> </u>		•	
of assets	\$	\$139	\$1,377	\$	\$	\$1,516

### (8) Information about amortization of goodwill

	Millions of Yen						
	2022						
Americation of	Takara Shuzo	Takara Shuzo International Group	Takara Bio Group	Other	Elimination/ Corporate	Total	
Amortization of goodwill Goodwill at	¥	¥ 374	¥ 500	¥	¥	¥ 875	
March 31, 2022		3,760	6,309			10,070	
		Millions of Yen					
			20	21			
		Takara Shuzo	Takara				
	Takara	International	Bio	•	Elimination/		
	Shuzo	Group	Group	Other	Corporate	Total	
Amortization of goodwill Goodwill at	¥	¥ 379	¥ 486	¥	¥	¥ 865	
March 31, 2021		3,992	6,149			10,142	
	Thousands of U.S. Dollars						
			20	22			
		Takara Shuzo	Takara				
	Takara	International	Bio	•	Elimination/		
	Shuzo	Group	Group	Other	Corporate	Total	
Amortization of							
goodwill Goodwill at	\$	\$ 3,065	\$ 4,098	\$	\$	\$ 7,172	
March 31, 2022		30,819	51,713			82,540	

\* \* \* \* \* \*